MIE HOLDINGS CORPORATION
MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立之有限公司）
(Stock code 股份代號: 1555)

2014
ANNUAL REPORT 年報

Contents 目錄

Company Information
公司資料

BOARD OF DIRECTORS
Executive Directors
Mr. Zhang Ruilin *(Chairman)*
Mr. Zhao Jiangwei
Mr. Tao Tak Yin Dexter
Mr. Andrew Sherwood Harper
Mr. Tian Hongtao (appointed with effect from December 5, 2014)

Non-executive Directors
Mr. Wang Sing
Mr. Hung Leung (alternate to Mr. Wang Sing)

Independent non-executive Directors
Mr. Mei Jianping
Mr. Jeffrey Willard Miller
Mr. Cai Rucheng

REGISTERED ADDRESS
Maples Corporate Services Limited
P. O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

BEIJING OFFICE
Suite 1501, Block C
Grand Place
5 Hui Zhong Road
Chaoyang District
Beijing 100101
China

LISTING INFORMATION
Stock Listing
The Stock Exchange of Hong Kong Limited
Stock Code: 01555

Senior Notes Listing
The Company's 6.875%, 5 years senior notes due 2018
The Singapore Exchange Securities Trading Limited

The Company's 7.5%, 5 years senior notes due 2019
The Singapore Exchange Securities Trading Limited

WEBSITE ADDRESS
www.mienergy.com

COMPANY SECRETARY
Ms. Wong Sau Mei (ACS, ACIS)

董事會
執行董事
張瑞霖先生*（主席）*
趙江巍先生
陶德賢先生
Andrew Sherwood Harper先生
田洪濤先生（於二零一四年十二月五日獲委任）

非執行董事
王兟先生
洪亮先生（王兟先生的替任董事）

獨立非執行董事
梅建平先生
Jeffrey Willard Miller先生
才汝成先生

註冊地址
Maples Corporate Services Limited
P. O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

香港主要營業地點
香港
皇后大道東183號
合和中心54樓

北京辦公室
中國
北京朝陽區
慧忠路5號
遠大中心
C座1501室
郵編100101

上市資料
股份上市
香港聯合交易所有限公司
股份代號：01555

優先票據上市
本公司年息6.875%，於二零一八年到期為期5年的優先票據於新加坡證券交易所有限公司上市
本公司年息7.5%，於二零一九年到期為期5年的優先票據於新加坡證券交易所有限公司上市

公司網址
www.mienergy.com

公司秘書
黃秀美女士（ACS, ACIS）

Company Information (Continued)
公司資料(續)

AUTHORIZED REPRESENTATIVES
Mr. Tao Tak Yin Dexter
Ms. Wong Sau Mei (ACS, ACIS)

MEMBERS OF AUDIT COMMITTEE
Mr. Jeffrey Willard Miller *(Chairman)*
Mr. Mei Jianping
Mr. Cai Rucheng

MEMBERS OF REMUNERATION COMMITTEE
Mr. Mei Jianping *(Chairman)*
Mr. Jeffrey Willard Miller
Mr. Cai Rucheng

MEMBERS OF NOMINATION COMMITTEE
Mr. Mei Jianping *(Chairman)*
Mr. Jeffrey Willard Miller
Mr. Cai Rucheng

INDEPENDENT TECHNICAL CONSULTANT
Ryder Scott
Chapman Petroleum Engineering Ltd.
RISC Operations Pty Ltd.

INDEPENDENT AUDITOR
PricewaterhouseCoopers

LEGAL ADVISERS TO THE COMPANY
Joseph P. C. Lee & Associates in association with
Cadwalader, Wickersham & Taft LLP
(As to Hong Kong law)
Jingtian & Gongcheng Law Firm (As to PRC law)
Maples and Calder (As to Cayman Islands law)

PRINCIPAL BANKERS
CITI Bank, N.A.
China Construction Bank Corporation Limited

VALUER
Jones Lang LaSalle Sallmanns Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
Maples FS Limited
P.O. Box 1093, Queengate House
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

授權代表
陶德賢先生
黃秀美女士(ACS, ACIS)

審核委員會成員
Jeffrey Willard Miller先生*(主席)*
梅建平先生
才汝成先生

薪酬委員會成員
梅建平先生*(主席)*
Jeffrey Willard Miller先生
才汝成先生

提名委員會成員
梅建平先生*(主席)*
Jeffrey Willard Miller先生
才汝成先生

獨立技術顧問
Ryder Scott
Chapman Petroleum Engineering Ltd.
RISC Operations Pty Ltd.

獨立核數師
羅兵咸永道會計師事務所

本公司法律顧問
李秉財律師事務所聯營
美國凱威萊德律師事務所
(香港法律)
競天公誠律師事務所(中國法律)
Maples and Calder(開曼群島法律)

主要往來銀行
花旗銀行
中國建設銀行股份有限公司

估值師
仲量聯行西門有限公司

開曼群島主要股份過戶登記處
Maples FS Limited
P. O. Box 1093, Queengate House
Grand Cayman
KY1-1102
Cayman Islands

香港股份過戶登記分處
卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

Financial Summary
財務摘要

(Amounts expressed in thousands of RMB)（所有金額均以人民幣千元為單位）

Consolidated Statement of Comprehensive Income (Audited) 合併綜合收益表（經審核）

Year ended December 31 *截至十二月三十一日止年度*

		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014** **二零一四年**
Total Revenue	總收益	1,804,976	2,827,141	3,485,616	3,256,061	**2,982,909**
Total operating expenses	總經營開支	(1,170,963)	(1,727,981)	(2,360,804)	(2,386,864)	**(2,209,438)**
Finance costs,net	財務費用，淨值	(51,444)	(159,754)	(279,510)	(345,553)	**(481,327)**
Gain arising from acquisition of Emir-Oil,LLC	收購Emir-Oil, LLC利得	–	460,345	–	–	**–**
Profit before tax	除税前溢利	582,569	1,399,751	837,037	454,867	**236,712**
Income tax expense	所得税開支	(161,705)	(293,909)	(295,765)	(175,083)	**(214,163)**
Profit for the year	年內溢利	420,864	1,105,842	541,272	279,784	**22,549**

Consolidated Statement of Financial Position (Audited) 合併財務狀況表（經審核）

As at December 31 *十二月三十一日*

		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014** **二零一四年**
Current assets	流動資產	1,156,075	1,530,976	1,301,484	1,186,539	**1,650,635**
Non-current assets:	非流動資產：					
Property,plant and equipment	不動產，工廠及設備	3,024,482	5,267,499	6,632,652	7,160,160	**6,629,673**
Derivate financial instruments	衍生金融工具	20,285	–	–	–	**–**
Intangible assets	無形資產	1,677	584,322	603,898	544,469	**494,552**
Investment accounted for using the equity method	按權益法入賬的投資	–	–	181,636	273,348	**499,284**
Deferred tax assets	遞延所得税資產	–	–	–	40,783	**20,538**
Available-for-sale financial assets	可供出售金融資產	–	3,966	3,966	50,422	**75,541**
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	24,212	32,032	178,817	34,941	**210,389**
Restricted cash	受限制現金	–	7,530	9,687	11,884	**12,955**
Total non-current assets	非流動資產總值	3,070,656	5,895,349	7,610,656	8,116,007	**7,942,932**
Total assets	資產總值	4,226,731	7,426,325	8,912,140	9,302,546	**9,593,567**
Current liabilities	流動負債	919,376	1,569,830	1,537,565	1,555,604	**1,345,118**
Non-current liabilities	非流動負債	1,347,424	2,893,842	3,910,392	4,042,512	**4,683,938**
Total liabilities	負債總額	2,266,800	4,463,672	5,447,957	5,598,116	**6,029,056**
Equity	權益	1,959,931	2,962,653	3,464,183	3,704,430	**3,564,511**

Operating Summary
營運摘要

		Year ended December 31 截至十二月三十一日止年度				
		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014 二零一四年**
Properties Held by Subsidiaries	**附屬公司所持資產**					
Sales volume	**銷量**					
Crude oil (millions of barrels)	**原油(百萬桶)**	3.42	4.03	5.1	5.38	**5.58**
China oilfields	中國油田	3.42	3.84	4.08	3.77	**3.67**
Kazakhstan oilfields	哈薩克斯坦	–	0.19	1.01	1.56	**1.88**
Export sales	出口銷售	–	0.17	0.90	1.28	**1.44**
Domestic sales	國內銷售	–	0.02	0.11	0.28	**0.44**
USA oilfields	美國(Condor)	–	–	0.01	0.05	**0.03**
Gas (MMscf)	**天然氣(百萬標準立方英尺)**	–	439.67	1,526.43	1,698.50	**2,014.34**
Kazakhstan oilfields	哈薩克斯坦油田	–	439.67	1,526.43	1,661.58	**1,954.38**
USA oilfields	美國(Condor)	–	–	–	36.92	**59.96**
Net annual production volume	**淨年產量**					
Crude oil (millions of barrels)	**原油(百萬桶)**	3.41	4.06	5.23	5.36	**5.59**
China oilfields	中國油田	3.41	3.87	4.20	3.73	**3.66**
Kazakhstan oilfields	哈薩克斯坦	–	0.19	1.02	1.58	**1.90**
USA oilfields	美國(Condor)	–	–	0.01	0.05	**0.03**
Gas (MMscf)	**天然氣(百萬標準立方英尺)**	–	446.93	1,624.70	1,929.72	**2,222.90**
Kazakhstan oilfields	哈薩克斯坦	–	446.93	1,624.70	1,812.44	**2,146.48**
USA oilfields	美國(Condor)	–	–	–	117.28	**76.42**
Average daily net crude oil production	**日平均淨原油產量**					
Crude oil (barrels)	**原油(桶)**	9,349	12,705	14,303	14,673	**15,326**
China oilfields	中國油田	9,349	10,601	11,487	10,208	**10,033**
Kazakhstan oilfields	哈薩克斯坦	–	2,104	2,787	4,320	**5,201**
USA oilfields	美國(Condor)	–	–	29	145	**92**
Gas (MMscf)	**天然氣(百萬標準立方英尺)**	–	4.90	4.50	5.30	**6.09**
Kazakhstan oilfields	哈薩克斯坦	–	4.90	4.50	5.00	**5.88**
USA oilfields	美國(Condor)	–	–	–	0.30	**0.21**
Average realized price	**平均實現價格**					
Crude oil (US$ per barrel of crude oil)	**原油(美元/每桶原油)**	77.99	108.8	108.1	97.06	**86.15**
China oilfields	中國油田	77.99	109.99	113.51	104.35	**97.89**
Kazakhstan oilfields	哈薩克斯坦	–	84.38	86.14	79.64	**63.34**
Export sales	出口銷售	–	90.01	90.35	87.80	**70.63**
Domestic sales	國內銷售	–	31.02	50.65	41.57	**39.68**
USA oilfields	美國(Condor)	–	–	84.89	90.30	**83.11**
Gas (US$ per MMscf)	**天然氣(美元/千標準立方英尺)**	–	1.15	1.17	1.44	**1.27**
Kazakhstan oilfields	哈薩克斯坦	–	1.15	1.17	1.34	**1.14**
USA oilfields	美國(Condor)	–	–	–	6.10	**6.44**
Lifting costs (US$ per barrel of crude oil)*(Note)*	**採油成本(美元/每桶原油)***(附註)*	6.06	7.29	8.35	9.34	**9.46**
China oilfields	中國油田	6.06	7.16	8.60	11.08	**11.83**
Kazakhstan oilfields	哈薩克斯坦	–	9.70	7.32	5.18	**4.85**
Cash net-back (US$ per barrel of crude oil)	**現金淨回值(美元/每桶原油)**					
China oilfields	中國油田	–	–	82.64	74.22	**69.62**
Kazakhstan oilfields	哈薩克斯坦	–	–	42.80	41.37	**29.14**
Export sales	出口銷售	–	–	43.88	43.42	**28.52**
Domestic sales	國內銷售	–	–	37.61	31.97	**31.81**
Wells drilled during the year (Gross)	**年內鑽井數(總數)**	200	467	442	114	**157**
China oilfields	**中國油田**	200	466	431	102	**151**
Successful	成功鑽探	200	466	431	102	**151**
Dry	乾井	–	1	–	–	**–**
Kazakhstan oilfields	**哈薩克斯坦**	–	–	8	10	**6**
Successful	成功鑽探	–	–	8	10	**6**
Dry	乾井	–	–	–	–	**–**
USA oilfields	**美國(Condor)**	–	–	3	2	**–**
Successful	成功鑽探	–	–	3	2	**–**
Dry	乾井	–	–	–	–	**–**

Note: Lifting cost includes directly controllable costs to produce a barrel of oil. Other production costs such as safety fee, environment expenses, technical & research expenses and overhead have not been included above since they are not directly attributable to the production of a barrel of oil.

註： 採油成本包括生產一桶石油之直接可控制成本。其他生產成本如安全費、環境費用、技術及研究開支以及經常性費用等並不包括在內，原因是該等成本並非一桶石油的直接成本。

Operating Summary (Continued)
營運摘要(續)

		Year ended December 31 截至十二月三十一日止年度				
		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014** **二零一四年**
Crude Oil Reserves (thousands of barrels)	**原油儲量(千桶)**					
Subsidiaries	***附屬公司所持資產***					
Total proved	**探明儲量總額**	32,936	61,000	51,328	54,177	**48,742**
China oilfields	中國油田	32,936	33,988	23,455	20,409	**14,495**
Emir-Oil	哈薩克斯坦	–	27,012	26,111	32,497	**33,799**
Condor	美國(Condor)	–	–	1,762	1,271	**448**
Total proved + probable	**探明與概算儲量總額**	52,541	110,843	113,726	126,107	**124,725**
China oilfields	中國油田	52,541	50,308	36,154	35,998	**25,832**
Emir-Oil	哈薩克斯坦	–	60,535	74,212	87,374	**97,864**
Condor	美國(Condor)	–	–	3,360	2,735	**1,029**
Total proved + probable + possible	**探明、概算及可能儲量總額**	66,400	138,815	168,494	183,991	**171,189**
China oilfields	中國油田	66,400	59,783	50,643	51,617	**36,248**
Emir-Oil	哈薩克斯坦	–	79,032	112,988	128,547	**130,203**
Condor	美國(Condor)	–	–	4,863	3,827	**4,738**
Equity-accounted entities (MIEH share)	***按權益入賬的實體所持資產(本集團應佔部分)***					
Total proved	**探明儲量總額**	–	–	139	–	**–**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	–	–	**–**
White Hawk	美國(White Hawk)	–	–	139	–	**–**
Total proved + probable	**探明與概算儲量總額**	–	–	153	–	**–**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	–	–	**–**
White Hawk	美國(White Hawk)	–	–	153	–	**–**
Total proved + probable + possible	**探明、概算及可能儲量總額**	–	–	175	–	**–**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	–	–	**–**
White Hawk	美國(White Hawk)	–	–	175	–	**–**
Total subsidiaries and equity — accounted entities (MIEH share)	**附屬公司與按權益入賬的實體(本集團應佔部分)儲量總額**					
Total proved	**探明儲量總額**	32,936	61,000	51,467	54,177	**48,742**
Total proved + probable	**探明與概算儲量總額**	52,541	110,843	113,879	126,107	**124,725**
Total proved + probable + possible	**探明、概算及可能儲量總額**	66,400	138,815	168,670	183,991	**171,189**

Operating Summary (Continued)
營運摘要(續)

		Year ended December 31 截至十二月三十一日止年度				
		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014 二零一四年**
Gas Reserves (millions of SCF)	天然氣儲量(百萬標準立方英尺)	–	–	–	–	**–**
Subsidiaries	***附屬公司所持資產***					
Total proved	**探明儲量總額**	–	29,341	31,402	40,178	**44,147**
China oilfields	中國油田	–	–	–	–	**65**
Emir-Oil	哈薩克斯坦	–	29,341	28,478	37,541	**43,232**
Condor	美國(Condor)	–	–	2,924	2,637	**850**
Total proved + probable	**探明與概算儲量總額**	–	63,339	79,543	96,090	**97,249**
China oilfields	中國油田	–	–	–	–	**125**
Emir-Oil	哈薩克斯坦	–	63,339	73,967	90,416	**95,111**
Condor	美國(Condor)	–	–	5,576	5,674	**2,013**
Total proved + probable + possible	**探明、概算及可能儲量總額**	–	93,422	130,043	140,592	**131,880**
China oilfields	中國油田	–	–	–	–	**226**
Emir-Oil	哈薩克斯坦	–	93,422	121,974	132,653	**122,219**
Condor	美國(Condor)	–	–	8,069	7,939	**9,435**
Equity-accounted entities (MIEH share)	***按權益入賬的實體所持資產(本集團應佔部分)***					
Total proved	**探明儲量總額**	–	–	33,352	134,069	**364,140**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	33,150	134,069	**364,140**
White Hawk	美國(White Hawk)	–	–	202	–	**–**
Total proved + probable	**探明與概算儲量總額**	–	–	97,634	302,582	**466,650**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	97,410	302,582	**466,650**
White Hawk	美國(White Hawk)	–	–	224	–	**–**
Total proved + probable + possible	**探明、概算及可能儲量總額**	–	–	207,316	499,321	**579,870**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	207,060	499,321	**579,870**
White Hawk	美國(White Hawk)	–	–	256	–	**–**
Total subsidiaries and equity-accounted entities (MIEH share)	**附屬公司與按權益入賬的實體(本集團應佔部分)儲量總額**					
Total proved	**探明儲量總額**	–	29,341	64,754	174,247	**408,287**
Total proved + probable	**探明與概算儲量總額**	–	63,339	177,177	398,672	**563,899**
Total proved + probable + possible	**探明、概算及可能儲量總額**	–	93,422	337,359	639,914	**711,750**

Operating Summary (Continued)
營運摘要(續)

			Year ended December 31 截至十二月三十一日止年度			
		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014** **二零一四年**
Crude Oil Resources (thousands of barrels)	**石油資源量(千桶)**					
Subsidiaries	***附屬公司所持資產***					
Prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量 (最佳估計值)**	–	18,187	205,811	205,577	**245,113**
China oilfields	中國油田	–	18,187	21,224	20,990	**22,176**
Emir-Oil	哈薩克斯坦	–	–	184,587	184,587	**222,937**
Condor	美國(Condor)	–	–	–	–	**–**
Contingent Resources, C2 (mid case)	**或有資源量(2C,中值)**	–	8,741	43,140	9,219	**11,494**
China oilfields	中國油田	–	8,741	8,631	8,456	**10,190**
Emir-Oil	哈薩克斯坦	–	–	33,746	–	**–**
Condor	美國(Condor)	–	–	763	763	**1,304**
Equity-accounted entities (MIEH share)	***按權益入賬的實體所持資產 (本集團應佔部分)***					
Prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量 (最佳估計值)**	–	–	–	–	**–**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	–	–	**–**
White Hawk	美國(White Hawk)	–	–	–	–	**–**
Contingent Resources, 2C (mid case)	**或有資源量(2C,中值)**	–	–	–	–	**–**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	–	–	**–**
White Hawk	美國(White Hawk)	–	–	–	–	**–**
Total prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量總量 (最佳估計值)**	–	18,187	205,811	205,577	**245,113**
Total contingent Resources, 2C (mid case)	**或有資源總量(2C,中值)**	–	8,741	43,140	9,219	**11,494**

Operating Summary (Continued)
營運摘要(續)

		Year ended December 31 截至十二月三十一日止年度				
		2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	**2014** **二零一四年**
Gas Resources (millions of SCF)	**天然氣資源量(百萬標準立方英尺)**					
Subsidiaries	***附屬公司所持資產***					
Prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量(最佳估計值)**	–	–	–	–	**–**
China oilfields	中國油田	–	–	–	–	**–**
Emir-Oil	哈薩克斯坦	–	–	–	–	**–**
Condor	美國(Condor)	–	–	–	–	**–**
Contingent Resources, C2 (mid case)	**或有資源量(2C,中值)**	–	–	6,589	1,583	**3,260**
China oilfields	中國油田	–	–	–	–	**–**
Emir-Oil	哈薩克斯坦	–	–	5,063	–	**–**
Condor	美國(Condor)	–	–	1,526	1,583	**3,260**
Equity-accounted entities (MIEH share)	***按權益入賬的實體所持資產(本集團應佔部分)***					
Prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量(最佳估計值)**	–	–	921,570	1,064,740	**675,750**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	921,570	1,064,740	**675,750**
White Hawk	美國(White Hawk)	–	–	–	–	**–**
Contingent Resources, 2C (mid case)	**或有資源量(2C,中值)**	–	–	679,358	884,406	**680,850**
Sino Gas & Energy	中國西北(三交北及臨興)	–	–	679,358	884,406	**680,850**
White Hawk	美國(White Hawk)	–	–	–	–	**–**
Total prospective Resources, Best Estimate, Unrisked	**無風險遠景資源量總量(最佳估計值)**	–	–	921,570	1,064,740	**675,750**
Total contingent Resources, 2C (mid case)	**或有資源總量(2C,中值)**	–	–	685,947	885,989	**684,110**

Chairman's Statement
主席報告書

Chairman's Statement
主席報告書

Dear Shareholders,

On behalf of the Board of Directors ("Board") of MIE Holdings Corporation ("MIEH" or the "Company", together with the subsidiaries, the "Group"), I hereby present the annual results of the Company for the year ended December 31, 2014.

In 2014, the Group's total operated oil and gas production exceeded 10 million barrels of oil equivalent ("BOE", converting at 6,000 standard cubic feet ("MSCF") of gas to 1 BOE for reference purpose only) for the first time, represented by its 0.8% increase from 9.93 million BOE in 2013 to 10.01 million BOE in 2014. Net oil and gas production increased 5.3% from 5.68 million BOE in 2013 to 5.98 million BOE in 2014. The Group's total sales revenue slid 8.4% to RMB3.0 billion, whilst profit before tax dropped by 48.0% to RMB236.7 million, both due mainly to the slump in global crude oil prices in the second half of 2014, certain one-off finance expenses for the early redemption of 2016 Notes, as well as an impairment loss from our subsidiary Condor Energy Technology LLC in respect of its long-live assets in Niobrara, USA, and an impairment loss from the Moliqing property held by Riyadh Energy Limited. Nonetheless, our EBITDA in 2014 maintains at a healthy level at RMB1.6 billion. The Group's reported net profits decreased by 91.9% year on year ("yoy") to RMB22.5 million, and earnings per share decreased by 80.0% to RMB0.022/share. In order to preserve sufficient cash to support the Group's liquidity and operation under foreseeable low crude oil price environment in 2015, the Board did not recommend payment of final dividend.

致各位尊敬的股東，

本人謹代表MI能源控股有限公司（以下簡稱「MI能源控股」或者「公司」，與其子公司並稱「集團」）董事會（「董事會」）欣然提呈本集團截至二零一四年十二月三十一日止的年度業績。

二零一四年，本集團的油氣作業產量首次突破千萬桶當量（桶當量基於6千標準立方英尺天然氣=1桶原油的換算比例進行計算，僅供參考為目的），從二零一三年的993萬桶當量增長0.8%至1,001萬桶當量。而淨產量亦從二零一三年的568萬桶當量增長5.3%至598百萬桶當量。較之二零一三年，我們的銷售收入下滑8.4%至約人民幣30億元，稅前利潤減少48.0%至約人民幣2.367億元，這些主要源於國際原油價格的下跌，我們提前贖回二零一六年到期之優先票據所產生的一次性財務費用，本集團之子公司Condor Energy Technology LLC於美國Niobrara的長期投資以及Riyadh Energy Limited（利雅得能源公司）於中國莫里青項目所錄得的減值等因素。儘管如此，我們二零一四年度的息稅折舊前利潤(EBITDA)依然維持在健康的水平，約為人民幣16億元。本集團的淨利潤為約人民幣0.225億元，較二零一三年減少91.9%。每股盈利減少80.0%至每股人民幣0.022元。考慮到當前國際原油價格的水平，為了保留更多的資金以保證我們二零一五年度的生產及運營，董事會建議不派發末期股息。

Chairman's Statement (Continued)
主席報告書(續)

For the year 2014, highlights of the Group include:

- **Further Enhancement of Group Reserves Value**. Based on reports issued by independent technical consultants, the present value before tax and discounted at 10% ("NPV 10"), of the Group's Net Proved + Probable ("2P") oil and gas reserves as at yearend 2014 is approximately US$4.0 billion, which represents a 14.3% increase over the NPV 10 of US$3.5 billion reported at yearend 2013, despite the divestments and exclusion of Pan-China Resources Ltd ("PCR") and Miao Three Energy Limited ("Miao Three"). Comparing with yearend 2013, the Group's total net Proved ("1P") oil and gas reserves as of yearend 2014 increased by 40.3% to 116.8 million barrels of oil equivalents, while the total net 2P oil and gas reserves increased by 13.6% to 218.7 million BOE, the Group's total net Proved + Probable + Possible ("3P") oil and gas reserves was about flat at 289.8 million BOE.

- **Divestments of non-core assets generating decent returns in 2014**. In 2014, the Group successfully divested two non-core assets in China: (1) PCR, which operates the Kongnan Production Sharing Contract ("PSC") in Hebei Province; and (2) Miao Three which operates the Miao 3 PSC in Jilin Province. Based on reserves at yearend 2013, the total net 2P reserves of Kongnan and Miao Three combined only represented about 4.4% of the Group's total net 2P oil reserves and as such it shall not cause any material impact on the Group's total production and cash from operations going forward. The final adjusted consideration for the sale of PCR and Miao Three was approximately US$83.1 million and US$21.2 million, respectively. Upon the completion of both divestments in the second half of 2014, the Group realized a total gain of about US$42.2 million. Whilst these two transactions demonstrate the tremendous intrinsic value of the Group's remaining assets, more importantly they provide the Group with further capital reserves for future new assets upgrade or acquisitions.

- **The cash operating costs of the Group's core assets in China remains at low levels, serving as a solid foundation for the Group's liquidity under the current low oil price environment**. As opposed to many pure play shale oil and gas producers in North America, our China oil projects consistently maintain cash operating costs at low levels. After the divestment of PCR and Miao 3, the lifting costs for our two remaining oil projects, Daan and Moliqing remains about US$10.62/barrel, whereas cash operating cost (including the lifting cost, but excluding the special oil levy) approximates US$16–18/barrel. In addition, since January 2015, upon the Chinese government raising the threshold for the special oil levy from US$55/barrel to US$65/barrel, the tax burden for our China oilfields has been further reduced. Accordingly, we are optimistic that even at current low crude oil prices, both Daan and Moliqing will continue to generate strong cash flow and profitability, which is critical for maintaining the Group's operational and financial flexibility and stability under a volatile oil price environment.

仔細盤點二零一四年，集團業績的亮點包括：

- **集團儲量的價值進一步得到增長：**儘管我們出售了泛華能源有限公司(「泛華」)及廟三能源公司(「廟三」)，根據獨立技術顧問的報告，基於10%的貼現率計算，本集團於二零一四年底探明+概算(2P)儲量的淨現值高達40億美元，與二零一三年底的35億美元相比又增長了14.3%。與二零一三年末相比，本集團於二零一四年末折合成桶油當量的淨探明(1P)石油及天然氣儲量增長40.3%至1.168億桶當量，淨2P石油及天然氣儲量增長13.6%至2.187億桶當量，淨探明+概算+可能(3P)石油及天然氣儲量與二零一三年底持平，為2.898億桶當量。

- **二零一四年度對非核心資產的出售創造了良好的收益：**二零一四年我們成功出售了中國的兩塊非核心資產：(1)泛華，其持有河北省的孔南產品分成項目及；(2)廟三，其持有吉林省的廟3產品分成項目。按照二零一三年底的儲量計算，泛華及廟三的淨探明+概算儲量(「2P儲量」)只佔本集團2P儲量的4.4%左右，因此對它們的出售對本集團的產量及運營不會產生實質性的影響。兩塊資產最終分別作價約8,310萬美元和2,120萬美元左右，這兩項交易於二零一四年下半年完成交割之後，它們為本集團實現的財務收益在4,220萬美元左右。泛華和廟三的出售不僅揭示了本集團剩餘資產的價值，更為重要的是，它們也為本集團的資產優化和並購帶來了可觀的資金。

- **中國成熟原油產品分成項目繼續維持著較低的現金運營成本，為集團在目前低油價環境下的平穩運營提供了可靠保障：**與許多北美純粹的頁岩油或者頁岩氣生產公司不同的是，我們在中國的原油項目一直維持著非常低的現金運營成本。二零一四年度，不考慮已出售的孔南項目和廟3項目，我們剩下的兩塊原油項目 — 大安項目和莫里青項目的桶油操作費為10.62美元／桶，全部現金運營成本(包含桶油操作費，不包括石油特別收益金)約為16–18美元／桶。中國政府已於二零一五年一月一日始將石油特別收益金的起征點從55美元／桶調高至65美元／桶，此舉進一步降低了我們中國原油項目的債務負擔。相應的，我們對大安和莫里青項目在目前的低油價水平下創造強勁現金流及利潤的能力依然持樂觀的看法，毫無疑問，在油價劇烈波動的環境下，這種能力對於本集團安全平穩的運營及保持財務上的靈活度有著非常重要的意義。

Chairman's Statement (Continued)
主席報告書(續)

- **Sino Gas & Energy Limited (SGE) achieved encouraging drilling and testing results, and well-positioned for the start of large scale production**. SGE's well testing program in 2014 has been successful, with the average flow rate significantly increased in comparison to the 2013 testing program. In the Linxing Block, 28 flow tests were performed (excluding the horizontal well TB-1H), resulting in an average absolute open flow (AOF), potential rate of 925 thousand cubic feet per day (approximately 26,205 cubic meters per day, AOF[1]). In the Sanjiaobei Block, where 10 flow tests were carried out, similar improvement was recorded with an average AOF potential rate of 380 thousand cubic feet per day (approximately 10,780 cubic meters per day, AOF).

  SGE's successful drilling and testing programs have led to very significant upgrade in the project's reserves. According to our independent consultant's review of yearend 2014 reserves and resources for the Linxing and Sanjiaobei projects, the 1P Reserves (attributed to the Group, same for other reserves figures in the paragraph) increased by 171% to 364.1 billion cubic feet ("BCF") (or 10.3 billion cubic meters ("BCM"), where 1 cubic meter = 35.315 cubic feet), and 2P Reserves increased by 54% to 466.7BCF (13.2BCM). Furthermore, the yearend 2014 reserves assessment indicates that, based on 2P Gas Reserves, the Group's net share of the SGE's NPV 10 is estimated at about US$1.6 billion. Starting from 2015, SGE will enter into an important phase of production growth. Despite the current global low crude oil price scenario, the price and demand for natural gas in China has remained strong. We anticipate that our SGE project will experience strong future growth and profitability, diversifying the Group's operation risks under oil price volatility.

- **Emir-Oil's production maintained growth momentum, with significant progress made on the construction of the new Central Processing Facility ("CPF").** In 2014, the average oil production for Emir-Oil was 5,201 barrels per day ("BOPD"), representing an increase of 20.4% from 4,320 BOPD in 2013. Groundbreaking for the construction of the new CPF took place in the 4Q2014. Despite our recent strategic decision to defer the target completion date for the CPF due to the drop in global crude oil prices, we remain poised and ready to accelerate completion of the project whenever oil prices recover. The new CPF, which is now rescheduled to be put into operation in 2016, represents an integral part of the long term solution to remove production bottleneck for Emir-Oil and to enhance sales margin.

1 AOF potential of a well is the calculated rate at which the well would produce against zero back pressure. AOF is used as a measure of gas well performance as it quantifies the ability of a reservoir to deliver gas to the wellbore. The AOF values provided herein are for reference purposes only.

- **中澳煤層氣能源有限公司(「中澳」)的鑽井及試氣工作成效顯著,為二零一五年度的大規模生產做好了準備:**中澳於二零一四年的試氣成效顯著,平均產氣量較之二零一三年大幅增加。臨興項目完成了28井次的試氣(不包括水平井TB-1H),其每井次試氣的無阻流量[1]達92.5萬立方英尺(約26,205立方米)/天。三交北項目共完成10井次的試氣,每井次的試氣無阻流量達38.0萬立方英尺(約10,780立方米)天。

  中澳在試氣方面所取得的成效也直接體現在其資源量向儲量的升級上,根據獨立技術顧問出具的報告,臨興及三交北項目於二零一四年底歸屬於本集團的1P儲量、2P儲量分別增加171%,54%至3,641億立方英尺(約合103億立方米,按照1立方米=35.315立方英尺的比例關係換算,下同)以及4,667億立方英尺(約合132億立方米)。更為重要的是,按照10%貼現率計算,2P儲量歸屬於本集團的淨現值高達16億美元。二零一五年,中澳將正式進入大規模生產階段,在當前低油價的環境下,中國對於天然氣的需求及氣價均高企不下,我們預期中澳的產量和盈利都將會快速增長,而這也會減輕本集團運營的風險。

- **Emir-Oil的產量繼續增長,油氣處理站的建設取得實質性的進展:**二零一四年,Emir-Oil項目實現日均產油5,201桶/天,較之二零一三年的4,320桶/天增幅達20.4%。Emir-Oil的油氣處理站工程已於二零一四年第四季度破土動工,雖然在二零一四年第四季度由於國際原油價格的下跌,我們決定推遲其完工日期,但我們已經做好準備,在油價恢復後可以確保其儘快建成投產。目前我們將油氣處理站的投產日期定在二零一六年,它的建成將會從長期解決制約Emir-Oil產量增長的瓶頸問題,並提升Emir-Oil的盈利水平。

1 無阻流量指的是當回壓為零時天然氣氣井的產量,它用於衡量一口井的產能是因為它可以量化該井將天然氣從氣藏舉升至井筒的能力,此處謹供參考之目的。

Chairman's Statement (Continued)
主席報告書(續)

- **Despite global crude oil price volatility, the Group exercises due care and discipline when pursuing future expansion strategies by making two minority investments.** (1) Co-investment with Can-China Global Resources Fund ("CCGRF") in Canadian International Oil Corporation ("CIOC"), with a total consideration of about US$7 million. CCGRF is a private equity fund focused in the natural resources sector with more than US$1 billion of commitments under management. Such investment has broadened our connection with global top-tier oil and gas focused operators and investors and set the stage to pursue our future global expansion strategies; and (2) A new joint venture to be established with China Oil & Gas Group Limited (00603.HK) to jointly develop LNG/CNG related downstream sales and distribution business, in order to maximize the integrated utilization of the Group's natural gas assets in Shanxi.

The sharp slump of international crude oil prices since 2H2014 undoubtedly affects oil producers around the world. A vast number of oil companies ranging from independents to international majors have already announced substantial cuts to work plans and budgets for 2015. In view of current conditions, and given the global crude oil market outlook remains to be volatile and challenging, management of the Group is committed to exercise further due care when pursuing our business plans, particularly when that is related to any capital expenditures and/or investments. Flexibility and timely responses to changes in the market are critical when executing our 2015 budget/work programs. Under the current low oil price environment, we believe our 2,600+ existing wells in Northeast China will continue to provide strong free cash flow to support the Group's overall operation, as we plan to substantially scale back on drilling of new development wells for both China and Kazakhstan oil operations

- **雖然國際油價震蕩,本集團還是本著謹慎及自律的原則達成了兩項小規模的投資:**(1)出資700萬美元左右和中國 — 加拿大自然資源投資合作基金(「中加基金」)共同出資投資了加拿大國際石油公司。中加基金是一家致力於在自然資源領域能夠創造價值的私募基金,其目前管理的資金規模超過10億美元。這項投資拓寬了我們與世界級油氣行業的投資者及生產商的合作渠道,為本集團在國際上的擴張奠定了良好的基礎。(2)與中油燃氣集團有限公司(00603.HK)達成協議,即將成立一家合營公司,共同開展LNG/CNG下游銷售及分銷等相關業務,以進一步綜合開發本集團於山西的天然氣資產。

二零一四年下半年國際原油價格的快速下跌已對全球範圍內的原油生產企業造成了衝擊,許多國際上大型及獨立的石油集團都已紛紛宣布削減二零一五年度的工作量及預算。考慮到目前的情況,以及二零一五年度國際石油市場持續的動盪以及其所面臨的挑戰,本集團的管理層在開展各項業務時亦會謹慎行事,尤其是在與投資及資本開支等相關方面。在油價持續波動的情況下,保持適當的靈活度以及對市場的變化快速作出反應對於我們執行二零一五年度的預算/工作計劃至關重要。在目前低油價情況下,我們相信有著2,600多口井的中國東北項目依然可以產生強勁的自由現金流以保證整個集團業務的運營,在油價回漲之前,本集團短時間內將不會在中國及哈薩克斯坦的項目上鑽取更多的新井。對於中國山西的臨興、三交

Chairman's Statement (Continued)
主席報告書(續)

until oil prices recover. For the Linxing and Sanjiaobei projects under SGE, 2015 will be the first year of significant pilot production gas sales into pipeline. The Group anticipates growing cash flow from such sales and production along with two central gas stations commence operation.

北項目而言，二零一五年將是其進入規模化生產的第一年，隨著其兩座天然氣集輸站的投產及其產銷量的大幅增加，其現金流亦會顯著增加。

For 2015, given the low global oil prices, the Group plans a reduced work program, compared to 2014. We plan to drill 32 gross wells (including 29 wells in SGE), with budgeted capital expenditure totalling about US$103.0 million. The expected net oil production is 9,800 to 11,100 barrels/day, net gas production of 9,600 to 10,100 MSCF/day. We are confident that this program will provide the basis for the Group's continued operational and financial stability and growth, even in the current challenging economic environment.

與二零一四年相比，考慮到目前較低的國際油價，本集團決定減少二零一五年度的工作量。我們計劃的鑽井總數為32口(包括中澳項目的29口)，預計歸屬於本集團的原油及天然氣產量分別為9,800至11,100桶／日及9,600至10,100千立方英呎／日，預計由本集團承擔的資本開支淨值為1.03億美元。在目前這種極富挑戰性的環境下，我們認為這樣的工作量將能夠保障本集團業務運營及財務狀況穩定和增長。

In closing, I thank you, our Board, staff, shareholders, bondholders, and business partners for your continued trust and support.

最後，本人亦借此機會衷心感謝董事會及所有員工於過去一年所作出的寶貴貢獻，亦感謝我們的股東、債券持有人及各業務夥伴的信任和支持。

Chairman
Zhang Ruilin

董事長
張瑞霖

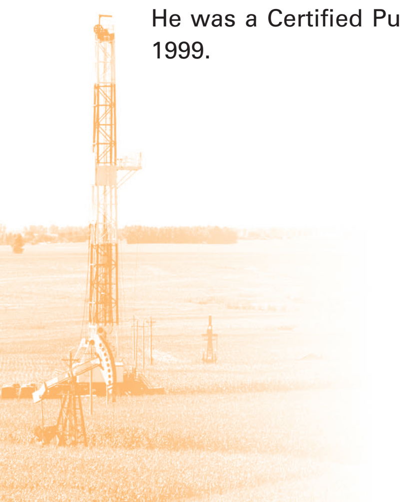
Directors and Senior Management
董事及高級管理層

Executive Directors

Zhang Ruilin, aged 44, has been our executive director ("Director"), chairman and chief executive officer since his appointment on March 20, 2008. He, along with Mr. Zhao, is the controlling shareholder of the Company. Mr. Zhang has over 24 years of experience in the oil and gas business. In May 2003, he founded Far East Energy Limited ("FEEL") in Hong Kong, through which he acquired MIE from Microbes Inc. Following the takeover of MIE by FEEL in August 2003, Mr. Zhang joined us in September 2003 and has since been a director of the Company. He is primarily responsible for overseeing our overall strategies, planning and day-to-day management and operations. Mr. Zhang is also a director for the various subsidiaries of the Group.

Zhao Jiangwei, aged 43, has been our executive Director and senior vice president since his appointment on December 19, 2008. He is one of our Controlling Shareholders. Mr. Zhao has over 22 years of experience in the oil and gas industry. Following the takeover of MIE by FEEL from Microbes Inc. in August 2003, Mr. Zhao joined our company in September 2003 and has since been a director of the Company. He is and will continue to be primarily responsible for assisting the chairman in overseeing the operations at the Daan and Moliqing oilfields. Mr. Zhao obtained a bachelor of arts degree from Daqing Petroleum College in 1999.

Tao Tak Yin Dexter, aged 42, has been our executive Director since his appointment on July 19, 2013. He is also the chief financial offer and senior vice president of the Company. Mr. Tao joined our company in July 2013. He has been a veteran investment banker with extensive corporate finance and accounting experience. Before joining the Company, Mr. Tao served as senior director in the Global Investment Banking team at Bank of America Merrill Lynch where he spent six years specializing in the origination and execution of investment banking business for China's private sector enterprises. Prior to Bank of America Merrill Lynch, Mr. Tao has also worked at Bear Stearns Asia, BNP Paribas Peregrine Capital and Arthur Andersen LLP (subsequently known as PricewaterhouseCoopers). Mr. Tao holds both a bachelor degree in Business Administration and a master's degree in Accounting from the University of Southern California. He was a Certified Public Accountant in Hong Kong from 1996 to 1999.



執行董事

張瑞霖，44歲，自二零零八年三月二十日起獲委任一直出任本公司執行董事(「董事」)、主席兼首席執行官。彼連同趙先生為本公司的控股股東。張先生在油氣行業擁有逾24年經驗。二零零三年五月，彼在香港創辦遠東能源有限公司(「FEEL」)，並藉此向Microbes Inc.收購MIE。FEEL於二零零三年八月併購MIE後，張先生於二零零三年九月加入本公司，自此一直擔任公司董事。彼主要負責監管本公司整體戰略、規劃及日常管理與經營。張先生亦為本集團多家附屬公司的董事。

趙江巍，43歲，自二零零八年十二月十九日起出任本公司執行董事兼高級副總裁。彼為本公司的控股股東。趙先生在油氣行業擁有逾22年經驗。FEEL於二零零三年八月向Microbes Inc.收購MIE後，趙先生於二零零三年九月加入本公司，自此一直擔任公司董事。彼主要負責協助主席監管大安、莫里青油田的營運。於一九九九年，趙先生取得大慶石油學院文學士學位。

陶德賢，42歲，自二零一三年七月十九日起出任本公司執行董事。彼亦為本公司首席財務官兼高級副總裁。二零一三年七月，陶先生加入本公司。彼為一名資深投資銀行家，於企業融資及會計方面擁有豐富經驗。加盟本公司前，陶先生曾任美銀美林環球投資銀行業務團隊的高級董事，於其六年任職期間專責為中國民營企業策劃及執行投資銀行業務。加入美銀美林前，陶先生亦曾於貝爾斯登亞洲、法國巴黎百富勤及安達信會計事務所(其後稱為羅兵咸永道)任職。陶先生持有南加州大學的工商管理學學士學位及會計學碩士學位。彼於一九九六年至一九九九年期間為香港執業會計師。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Andrew Sherwood Harper, aged 62, has been our executive Director since his appointment on July 19, 2013. Mr. Harper has been the Company's chief geologist and president of the Company's international operations from 2001 to 2008 and rejoined the Company in April 2010 as the chief geologist. Mr. Harper is also the chief executive officer and a director of MIE Jurassic Energy Corporation, overseeing the group's operations in the United States. Mr. Harper has over 35 years of experience in the oil and gas industry, during which he acquired his experience working in the exploration and production team of ARCO International Oil & Gas Company prior to joining the Company in 2001. During his time with ARCO, Mr. Harper worked extensively overseas, including assignments in Chile,Dubai, Norway, the United Kingdom and Indonesia, and as ARCO's resident manager in Bogota, Colombia. Mr. Harper also worked as a basin studies director, Latin America exploration director and exploration project director at the headquarters of ARCO International in the United States from 1990 to 1996 and as an exploration manager at the Andean Basins in ARCO Latin America Inc. from 1999 to 2000. Mr. Harper received a bachelor's degree in Geology from Williams College and a master's degree in Geology from the University of Southern California. Mr. Harper is certified as a Professional Geologist by the Texas Board of Professional Geoscientists and a Certified Petroleum Geologist of American Association of Petroleum Geologists.

Andrew Sherwood Harper,62歲,自二零一三年七月十九日起出任本公司執行董事。Harper先生於二零零一年至二零零八年任本公司總地質師及本公司國際營運總裁,並於二零一零年四月重新加入本公司出任首席地質師。Harper先生亦為MIE Jurassic Energy Corporation之行政總裁兼董事,負責統籌集團之美國業務。Harper先生在油氣行業擁有逾35年經驗,在二零零一年加入本公司之前,彼在ARCO International Oil & Gas Company參與勘探及生產團隊而累積工作經驗。於ARCO任職期間,Harper先生海外工作經驗豐富,包括獲派駐智利、迪拜、挪威、英國及印度尼西亞,以及出任哥倫比亞波哥大的駐當地經理。Harper先生亦於一九九零年至一九九六年出任美國ARCO International總部的盆地研究主任、拉丁美洲勘探主任及勘探項目主任,並於一九九九年至二零零零年任ARCO Latin America Inc.安第斯盆地的勘探經理。Harper先生獲Williams College地質學學士學位及南加州大學地質學碩士學位。Harper先生獲德州專業地質科學家協會(Texas Board of Professional Geoscientists)認證為專業地質師,並為美國石油地質師公會(American Association of Petroleum Geologists)之認可石油地質師。

Tian Hongtao, aged 44, has been our executive Director since his appointment on December 5, 2014. He is also the executive president of the Company. Mr. Tian joined the Company in January 2014 as vice president. He has over 20 years of experience in finance and accounting and brings considerable risk and control management expertise to the Company. Prior to joining us, Mr. Tian served as financial controller of Digital China Information Service Company Ltd., a company listed on the Shen Zhen Stock Exchange (stock code: 000555.SZ). Before that, Mr. Tian held positions as vice general manager, general manager, assistant president and vice president of Digital China Holdings Limited, a company listed on the Hong Kong Stock Exchange (''Digital China", stock code: 00861), focusing on risk and control management of Digital China. Prior to his time at Digital China, Mr. Tian worked at the Lenovo Group, a company listed on the Hong Kong Stock Change (stock code: 0992). Mr. Tian graduated with a Bachelor Degree in 1994 and then a Master's Degree in 2001, both in Economics from the Central University of Finance and Economics in China. He also obtained a Master's Degree in Business Administration from the Cheung Kong Graduate School of Business in China in 2007. He is a non-practicing certified public accountant in China.

田洪濤,44歲,自二零一四年十二月五日起出任本公司執行董事。彼亦為本公司執行總裁。二零一四年一月,田先生加入本公司出任副總裁。彼在財務及會計方面擁有逾20年的經驗,並給公司帶來豐富的風險控制管理的專業技能。加入本公司之前,田先生任深圳證券交易所上市公司神州數碼信息服務股份有限公司(股票代碼:000555.SZ)財務總監一職。在此之前,田先生於香港聯合交易所上市公司神州數碼控股有限公司(「神州數碼」,股票代碼:00861)歷任副總經理,總經理,助理總裁及副總裁等職位,專注於神州數碼的風險控制管理工作。加入神州數碼之前,田先生任職於香港聯合交易所上市公司聯想集團(股票代碼:0992)。田先生於一九九四年和二零零一年分別獲得中央財經大學經濟學學士和經濟學碩士學位,並於二零零七年獲得長江商學院工商管理碩士學位。他亦獲得中國非執業註冊會計師資格。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Non-executive Director

Wang Sing, aged 51, has been our non-executive Director since his appointment on June 22, 2010. Mr. Wang is a partner of TPG and also the co-chairman of TPG Greater China & Head of TPG Growth North Asia. Mr. Wang currently serves as a non-executive Director and a member of the audit committee and investment committee of China Renewable Energy Investment Limited (a company listed on the Stock Exchange). Prior to joining TPG, he was chief executive officer and executive director of TOM Group Limited from July 2000 to January 2006. During the period from July 1993 to May 2000, he held various positions at Goldman Sachs in both New York and Hong Kong (including executive director). Prior to joining Goldman Sachs, Mr. Wang was a strategic consultant with McKinsey & Co., in Chicago, U.S.A. In addition, Mr. Wang is the chairman of Amerinvest Group of Companies. He is also a member of the Standing Committee of the 10th Yunnan Provincial Committee of the Chinese People's Political Consultative Conference. He is currently a Listing Committee Member of the Stock Exchange of Hong Kong Limited. Mr. Wang has a bachelor degree in science from Yunnan University, PRC; and a master of science in Forestry and its relation to Land Use; a bachelor of arts degree in Philosophy, Politics and Economics and a master of arts from University of Oxford, U.K.

Hung Leung, aged 40, has been appointed as the alternate of our non-executive Director, Mr. Wang Sing, since July 1, 2013. Mr. Hung is a principal at TPG Growth Capital (Asia) Limited with over 15 years' experience in investment banking and direct investments in Greater China. Mr. Hung is also a non-executive director of China NT Pharma Group Company Limited and an alternate director to Mr. Wang Sing of China Renewable Energy Investment Limited, both of which are listed on the Stock Exchange. Since joining TPG in May 2006, Mr. Hung has led a number of investments in China. Prior to joining TPG, Mr. Hung was deputy general manager of business development and executive assistant to the chief executive officer of TOM Group Limited, a Chinese language media conglomerate listed on the Stock Exchange where he was responsible for leading and executing media and internet related investments and partnership transactions across Greater China. Mr. Hung started his career in investment banking with Barclays Capital where he took part in the financing and structuring of certain landmark infrastructure deals and pioneer private equity investments for healthcare and internet/broadband companies in China. Mr. Hung holds a Bachelor of Science degree in business administration (magna cum laude) from the University of Southern California.

非執行董事

王兟，51歲，自二零一零年六月二十二日起出任本公司非執行董事。王先生為TPG的合夥人、TPG大中華區聯席主席、TPG增長基金北亞區負責人。王先生目前為中國再生能源投資有限公司(於香港聯交所上市的公司)之非執行董事以及審核委員會及投資委員會成員。王先生加入TPG之前，自二零零零年七月至二零零六年一月曾出任TOM集團有限公司的首席執行官兼執行董事。自一九九三年七月至二零零零年五月期間，王先生曾在高盛紐約及香港擔任多個職務(包括執行董事)。在加入高盛之前，王先生曾擔任美國芝加哥麥肯錫公司的策略顧問。此外，王先生為Amerinvest Group of Companies的主席，亦為中國人民政治協商會議雲南省第十屆委員會常委，現任香港聯合交易所有限公司上市委員會成員。王先生持有中國雲南大學理學士學位，以及英國牛津大學森林及土地管理碩士學位，及哲學、政治及經濟文學士學位及文學碩士學位。

洪亮，40歲，自二零一三年七月一日起出任公司非執行董事王兟先生的替任董事。洪先生為TPG Growth Capital (Asia) Limited(「TPG」)的執行董事，於大中華地區的投資銀行及直接投資方面，累積逾十五年經驗。洪先生亦為中國泰淩醫藥集團有限公司的非執行董事及王先生於中國再生能源投資有限公司擔任非執行董事的替任董事，兩間均屬香港聯交所上市的公司。洪先生自二零零六年五月加盟TPG以來，曾領導多項於中國的投資。在加入TPG之前，洪先生曾任TOM集團有限公司，於香港聯交所主板上市的中文媒體集團的業務發展副總經理及行政總裁行政助理，負責領導及執行大中華地區的媒體及互聯網相關投資及合作夥伴交易。洪先生於巴克萊資本開展其投資銀行事業，曾參與中國若干地標基建交易的融資及結構分析以及多家醫療及互聯網／寬頻公司領先私募股權投資。洪先生持有南加州大學工商管理學士學位(優等)。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Independent Non-executive Directors

Mei Jianping, aged 54, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Mei has been a professor of finance at Cheung Kong Graduate School of Business in Beijing, China since 2006 and a fellow at Financial Institutions Center, the Wharton School of University of Pennsylvania, since 2004. He was a tenured associate professor of finance from 1996 to 2005 and an assistant professor of finance from 1990 to 1995 at New York University. From 2003 to 2008, he also taught at Tsinghua University as a special term professor of finance. Mr. Mei has been a director of Cratings.com Inc., USA since 1999. Since 2009, Mr. Mei has served on the boards of Powerlong Real Estate Holdings Limited, a company listed on the Stock Exchange, and Zhong De Securities Company Limited. Mr. Mei also served as the chairman of the board of Shanghai Zhangjiang JRtan .com Inc. from 2000 to 2012. From November 29, 2013, Mr. Mei has served Ground Properties Company Limited as an independent non-executive director, and from August 11, 2014, Mr. Mei Has served China Rundong Auto Group Limited as an independent non-executive director (both companies listed on the Stock Exchange). Mr. Mei worked as a consultant for various financial institutions, such as Deutsche Bank, UBS, Prudential Insurance of America and Asia Development Bank. He has published a number of books and articles on topics related to finance. Mr. Mei received a bachelor's degree in Mathematics from Fudan University in 1982, a master's degree in Economics and a Ph.D. in Economics (Finance) from Princeton University in 1988 and 1990, respectively.

獨立非執行董事

梅建平，54歲，於二零一零年十一月二十七日起出任本公司獨立非執行董事。自二零零六年起，梅先生一直擔任中國北京長江商學院金融學教授，並自二零零四年起任賓夕法尼亞大學沃頓商學院金融機構研究中心學者。彼自一九九六年至二零零五年任紐約大學金融學副教授，並自一九九零年至一九九五年任紐約大學金融學助理教授。自二零零三年至二零零八年，彼亦曾在清華大學執教，任特聘金融學教授。自一九九九年起，梅先生任美國Cratings.com Inc.的董事。自二零零九年以來，梅先生任寶龍地產控股有限公司(一家於聯交所上市的公司)及中德證券有限責任公司董事會成員。自二零零零年至二零一二年，梅先生亦擔任上海張江金融灘網絡有限公司董事會主席。自二零一三年十一月以來，任廣澤地產股份有限公司獨立非執行董事；自二零一四年八月以來，任中國潤東汽車集團有限公司獨立非執行董事(兩家均為於聯交所上市的公司)。梅先生曾出任德意志銀行、瑞士銀行、美國保誠保險和亞洲開發銀行等多家金融機構的顧問。彼曾出版多本關於金融的書籍和發表多篇文章。梅先生於一九八二年獲復旦大學數學學士學位，並分別於一九八八年及一九九零年獲普林斯頓大學經濟學碩士學位和經濟學(金融)博士學位。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Jeffrey Willard Miller, aged 52, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Miller has over 28 years of experience in the oil and gas industry. Since 2012, Mr. Miller has been Managing Partner and Co-Founder of Vortus Investments, an energy private equity firm founded in later 2012. From 2008 to 2012, as the director of upstream and investments for Mercuria Energy Trading Inc., one of the world's largest independent physical energy trading firms, he was responsible for Mercuria and certain of its affiliates' global portfolio of oil and natural gas assets, the majority of which are located in North and South America. Prior to Mercuria, Mr. Miller spent four years, from 2004 to 2008, as president of Moncrief Oil International, a private oil and natural gas company with assets in the former Soviet Union as well as North America. Prior to his career at Moncrief, Mr. Miller was a managing director in global energy investment banking for UBS AG, the successor of Dillon, Read & Co, which he joined in 1993. Mr. Miller was an investment banker with a focus on the energy industry and has extensive experience in the fields of corporate finance. Throughout his career as set out above, Mr. Miller has been involved in a substantial number of transactions including initial public offerings, debt offerings and mergers and acquisitions, which require expertise in financial analysis. As an investment banker, Mr. Miller also had extensive experience in valuation analysis, which involved reviewing and analyzing audited financial statements of public and private companies. Mr. Miller's professional career began in a technical capacity as a petroleum engineer with Exxon. Mr. Miller received a bachelor's degree, magna cum laude, in Petroleum Engineering from Texas A&M University and a master's degree in Business Administration from the Columbia Business School.

Jeffrey Willard Miller，52歲，自二零一零年十一月二十七日起出任本公司獨立非執行董事。Miller先生在油氣行業擁有逾28年經驗。二零一二年起，Miller先生擔任於該年成立的能源私募股權公司Vortus Investments的董事合夥人兼共同創辦人。Miller先生於二零零八年至二零一二年擔任Mercuria Energy Trading Inc.(全球最大的獨立物理能源貿易公司之一)上游投資董事，負責Mercuria及其若干聯屬公司的石油及天然氣資產(大部分位於北美洲和南美洲)的全球投資組合。加入Mercuria之前，自二零零四年至二零零八年四年期間，Miller先生擔任Moncrief Oil International總裁，該公司為一家石油及天然氣私營公司，在前蘇聯及北美洲擁有資產。在Moncrief開展其職業生涯前，Miller先生於一九九三年加入UBS AG(其前身為Dillon, Read & Co)，擔任全球能源投資銀行董事總經理。Miller先生為能源行業投資銀行家，擁有企業金融領域豐富經驗，曾憑藉金融分析專長，參與多起交易，包括首次公開發售、債券發售、併購。身為投資銀行家，Miller先生亦擁有豐富估值經驗，包括審閱分析上市及非上市公司經審核財務報表。彼職業之初是在艾克森美孚任石油工程師技術職位。Miller先生以優異成績取得德克薩斯州農工大學石油工程學學士學位，並取得哥倫比亞商學院工商管理碩士學位。

Cai Rucheng, aged 63, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Cai has over 33 years of experience working in the oil and gas industry. From 1968 to 2004, Mr. Cai worked at the Shengli oilfield in the Shandong Province for Sinopec and held the positions of section head at the Oilfield Geology Division, division head at the Reservoir Engineering Division and chief geologist. From 1998 to 2003, Mr. Cai was also appointed and acted as a senior member of the Technology Committee of Sinopec and the group leader of the Expert Group for Development under the Senior Members Committee of Sinopec. Since 2004, Mr. Cai has retired from the above positions. Mr. Cai is currently the vice chairman of and secretary to the board of directors of Shandong Petroleum Society. Mr. Cai is a senior engineer and received a bachelor's degree in Oil and Gas Exploration from China University of Geosciences (formerly known as Beijing Institute of Geology) in 1967.

才汝成，63歲，二零一零年十一月二十七日出任本公司獨立非執行董事。才先生有逾33年的油氣行業經驗。一九六八年至二零零四年，才先生在中石化山東省勝利油田工作，曾擔任油田地質科科長、油藏工程室主任及總地質師。一九九八年至二零零三年，才先生擔任中石化技術委員會高級委員兼中石化高級成員委員會發展專家小組組長。二零零四年起，才先生退任上述職位。才先生現為山東石油學會董事會副會長兼秘書。才先生為高級工程師，一九六七年獲得中國地質大學(前稱北京地質學院)油氣勘探學士學位。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Senior Management

Forrest Lee Dietrich, aged 62, is the vice president of the Company. He is primarily responsible for reserves management. Mr. Dietrich joined the Company in January 2002 and has been the executive Director and senior vice president of the Company from 2008 to 2013. Prior to joining us in January 2002, Mr. Dietrich joined Microbes, Inc. in 1994 and held various technical and management positions during different phases of development of the production sharing contracts. Mr. Dietrich has over 39 years of experience in the oil and gas business, during which he acquired his experience as the vice president of operations for Greenwich Oil Corporation, an oil company based in Dallas, Texas, from 1985 to 1994 and served in various capacities as area engineering supervisor, evaluations specialist and planning coordinator and in various staff engineering positions at Texaco USA (Getty Oil) in Texas and California from 1974 to 1985. Mr. Dietrich has been a member of the Society of Petroleum Engineers since 1972 and become a professional engineer in the State of Texas since 1984. He has authored and co-authored four technical papers for the Society of Petroleum Engineers regarding microbial enhanced oil recovery and presented three of those papers at their technical meetings. Mr. Dietrich obtained a bachelor's degree in science in Petroleum and Natural Gas Engineering from Pennsylvania State University in 1974.

Zhu Jiucheng, aged 43, is our vice president. Dr. Zhu joined our Company in March 2011 and is responsible for the operation of international business units and expansion of the Company. Dr. Zhu has over 19 years of experience in the oil and gas industry, during which he held various positions in China National Petroleum Corporation and its subsidiaries between 1996 and 2008, including China National Oil & Gas Exploration and Development Corporation, PetroChina Companies in Indonesia, PetroChina International Ltd. and CNPC International Ltd. and the executive president of UNIWE International Energy Service Ltd., a petroleum service company providing technical appraisal and asset evaluation for oil and gas assets, where he was in charge of the technical team from 2008. Dr. Zhu holds a doctoral degree in Petroleum Engineering from the Petroleum University in China.

高級管理層

Forrest Lee Dietrich，62歲，本公司副總裁。彼主要負責儲量管理。Dietrich先生於二零零二年一月加入公司並於二零零八年至二零一三年擔任執行董事兼高級副總裁。在二零零二年一月加入本公司之前，Dietrich先生於一九九四年加入Microbes,Inc.，並在產品分成合同不同開發階段擔任技術及管理數職。Dietrich先生在油氣行業擁有逾39年經驗，一九八五年至一九九四年在德克薩斯州達拉斯設立的一家石油公司Greenwich Oil Corporation任營運副總裁，一九七四年至一九八五年在德克薩斯州及加利福尼亞州的Texaco USA (Getty Oil)歷任區域工程主管、評估專員及規劃協調員及主管工程師職務。一九七二年以來，Dietrich先生一直為石油工程師協會會員，一九八四年成為德克薩斯州專業工程師。彼為石油工程師協會著有及合著四篇關於微生物強化採油的技術論文並在其技術會議上提出其中三篇。一九七四年，Dietrich先生取得美國賓西法尼亞州立大學石油及天然氣工程理學士學位。

朱九成，43歲，本公司副總裁。朱博士於二零一一年三月加入本公司，負責國際業務單位的營運及本公司擴充。朱博士在油氣行業擁有超過19年經驗，於一九九六年至二零零八年間曾於中國石油天然氣集團公司及其附屬公司出任不同職位，當中包括中國石油天然氣勘探開發公司、印尼的PetroChina Companies、中國石油天然氣國際有限公司及CNPC International Ltd.，並曾出任UNIWE International Energy Service Ltd.之執行總裁，自二零零八年起負責領導技術團隊，該公司為一間石油服務公司，提供石油和天然氣資產的技術評估及資產估值服務。朱博士擁有中國石油大學之石油工程博士學位。

Directors and Senior Management (Continued)
董事及高級管理層(續)

Ning Deyu, aged 46, is our vice president. Mr. Ning has over 21 years of experience in the oil and gas industry. He is primarily responsible for the production operations and HSE management. Prior to joining us in 2007, Mr. Ning acquired his experience as technician, section chief and deputy factory manager at PetroChina in the Jilin oilfields. He also worked as the project manager at the foreign cooperation and joint venture division of the Jilin oilfields at PetroChina between 2005 and 2007. Mr. Ning graduated from Daqing Petroleum College with a bachelor's degree in Petroleum Engineering and is a senior engineer.

寧德玉，46歲，本公司副總裁。寧先生在油氣行業擁有逾21年經驗，其主要負責生產和安全環保管理。彼於二零零七年加入公司前，為中石油吉林油田的技術員、科長及副廠長，並自二零零五年至二零零七年任中石油吉林油田對外合作及合資經營部門的項目經理，從而累積經驗。寧先生畢業於大慶石油學院，並取得採油工程學士學位，現為高級工程師。

Company Secretary

Ms. Wong Sau Mei, ACS, ACIS, is a senior manager of corporate services division of Tricor and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She has over 19 years' experience in the company secretarial field.

公司秘書

黃秀美女士，ACS、ACIS，卓佳專業商務有限公司企業服務部高級經理，香港特許秘書公會及英國特許秘書及行政人員公會會員。黃女士在公司秘書領域擁有逾19年經驗。

Relationship among Directors and Senior Management

Save for Mr. Zhao Jiangwei, senior vice president and executive Director, who is the brother-in-law of Mr. Zhang Ruilin, our chairman, chief executive officer and executive Director, there are no family relationships between any of our Directors and senior management.

董事與高級管理層之間的關係

除本公司高級副總裁兼執行董事趙江巍先生為本公司主席、首席執行官兼執行董事張瑞霖先生的內弟外，本公司董事與高級管理層之間概無親屬關係。

Corporate Governance Report
企業管治報告

The Board of the Company is pleased to present this corporate governance report in the Group's Annual Report for the year ended December 31, 2014.

本公司董事會欣然提呈本集團截至二零一四年十二月三十一日止年度年報之企業管治報告。

Corporate Governance Practices
企業管治常規

The Board of the Company has committed to achieving good corporate governance standards. The Group acknowledges the vital importance of good corporate governance to the Group's success and sustainability. We are committed to achieving a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of our business.

本公司董事會致力提升良好的企業管治標準。本集團明白良好的企業管治對本集團之成功及持續發展至為重要。我們致力提升至高標準的企業管治，以此為達致質素的重要一環，亦已推行適合我們業務運營及發展之企業管治常規。

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders and to enhance corporate value and accountability.

董事會認為良好的企業管治標準乃本公司保障股東利益及提升企業價值與問責制之關鍵。

The Company's corporate governance practices are based on the Principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

公司管治常規建立在企業管治守則(「企業管治守則」)中的規定之上，為聯交所(「聯交所」)發佈的上市規則(「上市規則」)附錄十四所載企業管治常規。

During the accounting period for the year ended December 31, 2014, the Company has complied with all the Code Provisions set out in the CG Code, except for Code Provisions A.2.1 and E.1.2 as explained below.

截至二零一四年十二月三十一日止年度會計期間，除下述守則條文第A.2.1條和第E.1.2條外，本公司一直遵守企業管治守則所有守則條文。

The Company will periodically review and enhance its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

本公司將定期檢討及改善其企業管治常規，確保該等企業管治常規繼續符合企業管治守則之要求。

Model Code for Securities Transactions
證券交易的標準守則

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' dealings in the Company's securities.

本公司採用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」)作為董事買賣本公司證券之行為守則。

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended December 31, 2014.

經向全體董事作出具體查詢後，董事確認彼等於截至二零一四年十二月三十一日止年度一直遵守標準守則。

Corporate Governance Report (Continued)
企業管治報告(續)

Board of Directors

The Board currently comprises 9 members, consisting of 5 executive Directors, 1 non-executive Director and 3 independent non-executive Directors.

The Board of the Company currently comprises the following Directors:

Executive directors:

Mr. Zhang Ruilin
Mr. Zhao Jiangwei
Mr. Andrew Sherwood Harper
Mr. Tao Tak Yin Dexter
Mr. Tian Hongtao *(appointed with effect from December 5, 2014)*

Non-executive directors:

Mr. Wang Sing
Mr. Hung Leung *(alternate to Mr. Wang Sing)*

Independent non-executive directors:

Mr. Mei Jianping
Mr. Jeffrey Willard Miller
Mr. Cai Rucheng

The biographical information of the Directors are set out in the section headed "Directors and Senior Management" on pages 16 to 22 of the Annual Report for the year ended December 31, 2014.

The relationships among the members of the Board are disclosed under "Relationships among Directors and Senior Management" on page 22.

董事會

董事會現時由9名成員組成，包括5名執行董事、1名非執行董事及3名獨立非執行董事。

本公司董事會包括以下董事：

執行董事：

張瑞霖先生
趙江巍先生
Andrew Sherwood Harper先生
陶德賢先生
田洪濤先生*(於二零一四年十二月五日獲委任)*

非執行董事：

王兟先生
洪亮先生*(王兟先生的替任董事)*

獨立非執行董事：

梅建平先生
Jeffrey Willard Miller先生
才汝成先生

董事的履歷資料載於截至二零一四年十二月三十一日止年度之年報第16頁至第22頁「董事及高級管理層」一節。

董事會成員之間的關係於第22頁「董事與高級管理層之間的關係」披露。

Chairman and Chief Executive Officer

Under Code Provision A.2.1, the roles of the Chairman and Chief Executive Officer are required to be separated and not to be performed by the same individual. Mr. Zhang Ruilin ("Mr. Zhang") is the Chairman of the Board. In addition to the role of Chairman of the Board, the role of Chief Executive Officer is also designated to Mr. Zhang. This constitutes a deviation from Code Provision A.2.1. The reason for such deviation is set out below.

主席和首席執行官

根據守則條文第A.2.1條，主席和首席執行官的角色應有區分，不應由同一人兼任。張瑞霖先生(「張先生」)為本公司的主席。除擔任主席一職外，張先生亦獲委任為首席執行官。該委任與守則條文第A.2.1條相偏離。該偏離的原因載於下文。

Corporate Governance Report (Continued)
企業管治報告(續)

The Company is engaged in the oil and gas exploration and production business which is different from integrated oil companies engaging in both upstream and downstream operations. In light of this, the Board considers that the interest of the Company's oil and gas exploration and production business is best served when strategic planning decisions are made and implemented by the same person. The Nomination Committee of the Company also agreed that it is in the best interest of the Company that the roles of the Chairman of the Board and Chief Executive Officer be performed by the same individual. In this respect, the Company does not currently propose to designate another person as the Chief Executive Officer of the Company. However, the Company, will continue to review the effectiveness of the Group's corporate governance structure and consider whether any changes, including the separation of the roles of Chairman and Chief Executive Officer, are necessary.

有別於從事上下游業務的綜合石油公司，本公司從事油氣勘探和生產業務。有鑒於此，董事會認為，由同一人制定戰略性計劃決策並付諸實施將最大程度地符合本公司油氣勘探和生產業務的利益。本公司提名委員會亦同意主席和首席執行官由同一人兼任符合本公司的最佳利益。故本公司目前並無計劃委任其他人士擔任本公司的首席執行官。然而，本公司將繼續檢討本集團企業管治架構的有效性，並考慮是否有必要作出任何變動(包括將主席及首席執行官的角色分開)。

Independent Non-executive Directors

獨立非執行董事

During the year ended December 31, 2014, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

截至二零一四年十二月三十一日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事(佔董事會三分之一)，其中一名獨立非執行董事須具備合適專業資格或會計或相關財務管理專業知識的規定。

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent.

本公司已接獲各獨立非執行董事根據上市規則第3.13條的獨立性指引就其獨立性而呈交的年度書面確認。本公司確信全體獨立非執行董事的獨立性。

Non-executive Directors and Directors' Re-election

非執行董事及董事重選

The non-executive Directors bring a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation at Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all non-executive Directors have made various contributions to the effective direction of the Company.

非執行董事為董事會注入廣泛的業務及財務專業知識、經驗及獨立判斷。全體非執行董事透過積極參與董事會會議，主導處理涉及潛在利益衝突之事宜並出任董事委員會，對本公司之實際發展作出多方面貢獻。

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to reelection, whereas code provision A.4.2 states that all Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

企業管治守則之守則條文第A.4.1條規定，非執行董事須有指定任期並須重選，而守則條文第A.4.2條指出，所有獲委任填補臨時空缺之董事應在獲委任後的首次股東大會由股東選任，每位董事(包括按指定任期委任之董事)須至少每三年輪席退任一次。

Corporate Governance Report (Continued)
企業管治報告(續)

Each of the Directors of the Company is appointed for a specific term of 3 years and is subject to retirement by rotation once every three years.

本公司各董事之指定任期為三年，須至少每三年輪席退任一次。

Responsibilities, Accountabilities and Contributions of the Board and Management

董事會及管理層之職責、問責及貢獻

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board make decisions objectively in the interests of the Company.

董事會負責領導及監察本公司、監督本集團之業務、策略方針及表現以及集體負責透過指導及監管本公司事務推動本公司成功發展。董事會以本公司利益作出客觀決定。

The Board has delegated to the Chief Executive Officer, and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

董事會已授權首席執行官，並通過首席執行官向高級管理層轉授權力及責任進行本集團之日常管理及經營。所指派的職責及責任定期予以檢討。上述高級行政人員訂立任何重大交易前須取得董事會批准。

In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

此外，董事會已成立董事委員會，並向該等董事委員會授出各自職權範圍所載的各項責任。

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

全體董事(包括非執行董事及獨立非執行董事)均為董事會注入多領域的寶貴業務經驗、知識及專長，促進董事會高效及有效運作。

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

全體董事須確保真誠履行職責，遵守適用法例及法規，並時刻為本公司及其股東之利益行事。

All Directors have full and timely access to all relevant information of the Company as well as the services and advice from the company secretary, with a view to ensure that Board procedures and all applicable laws and regulations are followed. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

全體董事均可全面及時查詢本公司所有相關資料及獲取本公司秘書的服務與意見，確保遵守董事會程式和所有適用法例及規例。董事提出要求後可在適當情況下尋求獨立專業意見，以向本公司履行職責，費用由本公司支付。

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

董事須向本公司披露彼等所擔任其他職務之詳情，而董事會定期審閱各董事向本公司履行職責時須作出的貢獻。

Corporate Governance Report (Continued)
企業管治報告(續)

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

董事會保留對所有重要事項的決策權，包括本公司政策事宜、策略及預算、內部監控及風險管理、重大交易(特別是可能涉及利益衝突之交易)、財務資料、委任董事及其他重要營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責授予管理層。

The Company has arranged for appropriate insurance cover for directors' and officers' liabilities in respect of legal actions against its directors and senior management arising out of corporate activities.

本公司已就董事及高級管理層可能面對因企業活動產生之法律行動，為董事及行政人員之職責作出適當投保安排。

Continuous Professional Development of Directors

董事的持續專業發展

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

董事須不時瞭解作為本公司董事的職責以及本公司的經營方式、業務活動及發展。

Each newly appointed Director receives induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

每名新任董事於首次獲委任時均會獲得入職介紹，確保適當掌握本公司的業務及經營及完全瞭解根據上市規則及相關法規的董事職責。

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged where necessary.

董事亦會持續獲得有關法律和監管機制及業務環境的最新消息，以協助彼等履行職責。本公司會於必要時作出安排，持續向董事提供簡介及專業發展培訓。

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors where appropriate. All directors are encouraged to attend relevant training courses at the Company's expenses.

董事應參與適當的持續專業發展，增長並更新自身知識及技能，確保向董事會持續提供全面相關的貢獻。本公司將適時在公司內部為董事安排簡介會並向董事發放相關主題之閱讀材料。本公司鼓勵全體董事出席相關培訓課程，費用由本公司支付。

The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

董事透過(其中包括)以下方式持續提升及更新知識與技術：

(1) Reading materials provided from time to time by the Company to Directors, and as applicable, briefings and reports by the Company Secretary, as regards matters of relevance to the Directors in the discharge of their duties with the latest developments in laws, rules and regulations relating to the duties and responsibilities of directors and corporate governance;

(1) 本公司不時根據有關董事職務與責任和企業管治的法例、規定及規例最新發展向董事提供有關董事履行職務相關事項的閱讀資料，公司秘書亦不時提供相關的簡報及報告(如適用)；

Corporate Governance Report (Continued)
企業管治報告(續)

(2) Participation in continuous professional training seminars, conferences or workshops on subjects relating to directors' duties, corporate governance and updates on listing rules, etc. organized by the Company and/or professional bodies and/or government authorities; and

(3) Reading news, journal, magazine or other reading materials as regards legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

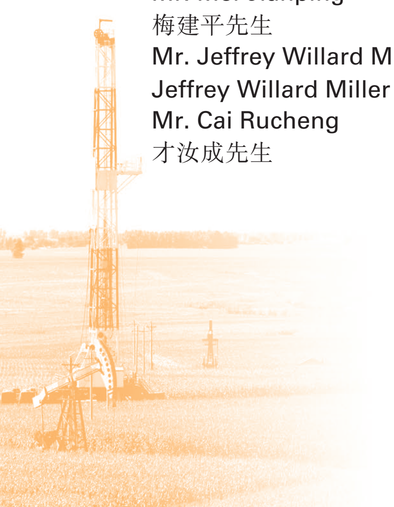
Records of the Directors' training during 2014 are as follows:

(2) 參與本公司及／或專業組織及／或政府部門所舉辦主題為董事職務及企業管治等的持續專業培訓研討會、會議或工作坊；及

(3) 閱讀有關法律及監管變更及董事履行職務的相關事務的報章、期刊、雜誌或其他書刊。

二零一四年董事培訓的紀錄如下：

Members of the Board **董事會成員**	**Training received** **所接受培訓**
Executive Directors **執行董事**	
Mr. Zhang Ruilin 張瑞霖先生	(1), (2) & (3)
Mr. Zhao Jiangwei 趙江巍先生	(1), (2) & (3)
Mr. Andrew Sherwood Harper Andrew Sherwood Harper先生	(1), (2) & (3)
Mr. Tao Tak Yin Dexter 陶德賢先生	(1), (2) & (3)
Mr. Tian Hongtao *(appointed with effect from December 5, 2014)* 田洪濤先生*(於二零一四年十二月五日獲委任)*	(1), (2) & (3)
Non-executive Directors **非執行董事**	
Mr. Wang Sing 王兟先生	(1), (2) & (3)
Mr. Hung Leung *(alternate to Mr. Wang Sing)* 洪亮先生*(王兟先生的替任董事)*	(1), (2) & (3)
Independent non-executive Directors **獨立非執行董事**	
Mr. Mei Jianping 梅建平先生	(1), (2) & (3)
Mr. Jeffrey Willard Miller Jeffrey Willard Miller 先生	(1), (2) & (3)
Mr. Cai Rucheng 才汝成先生	(1), (2) & (3)



Corporate Governance Report (Continued)
企業管治報告（續）

Board Committee

The Board has established 3 committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

All members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Company Information" on pages 2 to 3.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

Audit Committee

The Audit Committee comprises three members, namely, Mr. Jeffrey Willard Miller (chairman of Audit Committee), Mr. Mei Jianping and Mr. Cai Rucheng, all of them are independent non-executive Directors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the external auditors before submission to the Board

- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors

- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

During the year ended December 31, 2014, the Audit Committee held two meetings to review the financial results and reports, financial reporting and compliance procedures, the report on the Company's internal control and risk management systems and processes, scope of work and re-appointment of external auditors, connected transactions and arrangements for employees to raise concerns about possible improprieties.

董事會委員會

董事會已設立3個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面之事務。本公司所有董事會委員會均按書面界定之職權範圍成立，有關職權範圍刊登於本公司及聯交所網站，股東可要求索閱。

全體董事會委員會成員均為獨立非執行董事，各董事會委員會的主席及成員名單載於第2頁至第3頁之「公司資料」。

董事會委員會亦有足夠資源履行職務，在作出合理請求後，可於適當情況下尋求獨立專業意見，費用由本公司支付。

審核委員會

審核委員會由3名成員組成，即Jeffrey Willard Miller先生（審核委員會主席）、梅建平先生及才汝成先生，彼等均為獨立非執行董事。

審核委員會之主要職責包括：

- 向董事會提交財務報表及報告前審閱財務報表及報告，並考慮外聘核數師提出的任何重大或不尋常事項

- 參考核數師的工作、其費用及聘用條款，檢討與外聘核數師的關係，並就外聘核數師的委任、重新委任及罷免向董事會提供建議

- 檢討本公司財務報告制度、內部監控制度及風險管理制度及相關程式是否充足有效

截至二零一四年十二月三十一日止年度，審核委員會舉行兩次會議，檢討財務業績及報告、財務申報及合規程式、本公司內部監控及風險管理制度和程式之報告、外聘核數師的工作範圍及續聘事宜、關連交易以及使僱員關注可能不當行為之安排。

Corporate Governance Report (Continued)
企業管治報告(續)

The Company's annual consolidated financial statements for the year ended December 31, 2014 have been reviewed by the Audit Committee.

審核委員會已審核本公司截至二零一四年十二月三十一日止年度之年度合併財務報表。

Remuneration Committee

薪酬委員會

The Remuneration Committee comprises three members, namely, Mr. Mei Jianping (chairman of Remuneration Committee), Mr. Jeffrey Willard Miller and Mr. Cai Rucheng, all of them are independent non-executive Directors.

薪酬委員會由3名成員組成,即梅建平先生(薪酬委員會主席)、Jeffrey Willard Miller先生及才汝成先生,彼等均為獨立非執行董事。

The primary objectives of the Remuneration Committee include the following:

薪酬委員會之主要職責包括:

- To make recommendations to the Board on the remuneration packages of the individual executive directors and senior management
- To review and make recommendations to the Board on the remuneration of the non-executive directors
- To review and make recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management
- To make recommendations to the Board on the letter of appointment of the new executive Director appointed during the year
- To review and approve compensation arrangements of the executive Directors and the senior management

- 就各執行董事及高級管理層的薪酬待遇向董事會提出建議
- 審議並就非執行董事的薪酬向董事會提出建議
- 審議並就本公司對全體董事及高級管理層的薪酬政策及架構向董事會提出建議
- 就年內新任執行董事的任命函向董事會提出建議
- 審議及批准執行董事及高級管理層的賠償安排

During the year ended December 31, 2014, the Remuneration Committee met once to assess performance of executive Directors and senior management, review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management and other related matters.

截至二零一四年十二月三十一日止年度,薪酬委員會舉行一次會議,評核執行董事及高級管理人員的表現、審閱並就本公司薪酬政策及架構、執行董事及高級管理層的薪酬待遇及其他相關事宜向董事會提出建議。

Nomination Committee

提名委員會

The Nomination Committee comprises three members, namely, Mr. Mei Jianping (chairman of Nomination Committee), Mr. Jeffrey Willard Miller and Mr. Cai Rucheng, all of them are independent non-executive Directors.

提名委員會由3名成員組成,即梅建平先生(提名委員會主席)、Jeffrey Willard Miller先生及才汝成先生,彼等均為獨立非執行董事。

The principal duties of the Nomination Committee include the following:

提名委員會之主要職責包括:

- To review the structure, size and composition of the Board and make recommendations regarding any proposed changes

- 檢討董事會之架構、規模及組成,並就任何建議變動提出建議

Corporate Governance Report (Continued)
企業管治報告(續)

- To develop and formulate relevant procedures for nomination and appointment of Directors
- To identify suitable candidates for appointment as Directors
- To make recommendations to the Board on appointment or re-appointment of and succession planning for Directors
- To assess the independence of independent non-executive Directors

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

The Nomination Committee has adopted a set of nomination procedures for selection of candidates for directorship of the Company by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations. External recruitment professionals might be engaged to carry out selection process when necessary.

During the year ended December 31, 2014, the Nomination Committee met once to determine the policy for the nomination of Directors, review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and consider the qualifications of and nominate certain retiring Directors, Mr. Zhao Jiangwei, Mr. Tian Hongtao, Mr. Wang Sing and Mr. Cai Rucheng to stand for election at the Annual General Meeting.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices and made recommendations to the Company training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, the code of conduct and compliance manual for employees and Directors, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

- 建立及制訂提名及委任董事之相關程式
- 物色合適之董事人選
- 就董事之委任或連任及繼任計劃向董事會提出建議
- 評估獨立非執行董事之獨立性

評估董事會組成時，提名委員會將考量董事會成員多元化政策要求的不同方面包括但不限於性別、年齡、文化和教育背景、專業資質、技能、知識以及行業和地區經驗，提名委員會將討論並同意達成董事會成員多樣化的可執行的目標，並向董事會推薦供應採納。

提名委員會已參考候選人的技能、經驗、專業知識、個人操守及時間投入、本公司需要及其他相關法定規定及法規，採納本公司董事候選人的提名程式。必要時可委聘外部招聘專家執行篩選程式。

截至二零一四年十二月三十一日止年度，提名委員會舉行一次會議，制訂董事的提名政策、檢討董事會的架構、規模和組成、獨立非執行董事之獨立性及考慮於股東週年大會候選之退任董事趙江巍先生，田洪濤先生，王兟先生和才汝成先生的資格。

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載職能。

董事會已檢討並建議本公司企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律及監管規定、標準守則及企業管治守則方面之政策及常規以及於本企業管治報告作出的披露。

Corporate Governance Report (Continued)
企業管治報告(續)

Attendance Record of Directors and Committee Members

The attendance record of each Director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended December 31, 2014 is set out in the table below:

董事及委員會成員出席會議的記錄

各董事出席截至二零一四年十二月三十一日止年度舉行的董事會與董事會委員會會議及本公司股東大會的記錄載於下表：

		Attendance/Number of Meetings 出席／會議次數				
Name of Director 董事姓名		Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Annual General Meeting 股東週年大會
Executive Directors	**執行董事**					
Mr. Zhang Ruilin	張瑞霖先生	6/6				1/1
Mr. Zhao Jiangwei	趙江巍先生	6/6				0/1
Mr. Andrew Sherwood Harper	Andrew Sherwood Harper先生	5/6				1/1
Mr. Tao Tak Yin Dexter	陶德賢先生	6/6				1/1
Mr. Tian Hongtao *(appointed with effect from December 5, 2014)*	田洪濤先生 *(於2014年12月5日獲任)*	1/6				0/1
Non-executive Directors	**非執行董事**					
Mr. Wang Sing	王兟先生	3/6				0/1
Mr. Hung Leung *(alternate to Mr. Wang Sing)*	洪亮先生 *(王兟先生的替任董事)*	1/6				0/1
Independent non-executive Directors	**獨立非執行董事**					
Mr. Mei Jianping	梅建平先生	5/6	1/1	1/1	2/2	0/1
Mr. Jeffrey Willard Miller	Jeffrey Willard Miller 先生	6/6	1/1	1/1	2/2	0/1
Mr. Cai Rucheng	才汝成先生	6/6	1/1	1/1	2/2	0/1

Apart from regular Board meetings, the chairman also held meetings with the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors during the year.

年內，除定期董事會會議外，主席亦與非執行董事(包括獨立非執行董事)舉行會議，而無執行董事出席。

Directors' Responsibility in respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2014.

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

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

董事就財務報表承擔的責任

董事確認彼等有責任編製本公司截至二零一四年十二月三十一日止年度之財務報表。

董事會負責編製上市規則及其他法定及監管條文規定的均衡、清晰及簡明年度報告及中期報告、股價敏感公告及其他披露。

董事並不知悉任何涉及可能對本公司持續經營能力有重大疑惑的事件或情況的重大不確定因素。

Corporate Governance Report (Continued)
企業管治報告(續)

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

Auditor's Remuneration

The Company's external auditor is PricewaterhouseCoopers ("PwC") and its responsibilities for the Group's consolidated financial statements are set out it the Independent Auditor's Report on pages 86 to 87.

The fees paid or payable to PwC for the year ended December 31, 2014 are HK$6,300,000, all of which are audit and audit related services.

Internal Controls

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets and reviewing the effectiveness of such on an annual basis through the Audit Committee.

The internal control system of the Group is designed to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks, and to safeguard assets of the Group. The senior management reviews and evaluates the control process, monitors any risk factors on a regular basis, and reports to the Audit Committee on any findings and measures to address the variances and identified risks.

During the year under review, the Board with the support of the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company, including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

管理層已向董事會提供必要的解釋及資料，以便董事會可對提呈予董事會批准的本公司財務報表作出知情評估。

核數師酬金

本公司之外部審計師為羅兵咸永道會計師事務所(以下簡稱「羅兵咸永道」)，其對本集團合併財務報表責任載於86至87頁之獨立核數師報告。

截至二零一四年十二月三十一日，向羅兵咸永道已付及應付之款項為6,300,000港元，全部為審計及審計相關服務費用。

內部監控

董事會負責維持充足的內部監控系統以保障股東的投資及本公司資產，以及透過審核委員會按年檢討內部監控是否有效。

本集團之內部監控制度為配合有效及高效的營運而設，確保財務申報可靠及符合適用法例及法規，辨識及管理潛在風險及保障本集團資產。高級管理層定期檢討及評估監控程式、監察任何風險因素，並向審核委員會匯報結果及處理差異和已識別風險的措施。

回顧年內，董事會在審核委員會的協助下檢討本公司內部監控系統的有效性，包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗，以及員工的培訓課程及預算是否充足。

Corporate Governance Report (Continued)
企業管治報告(續)

Company Secretary

Ms. Wong Sau Mei of Tricor Services Limited, external service provider, has been engaged by the Company as its company secretary. Its primary contact person at the Company is Mr. Tao Tak Yin Dexter, an executive Director and chief financial officer of the Company.

Shareholders' Right

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Convening an Extraordinary General Meeting by Shareholders

Extraordinary general meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

公司秘書

外聘服務供應商卓佳專業商務有限公司之黃秀美女士已獲本公司委聘為公司秘書。其於本公司之主要聯絡人為本公司執行董事兼首席財務官陶德賢先生。

股東權利

為保障股東權益及權利，本公司將就各重大事宜(包括選舉個別董事)於股東大會提呈獨立決議案。股東大會上提呈之所有決議案將根據上市規則進行投票表決，且投票表決之結果將於各屆股東大會結束後於本公司及聯交所網站上刊載。

應股東要求召開股東特別大會

股東特別大會亦可應本公司任何兩名或多名股東的書面要求召開，但彼等須將列明大會議題及經請求人簽署的書面要求送交本公司於香港的主要辦事處或(倘本公司不再設有該主要辦事處)註冊辦事處，惟該等請求人於送交要求之日須持有本公司不少於十分之一附帶本公司股東大會投票權之繳足股本。股東大會亦可應本公司任何一名股東(倘為認可結算所(或其代名人))的書面要求召開，但其須將列明大會議題及經該請求人簽署之書面要求送交本公司於香港之主要辦事處或(倘本公司不再設有該主要辦事處)註冊辦事處，但該請求人於送交要求之日須持有本公司不少於十分之一附帶本公司股東大會投票權之繳足股本。倘董事會並未於正式送交要求之日起計21日內召開將予在其後的二十一日內舉行的大會，則請求人本人或擁有所有請求人全部投票權二分之一以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會不得於送交要求當日起計三個月屆滿後召開，而所有因董事會未有召開大會致使請求人產生的合理開支，須由本公司向彼等償付。

Corporate Governance Report (Continued)
企業管治報告(續)

Putting Forward Proposals at General Meeting

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company by post as set out in the following paragraph.

Contact Details

Shareholders may send their enquiries or requests mentioned above by post or via email as follows:

Address:	Room Nos. 521-26, 5/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong (To the attention of the Board of Directors)
Tel:	852-2511-0028
Fax:	852-2511-1983
Email:	investors@mienergy.com.cn

Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, apart from the registered office of the Company, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Communication with Shareholders and Investors/Investor Relations

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

To achieve this, the Company maintains a website at http://www.mienergy.com, where up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information are posted and available for public access.

於股東大會提呈決議案

開曼群島公司法或本公司的組織章程細則並無列明股東可在股東大會上提呈任何新決議案。有意提呈決議案的股東可按上段所載程式要求本公司召開股東大會。

向董事會作出查詢

有關向本公司董事會作出任何查詢，股東可按照下列聯絡方式將書面查詢寄送或電郵至本公司。

聯絡詳情

股東可透過郵寄或電郵方式發送上述查詢或要求：

地址：	香港灣仔港灣道30號 新鴻基中心5樓521–26室 (註明收件人為董事會)
電話:	852-2511-0028
傳真:	852-2511-1983
電子郵件:	investors@mienergy.com.cn

股東須將妥善簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及寄發至上述地址，並須提供彼等全名、聯絡詳情及身份，以便本公司可回復。股東資料可能根據法律規定而予以披露。

與股東及投資者之溝通╱投資者關係

本公司認為，與股東有效溝通對加強投資者關係及投資者對本集團業務表現及策略之瞭解相當重要。本公司亦知悉保持透明度及適時披露公司資料之重要性，此舉將令股東及投資者作出最佳投資決策。

為此，本公司設有網站，網址為http://www.mienergy.com，有關最新的資訊以及本公司業務營運及發展的最新情況、財務資料、企業管治常規及其他資料將刊登於該網站內，並可供公眾查閱。

Corporate Governance Report (Continued)
企業管治報告(續)

The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board, all non-executive Directors, independent non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries. The general meetings of the Company also provide a forum for communication between the Board and the shareholders.

Code Provision E.1.2 of the CG Code stipulates that, among others, the chairman of the Board shall attend the annual general meeting and arrange for the chairmen of the audit, remuneration and nomination committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee to be available to answer questions at the annual general meeting.

At the annual general meeting of the Company held on May 16, 2014 (the "2014 AGM"), Mr. Mei Jianping (Chairman of the Nomination Committee and the Remuneration Committee and member of the Audit Committee), Mr. Jeffrey Willard Miller (Chairman of the Audit Committee and member of the Nomination Committee and the Remuneration Committee) and Mr. Cai Rucheng (member of the Audit Committee, the Nomination Committee and the Remuneration Committee) were unable to turn up due to other important business engagements. They will use their best endeavours to attend all future shareholder meetings of the Company.

However, Mr. Zhang Ruilin (the executive director and Chairman of the Board), Mr. Andrew Sherwood Harper (the executive director) and Mr. Tao Tak Yin Dexter (the executive director) have attended the 2014 AGM to answer questions where necessary.

Articles of Association

During the year under review, the Company has not made any changes to its Articles of Association. An up-to-date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

本公司盡力保持與股東之間的對話，尤其是透過股東週年大會及其他股東大會。董事會主席、全體非執行董事、獨立非執行董事、所有董事委員會之主席(或彼等的代表)將出席股東週年大會與股東會面並回答彼等的問詢。本公司股東大會提供董事會與股東溝通之平台。

企業管制守則的守則條文第E.1.2條規定董事會主席應出席股東週年大會，並安排審計委員會主席，薪酬委員會主席及提名委員會主席(如適用)出席股東週年大會，如該等委員會主席未能出席，委員會的其他成員應出席股東週年大會並回答問題。

於二零一四年五月十六日召開的公司股東週年大會(「二零一四年股東週年大會」)上，梅建平先生(提名委員會及薪酬委員會主席兼審核委員會成員)，Jeffrey Willard Miller先生(審核委員會主席兼提名委員會及薪酬委員會成員)及才汝成先生(審核委員會、提名委員會及薪酬委員會成員)因當時另有要務在身而未能出席。他們將盡最大努力參加所有將來的公司股東大會。

儘管如此，張瑞霖先生(執行董事兼董事會主席)，Andrew Sherwood Harper先生(執行董事)及陶德賢先生(執行董事)出席了二零一四年股東週年大會，並於必要時回答問題。

組織章程細則

於回顧年度內，本公司並無對組織章程細則作出任何更改。本公司最新組織章程細則登載於本公司網站及聯交所網站。

Report of the Directors
董事會報告

The Directors submit their report together with the audited financial statements for the year ended December 31, 2014.

董事會謹此提呈截至二零一四年十二月三十一日止年度之報告書及經審核財務報表。

Principal activities and geographical analysis of operations

主要業務及營運地區分析

The principal activity of the Company is investment holding. The principal business of the Company, its subsidiaries and joint ventures is to engage in the exploration, development, production and sale of crude oil and other petroleum products under production sharing contracts and other similar arrangements. The Group currently has the following oil and gas properties: (1) two producing production oil sharing contracts in northeast China; (2) an exploration contract and four production contracts in Kazakhstan held by Emir-Oil, LLC ("Emir-Oil"); (3) a working interest in the Niobrara shale oil and gas asset in the United States of America held by Condor Energy Technology LLC's ("Condor"); and (4) a 51% stake in Sino Gas & Energy Limited ("SGE") which has two production sharing contracts in Shanxi, China.

本公司之主要業務為投資控股。本公司及其附屬公司和合營企業的主要業務為通過產品分成合同和類似協定，從事勘探、開發、生產及銷售原油和其他石油產品。本集團目前擁有如下油氣資產：(1)位於中國東北之兩個生產原油產品分成合同；(2) Emir-Oil持有的位於哈薩克斯坦之一個勘探合同和四個生產合同；(3) Condor持有的位於美國的Niobrara頁岩油和天然氣資產的營運權益；及(4)於中國山西持有兩個產品分成合同的中澳的51%權益。

Results and appropriations

業績及派息

The results of the Group for the year ended December 31, 2014 are set out in the consolidated statement of comprehensive income on page 92 to 93.

本集團截至二零一四年十二月三十一日止年度的業績載於第92頁至第93頁之合併綜合收益表。

The Board did not recommend the payment of final dividend for the year ended December 31, 2014 (2013: HK$77,572,000).

董事會並無建議就截至二零一四年十二月三十一日年度派付末期股息（二零一三年：77,572,000港元）。

Reserves

儲備

Please refer to the consolidated statement of changes in equity on pages 94 to 95 and note 20 to the consolidated financial statements on pages 198 to 201 for movements in the reserves of the Group and the Company, respectively, for the year ended December 31, 2014.

有關本集團及本公司截至二零一四年十二月三十一日止年度之儲備變動，請分別參閱第94頁至第95頁的合併權益變動表及第198頁至第201頁的合併財務報表附註20。

Property, plant and equipment

不動產、工廠及設備

Details of the movements in property, plant and equipment of the Group are set out in note 6 to the consolidated financial statements.

本集團不動產、工廠及設備之變動詳情載於財務報表附註6。

Share capital

股本

Details of the movements in share capital of the Company are set out in note 18 to the consolidated financial statements.

本公司之股本變動詳情載於合併財務報表附註18。

Senior Notes

優先票據

Details of the senior notes are set out in note 24 to the consolidated financial statements.

優先票據之詳情載於合併財務報表附註24。

Report of the Directors (Continued)
董事會報告(續)

Distributable reserves

Distributable reserves of the company at December 31, 2014 are disclosed in the consolidated statements of changes in equity.

可供分派儲備

本公司於二零一四年十二月三十一日的可供分派儲備已於合併權益變動表披露。

Pre-emptive rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of Cayman Island, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

優先購股權

本公司之組織章程細則或開曼群島之法例中並無優先購股權之條文而規定本公司需按比例向現有股東發售新股。

Financial summary

A summary of the results and of the assets and liabilities of the Group is set out on page 4 of the annual report.

財務概要

本集團之業績、資產及負債概要載於本年報第4頁。

Purchase, sale or redemption of the company's listed securities

Pursuant to the repurchase mandate granted to the Board of the Company at the annual general meeting of the Company held on May 16, 2014, the Company purchased 17,134,000 of its own ordinary shares of US$0.001 each in the capital of the Company as at December 31, 2014 at the highest and lowest prices of HK$1.01 and HK$0.99 per share respectively ("Shares Repurchase").

The aggregate purchase price paid for the Shares Repurchase was approximately HK$17,178,313.11 (including transaction cost) and was funded by internal resources of the Company. Such shares purchased by the Company represents approximately 0.65% of the issued share capital of the Company before the Shares Repurchase.

A summary of the purchase, sale or redemption of shares of the Company's listed securities is set out in note 18 to the consolidated financial statements.

購買、出售及贖回本公司上市證券

根據於二零一四年五月十六日召開之本公司股東週年大會上授予本公司董事會之購回授權，截至二零一四年十二月三十一日，本公司分別按最高價每股1.01港元及最低價每股0.99港元購回17,134,000股公司股本中每股面值0.001美元之普通股(「股份購回」)。

股份購回之購買價格總計約為17,178,313.11港元(包括交易成本)，由本公司之內部資源撥付。該等由本公司購回之股份佔本公司回購前已發行股本約0.65%。

本公司購買、出售或贖回本公司上市證券之概要載於合併財務報表附註18。

Report of the Directors (Continued)
董事會報告(續)

SHARE OPTIONS

(i) Stock Incentive Compensation Plan ("Plan")

The Board adopted the Plan prior to the listing of the Company on the Stock Exchange designed to attract and retain the best available personnel for positions of substantial responsibility, provide additional incentive to employees and directors and promote the success of our business. Under the Plan, a total of 29,902,758 share options were granted to Directors, executives and employees, of which 1,818,579 share options lapsed. The share options were granted at nil consideration.

The exercise price of the granted share options is equal to or higher than the market price of the shares on the date of the grant. Each share option gives the holder the right to subscribe for one share of the Company. The share options granted under the Plan typically vest over a two or three year period at each anniversary of the grant date, subject to the participant continuing to be an employee on each vesting date.

The Company has undertaken that no further share options will be granted under the Plan upon the listing of the Company, but the provisions of the Plan shall in all other respects remain in full force and effect and share options granted under the Plan prior to the listing of the Company continue to be exercisable in accordance with the Plan and agreements entered into pursuant to the Plan.

購股權

(i) 股份獎勵酬金計劃(「該計劃」)

董事會已於本公司於聯交所上市之前採納該計劃，旨在為具重大責任的職位招攬及聘留優秀適用人才，為僱員及董事提供額外獎勵並促進本公司的業務發展。根據該計劃，合共29,902,758份購股權已向董事、行政人員及僱員授出，其中1,818,579份購股權已失效。購股權乃以零代價授出。

所授出的購股權的行權價等於或高於授出日期的股份市場價格。各份購股權賦予持有人權利可認購本公司一股股份。根據該計劃授出的購股權一般於授出日期各個週年的兩或三年期間歸屬，惟參與者須在各個歸屬日期須仍為僱員。

本公司已承諾於本公司上市後將不會根據該計劃授出其他購股權，惟該計劃的條文在所有其他方面須保持全面生效及有效，而本公司上市前根據該計劃授出的購股權可繼續根據該計劃及根據該計劃所訂立的協議行使。

Report of the Directors (Continued)
董事會報告（續）

Details of the share options outstanding as at December 31, 2014 which have been granted under the Plan are as follows:

於二零一四年十二月三十一日，根據該計劃已授出但尚未行使之購股權詳情如下：

Name 姓名	Held at January 1, 2014 於二零一四年一月一日持有	Number of options granted during the year 本年度授出之購股權數目	Number of options exercised during the year 本年度已行使之購股權數目	Held at December 31, 2014 於二零一四年十二月三十一日持有	Exercise price (per Share) 行權價（每股）	Date of grant 授出日期	Exercisable period 可予行使期間
Independent non-executive directors **獨立非執行董事**							
Mr. Mei Jianping 梅建平先生	1,267,933			1,267,933	US$0.25 0.25美元	November 23, 2010 二零一零年十一月二十三日	from November 23, 2011 to November 22, 2020 自二零一一年十一月二十三日至二零二零年十一月二十二日
Mr. Jeffrey Willard Miller Jeffrey Willard Miller先生	1,811,333			1,811,333	US$0.25 0.25美元	November 23, 2010 二零一零年十一月二十三日	from November 23, 2011 to November 22, 2020 自二零一一年十一月二十三日至二零二零年十一月二十二日
Other employees **其他員工**	17,048,120			17,048,120	US$0.13 0.13美元	November 20, 2009 二零零九年十一月二十日	from November 20, 2011 to November 19, 2019 自二零一一年十一月二十日至二零一九年十一月十九日
Total 總計	20,127,386			20,127,386			

(ii) Share Option Scheme ("Scheme")

On November 27, 2010, the Board adopted the Scheme to enable the Company to grant options to selected participants as incentives or rewards for their contributions to our Group. Participants of the Scheme include any executive Director, non-executive Director or full time employee of the Group as invited by the Board. The Scheme shall be valid and effective for a period of 10 years commencing from the approval of the Scheme.

The exercise period of any option granted under the Scheme must not be more than ten years commencing on the date of grant. The acceptance of an offer of the grant of the option must be made within 28 days from the date of grant with a non-refundable payment of HK$1.00 from the grantee. The exercise price determined by the Board will be at the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of grant and (iii) the nominal value of the shares.

(ii) 購股權計劃（「購股權計劃」）

於二零一零年十一月二十七日，董事會採用購股權計劃，本公司可向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。購股權計劃參與者包括董事會邀請的本集團任何執行董事、非執行董事或全職僱員。購股權計劃將於獲批准起計10年期間有效及生效。

根據購股權計劃授出的任何購股權之行使期間不得超過授出日期起計十年。倘接納授出之購股權，承授人必須於授出日期後28天內支付1.00港元之不可退還付款。由董事會釐定之行權價將為下列三者中之較高者：(i)於授出日期在聯交所每日報價表所示的股份收市價；(ii)緊接授出日期前五個交易日在聯交所每日報價表所示的股份平均收市價及(iii)股份面值。

Report of the Directors (Continued)
董事會報告(續)

The share options granted under the Scheme typically vest over three years on the last day of each year staring from the subsequent year of the grant, subject to the participant continuing to be an employee on each vesting date and other performance evaluation results.

根據購股權計劃授出的購股權一般於授出翌年起每年最後一天的三年內歸屬，惟參與者須於各歸屬日期仍為僱員及須受限於其他表現評估結果。

Cancellation of Vested Options

取消已得權購股權

On September 20, 2011, the Company granted, pursuant to the Scheme adopted by the Company on November 27, 2010, share options to certain employees of the Company, entitling the option holders to subscribe for an aggregate of 112,048,000 ordinary shares of the Company of US$0.001 each at the exercise price of HK$2.254 per Share ("2011 Grant"). The share options for an aggregate of 5,987,200 Shares subsequently lapsed pursuant to the terms of the Scheme and the relevant option agreements.

根據公司二零一零年十一月二十七日採納的購股權計劃，公司於二零一一年九月二十日向公司部分員工授予購股權，允許持有人按照每股2.254港元的價格認購本公司共計112,048,000股每股面值0.001美元普通股股票。根據購股權計劃和購股權協議相關條款，其中共計5,987,200購股權已經失效。

Since February 2013, the exercise price of the vested options has been higher than the prevailing market price of the Shares. As a result, the options could no longer serve as an effective incentive. In view of this, the Company offered these option holders a cash consideration of HK$0.20 per Share to cancel vested options under the 2011 Grant, subject to the option holders consenting to such cancellation. As a result, options in respect of 65,358,066 Shares were cancelled on March 21, 2014.

自二零一三年二月以來，已得權購股權的行權價格始終高於公司股票的普遍市場價格，導致已得權購股權不再為有效激勵。因此，公司決定在現購股權持有人同意取消已得權購股權的前提下，向現購股權持有人提出以每股0.20港元的現金對價取消已得權購股權。自二零一四年三月二十一日起，已得權購股權中共計65,358,066股已得權購股權已經被取消。

Grant of New Options

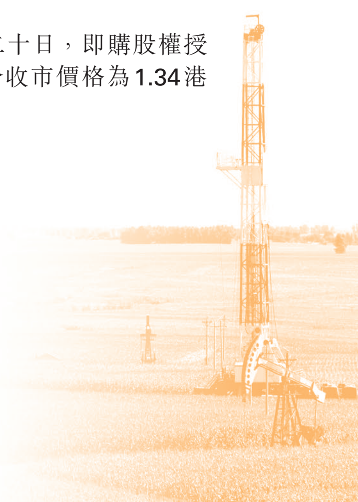
授予新購股權

On March 21, 2014, the Company granted share options pursuant to the Scheme to 151 eligible participants comprising certain directors, substantial shareholders and employees of the Company to subscribe for an aggregate of 97,280,000 Shares. These options have an exercise price of HK$1.40 per share and a term of 10 years from the grant date, and will vest over the next three or four years. The share options for an aggregate of 4,008,379 shares subsequently lapsed pursuant to the terms of the Scheme and the relevant option agreements as at December 31, 2014.

二零一四年三月二十一日，公司根據購股權計劃向151名合資格人士，包括公司的部分董事，主要股東和員工授予新的認股期權，認購共計97,280,000的股份。購股權行權價為每股1.40港元，購股權有效期為自授予日起十年，且將於授權日後三或四年間得權。根據計劃和購股權協議相關條款，截至二零一四年十二月三十一日，其中共計4,008,379購股權已經失效。

The closing price per share as at March 20, 2014, being the date immediately before the date the share options were granted was HK$1.34.

於二零一四年三月二十日，即購股權授出前當日，每股股份收市價格為1.34港元。



Report of the Directors (Continued)
董事會報告(續)

Under the Scheme, a total of 209,328,000 share options were granted to Directors, executives and employees, of which 97,280,000 share options were newly granted, and 65,358,066 share options were cancelled during the year ended December 31, 2014. Details of the share options outstanding as at December 31, 2014 which have been granted under the Scheme are as follows:

根據購股權計劃，合共209,328,000份購股權已授予董事、行政人員及僱員。截至二零一四年十二月三十一日止十二個月，新授出97,280,000份購股權，取消65,358,066份購股權。根據購股權計劃已授出但於二零一四年十二月三十一日尚未行使的購股權詳情如下：

Name 姓名	Held at January 1, 2014 於二零一四年一月一日持有	Number of options granted during the period 於期內授出之購股權數目	Number of options exercised during the period 於期內行使之購股權數目	Number of options lapsed during the period 於期內已失效購股權數目	Number of options cancelled during the period 於期內已取消購股權數目	Held at December 31, 2014 於二零一四年十二月三十一日持有	Exercise price (per Share) 行使價(每股)	Date of grant 授權日	Exercisable period 可予行使期間
Executive directors **執行董事**									
Mr. Zhang Ruilin 張瑞霖先生	2,347,000					2,347,000	HK$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起至二零二一年九月十九日止
		2,640,000				2,640,000	HK$1.40 1.40港元	March 21, 2014 二零一四年三月二十一日	from March 21, 2016 to March 20, 2024 自二零一六年三月二十一日起至二零二四年三月二十日止
Mr. Zhao Jiangwei 趙江巍先生	2,347,000					2,347,000	HK$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起至二零二一年九月十九日止
		2,640,000				2,640,000	HK$1.40 1.40港元	March 21, 2014 二零一四年三月二十一日	from March 21, 2016 to March 20, 2024 自二零一六年三月二十一日起至二零二四年三月二十日止
Mr. Andrew Sherwood Harper Andrew Sherwood Harper先生	1,323,000				882,000	441,000	HK$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起至二零二一年九月十九日止
		3,000,000				3,000,000	HK$1.40 1.40港元	March 21, 2014 二零一四年三月二十一日	from March 21, 2016 to March 20, 2024 自二零一六年三月二十一日起至二零二四年三月二十日止
Mr. Tian Hongtao 田洪濤先生		3,000,000				3,000,000	HK$1.40 1.40港元	March 21, 2014 二零一四年三月二十一日	from March 21, 2015 to March 20, 2024 自二零一五年三月二十一日起至二零二四年三月二十日止
Other employees 其他員工	101,798,000			1,754,200	64,476,066	35,567,734	HK$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起至二零二一年九月十九日止
		86,000,000		4,008,379		81,991,621	HK$1.40 1.40港元	March 21, 2014 二零一四年三月二十一日	from March 21, 2015 to March 20, 2024/ from March 21, 2016 to March 20, 2024/ 自二零一五年三月二十一日起至二零二四年三月二十日止／自二零一六年三月二十一日起至二零二四年三月二十日止
Total 總計	107,815,000	97,280,000		5,762,579	65,358,066	133,974,355			

Report of the Directors (Continued)
董事會報告(續)

(iii) Share Award Scheme ("Share Award Scheme")

To supplement the Plan in respect the operation of the share appreciation rights ("SARs"), the Board resolved to adopt a Share Award Scheme on May 30, 2012, pursuant to which the Company granted to selected grantees who are persons holding SARs under the Plan, such number of awarded shares as is equal to the number of outstanding notional shares to which the SAR of the selected grantees relates.

According to the Share Award Scheme, shares of up to 44,415,800 of the Company will be purchased by a trustee from the market out of cash contributed by the Company and be held in trust for the benefit of the selected grantees pending the exercise of the SARs. Upon exercise of the SAR by the selected grantees, the trustee will sell the awarded shares to which the SAR so exercised relates and pay the selected grantees in satisfaction of the Company's payment obligations in relation to the SAR under the Plan. Unless early terminated by the board of the Company, the Share Award Scheme shall continue in full force and effect until the date when all the SARs are exercised, terminated or expired.

As at December 31, 2014, the trustee holds 42,065,002 shares acquired through purchases from the market at an aggregate consideration of approximately HK$78,053,660 (including transaction costs). As at December 31, 2014, the trustee sold 2,349,000 shares in aggregate upon exercise of SARs so exercised by certain grantees.

(iv) 2015 Share Award Scheme ("2015 Share Award Scheme")

To recognize the contributions by certain grantees and to give incentives thereto in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group, the Board resolved to adopt the 2015 Share Award Scheme, pursuant to which the Board may at their absolute discretion select any grantee, who is an employee or consultant of the Group or of any affiliate but is not a core connect person or connect person (as defined in the Listing Rules) of the Company, for participation in the 2015 Share Award Scheme and determine the number of awarded shares to be granted to such grantee. The 2015 Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company, and will be in effect in parallel with the Plan, the Scheme and the Share Award Scheme.

(iii) 股份獎勵計劃(「股份獎勵計劃」)

為對該計劃作出股份增值權(「股份增值權」)方面的補充，董事會於二零一二年五月三十日議決採納一項股份獎勵計劃，本公司將向經挑選的承授人授出獎勵股份，該等承授人須為根據該計劃持有股份增值權之人士，而所授出之獎勵股份數目相等於與經挑選承授人相關之股份增值權之尚未發行名義股份數目。

根據股份獎勵計劃，股票經紀或受託人將以本公司提供之現金於市場購買最多44,415,800股本公司股份，並以經挑選承授人為受益人以信託形式持有，以待行使股份增值權。於經挑選承授人行使股份增值權時，受託人將就所行使之股份增值權出售獎勵股份，並且向經挑選承授人付款已履行本公司在該計劃項下股份增值權之付款責任。除非由董事會提早終止，股份獎勵計劃將一直全面生效及有效，直至所有股份增值權獲行使、終止或到期當日為止。

截至二零一四年十二月三十一日，受託人持有42,065,002股股份，在市場以總代價約港幣78,053,660元(包括交易成本)購買。截至二零一四年十二月三十一日，受託人已於若干承授人行使股份增值權時累計出售2,349,000股獎勵股份。

(iv) 2015股份獎勵計劃(「2015股份獎勵計劃」)

本公司董事會已於二零一五年一月六日議決採納2015股份獎勵計劃，目的是認可特定承授人所做的貢獻並給予激勵，為本集團的持續運營和發展聘留特定承授人，並為本集團進一步發展吸引適用人才。董事會將根據該計劃，不時自行酌情決定挑選任何承授人作為被挑選承授人參與該計劃，並決定授予該等被挑選承授人的獎勵股份數量，該等承授人為集團任何成員或其任何關聯公司的員工或顧問，但不是公司的核心關連人士或關連人士(如上市規則定義)。2015股份獎勵計劃並不構成上市規則第17章所定義的購股權計劃，是公司自行酌情決定的計劃。2015股份獎勵計劃將與該計劃，購股權計劃及股份獎勵計劃並行生效。

Report of the Directors (Continued)
董事會報告(續)

Pursuant to the 2015 Share Award Scheme rules, existing shares will be purchased by a trustee from open market out of cash which will be paid by the Company as trust shares and be held on trust for the grantees until the relevant award(s) is vested in accordance with the relevant award agreement and the 2015 Share Award Scheme rules. Upon vesting, the trustee shall transfer the relevant trust shares as awarded shares to the relevant grantee, or upon receipt of the instructions from the grantees, dispose of the relevant awarded shares in open market and transfer the proceeds of the sale of the relevant awarded shares (after deduction of the relevant charges, expenses, stamp duty and levy) to the relevant grantee.

根據2015股份獎勵計劃規則，受托人將以公司安排的現金從市場上購買現有股份作為信托股份，並由受托人為經挑選承授人持有信托，直到相關獎勵根據相關獎勵協議及2015股份獎勵計劃規則歸屬。歸屬後，受托人應將相關信托股份作為獎勵股份轉讓給相關承授人，或在收到承授人的指示後，在市場上處置相關獎勵股份，並將出售相關獎勵股份的收益(扣除相關費用，開支，印花稅及稅款後)轉讓給相關承授人。

Subject to any early termination as may be determined by the Board pursuant to the 2015 Share Award Scheme rules, the 2015 Share Award Scheme shall be valid and effective from 6 January 2015 to the date of the last of the awarded shares has been vested and transferred to the relevant grantee or has lapsed, whichever is later in accordance with the 2015 Share Award Scheme rules, provided that no award shall be made on or after the 10th anniversary date of the adoption date.

倘董事會並未根據2015股份獎勵計劃條款決定提前終止，2015股份獎勵計劃將於2015年1月6日起，直至最終獎勵股份歸屬並轉移到相關經挑選承授人或其根據該計劃條款失效之日止，以較遲者為準，且採納日後的十周年日之後不得授出任何獎勵。

As at the date of this report, the trustee holds 11,600,000 shares acquired through purchases from the market at an aggregate consideration of approximately HK$10,212,766.99 (including transaction costs).

截至本報告日期，受托人持有11,600,000股股份，在市場以總代價約港幣10,212,766.00元(包括交易成本)購買。

(v) Others

(v) 其他

The total number of shares issued and which may fall to be issued upon exercise of the options granted under each of the Scheme, the Plan and any other share option scheme of the Company to each participant in any 12 month period shall not exceed 1% of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares in issue at the date of the 2012 annual general meeting.

在任何12個月期間因行使根據購股權計劃、該計劃及本公司任何其他購股權計劃授出之購股權而已發行及可發行予各參與者的股份總數不得超過本公司不時已發行股本的1%。因行使根據購股權計劃、該計劃及本公司任何其他購股權計劃授出之全部購股權而可發行的股份總數合共不得超過二零一二年股東週年大會當天已發行股份的10%。

As at the date of this report, the maximum number of shares available for issue under the Scheme and the Plan is 264,784,079 shares and 20,127,386 shares respectively, representing approximately 10.16% and 0.77% of the issued share capital respectively.

截至本報告日期，根據購股權計劃及該計劃最多可供發行的股份數目分別為264,784,079股及20,127,386股，分別佔已發行股本約10.16%及0.77%。

Report of the Directors (Continued)
董事會報告(續)

Directors

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

Mr. Zhang Ruilin *(Chairman)*

Executive directors

Mr. Zhao Jiangwei
Mr. Tao Tak Yin Dexter
Mr. Andrew Sherwood Harper
Mr. Tian Hongtao
(appointed with effect from December 5, 2014)

Non-executive directors

Mr. Wang Sing
Mr. Hung Leung (alternate to Mr. Wang Sing)

Independent non-executive directors

Mr. Mei Jianping
Mr. Jeffrey Willard Miller
Mr. Cai Rucheng

In accordance with Article 16.18 of the Company's Articles of Association, Mr. Zhao Jiangwei, Mr. Wang Sing and Mr. Cai Rucheng shall retire by rotation at the forthcoming Annual General Meeting. In addition, Mr. Tian Hongtao was appointed as executive Director on December 5, 2014 shall hold office until the forthcoming annual general meeting pursuant to Article 16.2 of the Company's articles of association. All of the above retiring Directors, being eligible, will offer themselves for reelection.

Directors' service contracts

We had entered into letters of appointment with each of our Directors, pursuant to which each of the executive Directors, non-executive Directors and independent non-executive Directors is appointed for terms of three years, subject to re-election in accordance with our Articles of association at our general meeting.

On November 20, 2009, Mr. Zhang and Mr. Zhao, each an executive Director, has each entered into a service contract with the Company and MIE respectively, which is renewable yearly unless terminated (i) with twelve months' notice by either party, or (ii) by the Company or MIE (as applicable) upon certain events such as the Director having committed serious or persistent breaches of the service contract. Should the Company or MIE (as applicable) terminate the service contract, Mr. Zhang and Mr. Zhao will be entitled to receive a severance payment equivalent to one year's basic pay under the service contract, save for circumstances described in item (ii) above.

董事

於本年度及直至本報告日期，列任董事如下：

張瑞霖先生(*主席*)

執行董事

趙江巍先生
陶德賢先生
Andrew Sherwood Harper先生
田洪濤先生
(於二零一四年十二月五日獲委任)

非執行董事

王甦先生
洪亮先生(王甦先生的替任董事)

獨立非執行董事

梅建平先生
Jeffrey Willard Miller先生
才汝成先生

根據本公司組織章程細則第16.18條，趙江巍先生，王甦先生以及才汝成先生須於應屆股東週年大會上輪值退任，惟符合資格膺選連任。此外，田洪濤先生於二零一四年十二月五日獲任執行董事，根據公司章程第16.2條規定擔任該職務至下一屆股東週年大會。所有連任董事都符合資格膺選連任。

董事服務合同

本公司已和各董事訂立委任書，據此，各執行董事、各非執行董事及各獨立非執行董事獲委任的任期為三年，惟須根據本公司組織章程細則於本公司股東大會上重選連任。

於二零零九年十一月二十日，張先生及趙先生(各為執行董事)分別與本公司及MIE訂立服務合同，有關服務合同可每年續約，除非(i)由任何一方發出十二個月的通知予以終止，或(ii)於出現若干情況時(如董事嚴重違背或反覆違背服務合同)，由本公司或MIE(如適用)予以終止。倘本公司或MIE(如適用)終止服務合同，則張先生及趙先生將可收取一筆相等於彼等於各自服務合同項下全年基本薪資的遣散費，惟出現上文(ii)項所述情況者例外。

Report of the Directors (Continued)
董事會報告(續)

Save as disclosed above, none of our Directors had entered into a service contract with us which does not expire or which is not terminable by us within one year without the payment of compensation (other than statutory compensation).

Directors' interests in contracts and continued connected transactions

During the year ended December 31, 2014, the Group had the following transactions with Ms. Zhao Jiangbo ("Mrs. Zhang") and Jilin Guotai Petroleum Development Company, Songyuan Guotai Petroleum Technology Service Company and their subsidiaries ("Jilin Guotai"), which are connected persons of the Company under the Listing Rules:

(A) Lease of vehicles by Mrs. Zhang to the Company; and

(B) Provision of oilfield services by Jilin Guotai to us

Category I — Continuing Connected Transactions Exempt from Independent Shareholder's Approval

(A) Lease of vehicles by Mrs. Zhang to us

Mrs. Zhang is the spouse of Mr. Zhang Ruilin, and is therefore a connected person of our company. Since 2008, Mrs. Zhang has been regularly leasing a substantial number of vehicles to us.

On December 31, 2012, we entered into a renewed framework vehicle rental agreement with Mrs. Zhang on (the "Vehicle Rental Agreement"), pursuant to which Mrs. Zhang agreed to rent to us a number of vehicles for the purpose of the day-to-day business operations of our Group, subject to the entering into of individual contracts as agreed between Mrs. Zhang and us pursuant to the Vehicle Rental Agreement.

An individual car rental contract was entered into on January 1, 2014, for an aggregate yearly rental fee of approximately RMB 3.24 million. The rental fees paid by us to Mrs. Zhang are based on normal commercial terms and negotiated on arm's length basis between the parties, and are no less favourable than terms offered by independent third parties to our Group.

除以上所披露者外，本公司董事並無與本公司訂立並非於一年內屆滿或本公司不可於一年內不付賠償(法定賠償除外)而終止的服務合同。

董事於合同及持續關連交易的權益

於截至二零一四年十二月三十一日止年度，本集團與趙江波女士(「張夫人」)及吉林省國泰石油開發有限公司，松原市國泰石油科技服務有限公司及其等附屬有限公司(「吉林國泰」)(根據上市規則為本公司之關連人士)進行了以下交易。

(A) 張夫人向本公司出租汽車

(B) 吉林國泰向本公司提供油田服務

第一類 — 豁免遵守獨立股東批准規定之持續關連交易

(A) 張夫人向本公司出租汽車

張夫人為張瑞霖先生之配偶，因此為本公司之關連人士。自二零零八年以來，張夫人一直向我們定期出租大量汽車。

於二零一二年十二月三十一日，本公司與張夫人訂立經修訂框架汽車租賃協議(「汽車租賃協議」)，據此，張夫人同意向本公司出租多輛汽車，以用於本集團的日常業務經營，惟根據汽車租賃協議，有待張夫人與本公司訂立個別合同。

本公司於二零一四年一月一日訂立個別汽車租賃合同，年租金合共約人民幣324萬元。本公司向張夫人支付的租金乃根據正常商業條款由雙方按公平基準磋商釐定，且其條款不遜於獨立第三方向本集團所提供者。

Report of the Directors (Continued)
董事會報告(續)

Category II — Non-exempt Continuing Connected Transactions

(B) Provision of oilfield services by Jilin Guotai to us

Jilin Guotai is owned by Mrs. Zhang and Mr. Zhao Jiangwei, and is therefore a connected person of the Company.

On November 23, 2010, we entered into a framework oilfield service agreement with Jilin Guotai (the "Oilfield Service Agreement"), pursuant to which Jilin Guotai agreed to provide to us various oilfield services including well maintenance services, well logging services, oil tanker transportation services, oilfield construction related works and other oil operations related services, subject to the entering into of individual contracts as agreed between Jilin Guotai and us pursuant to the Oilfield Service Agreement. The service fees will be based on normal commercial terms and negotiated on arm's length basis between the parties, and shall be no less favourable than those offered by Independent Third Parties to our Group.

On December 31, 2012, we entered into the Renewed Oilfield Services Agreement with Jilin Guotai for a term of three years ending December 31, 2015. The proposed annual caps for the transactions under the Renewed Oilfield Services Agreement are RMB250.0 million, RMB280.0 million and RMB330.0 million for the three years ending December 31, 2015, respectively.

As listed below, the aggregate annual transaction amount of each continuing connected transaction for the year ended December 31, 2014 has not exceeded the respective proposed annual cap in the Renewed Oilfield Services Agreement as approved at the annual general meeting of the Company held on May 24, 2013.

第二類 — 非豁免持續關連交易

(B) 吉林國泰向本公司提供油田服務

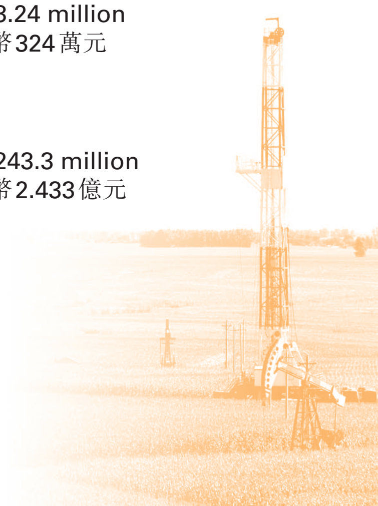
吉林國泰由張夫人及趙江巍先生擁有，因此為本公司的關連人士。

本公司於二零一零年十一月二十三日與吉林國泰訂立框架油田服務協議(「油田服務協議」)，據此，吉林國泰同意向本公司提供各類油田服務，包括修井服務、測井服務、油罐運輸服務、油田建設相關工程及其他石油作業相關服務，惟根據油田服務協議，有待吉林國泰與本公司訂立協定的個別合同。服務費將根據正常商業條款由雙方按公平基準磋商釐定，且其條款不得遜於獨立第三方向本集團所提供者。

於二零一二年十二月三十一日，我們與吉林國泰訂立經續訂油田服務協議，年期為截至二零一五年十二月三十一日止三年。經續訂油田服務協議項下交易於截至二零一五年十二月三十一日止三個年度的建議年度上限分別為人民幣2.5億元、人民幣2.8億元及人民幣3.3億元。

誠如下文所列，各持續關連交易於截至二零一四年十二月三十一日止年度之年度交易總額不超過二零一三年五月二十四日股東週年大會批准的相關建議年度上限。

Connected Person **關聯人士**	**Nature of transaction** **交易性質**	**Proposed annual cap** **建議年度上限**	**Transaction amount in 2014** **二零一四年交易額**
Mrs. Zhang 張夫人	Lease of vehicles by Mrs. Zhang to the Company 張夫人向本公司出租汽車	None 無	RMB3.24 million 人民幣324萬元
Jilin Guotai 吉林國泰	Provision of oilfield services by Jilin Guotai to the Company 吉林國泰向本公司提供油田服務	RMB280.0 million 人民幣2.8億元	RMB243.3 million 人民幣2.433億元



Report of the Directors (Continued)
董事會報告(續)

In the opinion of the independent non-executive Directors, the above transactions were carried out in the ordinary and usual course of business; on normal commercial terms or better; and in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole. Details of such connected transactions are set out in note 37 to the consolidated financial statements.

獨立非執行董事認為，以上交易乃於一般及日常業務過程中；按正常或更優商業條款；並根據有關規管協議按屬公平合理及符合本公司及其股東整體利益的條款而進行。該等關連交易載於合併財務報表的附註37內。

The auditor has confirmed that for the year 2014 the continuing connected transactions (i) have received approval of the Board; (ii) are in accordance with the pricing policies of the Company, where applicable; (iii) have been entered into in accordance with the terms of the agreements governing the transactions; and (iv) have not exceeded the respective cap amounts as approved at the annual general meeting dated May 24, 2013.

核數師確認，二零一四年的持續關連交易(i)已獲董事會批准；(ii)符合本公司定價政策(如適用)；(iii)按規管該等交易的協議條款訂立；及(iv)並無超出二零一三年五月二十四日股東週年大會批准的相關建議年度上限。

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to conduct a limited assurance engagement on the above continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their conclusion to the Board, stating that:

根據上市規則第14A.56條，董事會已委聘本公司核數師按照香港會計師公會所頒佈的香港鑒證業務準則第3000號「歷史財務資料審計或審閱以外之鑒證工作」及參考實務説明第740號「香港上市規則規定的持續關連交易的核數師函件」執行若干事實查明程序。核數師已將結果向董事會報告。當中指出：

a. nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's Board.

a. 核數師並無注意到任何事項令他們相信該等已披露的持續關連交易未獲公司董事會批准。

b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company.

b. 就本集團提供貨品或服務所涉及的交易，核數師並無注意到任何事項令他們相信該等交易在所有重大方面未有按照公司的定價政策進行。

c. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.

c. 核數師並無注意到任何事項令他們相信該等交易在所有重大方面未有按照規管該等交易的相關協定進行。

Report of the Directors (Continued)
董事會報告(續)

d. with respect to the aggregate amount of each of the continuing connected transactions set out in the attached list of continuing connected transactions, nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the maximum aggregate annual value disclosed in the previous Circular dated January 21, 2013 made by the Company in respect of each of the disclosed continuing connected transactions.

Save as disclosed above, there is no contract of significance between the Group and a controlling shareholder of the Company (as defined in the Listing Rules) or any of its subsidiaries, including the provision of services by the controlling shareholder or its subsidiaries to the Group.

The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year ended December 31, 2014.

Biographical details of Directors

Brief biographical details of Directors are set out on page 16 to 20.

d. 就隨附列表所載每項持續關連交易的總金額而言，核數師並無注意到任何事項令他們相信該等持續關連交易的金額超出公司於二零一三年一月二十一日持續關連交易通函中就每項該等已披露的持續關連交易公告的年度上限總額。

除上文披露者外，本集團與本公司控股股東(定義見上市規則)或其任何附屬公司並無訂立任何重大合同(包括控股股東或其附屬公司向本集團提供服務)。

本公司已就本集團截至二零一四年十二月三十一日止年度訂立的關連交易及持續關連交易遵守上市規則第14A章的披露規定。

董事履歷

董事履歷載於第16頁至第20頁。

Report of the Directors (Continued)
董事會報告(續)

Directors' and Chief Executives' interests and/or short positions in the shares, underlying shares and debentures of the Company or any associated corporation

As at December 31, 2014, the interests or short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, were detailed as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及╱或淡倉

於二零一四年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的條文而當作或被視為擁有的權益及淡倉)，或根據證券及期貨條例第352條的規定須登記於該條所指的登記冊內的權益或淡倉，或根據載於上市規則內上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉詳述如下：

Name of Director 董事姓名	Name of Corporation 法團名稱	Capacity/ Nature of interest 身份╱權益性質	Number of ordinary shares(including options to be exercised) 股份數目(包括可行使購股權)	Approximate total percentage of interest in the corporation 佔法團權益的概約總百分比
Mr. Zhang Ruilin 張瑞霖先生	Our Company 本公司	Interest of controlled corporation *(Note 2)* 受控制法團權益*(附註2)* Interest of controlled corporation *(Note 3)* 受控制法團權益*(附註3)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%
		Beneficial owner *(Note 4)* 實益擁有人*(附註4)*	4,987,000(L)	0.19%
Mr. Zhao Jiangwei 趙江巍先生	Our Company 本公司	Interest of controlled corporation *(Note 2)* 受控制法團權益*(附註2)* Interest of controlled corporation *(Note 3)* 受控制法團權益*(附註3)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%
		Beneficial owner *(Note 4)* 實益擁有人*(附註4)*	4,987,000(L)	0.19%
Mr. Zhang Ruilin 張瑞霖先生	FEEL	Interest of controlled corporation *(Note 2)* 受控制法團權益*(附註2)*	8,999	9.99%
Mr. Zhao Jiangwei 趙江巍先生	FEEL	Interest of controlled corporation *(Note 2)* 受控制法團權益*(附註2)*	9,000	10%

Report of the Directors (Continued)
董事會報告(續)

Name of Director 董事姓名	Name of Corporation 法團名稱	Capacity/ Nature of interest 身份/權益性質	Number of ordinary shares(including options to be exercised) 股份數目(包括可行使購股權)	Approximate total percentage of interest in the corporation 佔法團權益的概約總百分比
Mr. Mei Jianping 梅建平先生	Our Company 本公司	Beneficial owner 實益擁有人	1,267,933(L)	0.05%
Mr. Jeffrey Willard Miller Jeffrey Willard Miller 先生	Our Company 本公司	Beneficial owner 實益擁有人	1,811,333(L)	0.07%
Mr. Andrew Sherwood Harper Andrew Sherwood Harper先生	Our Company 本公司	Beneficial owner 實益擁有人	3,441,000(L)	0.13%
Mr. Tian Hongtao 田洪濤先生	Our Company 本公司	Beneficial owner 實益擁有人	3,000,000(L)	0.11%

Notes:

(1) The letter "L" denotes the person's long position in the shares of the Company. The letter "S" denotes the person's short position in the shares of the Company.

(2) FEEL is held by Ms. Zhao Jiangbo ("Mrs. Zhang"), Mr. Zhang Ruilin ("Mr. Zhang") and Mr. Zhao Jiangwei ("Mr. Zhao") as to 80%, 9.99% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited ("Champion"), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited ("Orient"), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited ("New Sun") and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited ("Power"). Each of Champion, Orient, New Sun and Power is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao have entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if a unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang's and Mr. Zhao's shares.

The long interests which FEEL, Mr. Zhang and Mr. Zhao have in the 1,636,429,234 shares in the Company include (i) the beneficial interests which FEEL has (and in the case of Mr. Zhang and Mr. Zhao, the indirect beneficial interests which they have (through their shareholdings in FEEL)) in the 1,414,600,000 shares in the Company held by FEEL through its subsidiaries, (ii) the 4,987,000 share options granted to Mr. Zhang, (iii) the 4,987,000 share options granted to Mr. Zhao, and (iv) the call option which FEEL, Mr. Zhang and Mr. Zhao have been granted, pursuant to a put and call option agreement, over the 211,855,234 shares in the Company held by Mr. Ho Chi Sing through Celestial, as further described in note (3) below.

附註：

(1) 字母「L」指某位人士於本公司股份中的好倉。字母「S」指某位人士於本公司股份中的淡倉。

(2) FEEL由趙江波(「張夫人」)、張瑞霖先生(「張先生」)及趙江巍先生(「趙先生」)分別擁有80%、9.99%及10%權益。於二零一三年五月二十四日，FEEL的72,000股股份發行予張夫人，FEEL分別將本公司399,070,000股、399,070,000股、475,000,000股及141,460,000股股份轉讓予Champion International Energy Limited(「Champion」)、Orient International Energy Limited(「Orient」)、New Sun International Energy Limited(「New Sun」)及Power International Energy Limited(「Power」)。Champion、Orient、New Sun及Power均為Sunrise Glory Holdings Limited的全資附屬公司。而Sunrise Glory Holdings Limited則為FEEL的全資附屬公司。張夫人、張先生及趙先生已訂立一致行動協議，據此，彼等同意就需由FEEL股東決定的一切事項一致行動。根據一致行動協議，倘未能達成有關需一致行動事項的一致意見，張先生獲准就其、張夫人及趙先生的股份進行投票表決。

FEEL，張先生和趙先生於本公司持有的1,636,429,234股長期權益包括(i)FEEL通過其子公司(而張先生和趙先生通過在FEEL的持股)持有的本公司1,414,600,000股實益權益，(ii)張先生持有的4,987,000股購股權，(iii)趙先生持有的4,987,000股購股權，以及(iv)根據認沽及認購期權協議，FEEL，張先生和趙先生被授予Ho Chi Sing先生通過Celestial持有的本公司211,855,234股認購期權，見下文附註(3)。

Report of the Directors (Continued)
董事會報告(續)

(3) The Company was informed on November 8, 2014 that TPG Star Energy Ltd. and Celestial had entered into a sale and purchase agreement pursuant to which Celestial had acquired and TPG Star Energy Ltd. has sold 211,855,234 ordinary shares in the Company.

On November 8, 2014, FEEL, Mr. Zhang, Mr. Zhao, Mrs. Zhang and Celestial entered into a put and call option agreement in relation to certain of the shares, pursuant to which the parties to the put and call option agreement have agreed to grant each other certain rights in relation to their Shares, and section 317 (1) (a) of the SFO applies. Mr. Ho Chi Sing is the sole shareholder of the Celestial.

In particular, Mr. Ho Chi Sing, through his holdings in Celestial, is beneficially interested in 211,855,234 shares in the Company. Pursuant to the abovementioned put and call option agreement, Mr. Ho Chi Sing and Celestial have been granted a put option to resell/put 211,855,234 shares to FEEL, Mr. Zhang and Mr. Zhao.

(4) These interests represent interests in outstanding stock options under the Plan and the Scheme. For further details, please refer to the section headed "Share Options".

Save as disclosed above and in the section headed "Share Options", as at December 31, 2014, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she had taken or was deemed to have under such provisions of the SFO) or which were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code; nor had there been any grant or exercise of rights of such interests during the year ended December 31, 2014.

(3) 本公司於二零一四年十一月八日獲悉，TPG Star Energy Ltd.與Celestial訂立買賣協議，據此，Celestial同意收購及TPG Star同意出售211,855,234股本公司普通股。

於二零一四年十一月八日，FEEL、張先生、趙先生、張夫人及Celestial就若干股份訂立認沽及認購期權協議，據此，該協議之訂約方同意互相之間授出彼等股份之若干權利並應用證券及期貨條例第317(1)(a)條規定。Ho Chi Sing先生為Celestial的唯一股東。

尤其值得一提的是，Ho Chi Sing先生通過其在Celestial的持股，持有本公司211,855,234股權益。根據上述認沽及認購期權協議，Ho Chi Sing先生和Celestial持有認沽期權，得向FEEL，張先生和趙先生轉售／出售211,855,234股權。

(4) 該等權益指該計劃及購股權計劃所涉未行使購股權的權益。其他詳情請參閱「購股權」一節。

除上文及「購股權」一節所披露者外，於二零一四年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的條文而當作或被視為擁有的權益及淡倉)，或根據證券及期貨條例第352條的規定須登記於該條所指的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉；於截至二零一四年十二月三十一日止年度，亦無授予或行使該等權益之權利。

Report of the Directors (Continued)
董事會報告(續)

Substantial shareholders' interests and/or Short Positions in the Shares, Underlying Shares of the Company

So far as the Directors are aware of, as at December 31, 2014, the following persons (other than the Directors, chief executive(s) or members of the Group) who had interests and/or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which would be required, pursuant to section 336 of the SFO, to be entered into the register referred to therein, were as follows:

主要股東於本公司的股份、相關股份中擁有的權益及╱或淡倉

就董事所知，於二零一四年十二月三十一日，下列人士(除董事、主要行政人員或本集團成員公司外)於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益及╱或淡倉，或根據證券及期貨條例第336條須登記於該條所指之登記冊內的權益及╱或淡倉如下：

Name of interested 權益方名稱	Party Capacity/Nature of interest 身份╱權益性質	Total number of Shares (including options to be exercised) 股份總數(包括可行使購股權)	Approximate percentage of interest in our company 佔本公司權益的概約百分比
Ms. Zhao Jiangbo 趙江波女士	Interest of controlled corporations *(Note 2)* 受控制法團權益*(附註2)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%
FEEL	Interest of controlled corporations *(Note 2)* 受控制法團權益*(附註2)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%
Ho Chi Sing	Interest of controlled corporation *(Note 3)* 受控制法團權益*(附註3)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%
Celestial Energy Limited ("Celestial")	Interest of controlled corporation *(Note 3)* 受控制法團權益*(附註3)*	1,636,429,234(L) 211,855,234(S)	62.17% 8.05%

Notes:

(1) The letter "L" denotes the person's long position in the shares of the Company. The letter "S" denotes the person's short position in the shares of the Company.

(2) FEEL is held by Ms. Zhao Jiangbo ("Mrs. Zhang"), Mr. Zhang and Mr. Zhao as to 80%, 9.99% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited ("Champion"), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited ("Orient"), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited ("New Sun") and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited ("Power"). Each of Champion, Orient, New Sun and Power is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao have entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if a unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang's and Mr. Zhao's shares.

附註：

(1) 字母「L」指某位人士於本公司股份中的好倉。字母「S」指某位人士於本公司股份中的淡倉。

(2) FEEL由趙江波(「張夫人」)、張先生及趙先生分別擁有80%、9.99%及10%權益。於二零一三年五月二十四日，FEEL的72,000股股份發行予張夫人，FEEL分別將本公司399,070,000股、399,070,000股、475,000,000股及141,460,000股股份轉讓予Champion International Energy Limited(「Champion」)、Orient International Energy Limited(「Orient」)、New Sun International Energy Limited(「New Sun」) 及Power International Energy Limited(「Power」)。Champion、Orient、New Sun及Power均為Sunrise Glory Holdings Limited的全資附屬公司。而Sunrise Glory Holdings Limited則為FEEL的全資附屬公司。張夫人、張先生及趙先生已訂立一致行動協議，據此，彼等同意就需由FEEL股東決定的一切事項一致行動。根據一致行動協議，倘未能達成有關需一致行動事項的一致意見，張先生獲准就其、張夫人及趙先生的股份進行投票表決。

Report of the Directors (Continued)
董事會報告(續)

The long interests which FEEL, Mr. Zhang and Mr. Zhao have in the 1,636,429,234 shares in the Company include (i) the beneficial interests which FEEL has (and in the case of Mr. Zhang and Mr. Zhao, the indirect beneficial interests which they have (through their shareholdings in FEEL)) in the 1,414,600,000 shares in the Company held by FEEL through its subsidiaries, (ii) the 4,987,000 share options granted to Mr. Zhang, (iii) the 4,987,000 share options granted to Mr. Zhao, and (iv) the call option which FEEL, Mr. Zhang and Mr. Zhao have been granted, pursuant to a put and call option agreement, over the 211,855,234 shares in the Company held by Mr. Ho Chi Sing through Celestial, as further described in note (3) below.

FEEL，張先生和趙先生於本公司持有的1,636,429,234股長期權益包括(i)FEEL通過其子公司(而張先生和趙先生通過在FEEL的持股)持有的本公司1,414,600,000股實益權益，(ii)張先生持有的4,987,000股購股權，(iii)趙先生持有的4,987,000股購股權，以及(iv)根據認沽及認購期權協議，FEEL，張先生和趙先生被授予Ho Chi Sing先生通過Celestial持有的本公司211,855,234股認購期權，見下文附註(3)。

(3) The Company was informed on November 8, 2014 that TPG Star Energy Ltd. and Celestial had entered into a sale and purchase agreement pursuant to which Celestial had acquired and TPG Star Energy Ltd. has sold 211,855,234 ordinary shares in the Company.

(3) 本公司於二零一四年十一月八日獲悉，TPG Star Energy Ltd.與Celestial訂立買賣協議，據此，Celestial同意收購及TPG Star同意出售211,855,234股本公司普通股。

On November 8, 2014, FEEL, Mr. Zhang, Mr. Zhao, Mrs. Zhang and Celestial entered into a put and call option agreement in relation to certain of the shares, pursuant to which the parties to the put and call option agreement have agreed to grant each other certain rights in relation to their Shares, and section 317 (1) (a) of the SFO applies. Mr. Ho Chi Sing is the sole shareholder of the Celestial.

於二零一四年十一月八日，FEEL、張先生、趙先生、張夫人及Celestial就若干股份訂立認沽及認購期權協議，據此，該協議之訂約方同意互相之間授出彼等股份之若干權利並應用證券及期貨條例第317(1)(a)條規定。Ho Chi Sing先生為Celestial的唯一股東。

In particular, Mr. Ho Chi Sing, through his holdings in Celestial, is beneficially interested in 211,855,234 shares in the Company. Pursuant to the abovementioned put and call option agreement, Mr. Ho Chi Sing and Celestial have been granted a put option to resell/put 211,855,234 shares to FEEL, Mr. Zhang and Mr. Zhao.

尤其值得一提的是，Ho Chi Sing先生通過其在Celestial的持股，持有本公司211,855,234股權益。根據上述認沽及認購期權協議，Ho Chi Sing先生和Celestial持有認沽期權，得向FEEL，張先生和趙先生轉售／出售211,855,234股權。

Save as disclosed above, as at December 31, 2014, no person (other than the Directors or the chief executive of our Company, whose interests have been disclosed in the above section headed "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation") had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by our Company pursuant to Section 336 of the SFO.

除上文所述者外，於二零一四年十二月三十一日，概無任何人士(除於上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及／或淡倉」一節已披露權益的本公司董事或主要行政人員外)於本公司之股份或相關股份中擁有根據證券及期貨條例第336條登記於本公司存置之登記冊內的權益及或淡倉。

Report of the Directors (Continued)
董事會報告(續)

Major suppliers and customers

During the year, the Group purchased around 54.1% of its goods and services from its 5 largest suppliers and 73.9% and 92.1% of the Group's revenue are from PetroChina, its largest customer, and its 5 largest customers combined.

Save as disclosed above, none of the Directors, their close associates or any shareholder (which to the knowledge of Directors owns more than 5% of the Company's issued share capital) has any interest in the Group's 5 largest suppliers and customers.

主要供應商及客戶

年內,本集團向五大供應商共採購約54.1%的商品及服務,而本集團收益73.9%及92.1%分別來自最大客戶中石油及五大客戶(合計)。

除上文所披露者外,概無董事、彼等的聯繫人或就董事所知擁有本公司已發行股本5%或以上的任何股東擁有本集團五大供應商及客戶的任何權益。

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as required under the Listing Rules during the period from January 1, 2014 to the latest practicable date prior to the issue of this annual report.

充足公眾持股量

根據本公司公開可得之資料及據董事所知,其確認於二零一四年一月一日至年報刊發前最後可行日期,本公司根據上市規則要求至少25%已發行股份由公眾持有。

Competing business

None of the Directors or the management shareholders of the Company had an interest in a business which competes with the Company or may compete with the business of the Group.

A non-competition deed in favor of the Company was entered into by FEEL, Mr. Zhang and Mr. Zhao on November 23, 2010. Our independent non-executive Directors have reviewed the compliance and enforcement of the non-competition deed and were of the view that FEEL, Mr. Zhang and Mr. Zhao were in compliance with the Non-Competition Deed during the reporting period.

競爭業務

本公司概無任何董事或管理層股東於與本公司業務競爭或可能與本集團業務構成競爭之業務中擁有任何權益。

FEEL、張先生及趙先生於二零一零年十一月二十三日為本公司訂立不競爭契約。本公司獨立非執行董事已檢討不競爭契約的遵守及執行情況,認為FEEL、張先生及趙先生於報告期內已遵守不競爭契約。

Subsequent events

Proposed dividend

The Board did not recommend the payment of final dividend for the year ended December 31, 2014 (2013: HK$77,572,000).

期後事項

建議股息

董事會並無建議就截至二零一四年十二月三十一日年度派付末期股息(二零一三年:77,572,000港元)。

Report of the Directors (Continued)
董事會報告(續)

Group's Emoluments Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

本集團之薪酬政策

本集團僱員之薪酬政策由薪酬委員會根據彼等的優點、資歷及能力而定。

本公司董事之薪酬由薪酬委員會根據本公司之經營業績、個人表現及可資比較市場數據釐定。

Closure of Register of Members

The Annual General Meeting of the Company is scheduled on or around Friday, May 22, 2015. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, May 20, 2015 to Friday, May 22, 2015, both days inclusive, a period during which no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, May 19, 2015.

暫停辦理股東登記手續

本公司預定於二零一五年五月二十二日(星期五)左右舉行股東週年大會。為釐定符合出席並於大會上投票的資格，本公司將於二零一五年五月二十日(星期三)至二零一五年五月二十二日(星期五)(包含首尾兩日)暫停辦理股東登記手續，期間亦不會辦理股份過戶登記手續。為符合出席股東週年大會及於會上投票的資格，所有過戶文件連同有關股票需不遲於二零一五年五月十九日(星期二)下午四時三十分遞交至本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址香港皇后大道東183號合和中心22樓。

Auditor

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Zhang Ruilin
Chairman

Hong Kong, March 19, 2015

核數師

財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所任滿退任並符合資格且願意獲續聘為本公司核數師。

承董事會命

主席
張瑞霖

香港，二零一五年三月十九日

Management Discussion and Analysis
管理層討論及分析

Business Review and Prospects

Overview

The year 2014 can be viewed as having two distinctly different parts, with the first half of the year having benefited from high crude oil prices (average realized price US$96.02/barrel) and the second half of the year characterized by drastic global oil prices decline, which negatively disrupted the entire upstream oil and gas industry. Overall, the Group's average realized price was US$86.15/barrel, a decrease of US$10.03/barrel, compared with 2013.

We are pleased that despite the oil price slump since 2H2014 and material scale back of the Group's capital expenditure ("Capex"), the Group delivered solid execution of the work programs set out at the beginning of 2014 and successfully achieved production targets by increasing both oil and gas gross (operated) production and net production, compared with 2013. In particular, it is worth underscoring that the average daily oil production of Emir-Oil in Kazakhstan for 2014 was 5,201 BOPD, which represents an increase of 20.4% compared to 2013. Also notable is that our SGE project in Shanxi Province China reached a significant milestone in November 2014, when the Qiaojiashan Gas Processing Station ("QJS Station") in the Sanjiaobei Block was put into service, pilot production gas sales into pipeline was officially started.

In 2014, the Group divested two non-core assets in China: (1) PCR, which operates the Kongnan PSC in Hebei Province; and (2) Miao Three which operates the Miao 3 PSC in Jilin Province. The final adjusted consideration of the PCR and Miao Three divestments was approximately US$83.1 million and US$21.2 million, respectively. The Group realized a total gain of about US$42.0 million. We believe that these two transactions demonstrate the tremendous intrinsic value of the Group's remaining assets (e.g. the PCR sale price represents a valuation of approximately US$16.3 per 2P Reserve Barrel), and more importantly, the sale proceeds from these divestments provide good support for the Group's liquidity and operations under current low oil price environment.

Based on the 2014 yearend oil and gas reserves and resources estimates prepared by independent consultants, the Group's reserves value continues to enhance significantly, with NPV10 of the Group's 2P oil and gas reserves estimated to be approximately US$4.0 billion, or a 14.3% increase from 2013, which is largely based on the gas reserves increases achieved in the SGE project.

The Group drilled 193 wells in 2014 (including 36 wells in SGE), which is fewer than our 2014 guidance, as we strategically scaled down drilling activities after oil price dropped in second half of 2014. As of December 31, 2014, the Group operated a total of 2,753 wells, of which, 2,703 are located in China, 45 in Kazakhstan, and 5 in the USA.

業務回顧及前景

概覽

二零一四年可以劃分為上下截然不同的兩個半年，上半年我們還受益於高油價（平均實現油價為96.02美元／桶），而下半年國際原油價格的下跌則殃及到整個油氣上游行業。二零一四年，本集團的平均實現油價為86.15美元／桶，較之二零一三年下跌10.03美元／桶。

讓我們欣慰的是，雖然經歷了二零一四年下半年國際原油價格的下跌以及我們大幅削減了資本開支，但是我們還是很好地完成了二零一四年初設定的工作量目標，無論是油氣總產量（作業產量）還是淨產量與二零一三年度相比都實現了增長。尤其值得一提的是，哈薩克斯坦Emir-Oil實現日均產油5,201桶／天，較之二零一三年增幅達20.4%。還有就是中國山西省的中澳項目，隨著二零一四年十一月份位於三交北區塊的喬家山天然氣處理站投入運營，中澳項目的天然氣試生產及管道銷售也正式拉開序幕。

二零一四年我們成功出售了中國的兩塊非核心資產：(1)泛華，其持有河北省的孔南產品分成項目及；(2)廟三，其持有吉林省的廟3產品分成項目。兩塊資產最終分別作價約8,310萬美元和2,120萬美元左右，它們為本集團實現的財務收益在4,200萬美元左右。泛華和廟三的出售不僅揭示了本集團剩餘資產的價值（例如，泛華的售價折算到儲量上相當於探明+概算（「2P」）儲量每桶售價為16.3美元／桶），更為直接的是，出售這兩項資產所帶來的現金收入為我們的流動性和在目前這種低油價環境下的運營提供了有力的保障。

根據獨立技術顧問對於二零一四年底油氣儲量及資源量所作的評估，本集團儲量的價值得到了進一步的增長。基於10%的貼現率計算，本集團於二零一四年底探明+概算(2P)儲量的淨現值依然高達40億美元，與二零一三年底的35億美元相比又增長了14.3%，這一增長主要歸功於中澳項目的天然氣儲量的增長。

二零一四年本集團合計完成鑽井193口（含中澳項目的36口），完鑽井數量較之我們二零一四年度的指引有所減少，其原因在於下半年隨著油價下跌，我們也策略性地調減了本開支。截至二零一四年十二月三十一日，本集團的作業井數為2,753口，其中2,703口井位於中國，45口井位於哈薩克斯坦，5口井位於美國。

Management Discussion and Analysis (Continued)
管理層討論及分析（續）

The following table provides a recap of the Group's key operational metrics and product prices for the year 2013:

以下是本集團二零一四年全年的關鍵運營數據：

		FY2014 二零一四年	FY2013 二零一三年	% Change 變化比例	FY2014 Guidance 二零一四年
Average Daily Operated Production (BOE/day)	日均油氣總作業產量（桶當量／天）	**27,418**	27,207	0.8%	
Average Daily Net Production (BOE/day)	日均油氣淨產量（桶當量／天）	**16,373**	15,555	5.3%	
Average Daily Net Oil Production (BOPD)	日均原油淨產量（桶／天）	**15,326**	14,673	4.5%	15,300~16,300
Average Daily Net Gas production (Mscf/day)	日均天然氣淨產量（千立方英尺／天）	**6,280**	5,295	18.6%	5,500~5,900
Average realized oil price (US$/barrel)	平均實現原油價格（美元／桶）	**85.99**	97.06	(11.4%)	
Average realized gas price (US$/Mscf)	平均實現天然氣價格（美元／千立方英尺）	**1.27**	1.64	(22.3%)	
Total Wells Drilled	總鑽井數（口）	**193**	145	33.1%	205

Notes:

(1) For reference purpose only, barrels of oil equivalent is calculated using the conversion factor of 6 Mscf of natural gas being equivalent to one barrel of oil;

(2) Gross production includes production from all assets operated by the Group;

(3) Net production includes entitlement from all assets operated by the Group.

說明：

(1) 此處桶當量基於6千標準立方英尺天然氣=1桶原油的換算比例進行計算，僅供參考為目的；

(2) 總產量=由本集團擔任作業者的各項目的總產量；

(3) 淨產量=本集團在各項目中的擁有的淨收益產量。

The following table is the summary of the expenditures incurred in our exploration, development and production activities for FY2014:

以下是本集團二零一四年度發生的勘探、開發及生產支出的匯總數據：

(Millions of RMB) (人民幣百萬元)		Exploration expenditures 勘探支出	Development expenditures 開發支出	Production/ operating expenditures 生產運營成本	Comments 備注
China	中國	262	683	226	
Oil Projects (Daan,Moliqing, Miao 3, Kongnan)	原油項目（大安、莫里青、廟3、孔南）	–	683	226	
Gas Projects (Linxing,Sanjiaobei)	天然氣項目（臨興、三交北）	262	–	–	Based on 51% of total expenditures incurred by SGE 基於中澳項目當期支出數額的51%份額
Kazakhstan (Emir-Oil)	哈薩克斯坦（Emir-Oil）	96	240	97	
USA (Condor)	美國（Condor）	–	5	13	
Total	合計	358	928	336	

Management Discussion and Analysis (Continued)

Review on Operations by Segment

- **China Operations**

(1) ***Oil Projects (Jilin Province: Daan, Moliqing, Miao 3; Hebei Province: Kongnan)***

As part of the Group's strategy to continuously upgrade our core assets portfolio, two definitive agreements were signed during 3Q2014 to divest PCR and Miao Three. Both transactions were completed in 4Q2014, with the final adjusted consideration being approximately US$83.1 million and US$21.2 million respectively and realized a total gain of about US$42.2 million. The PCR sale price represents a valuation of approximately US$16.3 per 2P Reserve Barrel, and the Miao Three sale price represents a valuation of approximately US$36.8 per 2P Reserve Barrel. We believe that these sales valuation metrics confirm and validate the high value of the Group's remaining oil producing assets. The sale proceeds from these divestments will also serve as a strong buffer for the Group's operation under the current low oil price environment.

In terms of total average daily operated oil production, the three Northeast China projects (i.e. Daan, Moliqing and Miao 3) in Jilin Province recorded a decrease of 3.9% yoy to 19,349 BOPD, whilst net production decreased 1.6% yoy to 9,088 BOPD. In particular, the average daily operated and net oil production for Daan and Moliqing for FY2014 were 18,854 BOPD and 8,863 BOPD, respectively (FY2013: 19,469 BOPD and 8,931 BOPD, respectively). Meanwhile, average daily net oil production for our two divested projects Kongnan and Miao 3 was approximately 945 BOPD and 225 BOPD, respectively during the same period. Due primarily to the sharp drop in global crude oil prices since 2H2014, the realized Daqing oil price (in respect of our Jilin oilfields) averaged approximately US$97.31/bbl for FY2014, representing a decrease of 6.7% yoy, compared to US$104.25/bbl for FY2013. The average realized CINTA oil price (in respect of Kongnan oilfield) was US$103.59/bbl, for the period January 2014 to the end of November 2014 (i.e. the completion of the divestment).

管理層討論及分析(續)

分區域業務運營回顧

- **中國業務區**

(1) ***原油項目(吉林省：大安、莫里青、廟3項目；河北省：孔南項目)***

作為本集團持續優化資產組合之戰略的一部分，在二零一四年第三季度，我們簽署了出售泛華能源有限公司(「泛華」)和廟三能源公司(「廟三」)的協議，這兩項交易已於二零一四年第四季度完成交割，泛華和廟三最終經調整後的交易對價分別約為8,310萬美元和2,120萬美元左右，實現的財務收益約為4,220萬美元。基於探明+概算(「2P」)儲量計算，相當於泛華每桶2P儲量的售價為16.3美元／桶，廟三每桶2P儲量的售價為36.8美元／桶。我們相信出售這兩項資產估值標準不但揭示了本集團其他資產的內在價值，同時也為本集團在目前這種較低油價下的運營提供了有力的資金保障。

於二零一四年，我們位於中國吉林省的大安、莫里青、廟3項目總的作業產量較之二零一三年減少3.9%至19,349桶／天，同期我們所分得的份額原油為9,088桶／天，較之二零一三年減少1.6%。其中，大安及莫里青項目於二零一四年度的作業產量和歸屬於本集團的淨產量分別為18,854桶／天和8,863桶／天(二零一三年度大安及莫里青項目的作業產量和歸屬於本集團的淨產量分別為19,469桶／天和8,931桶／天)。已出售的孔南項目和廟3項目於二零一四年度歸屬於本集團的淨產量分別為945桶／天和225桶／天。由於二零一四年下半年全球原油價格的急劇下跌，二零一四年度實現的平均大慶油價(適用於吉林省項目)為97.31美元／桶，較之二零一三年104.25美元／桶的平均實現油價下降6.7%；二零一四年度實現的平均辛塔油價(適用於孔南項目)為103.59美元／桶(截至二零一四年十一月月底，孔南項目出售完成之時)。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

A total of 151 gross wells were drilled and completed in our China oil fields during FY2014 and the total net Capex incurred was US$109 million. Compared to our Revised Capex Guidance provided in August 2014 (US$122 million), the actual Capex for 2014 in our China oilfields was reduced mainly due to our strategic cancellation of some drilling and downhole completions work, in view of declining oil prices. As we have no contractual obligation to commit a minimum amount of Capex or production level in any given period, we have the flexibility to cut back capital spending or production output whenever oil prices come down.

中國原油項目於二零一四年合計完成鑽井工作量151口，發生的淨資本開支為1.09億美元，較之我們二零一四年八月份提供的指引(1.22億美元)相比，這些節約主要是因為考慮到油價的下跌，我們策略性地取消了部分鑽井及地面工程的工作量。鑒於我們在任何時候都沒有在合同項下約定的，必須完成的最低限度的資本開支及產量的義務，我們在油價下跌的時候也便具有充分的靈活度去調整我們的資本開支及產量。

Direct Lifting costs in our Northeast China projects (i.e. Daan, Moliqing and Miao 3) increased by US$0.56/barrel, or 5.4%, from US$10.39/barrel for 2013 to US$10.95/barrel for 2014 as a result of higher staff costs, power, fuel and downhole operation costs. Including the Kongnan project, the direct lifting costs of our four China oil projects for 2014 was US$11.83/barrel. Direct Lifting costs for Daan and Moliqing increased by US$0.69/barrel, or 6.9%, from US$9.93/barrel for 2013 to US$10.62/barrel for 2014.

由於人員費、動力費、燃料費以及井下作業費等的上漲，中國東北項目的(如：大安、莫里青和廟3)直接操作費從二零一三年的10.39美元／桶增長0.56美元／桶，或者5.4%至二零一四年的10.95美元／桶。考慮孔南項目，我們中國四個原油項目於二零一四年的操作費為11.83美元／桶。大安和莫里青項目的直接操作費從二零一三年的9.93美元／桶增長0.69美元／桶，或者6.9%至二零一四年的10.62美元／桶。

The cash netback (Cash Netback is defined as Oil Price realized minus costs of Direct Lifting, Distribution Costs, and Taxes or Duties Other than Income Tax) for our Northeast China projects decreased by US$4.8/barrel, or 6.4%, from US$75.0/barrel for 2013 to US$70.2/barrel for 2014. The decrease in cash netback was primarily due to (1) the decrease of the average realized oil price, although that is partially offset by the decrease of special oil levy for the northeast China projects and (2) the increase of direct lifting cost. After including Kongnan project, the cash netback of our four China oil projects for 2014 was US$69.6/barrel. The cash netback of Daan and Moliqing for 2014 was US$70.4/barrel.

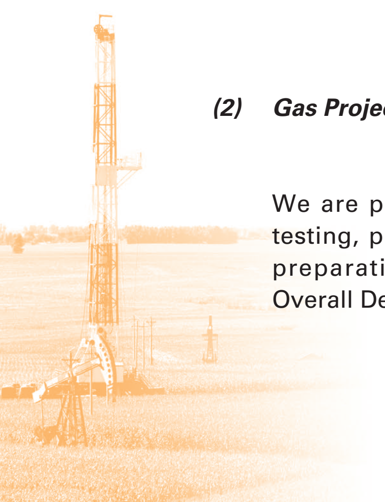
中國東北項目的現金淨回值(現金淨回值的定義為實現油價減去直接操作費、銷售費用以及除所得稅外的其他稅費)從二零一三年的75.0美元／桶下降4.8美元／桶，或者6.4%至二零一四年的70.2美元／桶。現金淨回值下降的主要原因在於(1)平均實現油價的下降，但石油特別收益金的下降部分抵消了油價的下跌以及(2)直接操作費的上漲。考慮孔南項目，我們中國四個原油項目於二零一四年的現金淨回值為69.6美元／桶。大安和莫里青項目於二零一四年的現金淨回值為70.4美元／桶。

(2) Gas Projects (Shanxi Province: Linxing, Sanjiaobei)

(2) 天然氣項目(山西省：臨興、三交北)

We are pleased with the progress made by SGE on testing, pilot production and gas sales, as well as on preparation of China Reserve Reports (CRRs) and Overall Development Plans (ODPs) in 2014.

二零一四年，中澳在試氣、規模化生產、售氣、中國標準儲量報告以及總體開發方案的編製等重要事項上均取得了令人滿意的進展。



Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Overall, SGE's well testing program in 2014 has been successful, with average flow rate significantly increased (by at least 1.5 times) in comparison to the 2013 testing program. In the Linxing Block, 28 flow tests were performed (excluding the horizontal well TB-1H), resulting in an average absolute open flow (AOF), potential rate of 925 MSCF per day (approximately 26,205 cubic meters per day, AOF). In the Sanjiaobei Block, where 10 flow tests were carried out, similar improvement was recorded with an average AOF potential rate of 380 MSCF per day (approximately 10,780 cubic meters per day, AOF). The first horizontal well TB-1H and the new vertical well TB-23 in Linxing Block have achieved particularly encouraging test results. For TB-1H, flow testing resulted in a gas flow rate of 4.93 million cubic feet ("MMSCF") (approximately 140,000 cubic meters per day) per day with stable tubing head pressure of 2,008 psi (or 14MPa) during 80 hours of testing in two stages. Positive results were also attained at the vertical well TB-23, where a gas flow rate of 2.0 MMSCF per day (approximately 56,600 cubic meters per day) was achieved. SGE's second horizontal well, TB-2H also had encouraging preliminary flow rates, with the test achieving a sustained flow rate of 3.7 MMSCF per day (approximately 106,000 cubic meters/day) at the relatively stable flowing tubing head pressure of 1,494 psi (or 10Mpa). This is a particularly significant result because the TB-2H well is located 25 km north of the TB-1H well, and thereby demonstrates the great potential of the extensive north central part of the Linxing West Block. In short, the significantly improved test results achieved in 2014 underscore the tremendous potential of both the Linxing and Sanjiaobei PSCs. The test improvements also highlight SGE's strong and rapidly expanding technological and operational know-how in gas well fracking and completion operations for both horizontal and vertical wells.

中澳於二零一四年的試氣成效顯著，平均產氣量較之二零一三年大幅增加(至少1.5倍次)。臨興項目在本期共完成28井次的試氣，每井次試氣的無阻流量達92.5萬立方英尺(約26,205立方米)／天。三交北項目共完成10井次的試氣，每井次的試氣無阻流量達38.0萬立方英尺(約10,780立方米)天。臨興項目的第一口水平井TB–1H以及一口直井TB–23均取得了令人欣喜的試氣結果，TB–1H在兩個階段近80小時的試氣過程中穩定平均日產氣約493萬立方英尺(相當於14萬立方米，當井口壓力穩定維持在2,008psi，相當於14兆帕左右)，而直井TB–23也取得了日均產氣200萬立方英尺(約56,600立方米／天)的試氣結果。中澳的第二口水平井TB–2H剛剛開始進行測試，在井口壓力穩定在1,494 psi(相當於10兆帕)的情況下，其獲得了穩定產氣370萬立方英尺(約10.6萬立方米)／天的測試結果。TB–2H井位於TB–1H井北方25公里處，它的測試結果非常重要，積極的測試數據證明瞭臨興西區塊北部區域所具備的巨大潛能。二零一四年度試氣效果的明顯提高一方面揭示了臨興及三交北項目所具有的巨大潛力，同時也說明了中澳能夠很好地將壓裂、完井等技術快速應用到氣井水平井及直井的操作上。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

In November 2014, SGE's Qiaojiashan Gas Processing Station ("QJS Station") was officially put into pipeline pilot production. A total of 16 vertical wells, including 14 wells in the Linxing West block and 2 wells in the Sanjiaobei block have been connected to the QJS Station. Currently, 7 wells are producing, with a combined total pilot production rate of about 4 MMSCF per day (or approximately 113 thousand cubic meters per day). With respect to the QJS station's capacity of 7 MMSCF per day (or 200,000 cubic meters per day), this provides substantial room for the rapid production ramp up expected early in FY2015, as more positive flow rates are recorded and more wells are brought onto production. SGE has recently signed two new gas sales agreements: the first agreement was signed in November 2014, based on a sales price for the pilot production of US$9.50/MSCF (RMB2.04/cubic meter); and the second agreement was signed in February 2015, based on a sales price for the pilot production of US$9.60/mscf (RMB2.13/cubic meters). With SGE's next gas processing station in the Linxing West block (with capacity of 7 million cubic feet per day) expected to be put into pilot production in 2H2015, the total production from both blocks is expected to increase significantly by late 2015 when the project enters into a new phase of pilot production development.

在試售氣方面,二零一四年十一月份,位於三交北區塊的喬家山輸氣站正式投入運營,目前一共有16口井(全部為直井)被連接至此站,其中14口井位於臨興項目,2口井位於三交北項目。目前的在產井數為7口,其產氣量約為每天400萬立方英尺(約11.3萬立方米),而喬家山站的輸氣能力為700萬立方英尺/天,相當於20萬立方米/天,這為中澳二零一五年度產量的快速上產提供了空間,鑒於有更多積極的試氣結果出來,以及有更多的井投入生產。中澳分別於二零一四年十一月份及二零一五年二月份針對臨興項目簽訂了兩份新的銷售協議,試售氣價格分別為9.5美元/千立方英尺(2.04人民幣/立方米)和9.6美元/千立方英尺(2.13人民幣/立方米)。位於臨興西區塊的第二座輸氣站預計將於二零一五年下半年投入使用,其處理能力為700萬立方英尺/天。屆時臨興及三交北項目的產量將會顯著增加,而中澳也將會進入一個全新的發展階段。

In FY2014, a total of 36 new wells were drilled by SGE, bringing the total number of new wells drilled since the Group's acquisition of its 51% stake in SGE in July 2012 to 79 wells. For FY2014, the incurred Capex attributed to the Group was about US$42 million. Our Revised Capex Guidance provided in August 2014 was US$48 million, and from this amount, approximately US$6 million of Capex (or 12.5%) has been deferred into FY2015.

二零一四年臨興及三交北項目合計完成鑽井36口,自二零一二年七月份本集團完成中澳51%的股權收購以來,兩個項目累計鑽井數量已增至79口。二零一四年,臨興及三交北項目所發生的由本集團承擔的淨資本開支為4,200萬美元,較之我們二零一四年八月份提供的4,800萬美元指引,有600萬美元或者12.5%的資本開支遞延至二零一五年。

The CRR for Linxing East has received official approval from the China authorities. Whilst the CRRs for Linxing West and Sanjiaobei have been submitted to the relevant China partners in 2H2014, the internal preparation and compilation work for the Linxing East and Sanjiaobei ODPs are also underway, as another priority.

在中國標準儲量報告的編製和審批上,臨興項目東部區塊的中國標準儲量報告已經獲得中國政府的最終審批。臨興項目西部區塊及三交北項目的中國標準儲量報告已於二零一四年下半年提交至中方合作夥伴。臨興項目東部區塊及三交北區塊總體開發方案的編製工作也作為一項緊急任務正在進行之中。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

SGE's successful drilling and testing programs have led to very significant increases in the project's reserves. According our independent consultant's review of yearend 2014 reserves and resources for the Linxing and Sanjiaobei projects, the net 1P Reserves, attributed to the Group increased by 171% to 364.1 BCF (or 10.3BCM, and 2P Reserves increased by 54% to 466.7BCF(13.2BCM). Furthermore, the yearend 2014 reserves assessment indicates that, based on 2P Gas Reserves, the Group's net share NPV 10 is estimated at about US$1.6 billion. In the current global low oil price scenario, the price and demand for natural gas in China has remained strong, and SGE currently sells gas at US$9.50 to US$9.60 per MSCF. With huge net contingent and prospective resources attributed to the Group totaling more than 1,350 BCF (38.3BCM, Best Estimate Prospective Resources + 2C Contingent Resources) in an extensive area of about 3,000 square kilometers, SGE still has significant growth potential. We are very positive that our SGE project will experience strong growth and profitability in the foreseeable future.

中澳於二零一四年度在試產氣方面所取得的成績也促使其儲量進一步取得了非常顯著的增長。在獨立技術顧問完成的二零一四年年末儲量及資源量評估中，歸屬於本集團的探明(1P)儲量、探明+概算(2P)儲量分別增加171%，54%至3,641億立方英尺(約合103億立方米以及4,667億立方英尺(約合132億立方米)。此外，二零一四年末的儲量評估也能反映出，基於10%貼現率進行計算，本集團於其2P儲量的淨現值已接近16億美元。在當前國際油價低迷的環境下，中國對於天然氣的需求依然高漲，氣價也維持在高位，中澳目前的售氣價格在9.50美元至9.60美元／千立方英尺。中澳在大約3,000平方公里的範圍內擁有約13,500億立方英尺(約合383億立方米)的淨或有及遠景資源量，其增長潛力巨大，我們預期中澳將迎來產量及利潤的強勁增長。

- ***Kazakhstan Operations (Emir-Oil)***

Average daily oil production for Emir-Oil increased by 20.4% yoy from 4,320 BOPD in FY2013 to 5,201 BOPD in FY2014. However, the average realized oil price for Emir-Oil was US$62.82/barrel for FY2014, representing a drop of 21.1% yoy, compared to US$79.64/barrel for FY2013. The average realized export oil price (after deducting export sales discount of US$20.98/barrel) and domestic oil price were US$69.72/barrel and US$40.15/barrel respectively, compared to US$87.80/barrel (export) and US$41.57/barrel (domestic) realized for FY2013. The drop in average realized oil price was mainly due to: 1) lower export oil price particularly since 2H2014; and 2) decrease in export:domestic sales mix from 82:18 for FY2013 to 76:24 during FY2014.

As of December 31, 2014, Emir-Oil operated a total of 45 wells, of which 22 wells were producing and 16 wells were shut-in. During FY2014, 6 new wells were drilled by Emir-Oil, including 4 development wells and 2 exploration wells. Also, 1 side-track of an existing well was completed. As of yearend FY2014, 3 new wells and 1 side-track well had been spudded and were on schedule to complete in FY2015.

- ***哈薩克斯坦業務(Emir-Oil)***

二零一四年Emir-Oil項目實現的日均原油產量為5,201桶／天，較之二零一三年的4,320桶／天增幅達20.4%。二零一四年Emir-Oil的平均實現油價為62.82美元／桶，較之二零一三年的平均實現油價79.64美元／桶下降21.1%。其出口和內銷原油平均實現油價分別為69.72美元／桶(已扣除支付給外銷客戶平均每桶20.98美元的銷售折扣)及40.15美元／桶，二零一三年同期的出口油價和內銷油價分別為87.80美元／桶和41.57美元／桶。二零一四年平均實現油價下跌的原因為：1)出口油價較低，尤其是在二零一四年下半年，及2)外／內銷比例由二零一三年同期的82：18變成本期的76：24。

截至二零一四年十二月三十一日，Emir-Oil項目總的作業井數為45口，其中在產井22口，關停及等待修復的井數為16口，還有3口新井和1口老井的側鑽正在鑽進過程中，預計將於二零一五年完鑽。於二零一四年，Emir-Oil一共完成了6口新井的鑽井工作(包括4口開發井和2口勘探井)，與此同時還完成了1口老井的側鑽工作。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Although the groundbreaking for construction of the new CPF took place in November 2014, the Group has recently decided to postpone the target date of completion for the CPF from 1H2015 (original target date) to 2016, in light of current global oil price volatility. Total Capex for Emir-Oil incurred in FY2014 amounted to about US$54 million. With respect to the Revised Capex Guidance provided in August 2014 of US$125 million, the reduction of Emir's actual Capex was mainly related to our strategic deferral of construction work on the CPF and deferral of completion of 3 wells into FY2015.

In January 2015, Emir-Oil and the Kazakhstan Ministry of Energy (formerly known as Ministry of Oil and Gas) executed an agreement to extend the expiration period of the Aksaz-Dolinnoe-Emir-Kariman ("ADEK") Exploration Contract by 2 years to January 9, 2017. Based on incremental reserves and resources attributable to prior exploration work within the ADEK area, the Group is excited about the upside potential provided by this exploration contract extension.

In order to enhance profit margins, particularly in light of the current low oil price environment, Emir-Oil executed a new sales agreement with our Kazakhstan export oil marketing company, Euro-Asian Oil SA (formerly known as "Titan Oil") in February 2015 to change the transportation route for our export oil, in order to reduce the transport cost. The new export route goes from Emir-Oil's oilfield to Aktau Port (Kazakhstan), across the Caspian Sea via vessel to Makhachkala Port (Russia), and then further via onshore oil pipeline reaches Novorossiysk Port (Russia), which is the final destination. The new transportation route will increase the cash netback for the export oil by approximately US$2 to US$3/barrel, after taking account for the differential between Brent and the new sales price which is based on the benchmark Urals (RCMB) Oil Price.

The direct lifting cost for Emir-Oil decreased by US$0.33/barrel, or 6.3%, from US$5.18/barrel for 2013 to US$4.85/barrel for 2014. The decrease in lifting cost was primarily due to the ramp up of production.

The cash netback for the domestic sales oil of Emir-Oil was about flat at US$31.81/barrel comparing with 2013. The cash netback for the export sales oil of Emir-Oil decreased by US$14.89/barrel, or 34.3%, from US$43.42/barrel for 2013 to US$28.52/barrel for 2014. The decrease in cash netback for export sales oil was primarily due to the decrease of the average export realized oil price, alongside with the global oil price decline in 2H2014.

Emir-Oil的油氣處理站工程已於二零一四年十一月破土動工，但是鑒於目前國際油價的水平，本集團近期決定將二零一五年上半年建設完成此項工程的時間表推遲至二零一六年。二零一四年度，Emir-Oil發生的資本開支約為5,400萬美元，較之我們二零一四年八月份提供的指引(1.25億美元)節約7,100萬美元，這些節約主要源自於Emir-Oil油氣處理站延遲建設以及3口井延遲到二零一五年完鑽。

二零一五年一月份，Emir-Oil與哈薩克斯坦能源部(以前稱「油氣部」)簽署了將Aksaz-Dolinnoe-Emir-Kariman(「ADEK」)勘探合同延期兩年至二零一七年一月九日的協議。基於ADEK區塊所擁有的豐富儲量及資源量，本集團樂見此次勘探合同的延期。

從另外一個方面，為了提高利潤率(尤其是在目前這種低油價環境下)，Emir-Oil和其在哈薩克斯坦出口原油的買家Euro-Asian Oil SA(以前稱「Titan-Oil」)簽署了一份新的銷售協議，借改變原油出口路徑降低了其銷售費用。新的原油出口路徑將產自Emir-Oil的原油從油田運至哈薩克斯坦的Aktau港口，經裏海航運至俄羅斯的Makhachkala港口，再經路上的管道輸送至最終目的地，俄羅斯的Novorossiysk港口。新的原油出口路徑使用烏拉爾油價(RCMB)作為結算價，在考慮了布倫特油價和烏拉爾油價的差異後，在新路徑下，出口原油的現金淨回值將增加約2至3美元／桶。

Emir-Oil的直接操作費從二零一三年的5.18美元／桶降低0.33美元／桶，或者6.3%至二零一四年的4.85美元／桶。操作費的下降主要歸功於產量的增長。

Emir-Oil內銷原油的現金淨回值與二零一三年幾乎持平，為31.81美元／桶。Emir-Oil出口原油的現金淨回值從二零一三年的43.42美元／桶下降14.89美元／桶，或者34.3%至二零一四年的28.52美元／桶，出口原油現金淨回值的下降主要是由於二零一四年下半年隨著國際原油價格的下降導致Emir-Oil的平均出口實現油價的下降。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Due the above factors, the weighted average cash netback for Emir-Oil decreased by US$12.23/barrel, or 29.6%, from US$41.37/barrel for 2013 to US$29.14/barrel for 2014.

基於以上因素，Emir-Oil加權平均的現金淨回值從二零一三年的41.37美元／桶下降12.23美元／桶，或者29.6%至二零一四年的29.14美元／桶。

- ***USA Operations (Condor)***

There were no drilling activities during 2014 in our US business. The Group's subsidiary, Condor Energy Technology LLC, operates 5 horizontal wells in the Niobrara project. For 2014, the average daily operated oil and gas production was 129 BOPD and 277 MSCF/day, net oil and gas production was 92 BOPD and 209MSCF/day, respectively. Average realized oil and gas price was US$83.11/barrel and US$6.44/MSCF, respectively.

- ***美國業務(Condor)***

於二零一四年，本公司在美國Niobrara項目沒有新的鑽井活動，目前本公司通過附屬公司Condor Energy Technology LLC在美國Niobrara項目共操作5口水平井。二零一四年Niobrara項目的日均原油和天然氣作業產量分別為129桶／天和277千立方英尺／天，淨產量分別為92桶／天和209千立方英尺／天，平均實現油價和氣價分別為83.11美元／桶和6.44美元／千立方英尺。

- ***Other Segment***

In November 2014, the Group participated in a co-investment opportunity with CCGRF for a minority interest in CIOC. Total consideration paid by the Group for this investment is approximately US$7.0 million. CIOC is a Calgary (Canada) headquartered private oil and gas producer. With approximately 250,000 net acres, CIOC's core asset is located in the Alberta Deep Basin where it is developing unconventional multi-zone, oil and liquids-rich gas plays. CCGRF is a private equity fund focused in the natural resources sector with more than US$1 billion of commitments under management. The Group's strategic alliance with CCGRF and co-investment in CIOC has broadened our connection with global top-tier oil and gas specialized operators and investors and set the stage to pursue our future global expansion strategies.

- ***其他業務***

2014年11月份，本集團與中國 — 加拿大自然資源投資合作基金(「中加基金」)共同出資收購了加拿大國際石油公司的少數股權。本集團為該項投資支付的總對價約700萬美元。加拿大國際石油公司是一家總部位於卡爾加裏(加拿大)的私營油氣公司，其核心區塊位於阿爾伯塔省，淨面積約為25萬英畝，其目前開發的都是埋藏較深的富含油氣的層位。中加基金是一家致力於在自然資源領域能夠創造價值的私募基金，其目前管理資金的規模超過10億美元。本集團與中加基金的戰略合作以及對加拿大國際石油公司的共同投資拓寬了我們與世界級油氣行業的投資者及生產商的合作渠道，也為本集團在國際上的擴張奠定了良好的基礎。

Review of Reserves and Resources

Below are the highlights of the oil and gas reserves and resources review results for the Group at yearend 2014:

1. Based on the year-end 2014 reserves estimates reviewed by the independent consultants, NPV 10 of the Group's Net 2P oil and gas reserves is approximately US$4.0 billion, which represents a 14.3% increase over the NPV 10 of US$3.5 billion reported at yearend 2013.

2. Comparing with year-end 2013, the Group's total net 1P oil and gas reserves as of yearend 2014 increased significantly by 40.3% to 116.8 million BOE, while total net 2P oil and gas reserves increased 13.6% to 218.7 million BOE, and total net 3P oil and gas reserves were about flat at 289.8 million BOE.

儲量及資源量回顧

本集團二零一四年末油氣儲量及資源量評估的要點如下：

1. 根據獨立顧問評估的結果，若按照10%貼現率進行計算，本集團於二零一四年末油氣淨探明+概算(「2P」)儲量的稅前淨現值約為40億美元，較之二零一三年末之的35億美元增長14.3%。

2. 與二零一三年末相比，本集團於二零一四年年末折合成桶油當量的淨探明(1P)石油及天然氣儲量增長40.3%至1.168億桶當量，淨探明+概算(2P)石油及天然氣儲量增長13.6%至2.187億桶當量，淨探明+概算+可能(3P)石油天然氣儲量與二零一三年年底持平，為2.898億桶當量。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

3. The Group's 2P and 3P net reserves still comprise mainly oil, but gas has taken over as the majority in terms of 1P reserves. At yearend 2014, on a BOE basis, our reserves were 42%, 57% and 59% oil for 1P, 2P and 3P, respectively. The strong growth in gas reserves from the successful drilling campaign at our SGE properties in China's Ordos Basin has significantly increased the gas component of our reserves. Compared to yearend 2013, on a BOE basis, the gas portion of the Group's total net reserves has increased for 1P, 2P and 3P by 24%, 9% and 4%, respectively. Despite the current global low oil price environment, demand and sales price for natural gas remains high in China. The Group is very pleased with the strong growth of the China gas component in our total net reserves.

3. 本集團的儲量構成依然大部分為石油,尤其是對於2P及3P儲量而言。基於桶油當量的標準計算,於二零一四年末,本集團之1P、2P及3P儲量中,石油所佔的比例分別為42%、57%及59%。得益於Sino Gas & Energy Limited(「中澳」)於中國鄂爾多斯盆地氣田成功的鑽井活動,天然氣在本集團儲量中的比重顯著增加。與二零一三年末相比,基於桶油當量的標準計算,本集團1P、2P及3P儲量中天然氣的比重分別增加24%,9%及4%。雖然目前油價處於較低的水平,但是中國對天然氣的需求和氣價都位於較高水平,因此我們也非常樂於見到集團儲量中中國天然氣儲量的強勁增長。

4. The Group's net 1P, 2P and 3P gas reserves at yearend 2014 were 408.3 BCF (11.6BCM, "BCM" where 1 cubic meter = 35.314 cubic feet), 563.9 BCF (16.0 BCM) and 711.8 BCF (20.2 BCM), respectively, which correspond to 68.0 million BOE, 94.0 million BOE and 118.6 million BOE, respectively. The Group net gas reserves increased by 234.0 BCF (6.6 BCM), 165.2 BCF (4.7 BCM) and 71.8 BCF (2.0 BCM), or by 134%, 41% and 11% for 1P, 2P and 3P, respectively. The majority of the increases are attributable to the increases of 230.1 BCF (6.5 BCM), 164.1 BCF (4.6 BCM) and 80.5 BCF (2.3 BCM) for 1P, 2P and 3P net gas reserves, respectively in our SGE Ordos Basin properties.

4. 於二零一四年末,本集團淨的1P、2P及3P天然氣儲量分別為4,083億立方英尺(約合116億立方米,按照1立方米=35.314立方英尺的比例關係換算,下同),5,639億立方英尺(約合160億立方米)及7,118億立方英尺(約合202億立方米),折合桶油當量分別為6,800萬桶,9,400萬桶及1.186億桶。較之二零一三年末,本集團淨的1P、2P及3P天然氣儲量分別增加2,340億立方英尺(約合66億立方米)、1,652億立方英尺(約合47億立方米)及718億立方英尺(約合20億立方米),對應的增長比例分別為134%、41%及11%。以上增長主要來自於中澳,本集團於之淨1P、2P及3P天然氣儲量較之二零一三年末分別增加2,301億立方英尺(約合65億立方米)、1,641億立方英尺(約合46億立方米)及805億立方英尺(約合23億立方米)。

5. The comparison of 2013 and 2014 yearend crude oil reserves is adjusted for the divestment of the PCR and Miao Three during 2H2014. When PCR and Miao Three reserves are included in year end 2013 total reserves, the Group net 1P oil reserves as of year end 2014 decreased 10% to 48.7 million barrels, while 2P net oil reserves decreased by 1% to 124.7 million barrels and 3P net oil reserves decreased by 7% to 171.2 million barrels respectively. When PCR and Miao Three reserves are excluded from the year end 2013 total reserves, the Group's year end 2014 1P net oil reserves decreased only by 5%, mainly due to production, while 2P net oil reserves increased by 4%.

5. 二零一四年度對於泛華能源有限公司(泛華)及廟三能源公司(廟三)的處置亦會影響到二零一三年末及二零一四年末原油儲量的對比。如果在二零一三年末的儲量中考慮泛華及廟三的儲量,則本集團二零一四年末淨的1P、2P及3P原油儲量較之二零一三年末分別減少10%、1%、7%至4,870萬桶、1.247億桶及1.712億桶。如果在二零一三年末的儲量中減去泛華及廟三的儲量,則本集團二零一四年末淨的1P原油儲量較之二零一三年末只減少5%,主要是因為二零一四年度的產出所致,而淨的2P儲量則增加了4%。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

The following were the prices used to determine the reserves and resources at the yearned of 2013 and 2014:

以下是確定二零一三年底及二零一四年底儲量及資源量所用的價格：

Segment 區域	Basin 盆地	2013 二零一三年底	2014 二零一四年底
China **中國**			
Gobi Energy (Daan)/ Riyadh Energy (Moliqing)	Songliao/Jiayi	Constant oil price of US$104.16/ barrel (average of 2013), unescalated,	Constant oil price of US$96.05/ barrel (average of 2014), and gas price 13.25 $/MSCF, unescalated
戈壁(大安)／利雅得(莫里青)	松遼／佳伊	固定價格，原油104.16美元／桶(二零一三年平均價)，無上升	固定價格，原油96.05美元／桶(二零一四年平均價)，天然氣價13.25美元／千立方英尺，無上升
SGE	Ordos	Low, Medium and High gas prices of US$7.40, US$8.79 and US$10.18 per MSCF respectively (equivalent to 1.60, 1.90 and 2.20 RMB per cubic meter), escalating at 3.75% per annum	Low, Medium and High gas prices of US$8.30, US$9.76 and US$11.23 per MSCF respectively (equivalent to 1.76, 2.11 and 2.43 RMB per cubic meter at 2.43 RMB/US$), escalating at 3.75% per annum
中澳	鄂爾多斯	低、中、高天然氣價分別為7.40美元／千立方英尺、8.79美元／千立方英尺、10.18美元／千立方英尺(相當於每立方米1.60元人民幣、1.90元人民幣、2.20元人民幣)，按年升3.75%	低、中、高天然氣價分別為8.30美元／千立方英尺、9.76美元／千立方英尺、11.23美元／千立方英尺(相當於每立方米1.76元人民幣、2.11元人民幣、2.43元人民幣)，按年升3.75%
Kazakhstan — Emir-Oil	Mangistau	2013 average, constant prices, unescalated: export oil at US$87.90/barrel (US$108.57 Dated Brent price less US$20.67 for marketing and transportation discount), domestic oil at US$46.86 before VAT/barrel and gas at US$1.35 per MSCF	2014 average, constant prices, unescalated: export oil at US$80.10/barrel (US$101.21 Dated Brent price less US$21.11 for marketing and transportation discount), domestic oil at US$39.06 before VAT/barrel and gas at US$1.13 per MSCF
哈薩克斯坦 — Emir-Oil	Mangistau	二零一三年平均價，固定價格，無上升，出口原油價格為87.90美元／桶(布倫特現貨價格108.57美元／桶減營銷及運輸折扣20.67美元／桶)，內銷原油價格為46.86美元／桶，不含增值税，天然氣價格為1.35美元／千立方英尺	二零一四年平均價，固定價格，無上升，出口原油價格為80.10美元／桶(布倫特現貨價格101.21美元／桶減營銷及運輸折扣21.11美元／桶)，內銷原油價格為39.06美元／桶，不含增值税，天然氣價格為1.13美元／千立方英尺
US-Condor	Niobrara	Constant prices, unescalated: US$88.31/barrel, US$5.72 per MSCF (both are realized prices)	Constant prices, unescalated: US$82.68/barrel, US$6.47 per MSCF (both are realized prices)
美國 — Condor	Niobrara	固定價格，原油88.31美元／桶，天然氣價5.72美元／千立方英尺(二零一三年實現價)	固定價格，原油82.68美元／桶，天然氣價6.47美元／千立方英尺(二零一四年實現價)

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

2015 Guidance

Following is our preliminary guidance for 2015, although we will closely monitor the situation and we may revise our work program as warranted in a timely fashion, based on changes in oil prices. We believe it is very important to maintain a high degree of flexibility in order to ensure the stability and profitability of our business in this current volatile oil price environment.

二零一五年指引

以下是本集團二零一五年度初步的指引，我們會適時地根據國際油價的變化調整我們的工作計劃，我們相信保持這樣的靈活度對於保障本集團的安全平穩運營及盈利能力非常重要：

	Numbers of Wells (Gross) 總鑽井數量	Net Investments (millions of US$) 投資淨額(百萬美元)	Net Production 淨產量	Comments 註釋
Group in Total	**32**	**103**	**Total: 11,400–12,800BOED Oil: 9,800–11,100 BOPD Gas: 9,600–10,100 MCFD (270–280MCMD)**	**Represents a 22–31% yoy decrease (without PCR & Miao 3 in 2014) of oil production, 53–61% yoy increase of gas production**
集團總計	**32**	**103**	**合計： 11,400–12,800桶當量／天 原油：9,800–11,100桶／天 天然氣 9,600–10,100千立方英尺／天 (約合27萬28萬立方米／天)**	**原油產量較之二零一四年(不包括泛華及廟三)減少22–31%；天然氣產量較之二零一四年增長53–61%**
China Oil Projects (Daan, Moliqing)	–	13	Oil: 6,700–7,000 BOPD	No wells will be drilled under current low oil price outlook; minimal Capex for converting development wells to injection wells and other surface engineering
中國油項目(大安、莫里青)	–	13	原油： 6,700–7,000桶／天	在目前低油價的環境下不計劃鑽新井，在油井轉注水井及地面工程部分會發生少量的資本開支
China Gas Projects (SGE: Linxing, Sanjiaobei)	29	51	Gas: 4,500–5,000 MCFD (130–140 MCMD)	Based on 51% of US$99 mm SGE budget approved by the Board in Jan 2015, including 8 exploration wells, 21 development wells and US$9.2 mm seismic expenses not capitalized by the Group. Significant ramp up of pilot production with Linxing Central Gas Station operational in 2H2015
中國氣項目(中澳：臨興，三交北)	29	51	天然氣： 4,500–5,000千立方英尺／天 (約合13萬–14萬平方米／天)	基於二零一五年一月份中澳董事會批准預算9,900萬美元的51%份額計算，其中包括8口勘探井，21口開發井，另外還有920萬美元按照本集團的政策予以費用化的支出；二零一五年下半年臨興氣站投產後，產量將會快速增長

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

	Numbers of Wells (Gross) 總鑽井數量	Net Investments (millions of US$) 投資淨額(百萬美元)	Net Production 淨產量	Comments 註釋
Kazakhstan (Emir-Oil)	3	39	Oil: 3,000–4,000 BOPD Gas: 5,000 MCFD (142MCMD)	Including completion work for 1 exploration well, 2 development wells, all spudded in 2014; Capex for CPF is US$19 mm
哈薩克斯坦 (Emir-Oil)	3	39	原油:3,000–4,000桶/天 天然氣:5,000千立方英尺/天(約合14萬平方米/天)	含二零一四年開鑽,本年度完鑽的1口勘探井,2口開發井;油氣處理站的資本開支為1900萬美元
USA (Condor)	–	–	Oil:100 BOPD Gas:100 MCFD (3MCMD)	
美國(Condor)	–	–	原油:100桶/天 天然氣:100千立方英尺/天(約合3,000立方米/天)	

FINANCIAL RESULTS

Revenue

The Group's revenue is generated from sales of oil and gas products and rendering of services.

The Group's revenue from sales of oil and gas decreased by RMB283.1 million, or 8.7%, from RMB3,253.1 million for 2013 to RMB2,970.0 million for 2014. This decrease was primarily due to the decrease of average realized oil price, from US$97.06/barrel of year 2013 to US$86.15/barrel in 2014. Our total net sales volume of crude oil was 5.58 million barrels for 2014, compared to 5.38 million barrels for 2013.

The Group's revenue from rendering of services is RMB12.9 million for 2014.

經營業績

收益

本集團收益主要來自於銷售石油和天然氣產品及提供勞務服務。

本集團的油氣銷售收益與二零一三年相比,由二零一三年度人民幣32.531億元減少人民幣2.831億元或8.7%至二零一四年度人民幣29.7億元。該減少主要由於原油實現價格的降低,由二零一三年每桶97.06美元降低至二零一四年每桶86.15美元。於二零一四年度原油淨銷量為558萬桶,較之於二零一三年度原油淨銷量為538萬桶。

二零一四年本集團來自於提供勞務服務的收益為人民幣1,290萬元。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

- **China**

  Our China oil fields realized revenue from oil sales of RMB2,204.1 million in 2014, decreased from RMB2,440.9 million for 2013. The decrease was mainly due to decrease in realized oil price and sales volumes. Our China total net sales volume was 3.66 million barrels for 2014, compared to 3.77 million barrels for 2013, the average realized oil price was US$97.89/barrel for 2014, compared to US$104.35/barrel for 2013.

- **Kazakhstan**

  In 2014, Emir-Oil realized revenue of RMB746.3 million. In 2013, revenue contributed by Emir-Oil was RMB782.6 million.

  (a) Crude oil sales

  In 2014, Emir-Oil realized revenue from crude oil sales of RMB732.7 million. Emir-Oil exported 76.4% of its sales volume of oil and realized Brent prices (before transportation and sales commission) for such export sales. The average realized oil price comprising export and domestic sales was US$63.34/barrel for 2014. The average realized oil price for 2014 was US$70.63/barrel from export sales (after transportation and marketing commissions of US$20.98/barrel) and US$39.68/barrel from domestic sales. Emir-Oil's total oil sales volume was 1,882,351 barrels, comprising 1,438,962 barrels from export sales and 443,389 barrels from domestic sales. Revenue from export sales of oil accounted for 85.2% of Emir-Oil's total oil revenue.

- **中國**

  於二零一四年度，我們的中國油田實現收益由二零一三年人民幣24.409億元降至人民幣22.041億元。此降幅主要由於原油實現價格降低和銷量降低。二零一四年度，我們的銷量為366萬桶，而二零一三年為377萬桶。以及二零一四年度，已實現平均油價為每桶97.89美元，而二零一三年度為每桶104.35美元。

- **哈薩克斯坦**

  二零一四年度，Emir-Oil實現銷售收益人民幣7.463億元，而二零一三年度，Emir-Oil實現銷售收益人民幣7.826億元。

  (a) 原油銷售

  二零一四年度，Emir-Oil實現石油銷售收益人民幣7.327億元。Emir-Oil出口銷售了76.4%的原油，並且該等出口銷售油實現了布蘭特油價(扣減運輸及營銷佣金前)。二零一四年度，Emir-Oil出口及國內銷售實現的平均油價為每桶63.34美元。二零一四年，來自出口銷售的已實現平均油價(扣除每桶20.98美元的運輸及營銷佣金後)為每桶70.63美元，來自哈國國內銷售的已實現平均油價則為每桶39.68美元。Emir-Oil的石油銷量為1,882,351桶，包括出口銷售的1,438,962桶及哈國國內銷售的443,389桶。Emir-Oil總石油銷售收入中出口銷售佔85.2%。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

During 2013, Emir-Oil realized revenue from oil sales of RMB768.9 million. Emir-Oil exported 82.3% of its sales volume of oil and realized Brent prices for these sales. The average realized oil price (before transportation and marketing commissions) comprising export and domestic sales was US$79.64/barrel. The average realized oil price was US$87.80/barrel from export sales (after transportation and marketing commissions of US$20.76/barrel) and US$41.57/barrel from domestic sales. Emir-Oil's oil sales volume was 1,559,808 barrels for 2013, comprising of 1,284,287 barrels from export sales and 275,520 barrels from domestic sales. Revenue from export sales of oil accounted for 90.8% of Emir-Oil's total oil revenue.

二零一三年度，Emir-Oil實現石油銷售收益人民幣7.689億元。Emir-Oil出口銷售了82.3%的原油，並且該等出口銷售油實現了布蘭特油價(扣減運輸及營銷佣金前)。二零一三年度，Emir-Oil出口及國內銷售實現的平均油價為每桶79.64美元。截至二零一三年十二月三十一日，來自出口銷售的已實現平均油價(扣除每桶20.76美元的運輸及營銷佣金後)為每桶87.80美元，來自哈國國內銷售的已實現平均油價則為每桶41.57美元。Emir-Oil的石油銷量為1,559,808桶，包括出口銷售的1,284,287桶及哈國國內銷售的275,520桶。Emir-Oil總石油銷售收入中出口銷售佔90.8%。

(b) Gas sales

In 2014, Emir-Oil realized revenue from gas sales of RMB13.6 million with average realized gas price of US$1.14 per Mscf and total gas sales volume of 1,954,375 Mscf, whilst revenue realized from gas sales in 2013 was RMB13.8 million with average realized gas price of US$1.34 per Mscf and total gas sales volume 1,661,583 Mscf.

(b) 天然氣銷售

二零一四年，Emir-Oil實現天然氣銷售收益人民幣1,360萬元，已實現天然氣價格為每千標準立方英尺1.14美元，天然氣銷售量為1,954,375千標準立方英尺。截至二零一三年，Emir-Oil實現天然氣銷售收益人民幣1,380萬元，已實現天然氣價格為每千標準立方英尺1.34美元，天然氣銷售量為1,661,583千標準立方英尺。

Operating expenses

The Group's operating expenses decreased by RMB177.5 million, or 7.4%, from RMB2,386.9 million for 2013 to RMB2,209.4 million for 2014, primarily due to the inclusion RMB259.4 million "Other Gains" from disposal of subsidiaries, partially offset by assets impairment loss, and increase in general and administrative expense.

- *Depreciation, depletion and amortization*. The Group's depreciation, depletion and amortization increased by RMB23.4 million, or 2.6%, from RMB905.0 million for 2013 to RMB928.4 million for 2014. The increase in depreciation, depletion and amortization was mainly due to slightly higher unit of production from of China oil and gas properties.

經營開支

本集團的經營開支由截至二零一三年十二月三十一日止十二個月期間的人民幣23.869億元，減少人民幣1.775億元或7.4%至截至二零一四年十二月三十一日止十二個月期間的人民幣22.094億元，此乃主要包括處置子公司人民幣2.594億的其他收益，部分由資產減值損失所抵銷以及管理費用的增加。

- *折舊、耗損及攤銷*。本集團的折舊、耗損及攤銷由二零一三年度為人民幣9.05億元增加人民幣2,340萬元或2.6%至二零一四年度為人民幣9.284億元。折舊、耗損及攤銷增加主要由於中國油氣產量的小幅提高。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

- *Taxes other than income taxes.* The Group's taxes other than income taxes decreased by RMB45.5 million, or 6.1%, from RMB740.6 million for 2013 to RMB695.1 million for 2014. The following table summarizes taxes other than income taxes for the years ended December 31, 2014 and December 31, 2013:

- *稅項(所得稅除外)*。本集團的稅項(所得稅除外)由二零一三年度為人民幣7.406億元降低人民幣4,550萬元或6.1%至二零一四年度為人民幣6.951億元。下表總結截至二零一三年十二月三十一日止年度及截至二零一四年十二月三十一日止年度的稅項(所得稅除外):

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
PRC	**中國**		
Special oil levy	石油特別收益金	**328,878**	399,323
Urban construction tax and education surtax	城市建設稅及教育附加費	**12,110**	13,473
Others	其他	**444**	398
		341,432	413,194
Kazakhstan	**哈薩克斯坦**		
Rent export tax	租金出口稅	**176,536**	185,696
Mineral extraction tax	礦物開採稅	**44,588**	45,329
Export duty	出口關稅	**87,328**	56,973
Property tax	財產稅	**23,508**	31,452
		331,960	319,450
USA	**美國**		
Withholding tax	代扣代繳稅	**930**	386
Severance tax	開採稅	**534**	–
Corporate	**總部**		
Withholding tax	代扣代繳稅	**20,236**	7,598
		695,092	740,628

The decrease in taxes other than income taxes for our China operations was mainly due to lower crude oil production and sales volume and decrease in average realized oil price, which resulted in lower unit special oil levy ("Special Oil Levy"). The Special Oil Levy is calculated according to five progressive levels and valorem rates on the excess amounts of the realized crude oil price; it is calculated on a monthly basis and paid on a quarterly basis. The Ministry of Finance of the People's Republic of China ("MOF") recently issued a notice regarding the uplift of the threshold of the special oil levy (Cai Shui [2014] No.115) ("Notice") from US$55 to US$65 per barrel, with effect from January 1, 2015. Details are as follows:

中國經營的稅項(所得稅除外)降低主要由於石油產量和銷量的降低以及油價的降低,令我們向中國政府繳付的單桶石油特別收益金降低。石油特別收益金按五級累進從價定率就實現石油價格的超額部份徵收。石油特別收益金將繼續按月計算,按季繳納。中國財政部最近頒佈了關於調高石油特別收益金徵收底線的通知(財稅[2014]115號),從55美元／桶調至65美元／桶,2015年1月1日起生效。詳細列表如下:

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Crude oil prices (US$/barrel) 原油價格(美元/桶)		Level of levy 徵收比例
65–70 (inclusive)	65–70(含70)	20%
70–75 (inclusive)	70–75(含75)	25%
75–80 (inclusive)	75–80(含80)	30%
80–85 (inclusive)	80–85(含85)	35%
Over 85	超過85	40%

The decrease in Special Oil Levy in China operation was partially offset by the increases in Export Duty of our Kazakhstan operation, which were mainly caused by export duty increased from US$60 per metric ton to US$80 per metric ton, with effect from March 2014.

中國業務的石油特別收益金的降低被哈薩克業務的出口關稅的增長所部分抵銷，其增長主要是由於出口關稅自二零一四年三月起由60美元每公噸增長為80美元每公噸。

Set out below are the various taxes that our Kazakhstan operation being subject to:

以下所列示為哈薩克業務所需要繳納的各項稅：

Rent export tax

租金出口稅

Rent export tax is payable on export oil and is calculated based on world prices for crude oil. Rent Export Tax rate depends on export price for crude oil and can be 0% if export price is less than US$40/barrel or up to 32% if export price is higher than US$190/barrel.

我們因出口石油而需繳付租金出口稅，稅金按全球原油價格計算。租金出口稅關乎原油出口價格。倘出口價低於每桶40美元，稅金為零；倘出口價高於每桶190美元，稅金不超過出口價的32%。

Mineral extraction tax (“MET”)

礦物開採稅(「礦物開採稅」)

MET is payable at a rate of 5% for export oil and 2.5% for domestic oil. MET for export oil is calculated at 5% based on barrels of oil produced, less barrels of domestic oil and barrels of internally consumed oil, multiplied by average world oil price/barrel. MET for domestic oil is calculated at 2.5% based on barrels of domestic oil multiplied by production cost/barrel multiplied by 120%.

出口石油與國內石油分別按5%及2.5%徵收礦物開採稅。出口石油按5%稅率基於我們開採的石油桶數減去於哈薩克斯坦國內銷售的石油桶數與我們本身消耗的石油桶數所得數值與全球每桶油價的乘積徵收礦物開採稅。哈薩克斯坦國內銷售的石油按2.5%稅率基於在哈薩克斯坦國內銷售的石油桶數與120%的乘積徵收礦物開採稅。

Export duty

出口關稅

Before April 14, 2013, export duty is payable on export oil and calculated as US$40 per metric ton or US$5.35/barrel multiplied by volume of export oil sales. From April 14, 2013, this duty increased to US$60 per metric ton. From March 12, 2014, this duty was increased to US$80 per metric ton.

我們因出口石油而須繳付出口關稅，二零一三年四月十四日之前，稅金按每公噸40美元計算或按每桶5.35美元乘以石油出口量計算。自二零一三年四月十四日起，此稅種增至每公噸60美元。自二零一四年三月十二日起，此稅種增至每公噸80美元。

Property tax

財產稅

Property tax is payable on oil and gas assets which have been granted a production license at a rate of 1.5% based on average balance of oil and gas properties.

我們須就獲授生產許可的石油及天然氣資產按1.5%的稅率就該等資產平均結餘繳付財產稅。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Corporate

Withholding tax represents accrual of withholding tax on interest charged on intercompany loans.

- *Employee compensation costs.* The Group's employee compensation costs decreased by RMB12.2million, or 5.4%, from RMB227.8 million for 2013 to RMB215.6 million for 2014. The drop in employee compensation costs was primarily due to decrease in performance bonus.

- *Purchases, services and other expenses.* Our purchases, services and other expenses decreased by RMB32.9 million, or 8.9%, from RMB370.2 million for 2013 to RMB337.3million for 2014. The decrease in purchase, service and other expenses was primarily due to (i) less work over and fracturing of wells for Emir-Oil ; (ii) less amount was paid or settled with suppliers in Kazakhstan upon Tenge's devaluation in early 2014; (iii) only ten months of Miao Three's purchases, services and other expenses being included before the completion of its disposal.

- *Geological and geophysical expenses.* The Group adopts "successful method" accounting and under this method, exploration costs including geological and geophysical expenses (other than direct exploration wells drilling costs) are charged to profit and loss account in the period of incurrence. During 2014, the Group incurred geological and geophysical expenses in of about RMB20.0 million, compared to RMB4.7 million of 2013.

- *Distribution expenses.* The Group's distribution expenses increased by RMB5.3 million, or 16.9%, from RMB31.3 million for 2013 to RMB36.6 million for 2014. The increase in such pipeline expenses was due to the increase in sales volume of our Kazakhstan operation in 2014.

- *General and administrative expenses.* The Group's general and administrative expenses increased by RMB21.2 million, or 20.7% from RMB102.5 million for 2013 to RMB 123.7 million for 2014. The increase was primarily due to: (i) Emir-Oil incurred more education services, training, and donation expenses; and (ii) more business travel expenses incurred at corporate level.

- *Impairment charges.* Thre Group recognized an impairment charge amounting to RMB29.3 million and RMB125.3 million on the long-live assets (including mineral extractions rights) relating to a block in the PRC and the working interest in the USA, respectively, to reduce their carrying value to the respective estimated recoverable amount calculated based on value-in-use.

總部

代扣代繳稅指就公司間貸款利息應計提的代扣代繳稅。

- *員工薪酬成本*。本集團的員工薪酬成本由二零一三年度的人民幣2.278億元降低人民幣1,220萬元或5.4%至二零一四年度的人民幣2.156億元。員工薪酬成本降低主要由於績效獎金的減少。

- *採購,服務及其他費用*。本集團的採購,服務及其他費用由二零一三年度的人民幣3.702億元降低人民幣3,290萬元或8.9%至二零一四年度的人民幣3.373億元。採購,服務及其他費用的減少主要由於:(i)Emir-Oil的修井和壓裂工作量減少;(ii)由於二零一四初堅戈貶值,給哈薩克供應商的支付或結算金額減少;及(iii)在廟三出售交割之前,只包括其十個月的採購,服務及其他費用。

- *地質及地球物理費用*。本集團採納「成果法」核算,在此期間的勘探成本包括地質及地球物理費用(而不是直接的勘探井鑽探成本)計入損益科目。二零一四年度,本集團產生的地質和地球物理費用約為人民幣2,000萬元,二零一三年度為人民幣470萬元。

- *銷售費用*。本集團的銷售費用由二零一三年度的人民幣3,130萬元增加人民幣530萬元或16.9%至二零一四年度的人民幣3,660萬元。銷售費用的增幅主要由於二零一四年度哈薩克業務銷售量的增加引起的管輸費用增加。

- *管理費用*。本集團的管理費用由二零一三年度的人民幣1.025億元增加人民幣2,120萬元或20.7%至二零一四年度的1.237億元。管理費用的增幅主要由於:(i)Emir-Oil產生了更多的教育服務,培訓和捐贈費用;及(ii)公司層面更多的差旅費用。

- *減值損失*。本集團在中國一區塊及美國的作業權益的長期資產(包括礦區勘探權)分別錄得減值損失人民幣2,930萬元及人民幣1.253億元,使其賬面價值減至相應以在用價值為基礎估計可回收金額。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

- *Other (losses)/income.* The Group incurred "other income" of RMB302.0 million for 2014, compared to other loss of RMB4.6 million for 2013. Other income for the current year includes mainly (i) RMB52.2 million gains from disposal of Miao Three and RMB207.2 million from disposal of PCR; (ii) realized gain of RMB19.6 million from oil hedge contracts for our 2014 production; (iii) royalty income received by PCR for its interest in the Zhou 13 Bock in Daqing of RMB8.1 million; and (iv) non-cash revaluation gain of RMB3.6 million for this interest. Other losses for 2013 represented (i) a non-cash, unrealized loss of RMB7.63 million from changes in fair value of oil hedge options for our 2014 production; (ii) an indemnity provision for Emir-oil's traffic accident of RMB23.1 million, which is offset by (iii) royalty income received by PCR for its interest in the Zhou 13 Bock in Daqing of RMB5.5 million and (iv) consulting fee income of RMB14.1 million.

- *其他(虧損)／收益*。二零一四年度，本集團錄得其他收益人民幣3.020億元，二零一三年度之其他損失為人民幣460萬元。二零一四年度的其他收益主要來自於(i)出售廟三的收益人民幣5,220萬元及出售泛華的收益人民幣2.072億元；(ii)集團二零一四年產量原油期權已實現增益人民幣1,960萬元；(iii)泛華在大慶州13的權益收到的權益收入人民幣810萬元；及(iv)該權益的非現金重新估值收益人民幣360萬元。二零一三年度的其他損失主要來自於(i)二零一四年產量的原油期權公允價值變動產生的非現金未變現虧損人民幣763萬元；(ii)Emir-oil交通事故賠償金人民幣2,310萬元，此虧損被(iii)泛華在大慶州13的權益收到的權益收入人民幣550萬元和(iv)諮詢費收入人民幣1,410萬元所部分抵銷。

Profit from operations

The Group's profit from operations decreased by RMB95.7 million, or 11.0%, from RMB869.2 million for 2013 to RMB773.5 million for 2014. This decrease was primarily due to the decrease in realized oil price and impairment loss for Condor and Moliqing oil & gas properties, which is partially offset by the increase in sales volume and gains from disposal of Miao Three and PCR.

經營溢利

本集團的經營溢利由二零一三年度的人民幣8.692億元降低人民幣9,570萬元或11.0%至二零一四年度的人民幣7.735億元。該變動乃主要由於實現油價降低及Condor和莫里青油氣資產的減值虧損，被銷售量的增長及廟三和泛華的出售收益所部分抵銷。

Finance income/(costs), net

The Group's finance income increased by RMB12.1 million, or 189.1%, from RMB6.4 million for 2013 to RMB18.5 million for 2014. This increase was primarily due to our cash and cash equivalent balance as at 2014 increased significantly.

Finance cost increased by RMB147.8 million, or 42.0%, from RMB352.0 million for 2013 to RMB499.8 million for 2014. This increase was primarily due to: (i) RMB120.2 million call premium for the early redemption of the 2016 Notes; (ii) RMB34.7 million unamortized expenses of the 2016 Notes charged to finance cost as a result of redemption.

淨財務收入／(成本)

本集團的財務收入由二零一三年度的人民幣640萬元增加人民幣1,210萬元或189.1%至二零一四年度的人民幣1,850萬元。該增幅主要由於我們二零一四年度的現金和現金等價物餘額增長明顯。

本集團的財務成本由二零一三年度的人民幣3.520億元增加人民幣1.478億元或42.0%至二零一四年度的人民幣4.998億元。該增幅主要由以下原因所導致：(i)本集團提前贖回2016年票據所產生的人民幣1.202億元溢價；及(ii)由於贖回2016年票據，將尚未攤銷費用人民幣3,470萬元計入財務成本。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Share of loss of joint ventures

The Group holds a 51% interest in SGE. This investment was accounted for as joint ventures by the Group and our share of loss of SGE decreased from RMB68.8 million in 2013 to RMB55.4 million in 2014. This is mainly due to the decrease in loss of our investment in SGE, as a result of decreases in geological, geophysical and other exploration expenses (mainly seismic expenditures). These expenses are accounted for under IFRS "successful method" by the Group and being charged to profit and loss account in the period of incurrence (note that SGE adopts IFRS "full cost method", under which similar exploration expenses are capitalized as exploration and evaluation assets and will be transferred to oil and gas properties, and will ultimately depreciated on the unit-of-production basis driving the production phase of the project in future).

Profit before income tax

The Group's profit before income tax decreased by RMB218.2 million, or 48.0%, from RMB454.9 million for 2013 to RMB236.7 million for 2014. This decrease was primarily due to the cumulative effects of the above factors.

Income tax expense

The Group's income tax expense for 2014 was RMB214.2 million, increasing RMB39.1 million compared to the income tax expense of RMB175.1 million for 2013. The increase of income tax expense was mainly due to certain expenses were not deductible for tax purposes and no deferred income tax asset was recognized for certain tax losses and temporary differences. In addition, less income tax expense in 2013 was due to deferred tax in Kazakhstan has been re-measured in 2013 to reflect the changes in excess profit tax rate of Kazakhstan will be applied in the future, which is mainly caused by changes in management forecast of future capital expenditures and other tax rates. There is no such re-measurement occurring in 2014. The weighted average effective tax rate for 2014 is 90%, compared to 38% in 2013. The increase in effective tax rate is mainly due to non-deductible one-off finance expense related to the 2016 Notes, share of loss of SGE, impairment loss of Condor, and other expenses incurred by non-operating group companies of the Group.

Net profit for the year

As a result of the foregoing, our net profit for the year decreased by RMB257.2 million, or 91.9%, from RMB279.8 million for 2013 to RMB22.6 million for 2014.

合營企業虧損份額

本集團持有中澳51%的股權。該股權投資在本集團按照合營企業核算,應佔合營企業虧損從二零一三年度的人民幣6,880萬元降至二零一四年度的人民幣5,540萬元。此降幅主要由於地質,地球物理開支及其他勘探費用(主要為地震支出)的下降,導致對中澳投資損失的下降。此費用支出在發生期間,依照國際財務報告準則在本集團中以「成果法」核算並計入損益(而中澳則採用國際財務報告準則中的「完全成本法」,此類開採費用支出作為開採和評估資產資本化,並將轉移至油氣資產,最終在未來根據專案生產階段以單位產量原則計提折舊)。

除所得稅前溢利

本集團的除所得稅前溢利由二零一三年度的人民幣4.549億元下降人民幣2.182億元或48.0%至二零一四年度的人民幣2.367億元。該降幅乃主要由於上述因素的累計影響。

所得稅費用

二零一四年度本集團的所得稅費用為人民幣2.142億元,相比二零一三年度所得稅費用為人民幣1.751億元增長了人民幣3,910萬元。該增加主要由於二零一四年發生的不可扣稅支出和未確認遞延所得稅資產的稅務虧損及暫時性差異。此外,在二零一三年對本集團於哈薩克之作業的遞延所得稅進行了重新計量以反映未來超額利潤稅率估計的變化,該重新計量主要是因為管理層對未來資本支出及其他稅率估計的變化。而二零一四年未發生此類重新計量,也導致二零一四年所得稅費用較二零一三年有所增加。二零一四年度的加權平均實際稅率為90%,而二零一三年度為38%。實際稅率增加主要由於贖回2016年票據所產生的不可扣除一次性財務費用、對中澳的股份投資損失,Condor的減值損失以及本集團非營運成員公司所產生的其他費用。

淨溢利

基於上述事項,我們的淨溢利由二零一三年度的人民幣2.798億元降低人民幣2.572億元或91.9%至二零一四年度的人民幣2,260萬元。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

EBITDA and Adjusted EBITDA

We provide a reconciliation of EBITDA and adjusted EBITDA to net profit for the year, as our most directly comparable financial performance calculated and presented in accordance with IFRS. EBITDA refers to earnings before finance income, finance costs, income tax and depreciation, depletion and amortization. Adjusted EBITDA refers to EBITDA adjusted to exclude non-cash items such as withholding tax on interest accrued for intercompany loans, share-based compensation expense, realized and unrealized loss/(gain) on the oil hedge options, loss on impairment of assets, and any other non-recurring items such as acquisition expenses, fair value changes of options granted, and geological and geophysical expenses and income/(loss) on disposal of subsidiary.

The Group's adjusted EBITDA reflects the Group's recurring cash flow earnings from its core operations.

We have included EBITDA and adjusted EBITDA as we believe EBITDA is a financial measure commonly used in the oil and gas industry. We believe that EBITDA and adjusted EBITDA are used as supplemental financial measures by our management and by investors, research analysts, bankers and others, to assess our operating performance, cashflow and return on capital as compared to those of other companies in our industry, and our ability to take on financing. However, EBITDA and adjusted EBITDA should not be considered in isolation or construed as alternatives to profit from operations or any other measure of performance or as an indicator of our operating performance or profitability. EBITDA and adjusted EBITDA fail to account for corporate tax, finance income, finance costs and other non-operating cash expenses. EBITDA and adjusted EBITDA do not consider any functional or legal requirements of the business that may require us to conserve and allocate funds for any purposes.

EBITDA及經調整EBITDA

我們已提供EBITDA及經調整EBITDA與年內淨溢利的對賬，該對賬為根據國際財務報告準則計算及呈列的最直接的可資比較財務表現。EBITDA指扣除財務收入、財務成本、所得稅及折舊、耗損及攤銷前盈利。經調整EBITDA指經調整以扣除非現金項目，如公司間貸款應計利息代扣代繳稅，股份酬金開支、石油認沽期權收益／虧損、資產減值損失，以及任何其他非經常性收入／開支，如收購費用，授出的期權的公允價值變動，地質及地球物理開支和處置子公司的損益。

本集團經調整EBITDA反映本集團核心業務的經常性現金流盈利。

我們加載EBITDA及經調整EBITDA乃由於我們相信EBITDA為油氣行業常用的財務計量。我們相信EBITDA及經調整EBITDA乃由我們管理層、投資者、研究分析師、銀行及其他人士用作補充財務計量，以評估我們相較於業內其他公司的經營表現、現金流量及資本回報，以及我們進行融資的能力。然而，EBITDA及經調整EBITDA不可獨立於經營溢利或任何其他表現計量予以考慮，亦不可詮釋為經營溢利或任何其他表現計量的替代項目，或詮釋為我們經營表現或盈利能力的指標。EBITDA及經調整EBITDA並不計及稅項、財務收入、財務費用及其他非經營性現金開支。EBITDA及經調整EBITDA並無考慮可能導致我們須就任何目的而保留及分配資金的任何業務的功能或法定要求。

Management Discussion and Analysis (Continued)
管理層討論及分析（續）

The following table presents a reconciliation of EBITDA and adjusted EBITDA to net profit for the years ended December 31, 2014 and December 31, 2013:

下表載列為EBITDA及經調整EBITDA於截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度之淨溢利的對賬。

		Year Ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Net profit for the year	年內淨溢利	**22,549**	279,784
Income tax expenses	所得稅開支	**214,163**	175,083
Finance income	財務收入	**(18,491)**	(6,431)
Finance cost	財務費用	**499,818**	351,984
Depreciation, depletion and amortization	折舊，折耗及攤銷	**928,447**	905,032
EBITDA	EBITDA	**1,646,486**	1,705,452
Share-based compensation expenses	股份酬金開支	**12,315**	9,584
Impairment charges	資產減值損失	**154,570**	–
(Gain)/Loss on oil hedge options	石油套期期權（收益）╱虧損	**(19,564)**	7,626
Geological and geophysical expense	地質及地球物理開支		
— Emir	— Emir	**20,047**	4,721
— Share of SGE	— 持有中澳股份部分	**19,842**	44.339
Emir accident indemnity	Emir事故賠償	**–**	23,055
Withholding tax arised from intercompany loan	公司間貸款應計利息的代扣代繳税	**21,166**	7,984
Gain on disposal of subsidiaries	處置子公司收益	**(259,389)**	–
Adjusted EBITDA	經調整EBITDA	**1,595,473**	1,802,761

The Group's EBITDA decreased by approximately RMB59.0 million, or 3.5%, from approximately RMB1,705.5 million for 2013 to approximately RMB1,646.5 million for 2014. The decrease in EBITDA was also primarily due to the decrease in realized oil price, and assets impairment loss for Condor and Moliqing oil & gas properties, which is partially offset by the gains from disposal of subsidiaries.

本集團的EBITDA由二零一三年度的約人民幣17.055億元降低約人民幣5,900萬元或3.5%至二零一四年度的約人民幣16.465億元。該降低乃主要由於實現石油價格的降低及Condor和莫里青油氣資產減值損失，已部分從處置子公司的收益中抵銷。

The Group's adjusted EBITDA decreased by approximately RMB207.3 million, or 11.5%, from approximately RMB1,802.8 million for 2013 to approximately RMB1,595.5 million for 2014. The decrease in adjusted EBITDA was also primarily due to the decrease in realized oil price.

本集團的經調整EBITDA由二零一三年度的約人民幣18.028億元降低約人民幣2.073億元或11.5%至二零一四年度的約人民幣15.955億元。經調整EBITDA降低亦主要由於實現石油價格的降低。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

The Group's EBITDA and Adjusted EBITDA by operating segment are set out below;

本集團按經營分部劃分的EBITDA及經調整EBITDA如下所示：

		Year Ended December 31, 2014 截至二零一四年十二月三十一日止年度				
		China 中國 RMB'000 人民幣千元	Kazakhstan 哈薩克斯坦 RMB'000 人民幣千元	USA 美國 RMB'000 人民幣千元	Others 總部及其他分部 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Net profit for the year	年內淨溢利	721,702	103,149	(149,422)	(652,880)	22,549
Income tax expenses	所得稅開支	169,734	44,260	–	169	214,163
Finance income	財務收入	(453)	(1,629)	(3,792)	(12,617)	(18,491)
Finance cost	財務費用	20,347	(32,704)	1,771	510,404	499,818
Depreciation, depletion and amortization	折舊，折耗及攤銷	806,894	97,527	23,548	478	928,447
EBITDA	EBITDA	1,718,224	210,603	(127,895)	(154,446)	1,646,486
Share-based compensation expenses	股份酬金開支	13,428	752	–	(1,865)	12,315
Impairment charges	資產減值損失	29,282	–	125,288	–	154,570
Gain on oil hedge options	石油套期期權收益	–	–	–	(19,564)	(19,564)
Geological and geophysical expense	地質及地球物理開支					
– Emir	– Emir	–	20,047	–	–	20,047
– Share of SGE	– 持有中澳股份部分	–	–	–	19,842	19,842
Withholding tax arised from intercompany loan	公司間貸款應計利息的代扣代繳稅	–	–	930	20,236	21,166
Gains on disposal of subsidiaries	處置子公司利得	(259,389)	–	–	–	(259,389)
Adjusted EBITDA	經調整EBITDA	1,501,545	231,402	(1,677)	(135,797)	1,595,473

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

		Year Ended December 31, 2013 截至二零一三年十二月三十一日止年度				
		China 中國 RMB'000 人民幣千元	Kazakhstan 哈薩克斯坦 RMB'000 人民幣千元	USA 美國 RMB'000 人民幣千元	Others 總部及 其他分部 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Net profit for the year	年內淨溢利	630,722	168,875	(9,753)	(510,060)	279,784
Income tax expenses	所得稅開支	195,667	(20,584)	–	–	175,083
Finance income	財務收入	(360)	(2,380)	(3,626)	(65)	(6,431)
Finance cost	財務費用	15,952	221	953	334,858	351,984
Depreciation, depletion and amortization	折舊,折耗及攤銷	781,723	101,868	21,229	212	905,032
EBITDA	EBITDA	1,623,704	248,000	8,803	(175,055)	1,705,452
Share-based compensation expenses	股份酬金開支	5,901	(483)	–	4,166	9,584
Loss on oil hedge options	石油套期期權虧損	–	–	–	7,626	7,626
Geological and geophysical expense	地質及地球物理開支					
– Emir	– Emir	–	4,668	53	–	4,721
– Share of SGE	– 持有中澳股份部分	–	–	–	44,339	44,339
Emir accident indemnity	Emir事故賠償	–	23,055	–	–	23,055
Withholding tax arised from intercompany loan	公司間貸款應計利息的代扣代繳稅	–	–	386	7,598	7,984
Adjusted EBITDA	經調整EBITDA	1,629,605	275,240	9,242	(111,326)	1,802,761

LIQUIDITY AND CAPITAL RESOURCES

Overview

The Group's primary sources of cash during 2014 were cash flow from operating activities and cash flow from financing activities.

In 2014, we had net cash generated from operating activities of RMB1,180.4 million, net cash used in investing activities of RMB1,311.1 million, net cash generated from financing activities of RMB541.9 million, an exchange losses on cash and cash equivalent of RMB3.4 million, and a net increase in cash and cash equivalent of RMB414.3 million.

流動資金及資本資源

概覽

本集團二零一四年的主要現金來源為經營活動產生的現金流量及融資活動產生的現金流量。

於二零一四年,我們經營活動所得現金淨額為人民幣11.804億元,投資活動所用的現金淨額為人民幣13.111億元,融資活動所得現金淨額為人民幣5.419億元,現金及現金等價物的外匯虧損人民幣340萬元,以及現金及現金等價物淨增加人民幣4.143億元。

Management Discussion and Analysis (Continued)
管理層討論及分析（續）

Cash generated from operating activities

Net cash generated from operating activities was RMB1,180.4 million in the year ended December 31, 2014. In the year ended December 31, 2014, our net cash generated in operating activities included profit before income tax of RMB236.7 million adjusted for, depreciation, depletion and amortization of RMB928.4 million, net interest expenses of RMB514.1 million, employee share option of RMB12.3 million, share of loss from investments in joint ventures of RMB55.4 million, offset by gains on disposal of subsidiaries of RMB259.4 million, exchange gain of RMB32.8 million, and gains on changes of fair value of derivative financial instruments of RMB11.3 million, gains on oil hedge options of RMB19.6 million. The cash movements from changes in working capital which included decrease in trade and other payables of RMB140.5 million, an decrease in trade and other receivables of RMB226.2 million and an decrease in inventories of RMB2.5 million, and interest paid of RMB326.0 million and income tax paid of RMB155.3 million.

Net cash generated from operating activities was RMB1,209.1 million in the year ended December 31, 2013. In the year ended December 31, 2013, our net cash generated in operating activities included profit before income tax of RMB454.9 million adjusted for, depreciation, depletion and amortization of RMB905.0 million, net interest expenses of RMB394.8 million, employee share option of RMB26.5 million, share of loss from investments in joint ventures of RMB68.8 million, offset by exchange gain of RMB50.3 million. The cash movements from changes in working capital which included decrease in trade and other payables of RMB150.2 million, an decrease in trade and other receivables of RMB258.8 million and an decrease in inventories of RMB2.7 million, and interest paid of RMB295.9 million and income tax paid of RMB267.6 million.

Cash used in investing activities

Net cash used in investing activities in the year ended December 31, 2014 amounted to RMB1,311.1 million, as a result of purchases of property, plant and equipment of RMB1,314.0 million, capital contribution to investments accounted for using the equity method of RMB269.4 million, loans to investments accounted for using equity method of RMB163.9 million, increase in restricted cash of RMB103.4 million, purchase of available-for-sale financial assets of RMB72.0 million, offset by proceeds from disposal of interest in subsidiaries net of disposal expenses, cash and cash equivalent balance as at disposal date of RMB532.5 million, deposit received in relation to disposal of subsidiary of RMB46.4 million, proceeds from contingent consideration receivable of RMB8.1 million and interest received of RMB14.4 million.

經營活動所得現金

截至二零一四年十二月三十一日止年度，經營活動所得現金淨額為人民幣11.804億元。截至二零一四年十二月三十一日止年度，本公司經營活動所得現金淨額包括經調整折舊、耗損及攤銷人民幣9.284億元、淨利息開支人民幣5.141億元、員工購股權開支人民幣1,230萬元、佔對合營企業的投資損失人民幣5,540萬元、處置子公司收益抵銷人民幣2.594億元及匯兑收益抵銷人民幣3,280萬元，和衍生金融工具公允價值變動利得人民幣1,130萬元，原油期權對沖收益抵銷人民幣1,960萬元的除所得税前溢利人民幣2.367億元。營運資金變動包括應付及其他應付款項減少人民幣1.405億元、應收及其他應收款項增加人民幣2.262億元、存貨減少人民幣250萬元、已付利息人民幣3.26億元及已付所得税人民幣1.553億元。

截至二零一三年十二月三十一日止年度，經營活動所得現金淨額為人民幣12.091億元。截至二零一三年十二月三十一日止年度，本公司經營活動所得現金淨額包括經調整折舊、耗損及攤銷人民幣9.05億元的除所得税前溢利人民幣4.549億元、淨利息開支人民幣3.948億元、員工購股權開支人民幣2,650萬元、佔對合營企業的投資損失人民幣6,880萬元、匯兑收益抵銷5,030萬元。營運資金變動包括應付及其他應付款項減少人民幣1.502億元、應收及其他應收款項增加人民幣2.588億元、存貨減少人民幣270萬元、已付利息人民幣2.959億元及已付所得税人民幣2.676億元。

投資活動所用現金

截至二零一四年十二月三十一日止年度，投資活動所用現金淨額為人民幣13.111億元，是由於收購不動產、工廠及設備人民幣13.14億元，權益法核算投資支出人民幣2.694億元，權益法核算貸款性投資支出人民幣1.639億元，限制性用途資金增加人民幣1.034億元，購入可供出售金融資產人民幣7,200萬元，被處置子公司扣除處置成本後，所得現金及現金等價物餘額人民幣5.325億元，收取處置子公司押金人民幣4,640萬元，獲得處置應收對價款人民幣810萬元及利息收入人民幣1,440萬元抵銷。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Net cash used in investing activities in the year ended December 31, 2013 amounted to RMB1,585.0 million, as a result of purchases of property, plant and equipment of RMB1,408.9 million, capital contribution to and acquisition of investments accounted for using the equity method of RMB180.8 million, offset by a decrease in restricted cash of RMB1.8 million, and interest received of RMB2.9 million.

截至二零一三年十二月三十一日止年度,投資活動所用現金淨額為人民幣15.85億元,是由於收購不動產、工廠及設備人民幣14.089億元,權益法核算收購/投資支出人民幣1.808億元,被已抵押存款減少人民幣180萬元及已收利息人民幣290萬元部分抵銷。

Cash generated from financing activities

融資活動所得現金

Net cash generated from financing activities in the year ended December 31, 2014 amounted to RMB541.9 million primarily due to: (i) proceeds from the issue of the 2019 Notes of RMB2,986.2 million in April 2014, (ii) proceeds from bank borrowings of RMB411.5 million, comprising one RMB55 million and two RMB5 million short-term working capital loan from China Construction Bank ("CCB"), US$35 million from Deutsche Bank ("DB"), and US$20 million from Bank of Communication ("BCM"), and (iii) dividends on repurchased shares held in trust of RMB1.0 million, offset by: (i) 2013 final cash dividend of RMB61.0 million paid in June 2014, (ii) RMB2,465.6 million used for repayment of the 2016 Notes in May 2014 and the repayment of RMB125 million short-term and RMB1.5 million long-term working capital loan from CCB, (iii) RMB120.2 million used for the payment of premium related to the repayments of the 2016 Notes, (iv) RMB10.4 million used for the payment for settlement of share options, (v) RMB15.0 million used for the payment of loan arrangement fees and other fees, (vi) settlement of options to consultants for investments in subsidiaries of RMB44.6 million and (vii) RMB13.6 million payment for buyback of shares and cancellation.

截至二零一四年十二月三十一日止年度,融資活動產生的現金淨額為人民幣5.419億元,主要原因有:(i)2014年4月發行2019優先票據所得人民幣29.862億元,(ii)銀行貸款所得人民幣4.115億元,包括中國建設銀行(「建設銀行」)一筆人民幣5,500萬元和兩筆人民幣500萬元短期貸款,德意志銀行(「德銀」)美元3,500萬元貸款,以及交通銀行(「交通銀行」)美元2,000萬元貸款,(iii)信托持有回購股份獲得股利分紅人民幣100萬元,同時被以下抵銷:(i)2014年6月份發放2013年度現金股利人民幣6,100萬元,(ii)2014年5月份用於償還2016優先票據人民幣24.656億元,償還建設銀行短期銀行貸款人民幣1.25億元及長期貸款人民幣150萬元。(iii)支付2016優先票據溢價款人民幣1.202億元,(iv)支付股份期權人民幣1,040萬元,(v)支付銀行貸款安排費及其他費用人民幣1,500萬元,(vi)支付諮詢公司對子公司投資權益的償付款人民幣4,460萬元,以及(vii)股票回購及註銷款人民幣1,360萬元。

Net cash generated from financing activities in the year ended December 31, 2013 amounted to RMB215.1 million primarily due to: (i) proceeds from bank borrowings of RMB120.0 million comprising two RMB60 million short-term working capital loan from CCB, (ii) proceeds from issue of senior note payable, net of issuance costs of RMB1,229.2 million, (iii) dividends on repurchased shares held in trust of RMB2.0 million, (iv) proceeds from disposal of a joint venture of RMB16.7 million, proceeds from partial disposal of interest in subsidiary of RMB44.5 million, offset by: (i) 2012 final dividend paid of RMB124.4 million, (ii) repayments of RMB998.6 million comprising repayment a US$80 million loan and US$60 million loan from Minsheng and two RMB60 million short-term working capital loan from CCB, (iii) RMB25.3 million used for the payment of loan arrangement fees and (iv) payment for share purchased under Share Award Scheme of RMB50.2 million.

截至二零一三年十二月三十一日止年度,融資活動產生的現金淨額為人民幣2.151億元,主要是由於(i)銀行貸款所得款項人民幣1.2億元(包括從建設銀行獲得的兩筆短期營運資金貸款人民幣6,000萬元),(ii)發行優先票據獲得的淨發行成本款項人民幣12.292億元,(iii)信託持有回購股份獲得股利分紅人民幣200萬元,(iv)處置合營企業獲得款項人民幣1,670萬元,出售子公司部分權益獲得款項人民幣4,450萬元,由(i)二零一二年末期現金股息人民幣1.244億元、(ii)償還民生銀行美元8,000萬元及美元6,000萬元貸款即人民幣9.986億元,償還建設銀行兩筆人民幣6,000萬元短期營運資金貸款、(iii)支付貸款安排費用人民幣2,530萬元、以及(iv)股份獎勵計劃下的股份購買付款人民幣5,020萬元所抵銷。

Our gearing ratio, which is defined as total borrowings less cash and cash equivalents ("Net Borrowings") divided by the sum of Net Borrowings and total equity, increased slightly from 47.7% as at December 31, 2013 to 51.8% as at December 31, 2014, principally due to the newly issued 2019 Notes.

本集團的負債比率(即借款總額減現金及現金等價物(「淨借款額」)除以淨借款額及權益總額之和)自二零一三年十二月三十一日之47.7%微增至二零一四年十二月三十一日的51.8%。增加主要是由於新發行的2019優先票據。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Our Total Borrowings to EBITDA ratio, which is defined as total borrowings divided by EBITDA increased from 2.14 as at December 31, 2013 to 2.74 as at December 31, 2014.

本集團借款總額的EBITDA比率(即借款總額除以EBITDA)由二零一三年十二月三十一日的2.14增加至二零一四年十二月三十一日的2.74。

Our Total Borrowings to Adjusted EBITDA ratio, which is defined as total borrowings divided by Adjusted EBITDA increased from 2.02 as at December 31, 2013 to 2.83 as at December 31, 2014.

本集團借款總額的經調整EBITDA比率(即借款總額除以經調整EBITDA)由二零一三年十二月三十一日的2.02增加至二零一四年十二月三十一日的2.83。

Market Risks

市場風險

Our market risk exposures primarily consist of fluctuations in oil prices and exchange rates.

我們面臨的市場風險主要包括石油價格及匯率的波動。

Oil price risk

原油價格風險

Our realized oil prices are determined by reference to oil prices in the international market, changes in international oil prices will have a significant impact on us. Unstable and high volatility of international oil prices may have a significant impact on our revenue and profit.

本公司的實現石油價格乃參照國際市場油價釐定，國際油價的變動將對我們帶來重大影響。國際油價的不穩定及高波動性對本公司的收益及溢利造成顯著影響。

Currency risk

貨幣風險

The majority of the Group's China operation sales are in US dollars, while production and other expenses in China are incurred in RMB. The RMB is not a freely convertible currency and is regulated by the PRC government. Limitations on foreign exchange transactions imposed by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates.

集團的大部份銷售以美元計值，而於中國的生產及其他支出則以人民幣入賬。人民幣並非為自由轉換貨幣，須受中國政府規管。中國政府對外匯交易所設定的限制可能導致未來匯率與當前或歷史匯率相比出現大幅變動。

The functional currency of the Kazakhstan subsidiary is in US dollars and all export sales are in US dollars. The transactions of the Kazakhstan subsidiary which are denominated in the Kazakhstan Tenge are exposed to fluctuations in the US dollars and Kazakhstan Tenge exchange rate. Management is not in a position to anticipate changes in the PRC foreign exchange regulations or the fluctuations between the US dollar and Kazakhstan Tenge exchange rates, and as such is unable to reasonably anticipate the impacts on the Group's results of operations or financial position arising from future changes in exchange rates.

哈薩克斯坦子公司的功能貨幣為美元，而所有出口銷售亦以美元計算。以哈薩克斯坦堅戈計價之哈薩克斯坦子公司之交易產生由於美元和哈薩克斯坦堅戈匯率波動導致的外匯風險。管理層無法預測中國外匯法規的轉變對美元及薩克斯坦堅戈匯率波動之影響，故無法合理估計未來匯率變動對本集團經營業績或財務狀況的影響。

EMPLOYEES

僱員

As at December 31, 2014, the Group had 2,131 employees, with 1,783 based in China (Mainland and Hong Kong), 344 based in Kazakhstan and 4 based in USA.

於二零一四年十二月三十一日，本集團擁有2,131名僱員，其中1,783名位於中國(大陸和香港)，344名位於哈薩克斯坦，4名位於美國。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

We have adopted a market-oriented employment system and a competitive remuneration scheme. The remuneration scheme and employment system are periodically reviewed. Apart from pension funds and in-house training programs, performance bonuses and share options may be awarded to employees according to assessment of individual contribution.

本集團僱員制度以市場為導向，薪酬計劃具競爭力。薪酬計劃及僱員制度會定期檢討。除養老金及內部培訓計劃外，我們根據個人貢獻的評估情況授予績效獎金及購股權。

Contingencies

或有事項

On August 28, 2000, MIE entered into a PSC with Sinopec for exploration and development of Luojiayi 64 block at Shengli oilfield in Shandong Province, which was suspended since the end of 2004. In April 2005, MIE requested an extension from Sinopec to restart the project. On September 27, 2006, MIE received a letter from Sinopec denying the request to restart the project and seeking to terminate the PSC on the grounds that the extension period of the trial-development phase had expired and MIE had not met its investment commitment under the PSC. The Company believes its investment in the project at Shengli oilfield had met the required commitment amount under the PSC. The PSC with Sinopec has not been formally terminated and the dispute has not entered any judicial proceedings. As advised by the external legal counsel of the Company, the probability of claim from Sinopec for unfulfilled investment commitment, if any, in relation to the pilot-development phase is remote as the statute of limitations has run out.

於二零零零年八月二十八日，MIE與中石化訂立產品分成合同，以勘探及開發位於山東省勝利油田的羅家義64區塊。該項目已自二零零四年末起被擱置。二零零五年四月，MIE向中石化要求延長期限以重新啟動勝利油田項目。於二零零六年九月二十七日，MIE接獲中石化否決其重新啟動該項目要求的函件，且中石化以試驗開發階段延長期限已屆滿及MIE並未履行產品分成合同項下的投資承諾為由，要求終止產品分成合同。MIE認為於勝利油田項目中的投資已符合產品分成合同的所規定的承諾金額。與中石化的產品分成合同並未正式終止，且該爭端並未進入任何司法程序。根據本公司所獲外部法律顧問建議，中石化對試驗開發階段相關未完成投資承諾索賠(如有)的可能性較小，概因已超過訴訟時效。

SHARE OPTION SCHEME

購股權計劃

Cancellation of Vested Options

取消已得權購股權

On September 20, 2011, the Company granted, pursuant to the share option scheme adopted by the Company on November 27, 2010 (the "Scheme"), share options to certain employees of the Company, entitling the option holders to subscribe for an aggregate of 112,048,000 ordinary shares of the Company of US$0.001 each at the exercise price of HK$2.254 per share ("2011 Grant"). The share options for an aggregate of 5,987,200 shares subsequently lapsed pursuant to the terms of the Scheme and the relevant option agreements as at December 31, 2014.

根據公司二零一零年十一月二十七日採納的購股權計劃(「計劃」)，公司於二零一一年九月二十日向公司部份員工授予購股權，允許持有人按照每股2.254港元的價格認購本公司共計112,048,000股每股面值0.001美元普通股股票(「2011授權」)。根據計劃和購股權協議相關條款，截至二零一四年十二月三十一日，其中共計5,987,200購股權已經失效。

Since February 2013, the exercise price of the vested options has been higher than the prevailing market price of the shares. As a result, the options could no longer serve as an effective incentive. In view of this, the Company offered these option holders a cash consideration of HK$0.20 per share to cancel vested options under the 2011 Grant, subject to the option holders consenting to such cancellation. As a result, options in respect of 65,358,066 shares were cancelled on March 21, 2014.

自二零一三年二月以來，已得權購股權的行權價格始終高於公司股票的普遍市場價格，導致已得權購股權不再為有效激勵。因此，公司決定在現購股權持有人同意取消已得權購股權的前提下，向現購股權持有人提出以每股0.20港元的現金對價取消2011授權項下的已得權購股權。自二零一四年三月二十一日起，已得權購股權中共計65,358,066股已得權購股權已經被取消。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Grant of New Options

On March 21, 2014, the Company granted share options pursuant to the Scheme to 151 eligible participants comprising certain directors, substantial shareholders and employees of the Company to subscribe for an aggregate of 97,280,000 shares. These options have an exercise price of HK$1.40 per share and a term of 10 years from the grant date, and will vest over the next three or four years. The share options for an aggregate of 4,008,379 shares subsequently lapsed pursuant to the terms of the Scheme and the relevant option agreements as at December 31, 2014.

DIVIDEND

The Board did not recommend the payment of final dividend for the year ended December 31, 2014 (2013: HK$77,572,000).

AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the Group's consolidated financial statements for the year ended December 31, 2014 including the accounting policies adopted by the Group and has discussed the internal controls and financial reporting matters of the Group.

授予新購股權

二零一四年三月二十一日，公司根據計劃向151名合資格人士，包括公司的部分董事，主要股東和員工授予新的認股期權，認購共計97,280,000的股份。購股權行權價為每股1.40港元，購股權有效期為自授予日起十年，且將於授權日後三或四年間得權。根據計劃和購股權協議相關條款，截至二零一四年十二月三十一日，其中共計4,008,379購股權已經失效。

股息

董事會並無建議就截至二零一四年十二月三十一日年度派付末期股息(二零一三年：77,572,000港元)。

審核委員會

本公司審核委員會已審閱本集團截至二零一四年十二月三十一日年度的綜合財務報表(包括本集團所採用的會計政策)，並就本集團的內部控制及財務申報等事宜進行討論。

Independent Auditor's Report
獨立核數師報告

羅兵咸永道

To the shareholders of MIE Holdings Corporation
(incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of MIE Holdings Corporation ("the Company") and its subsidiaries (together, the "Group") set out on pages 88 to 235, which comprise the consolidated and company statements of financial position as at December 31, 2014, 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 a summary of significant accounting policies and other explanatory information.

致MI能源控股有限公司股東
(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第88至235頁MI能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表，此合併財務報表包括於二零一四年十二月三十一日的合併和公司財務狀況表與截至該日止年度的合併綜合收益表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

Directors' Responsibility for the Consolidated Financial Statements

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

董事就合併財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平的反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

核數師的責任

我們的責任是根據我們的審計對該等合併財務報表作出意見。我們已根據國際審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定合併財務報表是否不存在任何重大錯誤陳述。

Independent Auditor's Report (Continued)
獨立核數師報告(續)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

審計涉及執行程序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

Opinion

意見

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at December 31, 2014, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等合併財務報表已根據國際財務報告準則真實而公平地反映貴公司及貴集團於二零一四年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

Other Matters

其他事項

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

本報告(包括意見)乃為股東而編製並僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

PricewaterhouseCoopers
Certified Public Accountants

羅兵咸永道會計師事務所
執業會計師

Hong Kong, March 19, 2015

香港，二零一五年三月十九日

Consolidated Statement of Financial Position
合併財務狀況表

		Note 附註	As at December 31, 於十二月三十一日 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Assets	**資產**			
Non-current assets	**非流動資產**			
Property, plant and equipment	不動產、工廠及設備	6	**6,629,673**	7,160,160
Intangible assets	無形資產	7	**494,552**	544,469
Investments accounted for using the equity method	按權益法入賬的投資	8(b)	**499,284**	273,348
Deferred income tax assets	遞延所得税資產	21	**20,538**	40,783
Available-for-sale financial assets	可供出售金融資產	11	**75,541**	50,422
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	12	**210,389**	34,941
Restricted cash	受限制現金	16	**12,955**	11,884
			7,942,932	8,116,007
Current assets	**流動資產**			
Inventories	存貨	14	**41,046**	44,835
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	15	**–**	7,791
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	12	**622,013**	549,188
Trade receivables	應收賬款	13	**158,957**	273,125
Restricted cash	受限制現金	16	**139,411**	37,071
Cash and cash equivalents	現金及現金等價物	17	**689,208**	274,529
			1,650,635	1,186,539
Total assets	**資產總額**		**9,593,567**	9,302,546
Equity	**權益**			
Equity attributable to owners of the Company	**歸屬於本公司所有者的權益**			
Share capital	股本	18	**842,520**	856,134
Other reserves	其他儲備	20	**153,864**	241,766
Retained earnings	留存收益			
— Proposed final dividend	— 擬派末期股利	33	**–**	60,969
— Others	— 其他		**2,560,637**	2,502,138
			3,557,021	3,661,007
Non-controlling interests	非控制性權益		**7,490**	43,423
Total equity	**權益總額**		**3,564,511**	3,704,430

Consolidated Statement of Financial Position (Continued)
合併財務狀況表（續）

		Note 附註	As at December 31, 於十二月三十一日 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Liabilities	**負債**			
Non-current liabilities	**非流動負債**			
Borrowings	借款	24	**4,174,878**	3,589,503
Deferred income tax liabilities	遞延所得稅負債	21	**312,971**	261,472
Trade and notes payable	應付賬款及應付票據	22	**54,739**	46,113
Provisions, accruals and other liabilities	準備、預提及其他負債	23	**141,350**	145,424
			4,683,938	4,042,512
Current liabilities	**流動負債**			
Trade and notes payable	應付賬款及應付票據	22	**654,373**	1,022,424
Provisions, accruals and other liabilities	準備、預提及其他負債	23	**346,841**	462,238
Current income tax liabilities	當期所得稅負債		**4,449**	10,942
Borrowings	借款	24	**339,455**	60,000
			1,345,118	1,555,604
Total liabilities	**負債總額**		**6,029,056**	5,598,116
Total equity and liabilities	**權益及負債總額**		**9,593,567**	9,302,546
Net current assets/(liabilities)	**流動資產／(負債)淨額**		**305,517**	(369,065)
Total assets less current liabilities	**資產總額減流動負債**		**8,248,449**	7,746,942

The accompanying notes are an integral part of these financial statements.

後附附註為本財務報表的整體部分。

The financial statements on pages 88 to 235 were approved by the Board of Directors on March 19, 2015 and were signed on its behalf.

第88頁至第235頁之財務報表已於二零一五年三月十九日獲董事會批准刊發，並代表董事會簽署：

Zhang Ruilin
張瑞霖
Director
董事

Tao Tak Yin Dexter
陶德賢
Director
董事

Statement of Financial Position
財務狀況表

		Note 附註	As at December 31, 於十二月三十一日 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Assets	**資產**			
Non-current assets	**非流動資產**			
Property, plant and equipment	不動產、工廠及設備		**2,405**	1,922
Interests in subsidiaries	子公司權益	*9(a)*	**4,078,353**	2,787,424
Loans to subsidiaries	予子公司貸款	*9(b)*	**2,626,424**	2,643,596
Available-for-sale financial assets	可供出售金融資產	*11*	**32,707**	17,478
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	*12*	**–**	158
			6,739,889	5,450,578
Current assets	**流動資產**			
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	*15*	**–**	7,626
Dividend receivable from subsidiaries	應收子公司股利		**–**	304,845
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	*12*	**197,385**	87,110
Restricted cash	受限制現金	*16*	**132,272**	–
Cash and cash equivalents	現金及現金等價物	*17*	**218,681**	52,637
			548,338	452,218
Total assets	**資產總額**		**7,288,227**	5,902,796
Equity	**權益**			
Equity attributable to owners of the Company	**歸屬於本公司所有者的權益**			
Share capital	股本	*18*	**842,520**	856,134
Other reserves	其他儲備	*20*	**1,212,941**	1,201,514
Retained earnings	留存收益			
— Proposed final dividend	— 擬派末期股利	*33*	**–**	60,969
— Others	— 其他		**892,225**	30,872
Total equity	**權益總額**		**2,947,686**	2,149,489

Statement of Financial Position (Continued)
財務狀況表(續)

		Note 附註	As at December 31, 於十二月三十一日 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Liabilities	**負債**			
Non-current liabilities	**非流動負債**			
Borrowings	借款	*24*	**4,169,243**	3,589,503
Provisions, accruals and other liabilities	準備、預提及其他負債	*23*	**7,663**	17,442
Derivative financial instruments	衍生金融工具		**–**	2,770
			4,176,906	3,609,715
Current liabilities	**流動負債**			
Provisions, accruals and other liabilities	準備、預提及其他負債	*23*	**163,635**	143,592
			163,635	143,592
Total liabilities	**負債總額**		**4,340,541**	3,753,307
Total equity and liabilities	**權益及負債總額**		**7,288,227**	5,902,796
Net current assets	**流動資產淨額**		**384,703**	308,626
Total assets less current liabilities	**資產總額減流動負債**		**7,124,592**	5,759,204

The accompanying notes are an integral part of these financial statements.

後附附註為本財務報表的整體部分。

The financial statements on pages 88 to 235 were approved by the Board of Directors on March 19, 2015 and were signed on its behalf.

第88頁至第235頁之財務報表已於二零一五年三月十九日獲董事會批准刊發，並代表董事會簽署：

Zhang Ruilin
張瑞霖
Director
董事

Tao Tak Yin Dexter
陶德賢
Director
董事

Consolidated Statement of Comprehensive Income
合併綜合收益表

			Year ended December 31, 截至十二月三十一日止年度	
		Note 附註	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Revenue	**收益**	5	**2,982,909**	3,256,061
Operating expenses:	**經營支出：**			
Depreciation, depletion and amortization	折舊、折耗及攤銷		**(928,447)**	(905,032)
Taxes other than income taxes	稅項(所得稅除外)	26	**(695,092)**	(740,628)
Employee benefit expense	員工薪酬成本	28	**(215,634)**	(227,769)
Purchases, services and other direct costs	採購、服務及其他直接成本		**(337,340)**	(370,205)
Geological and geophysical expense	地質及地球物理費用		**(20,047)**	(4,721)
Distribution expense	銷售支出		**(36,595)**	(31,346)
General and administrative expense	管理費用		**(123,733)**	(102,528)
Impairment charges	資產減值損失	6	**(154,570)**	–
Other gains/(losses), net	其他利得／(損失)，淨值	25	**302,020**	(4,635)
Total operating expenses	**總經營支出**		**(2,209,438)**	(2,386,864)
Profit from operations	**經營利潤**	28	**773,471**	869,197
Finance income	財務收入	27	**18,491**	6,431
Finance costs	財務費用	27	**(499,818)**	(351,984)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	8	**(55,432)**	(68,777)
Profit before income tax	**除所得稅前利潤**		**236,712**	454,867
Income tax expense	**所得稅費用**	30	**(214,163)**	(175,083)
Profit for the year	**本年利潤**		**22,549**	279,784
Other comprehensive income/(loss)	**其他綜合收益／(損失)：**			
Items that will not be reclassified to profit or loss	***其後不會重分類至損益的項目***			
Currency translation differences	外幣折算差額		**4,001**	(48,932)
Items that may be reclassified to profit or loss	***其後可能會重分類至損益的項目***			
Change in value of available-for-sale financial assets	可供出售金融資產的價值變動		**(20,285)**	24,283
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal	重分類處置可供出售金融資產價值累計變動		**–**	(4,093)
Currency translation differences	外幣折算差額		**–**	20,514
			(16,284)	(8,228)
Total comprehensive income for the year	**本年綜合收益總額**		**6,265**	271,556

Consolidated Statement of Comprehensive Income (Continued)
合併綜合收益表(續)

		Note 附註	Year ended December 31, 截至十二月三十一日止年度 2014 二零一四年 RMB'000 人民幣千元	 2013 二零一三年 RMB'000 人民幣千元
Profit for the year attributable to:	**本年利潤歸屬於：**			
Owners of the Company	本公司所有者		**58,482**	283,009
Non-controlling interests	非控制性權益		**(35,933)**	(3,225)
			22,549	279,784
Total comprehensive income for the year attributable to:	**本年綜合收益總額歸屬於：**			
Owners of the Company	本公司所有者		**42,198**	274,781
Non-controlling interests	非控制性權益		**(35,933)**	(3,225)
			6,265	271,556
Earnings per share for profit attributable to owners of the Company for the year (expressed in RMB per share)	**本年本公司所有者應佔利潤的每股收益(每股人民幣)**	*32*		
Basic earnings per share	基本每股收益		**0.02**	0.11
Diluted earnings per share	稀釋每股收益		**0.02**	0.11
The accompanying notes are an integral part of these consolidated financial statements.	後附附註為本合併財務報表的整體部分。			
Dividends	**股利**	*33*	**–**	60,969

Consolidated Statement of Changes in Equity
合併權益變動表

		Attributable to owners of the Company 歸屬於本公司所有者					Non-controlling interests 非控制性權益	Total Equity 權益總額
		Ordinary shares 普通股 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 留存收益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at January 1, 2013	於二零一三年一月一日	17,629	836,374	203,107	2,406,263	3,463,373	810	3,464,183
Comprehensive income for the year	**本年綜合收益**							
Profit for the year	本年利潤	–	–	–	283,009	283,009	(3,225)	279,784
Available-for-sale financial assets *(Note 20)*	可供出售金融資產*(附註20)*	–	–	20,190	–	20,190	–	20,190
Currency translation differences	外幣折算差額	–	–	(28,418)	–	(28,418)	–	(28,418)
		–	–	(8,228)	283,009	274,781	(3,225)	271,556
Transactions with owners	**與所有者交易**							
Employees stock option schemes	僱員購股權計劃							
– value of employee services *(Note 28)*	– 僱員服務價值*(附註28)*	–	–	26,549	–	26,549	–	26,549
– exercise of employee options	– 行使僱員購股權	9	2,122	(954)	–	1,177	–	1,177
Shares purchased under Share Award Scheme *(Note 20(a))*	為股份獎勵計劃回購股份*(附註20(a))*	–	–	(50,240)	–	(50,240)	–	(50,240)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利	–	–	1,976	–	1,976	–	1,976
Options granted for investment in subsidiaries *(Note 19(c))*	為子公司權益而授予的購股權*(附註19(c))*	–	–	67,839	–	67,839	–	67,839
Partial disposal of interest in a subsidiary	部分處置子公司權益	–	–	1,717	–	1,717	45,838	47,555
Dividends	股息	–	–	–	(126,165)	(126,165)	–	(126,165)
		9	2,122	46,887	(126,165)	(77,147)	45,838	(31,309)
As at December 31, 2013	於二零一三年十二月三十一日	17,638	838,496	241,766	2,563,107	3,661,007	43,423	3,704,430

Consolidated Statement of Changes in Equity (Continued)
合併權益變動表(續)

		Attributable to owners of the Company 歸屬於本公司所有者					Non-controlling interests 非控制性權益	Total Equity 權益總額
		Ordinary shares 普通股 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 留存收益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at January 1, 2014	於二零一四年一月一日	17,638	838,496	241,766	2,563,107	3,661,007	43,423	3,704,430
Comprehensive income for the year	**本年綜合收益**							
Profit for the year	本年利潤	–	–	–	58,482	58,482	(35,933)	22,549
Available-for-sale financial assets *(Note 20)*	可供出售金融資產*(附註20)*	–	–	(20,285)	–	(20,285)	–	(20,285)
Currency translation differences	外幣折算差額	–	–	4,001	–	4,001	–	4,001
		17,638	838,496	225,482	2,621,589	3,703,205	7,490	3,710,695
Transactions with owners	**與所有者交易**							
Employees stock option schemes	僱員購股權計劃							
– value of employee services *(Note 28)*	– 僱員服務價值*(附註28)*	–	–	33,652	–	33,652	–	33,652
– settlement of employee options *(Note 20(i))*	– 結算僱員購股權*(附註20(i))*	–	–	(10,385)	–	(10,385)	–	(10,385)
Settlement of options granted for interest in subsidiaries *(Note 20(i))*	結算為子公司權益而授予的購股權*(附註20(i))*	–	–	(95,855)	–	(95,855)	–	(95,855)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利	–	–	970	–	970	–	970
Share repurchased and cancellation *(Note 18)*	股份回購及註銷*(附註18)*	(105)	(13,509)	–	–	(13,614)	–	(13,614)
Dividends	股息	–	–	–	(60,952)	(60,952)	–	(60,952)
		(105)	(13,509)	(71,618)	(60,952)	(146,184)	–	(146,184)
As at December 31, 2014	於二零一四年十二月三十一日	17,533	824,987	153,864	2,560,637	3,557,021	7,490	3,564,511

The accompanying notes are an integral part of these consolidated financial statements.

後附附註為本合併財務報表的整體部分。

Consolidated Statement of Cash Flows
合併現金流量表

		Note 附註	Year ended December 31, 截至十二月三十一日止年度 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Net cash generated from operating activities	**經營活動產生的現金淨額**	34	**1,180,423**	1,209,099
Cash flows from investing activities	**投資活動所用的現金流量**			
Purchases of property, plant and equipment	購買不動產、工廠及設備		**(1,314,023)**	(1,408,913)
Purchase of available-for-sale financial assets	購買可供出售金融資產	11	**(71,986)**	–
Proceeds from disposal of subsidiaries	處置子公司所得款項	9	**532,479**	–
Deposit received in relation to disposal of subsidiaries	處置子公司收到的押金		**46,400**	–
Capital contribution to investments accounted for using the equity method	增資於以權益法核算的投資	8	**(269,375)**	(180,773)
Loans to investments accounted for using equity method	對以權益法入賬的投資的借款		**(163,856)**	–
(Increase)/decrease in restricted cash	受限制現金的(增加)/減少		**(103,411)**	1,838
Interest received	已收利息		**14,364**	2,863
Proceeds from contingent consideration receivable	收到應收或有對價款項		**8,134**	–
Proceeds from realized gain of oil option	石油期權實現收益所得款項		**10,208**	–
Net cash used in investing activities	**投資活動所用的現金淨額**		**(1,311,066)**	(1,584,985)

Consolidated Statement of Cash Flows (Continued)
合併現金流量表(續)

		Note 附註	Year ended December 31, 截至十二月三十一日止年度 2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Cash flows from financing activities	**融資活動產生的現金流量**			
Proceeds from borrowings	借款所得款項		**411,545**	120,000
Proceeds from issue of senior notes payable, net of issuance costs	發行票據所得款項(扣除發行成本後淨值)	*24*	**2,986,181**	1,229,212
Repayments of senior notes	償還票據	*24*	**(2,465,600)**	–
Payment of premium related to the repayments of senior notes	支付償還票據溢價	*24*	**(120,198)**	–
Proceeds from disposal of a joint venture	出售合營企業所得款項		**–**	16,741
Proceed from partial disposal of interest in a subsidiary	部分處置子公司權益所得款項		**–**	44,507
Payment for settlement of share options	為回購購股權支付的款項	*19*	**(10,385)**	–
Proceeds from exercise of share options	行使購股權所得款項		**–**	1,177
Repayments of borrowings	償還借款		**(126,455)**	(998,612)
Dividends paid	已付股息		**(60,952)**	(124,365)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利		**970**	1,976
Payment of loan arrangement fee and others	支付借款安排費及相關費用		**(14,994)**	(25,339)
Payment for shares purchased under Share Award Scheme	為股份獎勵計劃回購股份	*18*	**–**	(50,240)
Payment for repurchase of shares and cancellation	支付股份回購及註銷	*18*	**(13,614)**	–
Payment for settlement of options to acquire shares of subsidiaries	結算可認購子公司股份購股權		**(44,605)**	–
Net cash generated from financing activities	**融資活動產生的現金淨額**		**541,893**	215,057
Net increase/(decrease) in cash and cash equivalents	**現金及現金等價物的增加/(減少)淨額**		**411,250**	(160,829)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		**274,529**	467,164
Exchange gains/(losses) on cash and cash equivalents	現金及現金等價物的匯兑收益/(虧損)		**3,429**	(31,806)
Cash and cash equivalents at end of the year	**年末現金及現金等價物**	*17*	**689,208**	274,529

The accompanying notes are an integral part of these consolidated financial statements.

後附附註為本合併財務報表的整體部分。

Notes to the Consolidated Financial Statements
合併財務報表附註

1. General information

MIE Holdings Corporation (the "Company") and its subsidiaries (together, the "Group") are principally engaged in the exploration, development, production and sale of oil and other petroleum products in the People's Republic of China (the "PRC"), the Republic of Kazakhstan (the "Kazakhstan"), and the United States of America ("USA") under production sharing contracts ("PSC") and other similar arrangements. The Group currently has two producing oil PSCs in the PRC, an exploration contract and four production contracts in Kazakhstan and a working interest in the Niobrara shale oil and gas assets in the USA. The Group also participates through a joint venture in the exploration of two unconventional gas assets located on the eastern flank of the Ordos Basin in the PRC pursuant to two separate PSCs.

Further details of the Group's joint operations under PSCs and similar arrangements, and joint ventures are set out in Notes 8(a) and 8(b) to the consolidated financial statements, respectively.

The Company is a limited liability company incorporated in Cayman Islands. The address of its registered office is Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands.

The Company's shares are listed on the Stock Exchange of Hong Kong Limited ("SEHK").

The financial statements are presented in Chinese Renminbi ("RMB") unless otherwise stated. These financial statements have been approved for issue by the board of directors of the Company ("Board of Directors") on March 19, 2015.

1. 一般資料

MI能源控股有限公司（以下簡稱「本公司」）及其附屬公司（統稱「本集團」）主要在中華人民共和國（以下簡稱「中國」）、哈薩克斯坦共和國（以下簡稱「哈薩克斯坦」）和美國按照產品分成合同及類似協議，從事勘探、開發、生產及銷售石油和其他石油產品。本集團目前擁有位於中國的兩個生產原油產品分成合同項目，位於哈薩克斯坦的一處勘探合同和四處生產合同項目，並擁有位於美國的Niobrara葉岩油和天然氣資產的作業權益。本集團通過一家合營企業依照兩份不同的產品分成合同參與位於中國鄂爾多斯盆地東側兩處非常規天然氣資產的勘探。

本集團在產品分成合同及類似協議下的共同經營和合營企業的進一步詳情，分別載於本合併財務報表附註8(a)和8(b)中。

本公司是一家於開曼群島註冊成立的有限公司。註冊地址為Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1–1104, Cayman Islands。

本公司的股份在香港聯合交易所有限公司上市（以下簡稱「香港聯交所」）。

本財務報表以人民幣列報（除非另有說明）。本財務報表已經由本公司董事會於二零一五年三月十九日批准刊發。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial assets and financial liabilities (including derivative instruments) through profit or loss, which are carried at fair value.

The consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

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

2. 重要會計政策摘要

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

2.1 編製基礎

合併財務報表是根據國際會計準則委員會發佈的國際財務報告準則編製。合併財務報表按照歷史成本法編製，並就可供出售金融資產以公允價值計量且其變動計入損益的金融資產和金融負債（包括衍生工具）的重估而作出修訂。

合併財務報表是根據舊有香港《公司條例》（第32章）的適用規定就本財政年度和比較期間而編制。

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

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(a) *New and amended standards adopted by the Group*

The following standards have been adopted by the Group for the first time for the financial year beginning on or after January 1, 2014:

- Amendments to IFRS 10, 12 and IAS 27 'Consolidation for investment entities'. These amendments mean that many funds and similar entities will be exempt from consolidating most of their subsidiaries. Instead, they will measure them at fair value through profit or loss. The amendments give an exception to entities that meet an 'investment entity' definition and which display particular characteristics. Changes have also been made IFRS 12 to introduce disclosures that an investment entity needs to make.

- Amendments to IAS 32, 'Financial instruments: Presentation' on offsetting financial assets and financial liabilities. This amendment clarifies that the right of set-off must not be contingent on a future event. It must also be legally enforceable for all counterparties in the normal course of business, as well as in the event of default, insolvency or bankruptcy. The amendment also considers settlement mechanisms.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.1 會計政策和披露的變動

(a) *本集團已採納的新訂和已修改的準則*

本集團自二零一四年一月一日或之後開始的財政年度首次採納的新準則和已修訂的準則列示如下：

- 國際財務報告準則第10、12號及國際會計準則第27號(修改)有關投資主體的合併。此等修改意味著許多基金和類似主體將獲豁免合併其大部分子公司。取而代之，基金和類似主體可以公允價值透過損益計量其子公司。此等修改為符合「投資主體」定義並表現出某些特點的主體提供豁免。改變亦包括國際財務報告準則第12號引入了投資主體須作出的披露。

- 國際會計準則第32號(修改)「金融工具：呈報」有關金融資產和金融負債的對銷。此修改澄清了對銷權必須不得依賴未來事項而定。在一般業務過程中以及倘一旦出現違約、無償債能力或破產時，這也必須對所有對手方具有法律約束力。此修改亦考慮了結算機制。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(a) New and amended standards adopted by the Group (Continued)

- Amendments to IAS 36, 'Impairment of assets', on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of CGUs which had been included in IAS 36 by the issue of IFRS 13.

- Amendments to IAS 39, 'Financial Instruments: Recognition and measurement' on the novation of derivatives and the continuation of hedge accounting. This amendment considers legislative changes to 'over-the-counter' derivatives and the establishment of central counterparties. Under IAS 39 novation of derivatives to central counterparties would result in discontinuance of hedge accounting. The amendment provides relief from discontinuing hedge accounting when novation of a hedging instrument meets specified criteria. The group has applied the amendment and there has been no significant impact on the group financial statements as a result.

2. 重要會計政策摘要(續)

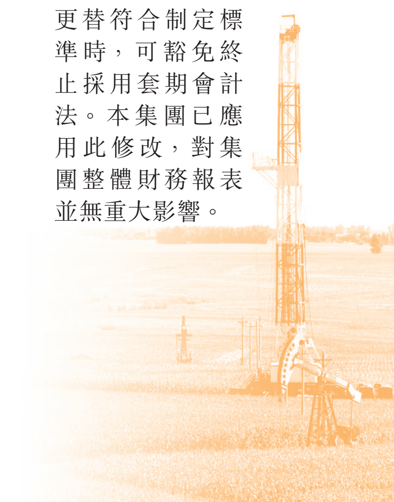
2.1 編製基礎(續)

2.1.1 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際會計準則第36號(修改)「資產減值」有關非金融資產可收回金額的披露。此修改刪除了透過發佈國際財務報告準則第13號,國際會計準則第36號所包括的現金產出單元的可回收金額的若干披露。

- 國際會計準則第39號的修改「金融工具:確認及計量」有關衍生工具的更替和套期會計的延續。此修改考慮了「場外」衍生工具的立法變更和成立中央對手方。根據國際會計準則第39號,將衍生工具更替至中央對手方將導致套期會計法的終止。此修改提供了當一項套期工具的更替符合制定標準時,可豁免終止採用套期會計法。本集團已應用此修改,對集團整體財務報表並無重大影響。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(a) New and amended standards adopted by the Group (Continued)

- Amendments to IAS 19 , 'employee benefits' (effective from January 1, 2014), these amendments eliminate the corridor approach and calculate finance expenses on a net funding basis.

- International Financial Reporting Interpretations Committee ("IFRIC") Interpretation 21, 'Levies', sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to the payment a levy and when a liability should be recognized.

The adoption of the above new and amended standards did not result in any significant impact to the Group's financial statements.

Other standards, amendments and interpretations which are effective for the financial year beginning on January 1, 2014 are not material to the Group.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.1 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際會計準則第19號(修改)「職工福利」。(二零一四年一月一日起實施)。此修改刪除了區間法,並按淨注資基準計算融資費用。

- 國際財務報告解釋委員會 — 解釋公告第21號「徵費」。載列如有關債務屬於國際會計準則第37號「準備」的範圍,則支付此項徵費義務的會計法。此解釋説明導致支付徵費的債務事件和何時將負債入賬。

採納上述新準則或已修訂的準則並未對本集團財務報表產生任何重大影響。

於二零一四年一月一日開始的財政年度已經生效的其他準則、修改和解釋對集團並無重大影響。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(a) New and amended standards adopted by the Group (Continued)

In addition, the requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company's first financial year commencing on or after March 3, 2014 in accordance with section 358 of that Ordinance. The group is in the process of making an assessment of expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.1 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

此外，新香港《公司條例》(第622章)第9部「賬目和審計」的規定已於本公司二零一四年三月三日或之後開始的首個財政年度生效(根據該條例第358條)本公司現正評估香港《公司條例》的變動對新香港《公司條例》(第622章)第9部首次應用期間的合併財務報表的預期影響。至今認為其影響將不會十分重大，且只有合併財務報表內的呈列和披露諮詢會受到影響。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2014 and not yet adopted:

- IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss.

2. 重要會計政策摘要（續）

2.1 編製基礎（續）

2.1.1 會計政策和披露的變動（續）

(b) 二零一四年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：

- 國際財務報告準則第9號「金融工具」，針對金融資產和金融負債的分類、計量和確認。國際財務報告準則第9號的完整版本已在二零一四年七月發佈。此準則取代了國際會計準則第39號中有關分類和計量金融工具的指引。國際財務報告準則第9號保留但簡化了金融資產的混合計量模型，並確認了三個主要的計量類別：按攤銷成本、按公允價值透過其他綜合收益以及按公允價值透過損益表計量。此分類標準視乎主體的經營模式，以及金融資產的合同現金流量特點。在權益工具中的投資需要按公允價值透過損益表計量，而由初始不可撤銷選項在其他綜合收益計量的公允價值變動不循環入賬。目前新的預期信貸損失模型，取代在國際會計準則第39號中使用的減值虧損模型。對於金融負債，就按公允價值透過損益表計量的負債，除了在其他綜合收益中確認本身信貸風險變動外，分類和計量無任何變動。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2014 and not yet adopted: (Continued)

IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39.

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.1 會計政策和披露的變動(續)

(b) 二零一四年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：(續)

國際財務報告準則第9號放寬了套期有效性的規定，以清晰界限套期有效性測試取代。此準則規定被套期項目與套期工具的經濟關係以及「套期比率」須與管理層實際用以風險管理之目的相同。根據此準則，仍需有同期文件存檔，但此規定與國際會計準則第39號現時所規定的不同。

國際財務報告準則第15號「客戶合同收益」處理有關主題預期客戶合同所產生的收益和現金流量的性質、金額、實踐性和不確定性的收益確認，並就像財務報表使用者報告有用的資訊建立原則。當客戶獲得一項貨品或服務的控制權並因此有能力指示該貨品或服務如何使用和獲得其利益，即確認此項收益。此準則取代國際會計準則第18號「收益」及國際會計準則第11號「建造合同」和相關解釋。此準則將於二零一七年一月一日或之後開始的年度期間生效並容許提早採納。本集團現正評估國際財務報告準則15號的影響。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2014 and not yet adopted: (Continued)

The Group has already commenced an assessment of the related impact of the above revised standards, amendments and interpretations to the Group's financial statements and is not expecting any significant impact to the Group's financial position and results.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2.2 Consolidation and subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2. 重要會計政策摘要（續）

2.1 編製基礎（續）

2.1.1 會計政策和披露的變動（續）

(b) 二零一四年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：（續）

本集團已開始對上述新準則和準則的修改及解釋對本集團財務報表產生的相關影響進行評估，並預計於上述新準則和準則的修改及解釋生效日的採納不會對本集團的財務狀況和業績產生重大影響。

此外，沒有其他尚未生效的國際財務報告準則或國際財務報告解釋委員會－解釋公告預期會對本集團有重大影響。

2.2 合併及子公司

2.2.1 合併

子公司指本集團對其具有控制權的所有主體（包括結構性主體）。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。子公司在控制權轉移至本集團之日起合併入賬。子公司在控制權終止之日起停止合併入賬。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognized amounts of the acquiree's identifiable net assets. All other components of non controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.1 合併(續)

(a) 業務合併

本集團利用購買法將業務合併入賬。購買一子公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。本集團按個別收購基準，確認在被購買方的任何非控制性權益。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤是按比例應佔主體的淨資產，可按公允價值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公允價值計量，除非國際財務報告準則規定必須以其他計量基準計算。

購買相關成本在產生時支銷。

如業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在損益中確認。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the consolidated statement of comprehensive income.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.1 合併(續)

(a) 業務合併(續)

本集團將轉讓的任何或有對價按收購日期的公允價值計量。被視為資產或負債的或有對價公允價值的其後變動，根據國際會計準則第39號的規定，在損益中或作為其他綜合收益的變動確認。分類為權益的或有對價不重新計量，其之後的結算在權益中入賬。

所轉讓對價、被收購方的任何非控制性權益數額，及在被收購方之前任何權益在收購日期的公允價值，超過購入可辨識淨資產公允價值的數額記錄為商譽。如所轉讓對價、確認的任何非控制性權益及之前持有的權益計量，低於購入子公司淨資產的公允價值，則將該數額直接在合併綜合收益表中確認。

集團內公司之間的交易、結餘及交易的未變現利得予以對銷。未變現損失亦予以對銷。子公司報告的數額已按需要作出改變，以確保與本集團採用的政策符合一致。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(b) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions — that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) *Disposal of subsidiaries*

When the Group ceases to have control any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.1 合併(續)

(b) *子公司所有者權益變動但控制權不變*

本集團將其與非控制性權益進行、不導致失去控制權的交易入賬為權益交易 — 即與子公司所有者以其作為所有者身份進行的交易。所支付任何對價的公允價值與相關應佔所收購子公司淨資產賬面價值的差額記錄為權益,向非控制性權益的處置的盈虧亦記錄在權益中。

(c) *出售子公司*

當集團不再持有控制權,在主體的任何保留權益與失去控制權當日重新計量值公允價值,賬面值的變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值,作為聯營、合營或金融資產。此外,之前在其他綜合收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他綜合收益中確認的數額重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Joint arrangements

The Group applies IFRS 11 to all joint arrangements. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Company has assessed the nature of its joint arrangements and determined them to be joint ventures and joint operations.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.2 獨立財務報表

子公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。子公司的業績由本公司按已收及應收股利入賬。

如股利超過宣派股利期內子公司的綜合收益，或如在獨立財務報表的投資賬面值超過合併財務報表中被投資公司淨資產(包括商譽)的賬面值，則必須對子公司投資作減值測試。

2.3 合營安排

本集團已對所有合營安排應用國際財務報告準則第11號。根據國際財務報告準則第11號，在合營安排的投資必須分類為共同經營或合營企業，視乎每個投資者的合同權益和義務而定。本公司已評估其合營安排的性質並釐定為共同經營和合營企業。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.3 Joint arrangements (Continued)

2.3.1 Joint ventures

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses and movements in other comprehensive income. The group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the group's net investment in the joint ventures), the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the group.

2.3.2 Joint operations

The Group's development and production activities in the PRC are conducted, through its subsidiaries or joint ventures, jointly with others through PSCs. These PSCs establish joint control over the development and production activities. The assets are not owned by a separate legal entity but are controlled by individual participants in the PSCs. Each participant is entitled to a predetermined share of the related output and bears an agreed share of the costs.

2. 重要會計政策摘要(續)

2.3 合營安排(續)

2.3.1 合營企業

根據權益法，合營企業權益初步以成本確認，其後經調整以確認本集團享有的收購後利潤或虧損以及其他綜合收益變動的份額。本集團對合營企業的投資包括在購買時已辨認的商譽。在購買合營企業的投資時，購買成本與本集團享有的對合營企業可辨認資產和負債的公允價值淨額的差額確認為商譽。當集團享有某一合營企業的虧損超過或相等於在該合營企業的權益(包括任何實質上構成集團在該合營淨投資的長期權益)，則集團不確認進一步虧損，除非集團已產生義務或已代合營企業付款。

集團與其合營企業之間的未變現交易利得按集團在該等合營企業的權益予以對消。未變現虧損也予以對消，除非交易提供證據證明所轉讓的資產出現減值。合營企業的會計政策如有需要已改變以符合集團採納的政策。

2.3.2 共同經營

本集團在中國通過子公司和合營企業在產品分成合同下與其他方共同進行開發及生產活動。該等合同形成開發及生產活動的共同控制。該等資產並非由獨立法人實體擁有，而由產品分成合同的個人參與者控制。各參與者有權享有相關產品預先釐定的份額，並承擔協議份額的成本。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies (Continued)

2.3 Joint arrangements (Continued)

2.3.2 Joint operations (Continued)

The consolidated financial statements reflect:

- the Group's share of any assets used in the joint operations;
- any liabilities that the Group incurred;
- the Group's share of any liabilities incurred jointly with the other PSC partners in relation to the joint production;
- any income from the sale or use of the Group's share of the output of the production, together with its share of any expenses incurred in the production; and
- any expense that the Group has incurred in respect of its interests in the production.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is United States dollar ("US$"). The presentation currency of the consolidated financial statements is RMB.

2. 重要會計政策摘要（續）

2.3 合營安排（續）

2.3.2 共同經營（續）

本合併財務報表反映：

- 本集團用於共同經營的資產份額；
- 本集團已產生的任何負債；
- 就共同生產而與其他產品分成合同參與者產生的任何負債內本集團的份額；
- 來自銷售或使用產品內本集團份額的收入，及其攤佔生產所產生的任何支出；及
- 本集團就產品權益所產生的任何支出。

2.4 外幣折算

(a) 功能及列報貨幣

本集團每個主體的財務報表所列項目乃採用該實體經營所在地主要經濟環境的貨幣（「功能貨幣」）進行計量。本公司的功能貨幣為美元。合併財務報表的列報貨幣為人民幣。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of comprehensive income within 'finance income or' 'finance costs'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognized in profit or loss, and other changes in carrying amount are recognized in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2. 重要會計政策摘要(續)

2.4 外幣折算(續)

(b) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率折算為功能貨幣。結算此等交易及按年末匯率折算以外幣計值的貨幣資產及負債所導致的外匯收益及虧損計入損益。與借款和現金及現金等價物有關的匯兑利得和損失在合併綜合收益表內的「財務收入」或「財務費用」中列報。

以外幣為單位及被分類為可供出售的債務證券的公允價值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的折算差額進行分析。與攤銷成本變動有關的折算差額計入損益，賬面值的其他變動則於其他綜合收益中確認。

非貨幣性金融資產及負債(例如以公允價值計量且其變動計入損益的權益)的折算差額作為公允價值利得和損失的一部分計入損益。非貨幣性金融資產及負債(例如分類為可供出售的權益)的折算差額包括在其他綜合收益中。

Notes to the Consolidated Financial Statements (Continued)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position;

(ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) all resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognized in other comprehensive income.

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

合併財務報表附註(續)

2. 重要會計政策摘要(續)

2.4 外幣折算(續)

(c) 集團公司

其功能貨幣與本集團的列報貨幣不同的所有集團內的主體(當中沒有惡性通貨膨脹經濟的貨幣)的業績和財務狀況按如下方法折算為列報貨幣：

(i) 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率折算；

(ii) 每份綜合收益表內的收益和費用按平均匯率折算(除非此匯率並不代表交易日期匯率的累計影響的合理約數；在此情況下，收支項目按交易日期的匯率折算)；及

(iii) 所有由此產生的匯兑差額在其他綜合收益中確認。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債，並按期末匯率折算。產生的匯兑差額在其他綜合收益中入賬。

(d) 境外經營的處置和部分處置

對於境外經營的處置(即處置本集團在境外經營中的全部權益，或者處置涉及喪失對擁有境外經營的子公司的控制權，或涉及喪失對擁有境外經營的合營企業的共同控制權，或涉及喪失對擁有境外經營的聯營企業的重大影響)，就該項經營累計計入權益的歸屬於本公司所有者的所有匯兑差額均重分類至損益。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal (Continued)

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.5 Property, plant and equipment

Property, plant and equipment, including oil and gas properties, is stated at historical cost less accumulated depreciation, depletion, amortization and impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized 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 any replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The cost of oil and gas properties is amortized at the field level based on the unit of production method. Unit of production rates are based on oil and gas proved and probable developed producing reserves estimated to be recoverable from existing facilities based on the current terms of the respective production agreements. The Group's reserves estimates represent crude oil and gas which management believes can be reasonably produced within the current terms of their production agreements.

2. 重要會計政策摘要(續)

2.4 外幣折算(續)

(d) 境外經營的處置和部分處置(續)

對於並不導致本集團喪失對擁有境外經營的子公司的控制權的部分處置，本集團在累計匯兑差額中的比例份額重新歸屬於非控制性權益並且不在損益中確認。對於所有其他部分處置(即本集團在聯營企業或合營企業中的所有權權益的減少並不導致本集團喪失重大影響或共同控制權)，本集團在累計匯兑差額中的比例份額重分類至損益。

2.5 不動產、工廠及設備

不動產、廠房及設備按歷史成本減累計折舊、折耗及攤銷和累計減值損失後的價值列示。歷史成本包括直接歸屬於購買該等物品的支出。

後續發生的成本只有當與其相關的未來經濟利益很可能流入本集團並且此類支出能夠可靠計量時，才計入資產的賬面價值或確認為獨立資產。被替換部分的賬面價值將終止確認。此外的所有其他維修及保養支出，均在費用發生時計入該財務期間的損益。

油氣資產的成本乃以油田為單位按單位產量法予以攤銷。單位產量乃根據各自生產協議的現有期限，按照在現有設施下預計可回收石油及天然氣的已探明及概算已開發產油儲量計算。本集團的儲量估計為管理層認為可於此等生產協議現有期限內合理開採的原油及天然氣。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment (Continued)

Depreciation on other assets is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives, as follows:

Buildings and improvements	7-10 years
Office equipment	3 years
Motor vehicles and production equipment	10 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within 'Other gains, net' in profit or loss.

2.6 Exploration and evaluation expenditure

The successful efforts method of accounting is used for oil and gas exploration and production activities. Under this method, all costs for development wells, supporting equipment and facilities, and proved mineral interests in oil and gas properties are capitalized. Geological and geophysical costs are expensed when incurred. Costs of exploratory wells (including certain geophysical costs which are directly attributable to the drilling of these wells) are capitalized as exploration and evaluation assets pending determination of whether the wells find proved oil and gas reserves. Proved oil and gas reserves are the estimated quantities of crude oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions.

2. 重要會計政策摘要(續)

2.5 不動產、工廠及設備(續)

其他資產折舊以直線法按各項資產的預計可使用年限扣除殘值後計提。預計可使用年限如下：

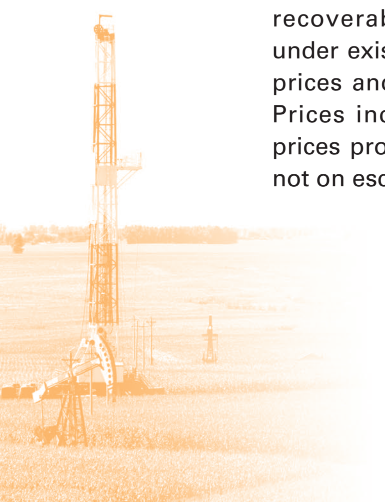
樓宇及裝修	七至十年
辦公室設備	三年
汽車及生產設備	十年

本集團至少於報告期末對相關資產的殘值及可使用年限進行評估，並在必要時進行調整。當資產的賬面價值大於其預計的可回收金額時，相關資產賬面價值應立即撇減至其可回收金額。

處置的利得或損失按所得款與賬面值的差額確定，並計入損益中的「其他利得，淨額」。

2.6 勘探、評價資產和油氣資產

油氣勘探與生產活動採用成果法記賬。根據此方法，開發井、配套設施以及油氣資產中的已探明礦區權益的所有成本均予以資本化。地質及地球物理成本於產生時費用化。勘探井的成本(包括直接歸屬於鑽井服務的特定地質成本)乃根據該等井是否發現探明油氣儲量而決定是否作為在建工程予以資本化。探明油氣儲量為在現有經濟及作業條件(即於估算日的價格及成本)下，地質及工程數據表明於未來年度可合理肯定從已知油藏開採出原油及天然氣的估算量。價格包括僅按合同安排規定的現有價格變化的考慮，而並非根據未來條件調高價格。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.6 Exploration and evaluation expenditure (Continued)

Exploratory wells in areas not requiring major capital expenditures are evaluated for economic viability within one year of completion of drilling. The related well costs are expensed as dry holes if it is determined that such economic viability is not attained. Otherwise, the related well costs are reclassified to oil and gas properties and subject to impairment review. For exploratory wells that are found to have economically viable reserves in areas where major capital expenditure will be required before production can commence, the related well costs remain capitalized only if additional drilling is under way or firmly planned. Otherwise the related well costs are expensed as dry holes. The Group does not have any costs of unproved properties capitalized in oil and gas properties.

Identifiable exploration assets acquired are recognized as assets at their fair value, as determined by the requirements of business combinations. Exploration and evaluation expenditure incurred subsequent to the acquisition of an exploration asset in a business combination is accounted for in accordance with the policy outlined above.

2.7 Intangible assets

Intangible assets represent computer software, mineral extraction rights, mining rights and goodwill.

(a) Computer software

Acquired computer software licences are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of three years.

2. 重要會計政策摘要(續)

2.6 勘探、評價資產和油氣資產(續)

於無需投入大量資本支出的地域的勘探井乃於完成鑽探的一年期內按經濟可行性予以評估。倘若釐定該等油氣井並不存在經濟可行性，則相關井乃作為幹井支出。否則，相關油氣井成本乃重新分類至油氣資產，並進行減值審閱。至於在可開始投產前將需投入大量資本支出的地域發現具有經濟可行儲量的勘探井，相關油氣井成本僅當正在進行或已正式計劃額外鑽探時仍維持資本化。否則，相關油氣井成本乃作為幹井支出。本集團並未將任何未探明資產的成本資本化於油氣資產中。

業務合併產生的可辨認勘探資產根據公允價值予以確認。收購後發生的勘探、評價支出按照上述會計政策予以賬務處理。

2.7 無形資產

無形資產指電腦軟件、礦產開採權、採礦權和商譽。

(a) 電腦軟件

所獲得的電腦軟件許可證已按獲得及使用有關軟件所產生的成本為基準撥充資本。該等成本乃按其估計可使用年期三年攤銷。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.7 Intangible assets (Continued)

(b) Mineral extraction and mining rights

Mineral extraction rights and mining rights are amortized based on the unit of production method.

Unit of production rates are based on oil and gas proved and probable reserves estimated to be recoverable from existing facilities based on the current terms of the respective production agreements.

(c) Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Company's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognized immediately as an expense and is not subsequently reversed.

2. 重要會計政策摘要(續)

2.7 無形資產(續)

(b) 礦產開採權和採礦權

礦產開採權和採礦權利用單位產量法予以攤銷。

單位產量乃根據各自生產協議的現有期限，按照在現有設施下預計可回收石油及天然氣的已探明及概算已開發產油儲量計算。

(c) 商譽

商譽為收購子公司所得，並相當於所轉讓對價超過本公司在被收購方的可辨認資產、負債和或有負債淨公允價值權益的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元或現金產出單元組(預期可從合併中獲取協同利益)。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額(使用價值與公允價值減出售成本較高者)比較。任何減值須實時確認及不得在之後期間撥回。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.8 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

2. 重要會計政策摘要(續)

2.8 非金融資產減值

使用壽命不限定的無形資產或尚未可供使用的無形資產無需攤銷，但每年須就減值進行測試。須予攤銷的資產會於發生事項或情況出現變化而顯示面值未必能夠收回時，評估有否減值。減值虧損按有關資產的面值超逾其可收回金額的數額確認。可收回金額為資產的公允價值減銷售成本與使用價值兩者的較高者。於進行減值評估時，資產按可獨立識別現金流量的最小單位(現金產生單位)分類。出現減值的非金融資產(商譽除外)於各呈報日期檢討是否可能進行減值撥回。

2.9 金融資產

2.9.1 分類

本集團將其金融資產分類為以下類別：以公允價值計量且其變動計入損益、貸款及應收賬款，以及可供出售。分類視乎購入金融資產之目的。管理層應在初始確認時釐定金融資產的分類。

(a) 以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產指交易性金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為套期，否則亦分類為持作交易性。在此類別的資產分類為流動資產。

Notes to the Consolidated Financial Statements (Continued)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

2.9.1 Classification (Continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or excepted to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the statement of financial position.

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

合併財務報表附註（續）

2. 重要會計政策摘要（續）

2.9 金融資產（續）

2.9.1 分類（續）

(b) 貸款及應收賬款

貸款及應收賬款為有固定或可確定付款額且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但預期將於報告期末起計超過12個月結算的數額，則分類為非流動資產。本集團的貸款及應收賬款由財務狀況表「應收賬款及其他應收款」與「現金及現金等價物」組成。

(c) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末後12個月內處置該投資，否則此等資產列在非流動資產內。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

2.9.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognized on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in profit or loss. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivable are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in profit or loss within 'Other gains, net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognized in profit or loss as part of 'Other gains, net' when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognized in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in profit or loss as 'Other gains, net'.

2. 重要會計政策摘要(續)

2.9 金融資產(續)

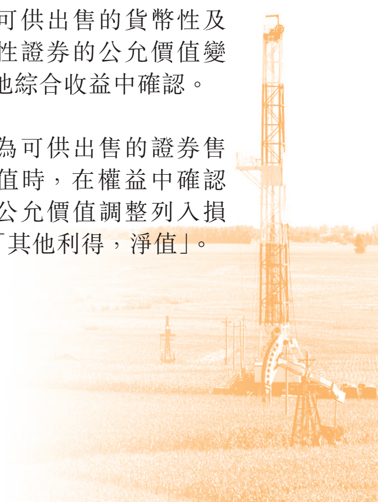
2.9.2 確認和計量

常規購買及出售的金融資產在交易日確認 — 交易日指本集團承諾購買或出售該資產之日。對於以公允價值計量但其變動並非計入損益的所有金融資產，其投資初始按其公允價值加交易成本確認。以公允價值計量且其變動計入損益的金融資產，初始按公允價值確認，而交易成本則計入損益。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。可供出售金融資產及以公允價值計量且其變動計入損益的金融資產其後按公允價值列賬。貸款及應收賬款其後利用實際利率法按攤銷成本列賬。

「以公允價值計量且其變動計入損益的金融資產」類別的公允價值變動所產生的利得或損失，於其產生的期間呈列在損益中的「其他利得，淨值」內。以公允價值計量且其變動計入損益的金融資產的股利收入，當本集團收取款項的權利確定時列入損益作為「其他利得，淨值」的一部分。

分類為可供出售的貨幣性及非貨幣性證券的公允價值變動在其他綜合收益中確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公允價值調整列入損益作為「其他利得，淨值」。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

2.9.2 Recognition and measurement (Continued)

Interest on available-for-sale securities calculated using the effective interest method is recognized in profit or loss as part of 'Other gains, net'. Dividends on available-for-sale equity instruments are recognized in profit or loss as part of 'Other gains, net' when the Group's right to receive payments is established.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.11 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2. 重要會計政策摘要(續)

2.9 金融資產(續)

2.9.2 確認和計量(續)

可供出售證券利用實際利率法計算的利息於損益中確認為「其他利得,淨值」的一部分。至於可供出售權益工具的股利,當本集團收取有關款項的權利確定時,於損益中確認為「其他利得,淨值」的一部分。

2.10 金融工具的抵銷

當有法定可執行權力可抵銷已確認金額,並有意圖按淨額基準結算或同時變現資產和結算負債時,金融資產與負債可互相抵銷,並在財務狀況表報告其淨額。法定可執行權利必須不得依賴未來事件而定,而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時,這也必須具有約束力。

2.11 金融資產減值

(a) 以攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」),而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計,有關的金融資產或金融資產組才算出現減值及產生減值虧損。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.11 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the consolidated statement of comprehensive income. If a loan or held- to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the reversal of the previously recognized impairment loss is recognized in the consolidated statement of comprehensive income.

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

2. 重要會計政策摘要(續)

2.11 金融資產減值(續)

(a) 以攤銷成本列賬的資產(續)

減值虧損的證據可包括債務人或一組債務人遇上嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關連的拖欠情況或經濟狀況改變。

對於貸款及應收款類別，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面值予以削減，而損失金額於合併綜合收益表中確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公允價值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在合併綜合收益表中轉回。

(b) 可供出售金融資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies (Continued)

2.11 Impairment of financial assets (Continued)

(b) Assets classified as available for sale (Continued)

For debt securities, if any such evidence exists, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss — is removed from equity and recognized in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated statement of comprehensive income.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss — is removed from equity and recognized in profit or loss. Impairment losses recognized in the consolidated statement of comprehensive income on equity instruments are not reversed through the consolidated statement of comprehensive income.

2.12 Derivative financial instruments

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Group has not designated any derivative financial instruments as hedging instruments. Changes in the fair value of these derivative instruments are recognized immediately in profit or loss with 'Other gains, net'.

2. 重要會計政策摘要（續）

2.11 金融資產減值（續）

(b) 可供出售金融資產（續）

對於債券，若存在此等證據，累計虧損 — 按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算 — 自權益中剔除並在損益中記賬。如在較後期間，被分類為可供出售金融資產的債務工具的公允價值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在合併綜合收益表中轉回。

對於權益投資，證券公允價值的大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若存在此等證據，累計虧損 — 按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算 — 自權益中剔除並在損益中記賬。在合併綜合收益表中確認的權益工具的減值虧損不得透過單獨的損益中轉回。

2.12 衍生金融工具

衍生金融工具初始按於衍生工具合同訂立日的公允價值確認，其後按其公允價值重新計量。本集團未指定任何衍生工具為套期工具。該等衍生工具公允價值的變動隨即在損益中確認為「其他利得，淨值」。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2. 重要會計政策摘要(續)

2.13 Inventories

Inventories are crude oil and materials and supplies which are stated at the lower of cost and net realizable value. Materials and supplies costs are determined using the first-in first-out method. Crude oil costs are determined using the weighted average cost method. The cost of crude oil comprises direct labour, depreciation, other direct costs and related production overhead, but excludes borrowing costs.

2.13 存貨

存貨為按成本及可變現淨值間較低者列賬的原油、物料及供應品。物料及供應品成本乃按先進先出法釐定。原油成本乃按加權平均成本法釐定。原油成本包括直接勞工、折舊、其他直接成本及有關生產費用，惟不包括借款成本。

2.14 Trade and other receivables

Trade receivables are amounts due from customers for oil and gas and other petroleum products sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.14 應收賬款及其他應收款

應收賬款為在日常經營活動中就油氣及其他石油產品銷售或提供服務而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產，否則分類為非流動資產。

應收賬款及其他應收款以公允價值為初始確認，其後利用實際利率法按攤銷成本扣除減值準備計量。

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks or other short-term highly liquid investments with original maturities of three months or less.

2.15 現金及現金等價物

在合併現金流量表中，現金及現金等價物包括庫存現金、銀行通知存款、原到期為三個月或以內的其他短期高流動性投資。

2.16 Share capital

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 股本

普通股被分類為權益。強制性可贖回優先股分類為負債。

直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

2. Summary of significant accounting policies (Continued)

2.16 Share capital (Continued)

Where any group company purchases the Company's equity share capital (shares held in trust), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2.17 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2. 重要會計政策摘要（續）

2.16 股本（續）

如任何集團公司購入本公司的權益股本（信託持有股份），所支付的對價，包括任何直接所佔的新增成本（扣除所得稅），自歸屬於本公司所有者的權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取的對價（扣除任何直接所佔的新增交易費用及相關受影響的所得稅）包括在歸屬於本公司所有者的權益內。

2.17 當期及遞延所得稅

本年度稅項支出包括當期及遞延稅項。稅項在損益中確認，惟其與其他綜合收益或直接於權益內確認的項目有關則除外。於此情況下，稅項亦分別於其他綜合收益或直接於權益內確認。

(i) 當期所得稅

當期所得稅支出按本公司及其附屬公司經營及產生應課稅收入的國家於資產負債表日已頒佈或實質上已頒佈的稅法計算。管理層就適用稅務法規作出詮釋的情況，定期評估報稅的狀況，並在適用時按預期須向稅務機關繳納的款項作出準備。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.17 Current and deferred income tax (Continued)

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated statement of financial position. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill, and deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Outside basis differences

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

2. 重要會計政策摘要(續)

2.17 當期及遞延所得稅(續)

(ii) 遞延所得稅

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或損失，則不作記賬。遞延所得稅採用在資產負債表日前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時性差異而確認。

外在差異

遞延稅項就子公司和合營安排產生的暫時性差異確認遞延所得稅負債，但不包括本集團可以控制暫時性差異的轉回時間以及暫時性差異在可預見將來很可能不會轉回的遞延所得稅負債。

就子公司、聯營和合營安排產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.17 Current and deferred income tax (Continued)

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.18 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

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

2. 重要會計政策摘要(續)

2.17 當期及遞延所得稅(續)

(iii) 抵銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.18 借款

一般及特定借款按公允價值並扣除產生的交易費用為初始確認。借款其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內於損益中確認。

設立貸款融資時支付的費用倘部分或全部融資將會很可能提取，該費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部分或全部融資將會很可能被提取，則該費用資本化作為流動資金服務的預付款，並按有關的融資期間攤銷。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.19 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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

2.20 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.21 Provisions

Provisions are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2. 重要會計政策摘要(續)

2.19 借款成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借款成本,加入該等資產的成本內,直至資產大致上備妥供其預定用途或銷售為止。

就特定借款,因有待合資格資產的支出而臨時投資賺取的投資收入,應自合資格資本化的借款成本中扣除。

所有其他借款成本皆在產生期內的損益中確認。

2.20 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的債務。如應付款的支付日期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動負債,否則分類為非流動負債。

應付賬款以公允價值為初始確認,其後利用實際利率法按攤銷成本計量。

2.21 準備

當本集團因已發生的事件而產生現有的法律或推定債務;很可能發生金額能夠可靠估計的資源流出以結算債務。

如有多項類似債務,其需要在結算中有資源流出的可能性,則可根據債務的類別整體考慮。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性極低,仍須確認準備。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.21 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Asset retirement obligations (including future decommissioning and restoration) which meet the criteria of provisions are recognized as provisions and the amount recognized is the present value of the estimated future expenditure determined in accordance with local conditions and requirements, while a corresponding addition to the related oil and gas properties of an amount equivalent to the provision is also created. This is subsequently depleted as part of the costs of the oil and gas properties. Interest expenses from the assets retirement obligations for each period are recognized with the effective interest method during the useful life of the related oil and gas properties.

2.22 Employee benefits

(a) Defined contribution plan

The Group has various defined contribution plans for state pensions, housing fund and other social obligations in accordance with the local conditions in the PRC and Kazakhstan and practices in the municipalities and province in which they operate. A defined contribution plan is a pension and/or other social benefits plan under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods. The contributions are recognized as employee benefit expense when they are due.

2. 重要會計政策摘要(續)

2.21 準備(續)

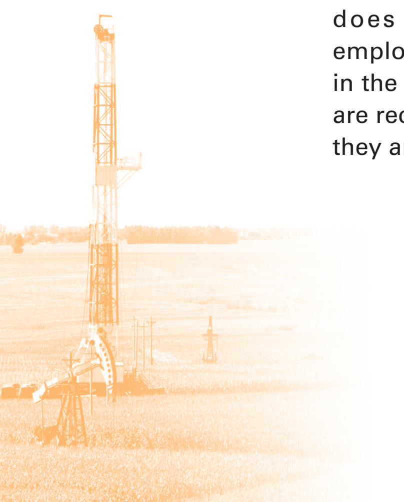
準備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務固有風險的評估。隨著時間過去而增加的準備確認為利息費用。

符合準備標準的資產棄置義務(包括有關未來停止運作及復原的準備)將確認為準備。確認金額為根據當地條件及要求確定的預計未來支出的現值。同時產生與準備數額相等的有關油氣資產的相應增加部分。該增加部分隨後作為油氣資產成本的一部分進行折舊。於每個期間的資產棄置義務產生的利息費用將按照實際利率法在相關油氣資產的使用壽命內予以確認。

2.22 僱員福利

(a) 定額供款計劃

本集團根據中國和哈薩克斯坦所在省、市的地方條件及慣例實行若干的定額供款計劃，包括國家養老金、住房公積金及其他社會義務。定額供款計劃是本集團為其僱員向一個獨立實體(一項基金)支付固定金額的養老金及／或其他社會福利計劃，如該基金不能擁有足夠資產以支付與當期及過往期間僱員服務相關的所有僱員福利，本集團不再負有進一步支付供款的法定義務或推定義務。供款支付時確認為僱員福利支出。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.22 Employee benefits (Continued)

(b) Other post-employment obligations

Some group companies provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) Employee leave entitlements

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

2. 重要會計政策摘要(續)

2.22 僱員福利(續)

(b) 其他退休後義務

若干集團公司向退休職工提供退休後醫療福利。享有此等福利一般視乎職工在達到退休年齡前仍然維持服務，以及已完成最低服務期。此等福利的預期成本利用與設定受益退休計劃類似的會計方法，按僱用期累計。根據經驗調整產生的精算利得和損失以及精算假設的變動，在產生期間內於其他綜合收益的權益中扣除或貸記。此等債務每年由獨立合資格精算師估值。

(c) 辭退福利

辭退福利在本集團於正常退休日期前終止僱用職工，或當職工接受自願遣散以換取此等福利時支付。本集團在以下較早日期發生時確認辭退福利：(a)當本集團不再能夠撤回此等福利要約時； 及(b)當主體確認的重組成本屬國際會計準則第37號的範圍並涉及支付辭退福利時。在鼓勵職工自動遣散的要約情況下，辭退福利按預期接受要約的職工數目計算。在報告期末後超過12個月支付的福利應貼現為現值。

(d) 職工假期權益

職工的年假權益在假期累計至職工時確認。因職工提供服務而產生的年假估計負債，就截至結算日止作出準備。

職工的病假權益和產假在休假前不作確認。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.23 Share-based payments

(a) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specific period of time).

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognizing the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium.

2. 重要會計政策摘要(續)

2.23 以股份為基礎的支付

(a) 以權益結算的股份酬金

本集團設有多項以權益結算、以股份為基礎的報酬計劃，根據該等計劃，主體收取職工的服務以作為本集團權益工具(期權)的對價。職工為換取獲授予期權而提供服務的公允價值確認為費用。將作為費用的總金額參考授予期權的公允價值釐定：

- 包括任何市場業績條件(例如主體的股價)；
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括任何非可行權條件(例如規定職工儲蓄或在一段指定期間內持有股份)的影響。

此外，在某些情況下，職工可能在授出日期之前提供服務，因此授出日期的公允價值就確認服務開始期與授出日期之期間內的支出作出估計。

在每個報告期末，本集團依據非市場表現和服務條件修訂其對預期可行權的期權數目的估計。於損益中確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本和股本溢價。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.23 Share-based payments (Continued)

(b) Cash-settled share-based compensation

Compensation under the stock appreciation rights is measured based on the fair value of the liability incurred and is expensed over the vesting period. The liability is remeasured at each reporting period to its fair value until settlement with all the changes in liability related to the vested portion recorded as employee benefit expense in profit or loss, the related liability is included in the salaries and welfare payable.

(c) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognized over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

(d) Social security contributions on share options gains

The social security contributions payable in connection with the grant of the share options is considered an integral part of the grant itself, and the charge will be treated as a cash-settled transaction.

2.24 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

2. 重要會計政策摘要(續)

2.23 以股份為基礎的支付(續)

(b) 以現金結算的股份酬金

股份增值權的酬金以歸屬期所產生負債的公允價值及其支出計量。負債在清償之前,於各報告期重新計量至公允價值,而其變動則記錄於損益表內員工薪酬成本項下,有關負債計入應付薪金及福利。

(c) 集團內以股份為基礎的支付交易

本公司向集團子公司的職工授予其權益工具的期權,被視為資本投入。收取職工服務的公允價值,參考授出日的公允價值計量,並在等待期內確認,作為對子公司投資的增加,並相應對母公司賬目的權益貸記。

(d) 股份期權的社會保障投入

就授予股份期權而應支付的社會保障被視為是授予本身的整體組成部分,而開支將被視為以現金結算的交易。

2.24 收入確認

收入按已收或應收對價的公允價值計量,並相當於供應貨品的應收賬款,扣除折扣、退貨和增值稅後列賬。當收入的金額能夠可靠計量;當未來經濟利益很可能流入有關主體;及當本集團每項活動均符合具體條件時(如下文所述),本集團便會將收入確認。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.24 Revenue recognition (Continued)

Revenue from sales of goods is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods, and retains neither continuing managerial involvement nor effective control over the goods sold, and it is probable that the economic benefits associated with the transaction will flow to the Group and related revenue and cost can be measured reliably.

With respect to the Group's operation under PSC, revenues are recognized upon delivery of crude oil that are allocated to the Group under the relevant PSCs (Note 8(a)) and other conditions discussed above are met.

2.25 Interest income

Interest income is recognized using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognized using the original effective interest rate.

2.26 Dividend income

Dividend income is recognized when the right to receive payment is established.

2.27 Repairs and maintenance

Repairs and maintenance are recognized as expenses in the year in which they are incurred.

2.28 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

2. 重要會計政策摘要(續)

2.24 收入確認(續)

當本集團於其一般業務活動中將商品所有權的重大風險及回報轉讓予買方，對已售出商品不再繼續管理或保留控制權，且有關交易已產生或將產生的收入、成本及虧損的金額能可靠計量，而本集團可能獲得經濟利益時，方會確認收入。

在中國，交付產品分成合同(附註8(a))下分配予本集團的原油及滿足上述條件下的銷售時，會確認收入。

2.25 利息收入

利息收入採用實際利率法按時間比例基準確認。倘貸款和應收款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具的原實際利率貼現值，並繼續將貼現計算並確認為利息收入。已減值貸款的利息收入利用原實際利率確認。

2.26 股利收益

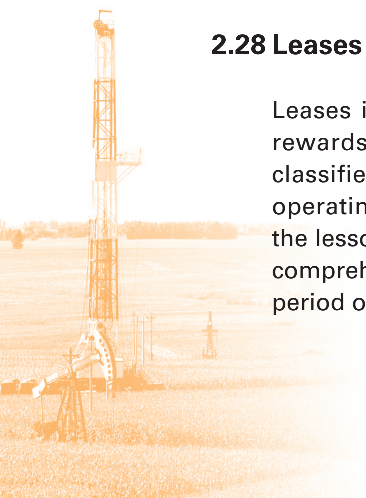
股利收益在收取款項的權利確定時確認。

2.27 維修及維護

維修及維護於發生年度作為支出確認。

2.28 租賃

如租賃所有權的重大部分風險和報酬由出租人保留，分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何激勵措施後)於租賃期內以直線法在合併綜合收益支銷。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.28 Leases (Continued)

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.29 Dividend distributions

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.30 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company (Note 5).

2. 重要會計政策摘要(續)

2.28 租賃(續)

本集團出租若干不動產、工廠及設備。本集團持有實質上所有所有權的風險和報酬的不動產、工廠及設備的租賃，分類為融資租賃。融資租賃於租賃開始時按租賃物業的公允價值與最低租賃付款現值兩者的較低者資本化。

每項租賃付款在負債和融資費用之間分攤。相應的租金債務在扣除融資費用後，包括在其他長期應付款中。融資成本的利息部分按租賃期在損益中扣除，以對每個期間餘下負債結餘產生常數定期比率。根據融資租賃購買的不動產、工廠及設備按資產的可使用年期與租期兩者的較短者折舊。

2.29 股利分配

向本公司股東分配的股利在股利獲本公司股東批准的期間內於本集團及本公司的財務報表內列為負債。

2.30 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。首席經營決策者為本公司董事會，負責分配資源和評估經營分部的表現(附註5)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures, but hedge accounting had not been applied.

Risk management is carried out by the Company headquarter financial department ("Group Finance Team") on a regular basis under policies approved by the Board of Directors. Group Finance Team identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US$ and Kazakhstan Tenge ("KZT"). Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

The majority of the Group's sales in the PRC and Kazakhstan are transacted in US$, while production and other expense are mainly denominated in RMB and KZT, respectively.

3. 財務風險管理

3.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險(包括匯率風險、公允價值利率風險及價格風險)、信用風險及流動性風險。本集團的整體風險管理計劃專注於財務市場的不可預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。本集團利用衍生金融工具套期若干承受的風險。套期會計並沒有得到應用。

風險管理由本公司總部財務部(以下簡稱「集團財務團隊」)按照董事會批准的政策定期執行。集團財務團隊透過與本集團經營單位的緊密合作，負責確定、評估和套期財務風險。董事會為整體風險管理訂定書面原則，亦為若干特定範疇提供書面政策，例如外匯風險、利率風險、信用風險、使用衍生和非衍生金融工具，以及投資剩餘的流動資金。

(a) 市場風險

(i) 外匯風險

本集團在全球經營，故此承受多種因不同貨幣而產生的外匯風險，主要涉及美元和哈薩克斯坦堅戈(以下簡稱「堅戈」)。外匯風險來自未來商業交易、已確認資產和負債以及境外經營淨投資。

本集團在在中國和哈薩克斯坦的大部分銷售以美元計值，而生產及其他支出則分別以人民幣和堅戈為主要幣種。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

RMB is not a freely convertible currency and is regulated by the PRC government. Limitation in foreign exchange transactions imposed by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates. Management is not in a position to anticipate changes in the PRC foreign exchange regulations and as such is unable to reasonably anticipate the impacts on the Group's results of operations or financial position arising from future changes in exchange rates.

On February 11, 2014, Kazakhstan government announced, with effect from the same day, exchange rate of KZT to US$ was devalued to KZT185 for US$1 ("Devalued Exchange Rate of KZT to US$"). As compared with the closing rate of KZT153.6 for US$1 on December 31, 2013, exchange rate of KZT to US$ was devalued by approximately 20.4%. In addition, as the closing rate of US$ to RMB changed from US$1 for RMB6.0969 on December 31, 2013 to US$1 for RMB6.1069 on February 11, 2014, exchange rate of KZT to RMB was devalued by 20.2% from KZT 25.19 for RMB1 to KZT30.29 for RMB1 ("Devalued Exchange Rate of KZT to RMB"). For presentation purpose, KZT's devaluation against US$ and RMB are collectively referred to as "Devaluation".

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

人民幣並非為自由轉換貨幣,須受中國政府監管。中國政府對外匯交易所設定的限制可能導致遠期匯率與當期匯率或歷史匯率相比產生重大波動。管理層無法預測中國外匯監管變化,故無法合理估計遠期匯率變動對本集團經營業績或財務狀況的影響。

於二零一四年二月十一日,哈薩克斯坦斯坦政府宣佈(並於同日生效),堅戈兑美元的匯率貶值至185堅戈兑1美元(「堅戈兑美元的的匯率貶值」)。於二零一三年十二月三十一日收市比率153.6堅戈兑1美元相比,堅戈兑美元匯率貶值約20.4%。此外,由於收市比率美元兑人民幣由二零一三年十二月三十一日的1美元兑人民幣6.0969元更改為二零一四年二月十一日的1美元兑人民幣6.1069元,堅戈兑人民幣的匯率由25.19堅戈兑人民幣1元貶值20.2%至30.29堅戈兑人民幣1元(「堅戈兑人民幣的匯率貶值」)。(就呈列而言,堅戈兑美元及人民幣的貶值統稱為「貶值」)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

At December 31, 2014, if US$ had weakened/strengthened by 1% (2013: 1%) against the RMB with all other variables held constant, the Group's pre-tax profit for the year ended December 31, 2014 would have been RMB13.2 million (2013: RMB19.3 million) higher/lower respectively, mainly as a result of foreign exchange gains/losses on translation of US$-denominated trade and other receivables, bank deposits and borrowings.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for the years presented.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

本集團持有若干境外經營投資，其淨資產承受外幣折算風險。來自本集團境外經營淨資產所產生的匯率風險，主要透過以相關外幣計值的借款來管理。

於二零一四年十二月三十一日，倘美元兑人民幣貶值／升值1%(二零一三年：1%)，而所有其他因素維持不變，則本集團於此等年度的除所得税前利潤將增加／減少人民幣13.2百萬元(二零一三年：人民幣19.3百萬元)，主要由於折算以美元計值的應收及其他應收賬款、銀行存款及借款產生外匯收益／虧損所致。

上述變化代表了管理層對截至下一個資產負債表日年度外匯合理變化可能性的評估。該分析的基礎與以前報告年度一致。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Fair value interest rate risk

The Group's interest rate risk arises from borrowings, including bank loans and senior notes payable. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. During 2014, except for the Group's senior notes payable and short-term bank loans amounting to RMB122.4 million (2013: RMB60 million) which were at fixed rate, all other bank loans were at variable rate. All the borrowings were denominated in US$ and RMB.

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for liabilities that represent the major interest-bearing positions.

The Group has no material interest bearing cash assets. The Group's income and operating cash flows are substantially independent of the changes in market rates. The Group's interest rates risk arises from borrowings. A detailed analysis of the Group's borrowings, together with their respective effective interest rates and maturity dates, are included in Note 24.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 公允價值利率風險

本集團的利率風險來自借款，包括銀行借款和應付優先票據。以浮動利率獲得的借款令本集團承受現金流利率風險，該風險部分由持有的浮動利率現金存款所抵銷。以固定利率獲得的借款令本集團承受公允價值利率風險。於二零一四年內，除本集團的應付優先票據及人民幣122.4百萬元(二零一三年：人民幣60百萬元)的短期銀行借款為固定利率之外，其餘全部銀行借款為浮動利率。所有的借款都以美元和人民幣為單位。

本集團以動態基礎分析其利率風險。本集團利用多個模擬方案，以計入再融資、現有持倉的續訂、其他可採用的融資和套期。根據此等方案，本集團計算界定利率轉移對利潤和虧損的影響。就每個模擬方案，所有貨幣均採用同一利率轉移。此等模擬方案只運用於主要計息持倉的負債上。

本集團並無重大計息資產。本集團的收入及經營現金流量大致上獨立於市場利率的變動。本集團的利率風險來自於借款。有關本集團借款的詳細分析連同其各自實際利率及到期日，列載於附註24。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Oil price risk

The Group is engaged in crude oil development, production and selling activities. Prices of crude oil are affected by both domestic and global factors which are beyond the control of the Group. The fluctuations in such prices may have favourable or unfavourable impacts to the Group. Therefore the Group was exposed to general price fluctuations of crude oil. During the year ended December 31, 2013 and 2014, the Group entered into oil options contracts (Note 15) to manage its price risk. All of the Group's oil options contracts expired on December 31, 2014.

(b) Credit risk

As the majority of the cash at bank balance is placed with PRC state-owned banks and major financial institutions, the directors of the Company are of their opinion that the corresponding credit risk is relatively low. Therefore, credit risk arises primarily from trade and other receivables. The Group has controls in place to assess the credit quality of its customers. The carrying amounts of cash and cash equivalents, pledged deposits, amounts due from related parties and trade and other receivables included in the consolidated statements of financial position represent the Group's maximum exposure to credit risk. At December 31, 2014 and 2013, the Group has no significant concentration of credit risk for its cash and cash equivalents.

3. 財務風險管理（續）

3.1 財務風險因素（續）

(a) 市場風險（續）

(iii) 石油價格風險

本集團從事原油開發、生產及銷售。原油價格受本集團無法控制的諸多國內國際因素影響。上述價格波動可能對本集團構成有利或不利影響。因此，本集團面臨原油總體價格波動風險。於截至二零一三年及二零一四年十二月三十一日止年度，本集團訂立石油套期期權合同（附註15）以管理其價格風險。本集團所有的石油期權合同於二零一四年十二月三十一日到期。

(b) 信用風險

因大部分銀行現金結餘存放於中國國有銀行及主要金融機構，故本公司董事認為信貸風險相對較低。因此，應收及其他應收賬款成為信貸風險的主要來源。本集團對客戶信用質量的評價進行控制。計入合併財務狀況表的現金及現金等價物、受限制現金、應收關聯方款項及應收及其他應收賬款的賬面價值反映了本集團所面臨的最大信貸風險。於二零一四年及二零一三年十二月三十一日，就其現金及現金等價物而言，本集團並無重大信貸集中風險。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

During the year ended December 31, 2014, the Group has one customer in each of China and Kazakhstan which in aggregate accounts for 94.8% (2013: 96.4%) of the Group's revenue and as such, has concentration of credit risk for its trade and other receivables. However, the Group regards it as low risk as the customer in China is PetroChina Company Limited ("PetroChina"), a PRC state-owned enterprise with high credit rating in China, and the major customer in Kazakhstan, Titan Oil & Gas Inc. ("Titan Oil"), is one of the largest trading companies in Mangistau region (Western Kazakhstan).

(c) Liquidity risk

The Group's liquidity risk management involves maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by maintaining availability under committed credit facilities.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信用風險(續)

截至二零一四年十二月三十一日止年度，本集團在中國和哈薩克斯坦的收益分別來自單一客戶，總計約佔本集團收益的94.8%(二零一三年：96.4%)，因此本集團的應收及其他應收賬款存在信貸集中風險。然而，由於本集團在中國的單一客戶為具有高信貸評級的國有企業中國石油天然氣股份有限公司(以下簡稱「中石油」)，而在哈薩克斯坦的主要客戶為Mangistau地區(哈薩克斯坦西部)最大的貿易公司之一的Titan Oil & Gas Inc.(以下簡稱「Titan Oil」)，因此本集團認為信貸集中風險較低。

(c) 流動性風險

本集團的流動性風險管理包括維持足夠的現金及現金等價物以及依靠充裕的已承諾信貸融資額維持的可用資金額度。

審慎的流動性風險管理是指維持充足的現金及現金等價物，通過足夠的已承諾信貸融資額度維持可用資金，以及結算市場持倉的能力。由於相關業務的變動性質，本集團旨在通過已承諾信貸額度維持資金的靈活性。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

Group Finance Team monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs through: (i) maintaining flexibility by placing reliance primarily on external borrowings; (ii) periodically evaluating banking facilities position and maintaining sufficient headroom on its undrawn committed borrowing facilities; (iii) compliance with borrowing limits or covenants on any of its borrowing facilities — for example: fixed charge coverage ratio, limitation on restricted payments, limitation on liens and asset sales, etc. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal balance sheet ratio targets.

The table below analyzes the Group's and the Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to their contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows of principal amount and interests.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險(續)

集團財務團隊監控對本集團流動性需求的滾動預測，並通過如下渠道確保有足夠資金滿足經營需要：(i)主要依賴於銀行借款以維持流動彈性；(ii)定期評估銀行授信額度狀況並維持充足的未提取承諾借款額度；(iii)遵循借款限額或條款(例如對抵押資產的恰當管理，滿足特定債務比率以及其他信用等級要求等)。此等預測考慮了本集團債務融資計劃、條款遵從以及符合內部資產負債表比率目標。

下表顯示本集團及本公司的非衍生金融負債按照相關的到期組別，根據報告期末起至合同到期日的剩餘期間的分析。表中披露的金額為合同列示本金和利息的未折現現金流量。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)
3. 財務風險管理(續)

3.1 Financial risk factors (Continued)
3.1 財務風險因素(續)

(c) Liquidity risk (Continued)
(c) 流動性風險(續)

Group 集團		Less than 1 year 少於一年 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	Between 2 and 5 years 二至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元
At December 31, 2014	**於二零一四年十二月三十一日**				
Borrowings	借款	**339,455**	**2,910**	**4,286,025**	**–**
Interest payables on borrowings	借款利息	**330,694**	**313,899**	**624,747**	**–**
Trade and notes payable	應付賬款及應付票據	**654,373**	**60,255**	**–**	**–**
Provisions, accruals and other liabilities	準備、預提及其他負債	**109,926**	**47,174**	**28,004**	**54,684**
At December 31, 2013	**於二零一三年十二月三十一日**				
Borrowings	借款	60,000	–	3,658,140	–
Interest payables on borrowings	借款利息	321,858	321,611	328,470	–
Trade and notes payable	應付賬款及應付票據	1,022,424	46,113	–	–
Provisions, accruals and other liabilities	準備、預提及其他負債	193,603	36,191	13,583	57,336

Company 公司		Less than 1 year 少於一年 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	Between 2 and 5 years 二至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元
At December 31, 2014	**於二零一四年十二月三十一日**				
Borrowings	借款	**313,599**	**313,599**	**4,925,795**	**–**
Provisions, accruals and other liabilities	準備、預提及其他負債	**139,206**	**–**	**–**	**–**
At December 31, 2013	**於二零一三年十二月三十一日**				
Borrowings	借款	321,611	321,611	3,986,610	–
Provisions, accruals and other liabilities	準備、預提及其他負債	89,331	–	–	–

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of Debt over EBITDA. Debt is calculated as total borrowings including 'current and non-current borrowings' as shown in the consolidated statement of financial position. EBITDA is determined as profit before finance income, finance cost, income tax and depreciation, depletion and amortization.

The Debt over EBITDA ratios at December 31, 2014 and 2013 were as follows:

3. 財務風險管理(續)

3.2 資本管理

本集團的資本管理政策,是保障本集團能持續經營,以為股東提供回報和為其他利益關係者提供利益,同時維持最佳的資本結構以減低資本成本。

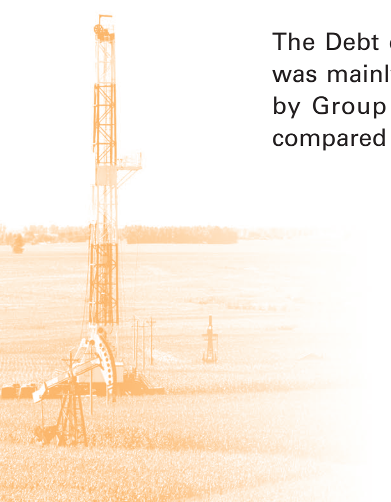
本集團以債務對息稅前營運盈利(以下簡稱「EBITDA」)比率為基準監控其資本。債務等於借款總額(包括合併財務狀況表所列示的「流動及非流動借款」)。EBITDA等於除財務收入、財務費用、所得稅、折舊、折耗及攤銷前的利潤。

於二零一四年及二零一三年十二月三十一日的債務總額與EBITDA的比率列載如下:

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Total borrowings *(Note 24)*	借款總額*(附註24)*	**4,514,333**	3,649,503
Profit before income tax	除所得稅前利潤	**236,712**	454,867
Finance income	財務收入	**(18,491)**	(6,431)
Finance cost	財務費用	**499,818**	351,984
Depreciation, depletion and amortization	折舊、折耗及攤銷	**928,447**	905,032
EBITDA	EBITDA	**1,646,486**	1,705,452
Debt over EBITDA ratio	債務總額與EBITDA的比率	**2.7**	2.1

The Debt over EBITDA ratio increased from 2.1 to 2.7 was mainly due to the increase in the total debt raised by Group for the year ended December 31, 2014 as compared to December 31, 2013.

債務總額與EBITDA的比率由二零一三年十二月三十一日的2.1增至二零一四年十二月三十一日的2.7,主要由於截至二零一四年十二月三十一日止年度本集團債務總額相比二零一三年的增加導致。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at December 31, 2014 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's financial assets that are measured at fair value at December 31, 2014.

3. 財務風險管理(續)

3.3 公允價值估計

下表根據在評估公允價值的估值技術中所運用到的輸入的層級，分析本集團於二零一四年十二月三十一日按公允價值入賬的金融工具。這些輸入按照公允價值層級歸類為如下三層：

- 相同資產或負債在活躍市場的報價(未經調整)(第一層)。
- 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第三層)。

下表呈列本集團於二零一四年十二月三十一日以公允價值計量的金融資產。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

3. Financial risk management (Continued)

3. 財務風險管理（續）

3.3 Fair value estimation (Continued)

3.3 公允價值估計（續）

		Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	**資產**				
As at December 31, 2014	**於二零一四年十二月三十一日**				
Available-for-sale financial assets:	可供出售金融資產：				
— Equity investments	— 權益投資	**30,722**	**–**	**42,834**	**73,556**
— Debt investments	— 債務投資	**–**	**–**	**1,985**	**1,985**
		30,722	**–**	**44,819**	**75,541**
As at December 31, 2013	**於二零一三年十二月三十一日**				
Available-for-sale financial assets:	可供出售金融資產：				
— Equity investments	— 權益投資	17,478	–	–	17,478
— Contingent consideration receivable	— 應收或有對價	–	–	32,944	32,944
Trading derivatives	交易衍生工具				
— Oil options	— 石油期權	–	7,626	–	7,626
— Equity warrants	— 認股權證	–	–	165	165
		17,478	7,626	33,109	58,213

There were no transfers between level 1 and 2 during the year.

本年度無第一層級與第二層間的轉換。

(a) Financial instruments in Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the closing price as at December 31, 2014. These instruments are included in level 1, and represent equity investments listed on NYSE, SEHK and Irish Stock Exchange ("ISE"), which are classified as available-for-sale.

(a) 在第一層內的金融工具

在活躍市場中交易的金融工具的報告期末的公允價值皆源於市場報價。倘市場報價易於定期從交易所、經銷商、經紀人、行業協會、定價服務機構或監管機構獲得，則該價格代表按市場規律實際發生的市場交易，則該市場視為活躍市場。本集團持有的金融資產所使用的市場報價乃二零一四年十二月三十一日的收盤價。這些金融工具為於紐交所、香港聯交所及愛爾蘭證券交易所上市的權益投資，分類為可供出售，歸屬於第一層級。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

3. Financial risk management (Continued)

3.3 Fair value estimation (Continued)

(b) Financial instruments in Level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(c) Financial instruments in level 3

With respect to the level 3 fair value measurement for the Group's financial assets at fair value that are unlisted equity investments with no active market exists, the Group's finance department benchmark to the market price of certain comparable listed companies within the same or similar operation/industry and apply certain adjustments/discount for non-marketability. At December 31, 2014, the directors of the Company are of their opinion that there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

3. 財務風險管理(續)

3.3 公允價值估計(續)

(b) 在第二層內的金融工具

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術儘量利用可觀察市場數據(如有),儘量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據,則該金融工具歸屬於第二層。如一項或多項重大輸入並非根據可觀察市場數據,則該金融工具歸屬於第三層。

(c) 在第三層內的金融工具

對於本集團以公允價值計量的金融資產中以第三層公允價值確認其公允價值的部分,因其為非上市的權益投資,無活躍市場存在,本集團財務部門會對標若干相同或相似的行業/運營模式的可比上市公司的市價,並因其無市場可交易性作出特定調整/折讓。於二零一四年十二月三十一日,本公司董事認為,可確認的公允價值存在一個較大區間,在此區間內成本可代表其公允價值的最佳估計。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4. 關鍵會計估計及判斷

估計和判斷乃按持續基準進行評估，並基於過往經驗及其他因素，包括在若干情況下對未來事項作出相信是合理的預期。

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

4.1 關鍵會計估計及假設

本集團對未來作出會計估計和假設。所得出的會計估計如其定義，很少會與其實際結果相同。有重大風險可能會導致對下一個財政年度的資產和負債的賬面價值作出重大調整的估計和假設討論如下。

(i) Estimation of proved and probable reserves

Proved reserves are those quantities of petroleum that by analysis of geoscience and engineering data can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations. Economic conditions include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions. Proved developed producing reserves are expected to be recovered from completion intervals that are open and producing at the time of the estimate. Proved undeveloped reserves are quantities expected to be recovered through future investments: from new wells on undrilled acreage in known accumulations, from extending existing wells to a different (but known) reservoir, or from infill wells that will increase recovery. Probable reserves are additional reserves that are less certain to be recovered than proved reserves but which, together with proved reserves, are as likely as not to be recovered.

The Group's reserve estimates were prepared for each oilfield and include only reserves that the Group believes can be reasonably produced within current economic and operating conditions.

(i) 已探明儲量和概算儲量的估計

已探明儲量為透過分析地球科學及工程數據，於明確的經濟條件、操作方法及政府法規下，從特定未來日期起自已知油藏以合理確信估計可商業開採回收的石油數量。經濟條件包括考慮僅由合同安排規定的現有價格變動，惟日後條件引致的增長除外。探明已開發儲量為預期從處於開放及產油狀態的完井層段中開採的儲量。探明未開發儲量為通過未來投資預期採出的油氣數量，包括開採已知油藏的未鑽的新井，延伸現有井至不同(但為已知)的油藏，或通過加密井提高採收率。概算儲量為相比探明儲量存在較大開採不確定性的額外儲量，但其與探明儲量一樣均存在無法獲取的可能性。

本集團的儲量估計乃就各油田而編製，僅包括本集團認為可於現時經濟及操作條件下合理生產的原油。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(i) Estimation of proved and probable reserves (Continued)

Proved and probable reserves cannot be measured exactly. Reserve estimates are based on many factors related to reservoir performance that require evaluation by the engineers interpreting the available data, as well as price and other economic factors. The reliability of these estimates at any point in time depends on both the quality and quantity of the technical and economic data, and the production performance of the reservoirs as well as engineering judgement. Consequently, reserve estimates are subject to revision as additional data become available during the producing life of a reservoir. When a commercial reservoir is discovered, proved reserves are initially determined based on limited data from the first well or wells. Subsequent data may better define the extent of the reservoir and additional production performance. Well tests and engineering studies will likely improve the reliability of the reserve estimate. The evolution of technology may also result in the application of improved recovery techniques such as supplemental or enhanced recovery projects, or both, which have the potential to increase reserves beyond those envisioned during the early years of a reservoir's producing life.

In general, changes in the technical maturity of reserves resulting from new information becoming available from development and production activities and change in oil and gas price have tended to be the most significant cause of annual revisions.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(i) 已探明儲量和概算儲量的估計(續)

已探明儲量和概算儲量無法予以精確計量。儲量估計乃基於有關油藏動態的眾多因素(需要工程師詮釋所獲得數據的評估)以及價格等其他經濟因素。在任何方面該等估計的可靠性視乎技術及經濟數據的質量及數量、油藏的產量動態及工程判斷而定。因此,於油藏的生產週期內,如有額外數據時,儲量估計可予以修訂。於發現商業油藏時,已探明儲量首先乃根據首個或首批油井的有限數據而釐定。其後數據或可更好地確定油藏的範圍及額外產量動態,而油井試驗及工程研究將可能提升儲量估計的可靠性。技術的發展亦可導致應用經改善的採油技術,例如補充或經提升採油項目,或兩者,該等項目有潛力使儲量增至超逾於油藏生產週期初期數年內所預想者。

一般而言,自開發及生產活動取得新數據而導致石油儲量技術成熟度變動以及油氣價格變動已趨向成為年度修訂的最重要因素。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(ii) Depletion, depreciation and amortization of property, plant and equipment and intangible assets

In addition to the depletion, depreciation and amortization of oil and gas properties, mining extraction and mining rights using the unit of production method (Notes 2.6 and 2.7) based on the estimated reserves as disclosed in Note 4.1(i), management of the Group determines the estimated useful lives and related depreciation and amortization charges for other property, plant and equipment and intangible assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions, or based on value-in-use calculations or market valuations according to the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets.

Management will adjust the estimated useful lives where useful lives vary with previously estimated useful lives. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require material adjustments to the carrying amount of property, plant and equipment and intangible assets.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(ii) 不動產、工廠及設備以及無形資產的折舊、折耗及攤銷

關於油氣資產和基於估計儲量採用單位產量法(附註2.6和2.7)核算的礦產開採權及採礦權的折舊、耗損及攤銷已在附註4.1(i)中披露。除此之外，本集團管理層還需對其他不動產、工廠及設備和無形資產的預計使用年限及相關折舊和攤銷進行估計。此類估計依賴於類似性質和功能的不動產、工廠及設備的實際使用年限的歷史經驗，或者基於使用價值法或本集團預計使用該無形資產在未來期間產生經濟價值的市場價值法。

管理層通過比較已估計使用年限與目前可使用年限對不動產、工廠及設備和無形資產預計可使用年限進行調整。基於對現有情況的瞭解，可以合理的認為不動產、工廠及設備和無形資產的賬面價值於未來財政年度中不同的假設條件下可能出現重大調整。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(iii) Estimation of impairment of property, plant and equipment and intangible assets

Property, plant and equipment, including oil and gas properties, and intangible assets are reviewed for possible impairments when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determination as to whether and how much an asset is impaired involve management estimates and judgements such as future prices of crude oil and production profile. However, the impairment reviews and calculations are based on assumptions that are consistent with the Group's business plans. Favourable changes to some assumptions may allow the Group to avoid the need to impair any assets in these years, whereas unfavourable changes may cause the assets to become impaired.

For the year ended December 31, 2014 the Group recognized an impairment charge on property, plant and equipment and intangible assets amounting to RMB29.3 million (2013: nil) and RMB125.3 million (2013: nil) for assets under the Group's operation in the PRC and USA, respectively (Note 6).

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(iii) 不動產、工廠、設備及無形資產減值估計

倘存有任何事項或情況變動顯示面值可能無法收回，則會就不動產、工廠、設備(包括油氣資產)及無形資產是否可能減值予以檢討。釐定一項資產是否減值及減值的幅度涉及管理層估計及判斷，例如日後原油價格及生產狀況。然而，減值的檢討及計算乃基於與本集團業務計劃相一致的假設。若干假設的有利變動或可令本集團於相關數年無需對任何資產進行減值的需要，而不利變動或會促使資產減值。

截至二零一四年十二月三十一日止年度，本集團分別就位於中國和美國業務相關不動產、工廠、設備及無形資產確認減值損失人民幣29.3百萬元(二零一三年：零)和人民幣125.3百萬元(二零一三年：零)(附註6)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(iv) Provision for remediation and restoration

Provision for remediation and restoration included environmental remediation costs, assets retirements obligation and similar obligation in relation to the Group's operations. Provision is made when the related environmental disturbance and present obligations occur, based on the net present value of estimated future costs. The ultimate cost of environmental disturbances, asset retirement and similar obligation are uncertain and management uses its judgment and experience to provide for these costs over the life of operations. Cost estimates can vary in response to many factors including changes to the relevant legal requirements, the Group's related policies, the emergence of new restoration techniques and the effects of inflation. Cost estimates are updated throughout the life of the operation. The expected timing of expenditure included in cost estimates can also change, for example in response to changes in reserves, or production volumes or economic conditions. Expenditure may occur before and after closure and can continue for an extended period of time depending on the specific site requirements. Some expenditure can continue into perpetuity. Cash flows must be discounted if this has a material effect. The selection of appropriate sources on which to base calculation of the risk free discount rate used for this purpose also requires judgment. As a result of all of the above factors there could be significant adjustments to the provision for close down, restoration and clean-up costs which would affect future financial results.

The Group currently operates mainly in PRC and Kazakhstan. The outcome of environmental and other similar obligations under proposed or future environmental legislation cannot reasonably be estimated at present, and could be material. Under existing legislation, however, the directors of the Company are in their opinion that there are no probable liabilities that are in addition to amounts which have already been reflected in the financial statements that will have a materially adverse effect on the financial position of the Group.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(iv) 補償及複用準備

補償及修復準備包括環境治理成本，資產棄置義務以及與本集團經營活動有關的其他類似義務。當發生相關環境破壞和現實義務時，依據估計未來成本的淨現值來確定準備金額。環境破壞，資產報廢和其他義務的最終成本是不確定的。管理層將依據經驗和判斷在經營期限內確定準備費用。費用的估計需要考慮和比較眾多因素，包括相關法律需求、集團相關政策、新修復技術的更新以及通貨膨脹等因素。費用估計將在經營期限內進行更新。估計費用的預期支出發生時間也會隨儲量、產量和經濟形勢的變化而發生變化。該項費用的支出會根據特定現實需求發生在期前或期後，並影響其後的一個期間。有些支出將列入永久性支出。若上述事項產生重大影響，則現金流需進行折現。為此所選擇的無風險折現率也需進行重新評估和判斷。所以，上述因素的影響可能導致對恢復和清理費用的準備的重大調整，也會影響到未來期間的財務業績。

本集團當下主要於中國及哈薩克斯坦作業。在當前已有或未來的環境法律框架下，對環境及其他類似義務的影響目前暫時無法合理估計，且該影響可能是重大的。然而，在現有法律框架下，本公司董事認為，除已於本財務報表反映的負債之外，存在可能的負債對本集團財務狀況產生潛在重大不利影響。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(v) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(v) 所得税

本集團於多個管轄區內繳納所得税。本集團存在許多交易及事件,其最終的所得税處理均存在不確定性。在計算不同地區的所得税費用時,本集團會作出重大會計判斷。根據對額外税項是否到期的估計,本集團就預期税務審計問題對負債進行了確認。倘這些事項的最終税務結果與其初始記錄金額出現差異,這些差異將影響確定期間的當期及遞延所得税資產及負債。

5. Segment information

Management has determined the operating segments based on the reports reviewed by the Board of Directors of the Company that are used to make strategic decisions.

The Board of Directors considers the business performance of the Group from a geographic perspective being the PRC, Kazakhstan and USA. The PRC segment derives its revenue substantially from the sale of oil. Revenue is realized from the sale of the Group's share of crude oil to PetroChina pursuant to respective PSCs (Note 8). The Kazakhstan segment derives its revenue from the sale of oil and gas through the operation of an oil and gas exploration and four production contracts in Kazakhstan. The USA segment derives its revenue from the sale of shale oil and gas through working interest in the Niobrara asset in the USA.

The Board of Directors assesses the performance of the operating segments based on each segment's operating result.

5. 分部信息

管理層已根據經本公司董事會審議用於分配資源和評估表現的報告釐定經營分部。

董事會從地理角度研究業務狀況,將本集團分為中國分部、哈薩克斯坦分部和美國分部。中國分部的收益主要來源於原油銷售。銷售收益由本集團向中石油銷售原油取得。原油來源於相應產品分成合同區塊(附註8)。哈薩克斯坦分部收益來源於原油與天然氣的銷售,其原油與天然氣收入來源於位於哈薩克斯坦境內的一個石油與天然氣開採合同及四個產品分成合同。美國分部的收益來源於對Niobrara資產進行作業產生的葉岩油與天然氣的銷售。

董事會基於每個經營分部的經營業績對他們進行業績評價。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

5. Segment information (Continued)

5. 分部信息（續）

The segment information provided to the Board of Directors for the reportable segments for the year ended December 31, 2014 is as follows:

截至二零一四年十二月三十一日止年度向董事會提供的經營分部信息如下：

		PRC 中國 RMB'000 人民幣千元	Kazakhstan 哈薩克斯坦 RMB'000 人民幣千元	USA 美國 RMB'000 人民幣千元	Corporate and others 總部及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	**分部收益**	2,217,183	746,361	19,365	–	2,982,909
Depreciation, depletion and amortization	折舊、折耗及攤銷	(806,894)	(97,527)	(23,548)	(478)	(928,447)
Taxes other than income taxes *(Note 26)*	稅項（所得稅除外）*（附註26）*	(341,432)	(331,960)	(1,464)	(20,236)	(695,092)
Employee benefit expense	員工薪酬成本	(111,163)	(49,755)	–	(54,716)	(215,634)
Purchases, services and other direct costs	採購、服務及其他直接成本	(227,008)	(97,430)	(12,902)	–	(337,340)
Geological and geophysical expense	地質及地球物理費用	–	(20,047)	–	–	(20,047)
Distribution expense	銷售支出	(29,018)	(7,577)	–	–	(36,595)
General and administrative expense	管理費用	(39,974)	(28,989)	(7,198)	(47,572)	(123,733)
Segment operating result	**分部經營業績**	661,694	113,076	(25,747)	(123,002)	626,021
Impairment charges	資產減值損失	(29,282)	–	(125,288)	–	(154,570)
Other gains/(losses), net	其他利得／（損失），淨值	278,918	–	(408)	23,510	302,020
Finance income	財務收入	453	1,629	3,792	12,617	18,491
Finance costs	財務費用	(20,347)	32,704	(1,771)	(510,404)	(499,818)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	–	–	–	(55,432)	(55,432)
Profit/(loss) before income tax	**除所得稅前利潤／（虧損）**	891,436	147,409	(149,422)	(652,711)	236,712
Income tax expense	**所得稅費用**	(169,734)	(44,260)	–	(169)	(214,163)
Profit/(loss) for the year	**本年利潤／（虧損）**	721,702	103,149	(149,422)	(652,880)	22,549
Total assets	**資產總額**	2,171,909	2,941,774	92,536	4,387,348	9,593,567
Total assets includes:	資產總額包括：					
Property, plant and equipment	不動產、工廠及設備	4,297,259	2,275,176	24,238	33,000	6,629,673
Intangible assets	無形資產	7,197	484,581	2,774	–	494,552
Investments accounted for using the equity method	按權益法入賬的投資	–	–	–	499,284	499,284
Additions to non-current assets	非流動資產增加	487,330	377,367	3,164	955	868,816
Total liabilities	**負債總額**	976,475	660,221	50,345	4,342,015	6,029,056

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

5. Segment information (Continued)

5. 分部信息(續)

The segment information provided to the Board of Directors for the reportable segments for the year ended December 31, 2013 is as follows:

截至二零一三年十二月三十一日止年度向董事會提供的經營分部信息如下：

		PRC 中國 RMB'000 人民幣千元	Kazakhstan 哈薩克斯坦 RMB'000 人民幣千元	USA 美國 RMB'000 人民幣千元	Corporate and others 總部及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	**分部收益**	2,443,844	782,631	29,586	–	3,256,061
Depreciation, depletion and amortization	折舊、折耗及攤銷	(781,723)	(101,868)	(21,229)	(212)	(905,032)
Taxes other than income taxes *(Note 26)*	稅項(所得稅除外)*(附註26)*	(413,194)	(319,450)	(386)	(7,598)	(740,628)
Employee benefit expense	員工薪酬成本	(109,531)	(48,347)	–	(69,891)	(227,769)
Purchases, services and other direct costs	採購、服務及其他直接成本	(238,201)	(120,966)	(11,038)	–	(370,205)
Geological and geophysical expense	地質及地球物理費用	–	(4,668)	(53)	–	(4,721)
Distribution expense	銷售支出	(31,346)	–	–	–	(31,346)
General and administrative expense	管理費用	(41,183)	(18,145)	(7,926)	(35,274)	(102,528)
Segment operating result	**分部經營業績**	828,666	169,187	(11,046)	(112,975)	873,832
Other gains/(losses), net	其他利得／(損失)，淨值	13,315	(23,055)	(1,380)	6,485	(4,635)
Finance income	財務收入	360	2,380	3,626	65	6,431
Finance costs	財務費用	(15,952)	(221)	(953)	(334,858)	(351,984)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	–	–	–	(68,777)	(68,777)
Profit before income tax	**除所得稅前利潤**	826,389	148,291	(9,753)	(510,060)	454,867
Income tax (expense)/benefit	**所得稅(費用)／收益**	(195,667)	20,584	–	–	(175,083)
Profit/(loss) for the year	**本年利潤／(虧損)**	630,722	168,875	(9,753)	(510,060)	279,784
Total assets	**資產總額**	5,901,879	2,642,182	257,941	492,753	9,294,755
Total assets includes:	資產總額包括：					
Property, plant and equipment	不動產、工廠及設備	4,994,736	1,977,432	155,586	32,406	7,160,160
Intangible assets	無形資產	35,918	492,697	15,854	–	544,469
Investments accounted for using the equity method	按權益法入賬的投資	–	–	–	273,348	273,348
Additions to non-current assets	非流動資產增加	851,161	511,700	113,555	1,895	1,478,311
Total liabilities	**負債總額**	1,206,279	593,292	48,013	3,735,395	5,582,979

All segment information above represented segment results after elimination of inter-segment transactions, which primarily include interest income or expense from intra-group accounts and loans.

上述分部報告信息為各分部之間交易抵銷之後進行列示。分部之間交易主要包括集團內公司賬目往來和借款產生的利息收入或支出。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

5. Segment information (Continued)

The revenue reported to the Board of Directors is measured consistently with that in the consolidated statement of comprehensive income. The amounts provided to the Board of Directors with respect to total assets and total liabilities are measured in a manner consistent with that of the consolidated financial statements. These assets and liabilities are allocated based on the operations of the segment and the physical location of the asset. Segment operating result represent operating profit/(loss) after excluding impairment charges and other gains/(losses), net.

The financial assets at fair value through profit or loss including oil options held by the Group are not considered to be segment assets. Oil options premium payable are not considered to be segment liabilities.

Reportable segments' assets are reconciled to total assets as follows:

5. 分部信息(續)

向董事會報告的收益的計量方法與合併綜合收益表的計量方法一致。向董事會提供有關資產及負債總額的金額，是按照合併財務報表內貫徹一致的方式計量的。此等資產及負債根據分部的經營和資產的實際位置分配。分部經營業績為去除減值損失及其他利得／(損失)淨額後的經營損益。

由本集團持有的包括石油期權在內的以公允價值計量且其變動計入當期損益的金融資產不被視為分部資產。應付原油期權權利金不被視為分部負債。

報告分部資產與資產總額調節如下：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Segment assets for reportable segments	報告分部的分部資產	**9,593,567**	9,294,755
Unallocated:	**未分配：**		
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	**–**	7,791
Total assets per consolidated statement of financial position	**合併財務狀況表內的資產總額**	**9,593,567**	9,302,546

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

5. Segment information (Continued)

5. 分部信息(續)

Reportable segments' liabilities are reconciled to total liabilities as follows:

報告分部的負債與負債總額調節如下：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Segment liabilities for reportable segments	報告分部的分部負債	**6,029,056**	5,582,979
Unallocated:	**未分配：**		
Oil options premium payable	應付原油期權權利金	**–**	15,137
Total liabilities per consolidated statement of financial position	**合併財務狀況表內的負債總額**	**6,029,056**	5,598,116

Entity-wide information

企業層面信息

Analysis of revenue by category

收入按類別分析

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Sales of oil and gas	銷售原油及天然氣	**2,970,017**	3,253,140
Provision of services	提供服務	**12,892**	2,921
		2,982,909	3,256,061

For the year ended December 31, 2014, total revenue from crude oil sales in the PRC amounting to RMB2,204.1 million (2013: RMB2,440.9 million) are derived solely from PetroChina. For Kazakhstan, Titan oil was the Group's main customer and revenue amounting to RMB624.6 million (2013: RMB698.0 million) are derived from it. Revenues from PetroChina and Titan Oil accounted for 73.9% and 20.9% (2013: 75.0% and 21.4%) of the Group's total revenue for the year ended December 31, 2014, respectively.

截至二零一四年十二月三十一日止年度，本集團在中國的原油銷售收入金額為人民幣2,204.1百萬元(二零一三年：人民幣2,440.9百萬元)，均為銷售給中石油取得的收入。本集團在哈薩克斯坦的主要客戶為Titan Oil，對其收入金額為人民幣624.6百萬元(二零一三年：人民幣698.0百萬元)。截至二零一四年十二月三十一日止年度從中石油和Titan Oil取得的收入分別佔本集團總收入的73.9%和20.9%(二零一三年：75.0%和21.4%)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

6. Property, plant and equipment — Group
6. 不動產、工廠及設備 — 集團

		Exploration and evaluation assets 勘探及評價資產 RMB'000 人民幣千元	Oil and gas properties 油氣資產 RMB'000 人民幣千元	Buildings and improvements 建築物及設施 RMB'000 人民幣千元	Vehicles, office and other production equipment 汽車、辦公室設備及生產設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**						
Cost	成本	88,672	9,602,833	11,464	91,550	280,293	10,074,812
Accumulated depreciation and impairment	累計折舊及減值	(848)	(3,409,412)	(1,860)	(30,040)	–	(3,442,160)
Net book amount	**賬面淨值**	87,824	6,193,421	9,604	61,510	280,293	6,632,652
Year ended December 31, 2013	**截至二零一三年十二月三十一日止年度**						
Opening net book amount	年初賬面淨值	87,824	6,193,421	9,604	61,510	280,293	6,632,652
Exchange differences	匯兌差額	(2,502)	(60,503)	(289)	(522)	(1,757)	(65,573)
Additions	增加	82,694	520,169	2,032	14,825	857,187	1,476,907
Disposals	出售	–	–	(70)	(1,140)	–	(1,210)
Transfers	轉撥	(91,555)	768,589	–	–	(677,034)	–
Depreciation charge	折舊費用	–	(868,943)	(1,935)	(11,738)	–	(882,616)
Closing net book amount	年末賬面淨值	76,461	6,552,733	9,342	62,935	458,689	7,160,160
At December 31, 2013	**於二零一三年十二月三十一日**						
Cost	成本	77,283	10,825,734	13,052	104,051	458,689	11,478,809
Accumulated depreciation and impairment	累計折舊及減值	(822)	(4,273,001)	(3,710)	(41,116)	–	(4,318,649)
Net book amount	**賬面淨值**	76,461	6,552,733	9,342	62,935	458,689	7,160,160
Year ended December 31, 2014	**截至二零一四年十二月三十一日止年度**						
Opening net book amount	年初賬面淨值	**76,461**	**6,552,733**	**9,342**	**62,935**	**458,689**	**7,160,160**
Exchange differences	匯兌差額	**(7)**	**9,547**	**11**	**70**	**(707)**	**8,914**
Additions	增加	**108,870**	**3,183**	**11,319**	**6,366**	**739,078**	**868,816**
Disposal of subsidiaries *(Note 9)*	處置子公司*(附註9)*	**–**	**(342,404)**	**–**	**(2,373)**	**(7,628)**	**(352,405)**
Disposals	出售	**–**	**–**	**2,069**	**(174)**	**–**	**1,895**
Transfers	轉撥	**(42,766)**	**726,042**	**(4,855)**	**1,315**	**(679,736)**	**–**
Depreciation charge	折舊費用	**–**	**(901,846)**	**(3,001)**	**(11,156)**	**–**	**(916,003)**
Impairment charge	減值損失	**–**	**(141,704)**	**–**	**–**	**–**	**(141,704)**
Closing net book amount	年末賬面淨值	**142,558**	**5,905,551**	**14,885**	**56,983**	**509,696**	**6,629,673**
At December 31, 2014	**於二零一四年十二月三十一日**						
Cost	成本	**154,594**	**11,148,585**	**19,970**	**116,624**	**509,696**	**11,949,469**
Accumulated depreciation and impairment	累計折舊及減值	**(12,036)**	**(5,243,034)**	**(5,085)**	**(59,641)**	**–**	**(5,319,796)**
Net book amount	**賬面淨值**	**142,558**	**5,905,551**	**14,885**	**56,983**	**509,696**	**6,629,673**

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

6. Property, plant and equipment — Group (Continued)

Included in property, plant and equipment as at December 31, 2014 are certain assets directly used in and operated under the Group's PSCs with PetroChina in the PRC, amounting to RMB4,283.1million (2013: RMB4,993.8 million) comprising cost of RMB8,842.5 million (2013: RMB9,111.6 million) less accumulated depreciation and impairment of RMB4,559.4 million (2013: RMB4,117.8 million).

The additions of oil and gas properties of the Group for the years ended December 31, 2014 included RMB 5.3million (2013: RMB10.3 million) relating to the asset retirement obligations (Note 23) recognized.

For the year ended December 31, 2014, depreciation charge is recognized as follows:

6. 不動產、工廠及設備 — 集團(續)

於二零一四年十二月三十一日，不動產、工廠及設備當中，淨值人民幣4,283.1百萬元(二零一三年：人民幣4,993.8百萬元)的資產乃根據本集團與中石油訂立的產品分成合同直接予以使用及操作。該資產淨值包括成本人民幣8,842.5百萬元(二零一三年：人民幣9,111.6百萬元)扣減累計折舊及減值人民幣4,559.4百萬元(二零一三年：人民幣4,117.8百萬元)。

本集團於截至二零一四年十二月三十一日止年度添置的油氣資產中，確認了人民幣5.3百萬元(二零一三年：人民幣10.3百萬元)的資產棄置義務(附註23)。

截至二零一四年十二月三十一日止年度，折舊費用確認如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Charged to profit or loss	計入當期損益	**905,142**	874,810
Capitalized into oil in tank	資本化入庫存油	**10,861**	7,806
		916,003	882,616

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

6. Property, plant and equipment — Group (Continued)

Impairment test

When any indicators of impairment are identified, property, plant and equipment are reviewed for impairment based on each of the CGUs, which are the individual blocks under the PSCs held by the Group in the PRC, the oilfields under exploration or production contracts in Kazakhstan, and a working interest in the USA. The carrying value of the CGUs is compared to the recoverable amount of the CGUs, which is calculated based on value-in-use. Value-in-use calculations use pre-tax cash flow projections based on financial budgets approved by management generally covering a 5-year period. Cash flows beyond the 5-year period are extrapolated using the estimated growth rates not exceeding the long-term average growth rates for the businesses in which the CGU operates.

During the year ended December 31, 2014, due to the significantly lower oil price at the end of 2014, the Group recognized an impairment charge amounting to RMB29.3 million and RMB125.3 million on the long-live assets (including mineral extraction rights (Note 7)) relating to a block in the PRC and the working interest in the USA, respectively, to reduce their carrying value to the respective estimated recoverable amounts calculated based on value-in-use. The pre-tax discount rates used in the calculations of recoverable amount for the respective CGUs in the PRC and the USA are 12.0% and 12.5%, respectively.

6. 不動產、工廠及設備 — 集團(續)

減值測試

現金產出單元包括本集團持有位於中國的石油分成合同下的獨立區塊、在哈薩克斯坦處於勘探或生產合同的油田以及在美國的作業權益。當識別出減值跡象時,以現金產出單元為基礎覆核不動產、工廠及設備的減值。將現金產出單元的賬面價值與其可回收金額進行比較,可回收金額以在用價值為基礎計算。在用價值的計算使用税前預測現金流,該現金流的編製基於管理層批准的五年財務預算。推斷五年以上期間現金流的增長時,使用了不超過該現金產出單元運營的長期平均增長率。

截至二零一四年十二月三十一日止年度,由於二零一四年底油價非常低,本集團對包括礦產開採權在內的長期資產確認了人民幣29.3百萬元及人民幣125.3百萬元的減值(附註7)。該等長期資產分別為中國境內的區塊及美國境內的作業權益,使其賬面價值減至了相應以在用價值為基礎的估計可回收金額。上述中國及美國現金產出單元的可回收金額計算使用的税前折現率分別為12.0%及12.5%。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

7. Intangible assets — Group
7. 無形資產 — 集團

		Goodwill 商譽 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Mineral extraction rights 礦產開採權 RMB'000 人民幣千元	Mining rights 採礦權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**					
Cost	成本	6,528	16,139	18,625	628,197	669,489
Accumulated amortization and impairment	累計攤銷及減值	–	(10,521)	(1,977)	(53,093)	(65,591)
Net book amount	**賬面淨值**	6,528	5,618	16,648	575,104	603,898
Year ended December 31, 2013	**截至二零一三年十二月三十一日止年度**					
Opening net book amount	年初賬面淨值	6,528	5,618	16,648	575,104	603,898
Exchange differences	匯兑差額	–	(3)	(495)	(16,996)	(17,494)
Additions	增加	–	2,240	–	–	2,240
Adjustments	調整	(3,400)	–	–	(23,457)	(26,857)
Amortization charge	攤銷費用	–	(3,186)	(299)	(13,833)	(17,318)
Closing net book amount	**年末賬面淨值**	3,128	4,669	15,854	520,818	544,469
At December 31, 2013	**於二零一三年十二月三十一日**					
Cost	成本	3,128	18,355	18,066	585,891	625,440
Accumulated amortization and impairment	累計攤銷及減值	–	(13,686)	(2,212)	(65,073)	(80,971)
Net book amount	**賬面淨值**	3,128	4,669	15,854	520,818	544,469
Year ended December 31, 2014	**截至二零一四年十二月三十一日止年度**					
Opening net book amount	年初賬面淨值	**3,128**	**4,669**	**15,854**	**520,818**	**544,469**
Exchange differences	匯兑差額	**–**	**(1)**	**114**	**1,830**	**1,943**
Additions	增加	**–**	**5,965**	**–**	**–**	**5,965**
Disposal of subsidiaries *(Note 9)*	處置子公司*(附註9)*	**(3,128)**	**(7)**	**–**	**(26,324)**	**(29,459)**
Amortization charge	攤銷費用	**–**	**(2,908)**	**(328)**	**(12,264)**	**(15,500)**
Impairment charge *(Note 6)*	減值損失*(附註6)*	**–**	**–**	**(12,866)**	**–**	**(12,866)**
Closing net book amount	**年末賬面淨值**	**–**	**7,718**	**2,774**	**484,060**	**494,552**
At December 31, 2014	**於二零一四年十二月三十一日**					
Cost	成本	**–**	**24,304**	**18,132**	**555,874**	**598,310**
Accumulated amortization and impairment	累計攤銷	**–**	**(16,586)**	**(15,358)**	**(71,814)**	**(103,758)**
Net book amount	**賬面淨值**	**–**	**7,718**	**2,774**	**484,060**	**494,552**

For the years ended December 31, 2014 and 2013, amortization charge is recognized in 'depreciation, depletion and amortization' in the consolidated statement of comprehensive income.

截至二零一四年及二零一三年十二月三十一日止年度，攤銷費用計入合併綜合收益表的「折舊，折耗及攤銷」。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group

(a) Joint operations

The Group's development and production activities in the PRC are conducted through its subsidiaries or joint ventures, jointly with others through PSC arrangement.

During the year ended December 31, 2014, the Group has the following joint arrangements which are accounted for as joint operation in accordance with IFRS 11 "Joint arrangements".

Daan, Moliqing and Miao3 PSCs

The Group and Global Oil Corporation ("GOC"), a limited liability company incorporated in Bahamas, (collectively the "Foreign Contractors"), respectively hold a 90% interest and a 10% interest in the foreign participating interest in each of Daan, Moliqing and Miao3 blocks within the Daan, Moliqing and Miao 3 oilfield located in Northeast region in the PRC. These oilfields had been in the commercial production phase since 2005, 2008 and 2008, respectively, the Daan PSC would expire after about 10 years in 2024, whereas the Moliqing PSC and Miao3 PSC would expire after about 14 years in 2028.

Pursuant to the respective PSCs with PetroChina the annual gross production of the crude oil shall, after payment for value added tax and royalty, be firstly deemed as the cost recovery oil and shall be used for cost recovery in the following sequence:

(i) Payment in kind for the operating costs actually incurred by Foreign Contractors and PetroChina.

8. 合營安排 — 集團

(a) 共同經營

本集團主要按照產品分成合同安排，通過其附屬公司或合營企業在中國從事開發和生產活動。

截至二零一四年十二月三十一日止年度，本集團以下共同經營業務根據國際財務報告準則第11號'合營安排'釐定為共同經營。

大安、莫裡青和廟3產品分成合同

本集團與澳大利亞環球石油公司(以下簡稱「環球石油」)，一家設立於巴哈馬的公司，(統稱「外方合同者」)於大安、莫裡青及廟3三個區塊產品分成合同的外國參與權益，內分別持有90%及10%的權益。大安、莫裡青及廟3油田位於中國東北地區。上述三個區塊分別在二零零五年、二零零八年和二零零八年進入商業生產期。大安產品分成合同將於二零二四年到期，合同剩餘有效時間約為十年；莫裡青和廟3產品分成合同將於二零二八年到期，合同剩餘有效時間約為十四年。

根據與中石油的相關產品分成合同，原油的年度總產量在支付增值稅及礦區使用費後，將首先被視為費用回收油，並將按如下步驟用於費用回收：

(i) 就外方合同者及中石油實際產生的操作費作出實物付款。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(a) Joint operations (Continued)

(ii) The remainder of the cost recovery oil shall, after payment for the operating costs, be deemed as investment recovery oil. Such investment recovery oil shall be used for the simultaneous recovery of the pilot test costs and the development costs incurred by Foreign Contractors and predevelopment costs spent by PetroChina in proportion of 20% by PetroChina and 80% by Foreign Contractors. The unrecovered costs of the parties shall be carried forward to and recovered from the investment recovery oil in succeeding calendar years until being fully recovered.

(iii) After all pilot test costs and development costs incurred up to that time have been recovered, the remainder of the gross production of crude oil for that period is referred to as profit oil and shall be allocated in proportion of PetroChina 52% and Foreign Contractors 48%.

(iv) The operating costs so incurred after the date of commencement of commercial production shall be paid respectively by PetroChina and Foreign Contractors in accordance with the proportion of oil allocated to each party.

(v) GOC is entitled to a 10% share of the Foreign Contractors' interest in property, plant and equipment, income and expenses. The Group received income and paid expenses on behalf of GOC, which has been recorded in the relevant accounts with GOC (Note 37).

Kongnan PSC

The Group held 100% foreign participating interest in the Kongnan block within Dagang oilfield in Hebei province of the PRC. The relevant oilfield has been in the commercial production phase since 2009 and the PSC would expire after more than 13 years in 2027.

8. 合營安排 — 集團(續)

(a) 共同經營(續)

(ii) 費用回收油的剩餘部分在支付操作費後,將被視為投資回收油。該投資回收油將被用於按中石油分佔20%及外方合同者分佔80%的比例,同步回收外方合同者所產生的先導試驗期成本、開發費用及中石油所支付的前期開發費用。訂約方未回收的成本則被結轉至隨後日曆年的投資回收油,並於其中回收,直至全數回收為止。

(iii) 於任何日曆年,在當期先導試驗期成本及開發費用回收後,該期間原油總產量的剩餘部分將作為利潤分成油並且按中石油分佔52%及外方合同者分佔48%的比例進行分配。

(iv) 開始商業生產後所產生的操作費將分別由中石油及外方合同者按石油分配的比例予以支付。

(v) 環球石油有權分佔外方合同者不動產、工廠及設備、收入及支出份額中的10%。本集團代表環球石油收取收入,並支付支出。此等款項已記錄於環球石油有關賬目內(附註37)。

孔南產品分成合同

本集團通過其全資子公司於河北省大港孔南區塊之產品分成合同的外國參與權益內持有100%的權益。該區塊自二零零九年進入商業生產期且該產品分成合同將於二零二七年到期,合同剩餘有效時間超過十三年。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(a) Joint operations (Continued)

Pursuant to the PSC with PetroChina, the annual gross production of the crude oil shall, after payment for value added tax and royalty, be firstly deemed as the cost recovery oil and shall be used for cost recovery in the following sequence:

(i) Payment in kind for the operating costs actually incurred by the Group and PetroChina.

(ii) The remainder of the cost recovery oil shall, after payment for the operating costs, be deemed as investment recovery oil. Such investment recovery oil shall be used for the simultaneous recovery of the pilot test costs and the development costs incurred by Foreign Contractors and the predevelopment costs spent by PetroChina in proportion of 18% by PetroChina and 82% by the Group. The unrecovered costs of the parties shall be carried forward to and recovered from the investment recovery oil in succeeding calendar years until being fully recovered.

(iii) After all pilot test costs and development costs incurred up to that time have been recovered, the remainder of the gross production of crude oil for that period is referred to as profit oil and shall be allocated in proportion of PetroChina 51% and the Group 49%.

(iv) The operating costs so incurred after the date of commencement of commercial production shall be paid respectively by PetroChina and the Group in accordance with the proportion of oil allocated to each party.

In October and November 2014, the Group completed the disposal of the Miao3 blocks and Kongnan block, respectively by way of disposal of all equity interest of the relevant holding companies of the blocks (Note 9(a)).

8. 合營安排 — 集團(續)

(a) 共同經營(續)

根據與中石油的產品分成合同，原油的年度總產量在支付增值稅及礦區使用費後，將首先被視為費用回收油，並將按如下步驟用於費用回收：

(i) 就本集團及中石油實際產生的操作費作出實物付款。

(ii) 費用回收油的剩餘部分在支付操作費後，將被視為投資回收油。該投資回收油將被用於按中石油分佔18%及本集團分佔82%的比例，同步回收外方合同者所產生的先導試驗期成本、開發費用及中石油所支付的前期開發費用。訂約方未回收的成本則被結轉至隨後日曆年的投資回收油，並於其中回收，直至全數回收為止。

(iii) 於任何日曆年，在當期先導試驗期成本及開發費用回收後，該期間原油總產量的剩餘部分將作為利潤分成油並且按中石油分佔51%及本集團分佔49%的比例進行分配。

(iv) 開始商業生產後所產生的操作費將分別由中石油及本集團按石油分配的比例予以支付。

本集團分別於二零一四年十月和十一月完成了對相關區塊控股子公司的權益處置，以此完成對廟三區塊和孔南區塊的處置(附註9(a))。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

8. 合營安排 — 集團(續)

(b) Investments accounted for using the equity method

(b) 按權益法入賬的投資

The Group's investments accounted for using the equity method represent interest in joint ventures.

本集團採用權益法核算對合營企業的投資權益。

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At January 1,	於一月一日	**273,348**	181,636
Additions	增加	**286,722**	180,773
Share of losses for the year	年內享有的虧損份額	**(55,432)**	(68,777)
Adjustment for unrealized gains resulting from downstream transactions	順流交易產生的未實現利得調整	**(5,015)**	(1,947)
Disposal	出售	**–**	(13,006)
Exchange differences	匯兑差額	**(339)**	(5,331)
At December 31,	於十二月三十一日	**499,284**	273,348

At December 31, 2014 and 2013, nature of investment in joint ventures of the Group is as follows:

於二零一四年及二零一三年十二月三十一日，本集團投資的合營企業性質列示如下：

Name of entity **公司名稱**	**Place of business/country of incorporation** **經營地點／企業註冊地址**	**% of interest held indirectly** **間接持有權益比例**	**Measurement method** **核算方法**
Sino Gas and Energy Ltd.(「SGE」)	PRC/Australia 中國／澳大利亞	51%	Equity 權益法

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

In July 2012, the Group completed the acquisition of 51% interest in SGE, a limited liability company incorporated in Australia, whose principal business activity is the exploration and development of unconventional gas pursuant to two PSCs, which assets are located on the eastern flank of the Ordos Basin in the PRC, from Sino Gas and Energy Holdings Limited, a limited liability company incorporated in Australia. Pursuant to the Purchase and Subscription Agreement ("PSA"), the total consideration payable by the Group is US$100 million (equivalent to RMB633.2 million) comprising (a) US$10 million (equivalent to RMB63.3 million) for the purchase of certain existing SGE ordinary shares payable in cash at completion; and (b) US$66.3 million (equivalent to RMB420.1 million) and US$23.7 million (equivalent to RMB149.8 million) for the subscription of certain new converting preference shares and loan notes of SGE ("Deferred Subscription Price"), payable in cash progressively and proportionally after closing. The new converting preference shares in relation was held in escrow until the Deferred Subscription Price being fully paid.

Upon payment of the Deferred Subscription Price for the new converting preference shares and the loan notes in accordance with the terms of new converting preference shares will be released from escrow and converted to ordinary shares and loan notes will be issued.

During the year ended December 31, 2014, the Group has made the Deferred Subscription Price in the amount of US$43.9 million (equivalent to RMB269.89million) (2013: US$29.7 million (equivalent to RMB182.6 million)) for the subscription of SGE converting preference shares and relevant loan notes.

At December 31, 2014, all Deferred Subscription Price has been fully paid up and converted to ordinary shares. No shares (2013: 98,624,849 shares) of preferred shares of SGE owned by the Group are held at escrow.

At December 31, 2014 and 2013, there are no contingent liabilities relating to the Group's interest in its joint venture.

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

於二零一二年七月，本集團完成了對SGE51%權益的收購，SGE此前屬Sino Gas and Energy Holdings Limited，是一家在澳大利亞註冊的有限責任公司，其主要業務為於兩份產品分成合同下，在位於中國鄂爾多斯盆地的東側勘探、開發兩處非常規天然氣資產。根據初始購買認購協議(以下簡稱「認購協議」)，本集團的應付價款總額為100百萬美元(等價於人民幣633.2百萬元人民幣)，包括：(a)在完成時以現金支付10百萬美元(等價於人民幣63.3百萬元人民幣)用於購買SGE現存應付普通股；(b) 66.3百萬美元(等價於人民幣420.1百萬元)及23.7百萬美元(等價於人民幣149.8百萬元)現金用於認購SGE增發的可轉換優先股及貸款票據(以下簡稱「遞延認購價款」)，該款項於收購完成之後按比例逐步以現金支付。該等增發的可轉換優先股在全款支付遞延認購價款之前須予託管。

根據相關條款支付增發的可轉換優先股及貸款票據的遞延認購價款之後，該等可轉換優先股將自託管中釋放並轉換為普通股，並將發行貸款票據。

截至二零一四年十二月三十一日年度，本集團已向SGE提供了達43.9百萬美元(等價於人民幣269.89百萬元)(二零一三年：29.7百萬美元(等價於人民幣182.6百萬元))的遞延認購價款，用以認購SGE的可轉換優先股及相關貸款票據。

於二零一四年十二月三十一日，所有遞延收購對價已全部支付並轉換為普通股。本集團不存在由託管持有的SGE優先股(二零一三年：98,624,849股)。

於二零一四年及二零一三年十二月三十一日，本集團於合營企業的權益中不存在或有負債。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

Summarized financial information for joint venture

Set out below is the summarized financial information for SGE, which is accounted for using the equity method.

Summarized statement of financial position

8. 合營安排 — 集團（續）

(b) 按權益法入賬的投資（續）

合營企業財務信息總示

SGE的摘要財務資料如下，此公司以權益法入賬。

摘要財務狀況表

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Current	**流動**		
Cash and cash equivalents	現金及現金等價物	**123,077**	54,600
Other current assets	其他流動資產	**25,121**	17,836
Total current assets	流動資產總額	**148,198**	72,436
Borrowings	借款	**(34,707)**	(27,180)
Other current liabilities	其他流動負債	**(380,614)**	(398,274)
Total current liabilities	流動負債總額	**(415,321)**	(425,454)
Non-current	**非流動**		
Assets	資產	**1,394,819**	1,032,341
Loan from shareholders	股東借款	**(271,916)**	–
Net assets	**淨資產**	**855,780**	679,323

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)
8. 合營安排 — 集團(續)

(b) Investments accounted for using the equity method (Continued)
(b) 按權益法入賬的投資(續)

Summarized statement of comprehensive loss

摘要綜合損失表

		Year ended December 31, 截至十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Revenue	收入	**42**	14
Depreciation and amortisation expense	折舊及攤銷費用	**(385)**	(327)
Share based payment	股份支付	**(3,606)**	(928)
Foreign exchange losses	匯兑損失	**(3,501)**	(2,137)
General and administration expenses	管理費用	**(62,334)**	(45,624)
Geological & geophysical expenses	地質及地球物理費用	**(38,906)**	(86,939)
Loss before income tax	**除所得稅前損失**	**(108,690)**	(135,941)
Income tax expense	**所得稅費用**	**–**	–
Loss for the year	**本年損失**	**(108,690)**	(135,941)
Total comprehensive loss for the year	**本年綜合損失總額**	**(108,690)**	(135,941)

The information above reflects the amounts presented in the financial statements of the joint venture adjusted for differences in accounting policies between the Group and the joint venture, and not the Group's share of those amounts.

以上數據反映在合營企業的財務報表內呈列的數額(並非本集團享有此等數額的份額),並經就本集團與合營企業之間會計政策的差異作出調整。

Major differences in accounting policies between the Group and SGE

本集團與SGE的主要會計政策差異

SGE adopts full cost method for its gas exploration and production activities. Under this method, all costs incurred in exploring for, acquiring and developing oil and gas reserves are capitalized, regardless of whether the results of specific costs are successful, as exploration and evaluation assets and will be transferred to oil & gas properties, and ultimately being depreciated on the unit-of-production basis upon production phase of the project in future.

SGE對其天然氣開採及生產活動採用完全成本法核算。於該方法下,勘探、獲取和開發石油及天然氣儲量發生的所有成本,不論其結果是否成功,均於發生時資本化計入勘探和開發資產,並轉入油氣資產後最終於未來項目生產階段按單位產量法進行折舊。

The Group adopts successful efforts method, and certain expenditures incurred and capitalized by SGE would not be qualified for capitalization under successful efforts method; therefore, such expenditures were expensed off to ensure consistency with the Group's policies.

本集團採用成果法核算,在該方法下,SGE原已發生並資本化的特定支出不符合資本化條件,為與本集團政策保持一致性,該等支出將會費用化。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

8. Joint arrangements — Group (Continued)
8. 合營安排 — 集團(續)

(b) Investments accounted for using the equity method (Continued)
(b) 按權益法入賬的投資(續)

Reconciliation of summarized financial information

摘要財務資料的調節

Summarized financial information

摘要財務資料

		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Opening net assets January 1	**年初淨資產 — 一月一日**	**655,571**	634,491
Capital injections from shareholders	股東注資	**269,894**	180,773
Discounting impact of shareholder's loan	股東貸款的折現影響	**16,829**	–
Loss for the year	本年損失	**(108,690)**	(135,941)
Currency translation differences	外幣折算差額	**22,176**	(23,752)
Closing net assets	**年末淨資產**	**855,780**	655,571
Interest in joint venture *(Note)*	合營權益*(附註)*	**506,246**	275,295
Adjustment for unrealized gains resulting from downstream transactions	順流交易產生的未實現利得調整	**(6,962)**	(1,947)
Carrying value	**賬面價值**	**499,284**	273,348

Note:

According to the PSA, the Group is entitled to 51% of SGE's profit or loss and net assets acquired after the acquisition, except for the abovementioned loan notes provided by the Group, which was solely provided by and entitled to the Group. As at December 31, 2014, the Group's subscription represents 51% (2013: 30%) of SGE's net assets, among which the loan notes amounted to US$23.7 million (equivalent to RMB146.4 million) (2013: US$12.1 million (equivalent to RMB75.4 million)).

附註：

根據股東協議，本集團享有SGE收購後損益及新增資產(除上述本集團提供的貸款票據外)51%的份額，這些貸款票據完全由本集團提供並享有對其權益。於二零一四年十二月三十一日，本集團認購對價佔SGE淨資產的51%(二零一三年：30%)，其中貸款票據金額為23.7百萬美元(等價於人民幣146.4百萬元)(二零一三年：12.1百萬美元(等價於人民幣75.4百萬元))。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company
9. 子公司權益及應收子公司款項 — 公司

(a) Interests in subsidiaries
(a) 子公司權益

		As at December 31, 於十二月三十一日,	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Investments, at cost:	投資成本：		
— unlisted shares	— 非上市股份	**5,137,810**	1,968,025
Less:provision for impairment	減：資產減值準備	**(1,104,987)**	–
		4,032,823	1,968,025
Amounts due from subsidiaries	應收子公司款項	**45,530**	819,399
		4,078,353	2,787,424

Investments in subsidiaries are recorded at cost, which is the fair value of the consideration paid. The additions of investments in subsidiaries for the year are as follows:

予子公司投資以成本入賬，等價於支付對價的公允價值。下表列示年內新增子公司投資：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
At January 1,	**於一月一日**	**1,968,025**	1,739,866
Establishment of new subsidiaries	新成立子公司	**–**	12,194
Investment adjustment of share based payment	以股份為基礎的投資調整	**(10,766)**	2,993
Capital contributions	為子公司注資	**–**	372,724
Transfer of directly held subsidiaries *(Note)*	由直接子公司分配*(附註)*	**3,531,507**	–
Disposal of subsidiaries *(Notes (i) and (ii))*	處置子公司*(附註(i)和(ii))*	**(358,089)**	–
Exchange differences	匯兑差額	**7,133**	(159,752)
Impairment charge *(Note)*	資產減值損失*(附註)*	**(1,104,987)**	–
At December 31,	**於十二月三十一日**	**4,032,823**	1,968,025

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

(a) Interests in subsidiaries (Continued)

Note:

On August 6, 2014, the Company's immediate subsidiary, MI Energy Corporation ("MIE") transferred all the shares and related rights and obligations of two intermediate subsidiaries, namely, Gobi Energy Limited ("Gobi") and Riyadh Energy Limited ("Riyadh") to the Company, by way of equity distribution. After the distribution, Gobi and Riyadh become immediate subsidiaries of the Company and MIE became dormant. At December 31, 2014, an impairment loss of RMB1,104,987,000 was recognised to reduce the carrying value of investment in MIE to its net book value.

Amounts due from subsidiaries are non-trade related, unsecured, interest-free and have no fixed terms of repayment. They are part of the Company's net investment in these subsidiaries as the Company does not expect a repayment from these subsidiaries in a foreseeable future.

The Company has the following principal subsidiaries at December 31, 2014:

9. 子公司權益及應收子公司款項 — 公司(續)

(a) 子公司權益(續)

附註:

於二零一四年八月六日,本公司的直接子公司MI能源公司(「MIE」)以權益分配的形式,將所持有的兩家間接子公司戈壁能源公司(「戈壁」)和利雅得能源公司(「利雅得」)的全部股份、權益及義務轉讓給本公司。在本次分配後,戈壁及利雅得成為本公司的直接子公司,MIE不用存在實質上的石油開發和生產經營業務。於二零一四年十二月三十一日,確認了一項金額為人民幣1,104,987,000元的減值損失,將對MIE的投資賬面金額減記至其賬面淨資產金額。

應收子公司款項為非貿易性、無抵押、無利息且無固定還款期限,構成本公司對子公司淨權益的一部分。本公司在可預見的未來並不預期子公司償還該投資款項。

於二零一四年十二月三十一日,主要子公司列表如下:

Name 名稱	Country of incorporation 註冊成立地點	Kind of legal entity 法律實體類型	Principal activities and Place of operation 主要業務及經營地點	Particulars of issued share 註冊及全部注入資本	Proportion (%) of ordinary shares held by 所持普通股比例(%)		
					The Company 公司	The Group 集團	Non-controlling interests 非控制權益
Gobi Energy Limited ("Gobi")	Cayman 開曼群島	Limited liability company 有限責任公司	Production and sale of oil in the PRC 在中國生產及出售石油	100 ordinary shares of 1 US$ each 100普通股,每股一美元	100%	100%	–
Riyadh Energy Limited ("Riyadh")	Cayman 開曼群島	Limited liability company 有限責任公司	Production and sale of oil in the PRC 在中國生產及出售石油	100 ordinary shares of 1 US$ each 100普通股,每股一美元	100%	100%	–
Emir-Oil, LLC ("Emir")	Kazakhstan 哈薩克斯坦	Limited liability partnership 有限責任合夥企業	Production and sale of oil and gas in Kazakhstan 在哈薩克斯坦生產及出售油氣產品	Charter capital of the partnership being 82,300 KZT 合夥企業註冊資本82,300堅戈	100%	100%	–
Asia Gas & Energy Ltd ("Asia Gas")	Cayman 開曼群島	Limited liability company 有限責任公司	Investment holding 投資控股	4,990 million ordinary shares of 0.001 US$ each 4,990百萬股普通股,每股0.001美元	92.18%	92.18%	7.82%
Camel Oil and Gas Technical Service (Tianjin) Limited	PRC 中國	Limited liability company 有限責任公司	Research and technical development in the PRC 在中國從事研究及技術開發	Registered capital of US$2 million 註冊資本2百萬美元	100%	100%	–

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

(a) Interests in subsidiaries (Continued)

During the year ended December 31, 2014, the Group disposed of two directly controlled subsidiaries with net assets in aggregate amounting to RMB385.1 million (2013: nil) for consideration in aggregate amounting to US$104.3 million (equivalent to RMB638.8 million) (2013: nil). The disposals resulted in a total gain amounting to RMB259.4 million. A summary of these disposals is as follows:

(i) On August 20, 2014, the Company entered into an agreement with a wholly owned subsidiary of China Oil HBP Science & Technology Corporation Limited ("HBP"), an A-share listed company incorporated in the PRC, pursuant to which the Group disposed of all equity interest in Pan-China Resource Limited ("PCR"), which is the holding company of the Group's Kongnan PSC (Note 8(a)), for a total cash consideration of US$83.1 million (equivalent to RMB508.8 million). The disposal was completed on November 28, 2014. As of December 31, 2014, RMB508.8 of the disposal proceeds have been received by the Group.

(ii) On September 26, 2014, the Company entered into an agreement with Pacific Energy Development (Asia) Co. Corporation, a limited liability company incorporated under the laws of the Republic of Seychelles, pursuant to which the Group disposed of all equity interest in Miao Three Energy Limited ("Miao Three"), which is the holding company of the Group's Miao3 PSC (Note 8(a)), for a total cash consideration of US$21.2 million (equivalent to RMB130.0 million). The disposal was completed on October 21, 2014. As of December 31, 2014, RMB46.4 million (Note 23) of deposit and US$7.5 million of the disposal proceeds have been received by the Group.

9. 子公司權益及應收子公司款項 — 公司(續)

(a) 子公司權益(續)

截至二零一四年十二月三十一日止年度，本集團以104.3百萬美元(等價於人民幣638.8百萬元)((二零一三年：零)作為對價處置了兩家直接控制的子公司，這些子公司淨資產總額為人民幣385.1百萬元(二零一三年：零)。處置產生了總計人民幣259.4百萬元的利得。對子公司處置的匯總如下：

(i) 於二零一四年八月二十日，本公司與公司為華油惠博普科技股份有限公司(以下簡稱「華油公司」)的全資子公司(該公司為在中國註冊A股上市公司)簽訂了銷售協議，以83.1百萬美元(等價於人民幣508.8百萬元)作為對價出售對泛華能源公司(以下簡稱「泛華能源」)的所有股權。泛華能源是本集團孔南區塊的控股公司(附註8(a))交易於二零一四年十一月二十八日完成。於二零一四年十二月三十一日，本集團已收到處置收入款項中的人民幣508.8百萬元。

(ii) 於二零一四年九月二十六日，本公司與Pacific Energy Development (Asia) Co. Corp(一家在塞舌爾註冊成立的有限責任公司)簽訂了銷售協議，以21.2百萬美元(等價於人民幣130.0百萬元)現金對價出售對廟三能源公司(以下簡稱「廟三能源」)的所有股權。廟三能源公司是本集團廟三區塊的控股公司(附註8(a))交易於二零一四年十月二十一日完成。於二零一四年十二月三十一日，本集團已收到46.4百萬人民幣保證金(附註23)及處置收入款項中的7.5百萬美元。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

9. 子公司權益及應收子公司款項 — 公司(續)

(a) Interests in subsidiaries (Continued)

(a) 子公司權益(續)

At the respective date of disposal, the assets and liabilities of PCR and Miao Three are as follows:

泛華能源和廟三能源於處置日期的資產和負債列示如下：

		PCR 泛華能源 At November 28, 2014 二零一四年十一月二十八日 RMB'000 人民幣千元	Miao Three 廟三能源 At October 21, 2014 二零一四年十月二十一日 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Total current assets	**流動資產合計**			
Cash and cash equivalents	現金及現金等價物	14,952	2,023	16,975
Trade and bills receivable	應收賬款和票據	23,921	2,515	26,436
Prepayments, other receivables and other current assets	預付賬款、其他應收款和其他流動資產	23,552	8,882	32,434
		62,425	13,420	75,845
Total non-current assets	**非流動資產合計**			
Property, plant and equipment	物業、廠房及設備	269,022	83,383	352,405
Intangible assets	無形資產	26,324	7	26,331
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	27,295	–	27,295
Deferred tax assets	遞延所得稅資產	189	17,331	17,520
Other non-current assets	其他非流動資產	–	375	375
		322,830	101,096	423,926
Total current liabilities	**流動負債合計**			
Other payables	其他應付款	(13,420)	(6,618)	(20,038)
Other current liabilities	其他流動負債	(37,128)	(29,015)	(66,143)
		(50,548)	(35,633)	(86,181)
Total non-current liabilities	**非流動負債合計**			
Deferred tax liabilities	遞延所得稅負債	(25,193)	(229)	(25,422)
Other non-current liabilities	其他非流動負債	(754)	(2,348)	(3,102)
		(25,947)	(2,577)	(28,524)
Net assets	**淨資產**	308,760	76,306	385,066
Consideration	**對價**	508,785	129,964	638,749
Less: Cost of disposal	**減：處置成本**	(3,740)	(1,484)	(5,224)
Adjustments *(Note)*	**合併層面調整**(*附註*)	10,930	–	10,930
Net assets	**淨資產**	(308,760)	(76,306)	(385,066)
Gain on disposal *(Note 25)*	**處置收益**(*附註25*)	207,215	52,174	259,389

Note: Adjustments represent mainly goodwill and elimination impact of inter-group transactions.

附註： 調整主要涉及商譽及集團內部交易抵銷的影響。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

(b) Loans to subsidiaries

At December 31, 2014 and 2013, loan to subsidiaries is unsecured, bearing interest ranging from 4.86% to 11.86% per annum and is not expected to be repaid within one year from the balance sheet date.

(c) Disclosure of interests in subsidiaries

Material non-controlling interests

As at December 31, 2014, total amount of non-controlling interests is RMB7.5 million, of which RMB41.5 million is for Asia Gas and the remaining is attributed to Condor. The directors of the Company are of the opinion that these non-controlling interests are not material to the Group.

Significant restrictions

Cash and short-term deposits of RMB and KZT held in the PRC and Kazakhstan, respectively, are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the countries, other than through normal dividends.

9. 子公司權益及應收子公司款項 — 公司(續)

(b) 予子公司貸款

於二零一四年十二月三十一日及二零一三年十二月三十一日，予子公司之貸款無抵押、利息率區間為年利率4.86%到11.86%，預期無法於資產負債表日起一年內償還。

(c) 子公司權益披露

重大的非控制性權益

於二零一四年十二月三十一日，非控制性權益總額為人民幣7.5百萬元，其中人民幣41.5百萬元屬Asia Gas，其餘屬Condor。本公司董事認為此等非控制性權益對本集團影響不重大。

重大限制

分別於中國及哈薩克斯坦以人民幣和堅戈持有的現金及短期存款，皆須遵守當地外匯管控條例及法規。這些地方外匯管控條例及法規對除通過正常股利外的其他出境資本施加了限制。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

10. Financial instruments by category

10. 金融工具(按類別)

(a) Group

(a) 集團

		Loans and receivables 貸款及應收款 RMB'000 人民幣千元	Available-for-sale 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31, 2014	二零一四年十二月三十一日			
Assets as per statement of financial position	**根據財務狀況表的資產**			
Available-for-sale financial assets	可供出售金融資產	–	75,541	75,541
Trade and other receivables excluding prepayments	應收賬款及其他應收款,不包括預付款	835,471	–	835,471
Cash and cash equivalents	現金及現金等價物	689,208	–	689,208
Restricted cash	受限制現金	152,366	–	152,366
Total	**總計**	**1,677,045**	**75,541**	**1,752,586**

		Other financial liabilities at amortised cost 其他金融負債,按攤銷成本 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Liabilities as per statement of financial position	**根據財務狀況表的負債**		
Borrowings	借款	4,514,333	4,514,333
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款,不包括非金融負債	1,046,271	1,046,271
Total	**總計**	**5,560,604**	**5,560,604**

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

10. Financial instruments by category (Continued)

10. 金融工具(按類別)(續)

(a) Group (Continued)

(a) 集團(續)

		Loans and receivables 貸款及應收款 RMB'000 人民幣千元	Assets at fair value through profit or loss 以公允價值計量且其變動計入損益的資產 RMB'000 人民幣千元	Available-for-sale 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31,2013	**二零一三年十二月三十一日**				
Assets as per statement of financial position	**根據財務狀況表的資產**				
Available-for-sale financial assets	可供出售金融資產	–	–	50,422	50,422
Trade and other receivables excluding prepayments	應收賬款及其他應收款,不包括預付款	759,423	–	–	759,423
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	–	7,791	–	7,791
Cash and cash equivalents	現金及現金等價物	274,529	–	–	274,529
Restricted cash	受限制現金	48,955	–	–	48,955
Total	**總計**	1,082,907	7,791	50,422	1,141,120

		Other financial liabilities at amortised cost 其他金融負債,按攤銷成本 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Liabilities as per statement of financial position	**根據財務狀況表的負債**		
Borrowings	借款	3,649,503	3,649,503
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款,不包括非金融負債	1,369,250	1,369,250
Total	**總計**	5,018,753	5,018,753

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

10. Financial instruments by category (Continued)

10. 金融工具(按類別)(續)

(b) Company

(b) 公司

		Loans and receivables 貸款及應收款 RMB'000 人民幣千元	Available-for-sale 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31,2014	二零一四年十二月三十一日			
Assets as per statement of financial position	**根據財務狀況表的資產**			
Available-for-sale financial assets	可供出售金融資產	–	32,707	32,707
Trade and other receivables excluding prepayments	應收賬款及其他應收款，不包括預付款	197,383	–	197,383
Cash and cash equivalents	現金及現金等價物	218,681	–	218,681
Restricted cash	受限制現金	132,272	–	132,272
Total	總計	548,336	32,707	581,043

		Other financial liabilities at amortised cost 其他金融負債，按攤銷成本 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Liabilities as per statement of financial position	**根據財務狀況表的負債**		
Borrowings	借款	4,169,243	4,169,243
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款，不包括非金融負債	139,206	139,206
Total	**總計**	4,308,449	4,308,449

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

10. Financial instruments by category (Continued)

10. 金融工具(按類別)(續)

(b) Company (Continued)

(b) 公司(續)

		Loans and receivables 貸款及應收款 RMB'000 人民幣千元	Assets at fair value through profit or loss 以公允價值計量且其變動計入損益的資產 RMB'000 人民幣千元	Available-for-sale 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31, 2013	**二零一三年十二月三十一日**				
Assets as per statement of financial position	**根據財務狀況表的資產**				
Available-for-sale financial assets	可供出售金融資產	–	–	17,478	17,478
Trade and other receivables excluding prepayments	應收賬款及其他應收款，不包括預付款	87,110	–	–	87,110
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	–	7,626	–	7,626
Cash and cash equivalents	現金及現金等價物	52,637	–	–	52,637
Total	總計	139,747	7,626	17,478	164,851

		Other financial liabilities at amortised cost 其他金融負債，按攤銷成本 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Liabilities as per statement of financial position	**根據財務狀況表的負債**		
Borrowings	借款	3,589,503	3,589,503
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款，不包括非金融負債	89,331	89,331
Total	**總計**	3,678,834	3,678,834

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

11. Available-for-sale financial assets

11. 可供出售金融資產

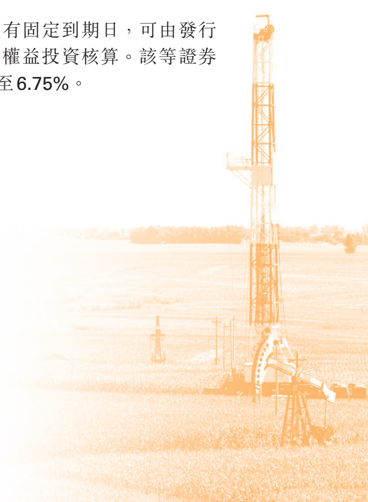
		Group 集團		Company 公司	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
At January 1,	**於一月一日**	**50,422**	3,966	**17,478**	3,966
Exchange differences	匯兌差額	**(762)**	(335)	**19**	(335)
Acquisition of a subsidiary	收購子公司	**–**	27,991	**–**	–
Addition	增加	**71,986**	–	**29,152**	–
Net (loss)/gain transfer to equity *(Note 20)*	淨(虧損)/利得轉撥入權益(*附註20*)	**(13,942)**	27,762	**(13,942)**	13,847
Disposal	處置	**(4,868)**	(8,962)	**–**	–
Disposal of a subsidiary *(Note 9(a))*	處置子公司(*附註9(a)*)	**(27,295)**	–	**–**	–
At December 31,	**於十二月三十一日**	**75,541**	50,422	**32,707**	17,478
Represent:	包括:				
Listed securities:	上市證券:				
– Ordinary shares – USA	– 普通股 – 美國	**3,671**	17,478	**3,671**	17,478
– Public trading securities – Hong Kong *(Note)*	– 上市交易證券 – 香港(*附註*)	**24,100**	–	**24,100**	–
– Public trading securities – Ireland *(Note)*	– 上市交易證券 – 愛爾蘭(*附註*)	**2,951**	–	**2,951**	–
Unlisted securities:	非上市證券:				
– Equity interest	– 股權投資	**42,834**	–	**–**	–
– Corporate debenture	– 公司債	**1,985**	–	**1,985**	–
Contingent consideration	或有對價	**–**	32,944	**–**	–
		75,541	50,422	**32,707**	17,478
Market value of listed securities	上市證券市場價值	**30,722**	17,478	**30,722**	17,478

Note:

These public trading securities are accounted for as equity investments as they have no fixed maturity and are callable at the issuers' option, with initial interest rates from 5.45% to 6.75%.

附註:

由於該等上市交易證券沒有固定到期日,可由發行人自主贖回,因此其作為權益投資核算。該等證券初始利率期間為自5.45%至6.75%。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

11. Available-for-sale financial assets (Continued)

The Group's available-for-sale financial assets are denominated in the following currencies:

11. 可供出售金融資產(續)

本集團的可供出售金融資產以下列貨幣為單位：

		Group 集團		Company 公司	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
US$	美元	**67,429**	50,422	**24,595**	17,478
HK$	港幣	**1,985**	–	**1,985**	–
RMB	人民幣	**6,127**	–	**6,127**	–
		75,541	50,422	**32,707**	17,478

The fair value of unlisted securities are based on cash flows discounted using a rate based on the market interest rate and risk premium specific to the unlisted securities (2013: nil). The fair value are within level 3 of the fair value hierarchy (see Note 3.3).

非上市證券的公允價值是根據現金流量採用市場利率以及非上市證券獨有的風險溢價(二零一三年：零)貼現計算。公允價值在公允價值層級的第三層內(見附註3.3)。

The maximum exposure to credit risk at the reporting date is the carrying value of the debt investments classified as available-for-sale.

在報告日期，信用風險的最高風險承擔為可供出售債務投資的賬面價值。

None of these financial assets is either past due or impaired.

金融資產概無已逾期或減值。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

12. Prepayments, deposits and other receivables

12. 預付款項、保證金及其他應收款

At December 31, 2014, prepayments, deposits and other receivables are summarized as follows:

於二零一四年十二月三十一日，預付款項、保證金及其他應收款概述如下：

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Amounts due from related parties *(Note 37)*	應收關聯方款項*(附註37)*	**375,519**	270,606	**–**	–
Loans and other receivables	貸款及其他應收款	**128,341**	147,631	**35,518**	26,590
Receivables arising from realized gain of oil option	石油期權已實現收益應收款	**16,925**	–	**16,925**	–
Interest receivable	應收利息	**7,698**	3,571	**339**	–
Consideration receivables from disposal of subsidiaries *(Note 9(a))*	應收處置子公司股權轉讓款*(附註9(a))*	**84,071**	–	**84,071**	–
Deposits	保證金	**58,131**	57,921	**58,131**	57,921
Advances to employees	員工備用金	**5,829**	6,569	**2,401**	2,599
		676,514	486,298	**197,385**	87,110
Less: provision for impairment	減：減值準備	**(1,090)**	(2,106)	**–**	–
		675,424	484,192	**197,385**	87,110
Value-added-tax recoverable	待抵扣增值稅	**71,107**	62,114	**–**	–
Prepaid expenses	待攤費用	**25,855**	7,592	**–**	158
Advances to suppliers	預付賬款	**41,610**	28,898	**–**	–
Current income tax prepayment	預繳當期所得稅	**18,406**	1,333	**–**	–
		832,402	584,129	**197,385**	87,268
Current	流動	**622,013**	549,188	**197,385**	87,110
Non-current	非流動	**210,389**	34,941	**–**	158
		832,402	584,129	**197,385**	87,268

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

12. Prepayments, deposits and other receivables (Continued)

At December 31, 2014, other receivable due from Pacific Energy Development Corporation ("PEDCO"), the non-controlling interest of the immediate holding company of the Group's working interest in the Niobrara shale oil and gas assets in the USA, amounting to US$9.4 million (equivalent to RMB57.6 million) (2013: US$8.8 million (equivalent to RMB53.6 million)) was past due but not impaired, of which US$0.3 million (equivalent to RMB1.8 million) was settled in February 2015. This receivable originally had interest at 10% per annum and due on August 31, 2014.

In February 2015, the Group entered into an agreement with PEDCO and PEDEVCO Corp. (parent company of PEDCO), pursuant to which the Group acquired all non-controlling equity interests in Condor (subsidiary of the Company) held by PEDCO and 10%–15% working interest held directly by PEDCO in the Niobrara shale oil and gas asset at a total consideration of US$4.2 million (equivalent to RMB57.6 million). The consideration is settled by offsetting to the other receivable due from PEDCO, and PEDEVCO Corp. assumed the remaining balance. Also pursuant to the agreement, the remaining balance of other receivable due from PEDEVCO Corp. amounting to US$4.9 million (equivalent to RMB30.1 million) will bear interest at 10% per annum and due in whole together with all accrued interest on March 8, 2017.

In addition to the above, in January 2015, the Company entered into an agreement with Asia Sixth Energy Resources Limited ("Asia Sixth", a limited liability company incorporated in British Virgin Islands) and Caspian Energy Limited ("Caspian", a Canadian listed company) pursuant to which Caspian assumed other receivable due by Asia Sixth amounting to US$4.9 million at December 31, 2014, and the term of the receivable is modified from interest-free to 10% per annum and due in whole together with all accrual interest on October 31, 2018.

At December 31, 2014, except for the aforementioned receivable due from PEDCO and Asia Sixth, all other receivables are unsecured, interest-free and have no fixed term of repayment.

12. 預付款項、保證金及其他應收款（續）

二零一四年十二月三十一日，對Pacific Energy Development Corporation（「PEDCO」）的其他應收款（PEDCO是本集團一家在美國其享有對Niobrara葉岩油氣資產的開採權的直接控股公司的非控制性權益）總金額為9.4百萬美元（等價於人民幣57.6百萬元）（二零一三年：8.8百萬美元（等價於人民幣53.6百萬元））已到期但並無減值，其中0.3百萬美元（等價於人民幣1.8百萬元）已於二零一五年二月結清。這筆應收款項年利率為10%，並於二零一四年八月三十一日到期。

於二零一五年二月，本集團與PEDCO及PEDEVCO Corp.（PEDCO的母公司）簽訂協議，依據協議本集團獲得所有PEDCO持有的Condor（本公司的子公司）股權以及PEDCO在Niobrara葉岩油資產直接持有10%–15%的作業權益，總對價為4.2百萬美元（等價於人民幣57.6百萬元）。該對價部分由應付PEDCO款項抵銷，餘額由PEDEVCO Corp.承擔。另外根據協議，該筆對PEDEVCO Corp.的其他應收款餘額4.9百萬美元（等價於人民幣30.1百萬元）年利率為10%，該筆餘額及其應計利息將於二零一七年三月八日到期。

上述之外，本公司與Asia Sixth Energy Resources Limited（「Asia Sixth」，一家註冊於英屬維爾京群島的有限責任公司）及Caspian Energy Limited（「Caspian」，一家加拿大上市公司）簽訂協議，約定由Caspian承擔本公司截至二零一四年十二月三十一日應收Asia Sixth的4.9百萬美元。該應收的條款由無息修改為10%的年利率，本金及預提利息整體於二零一八年十月三十一日到期。

於二零一四年十二月三十一日，除上述應收PEDCO及Asia Sixth款項以外，其他均為無抵押、無利息且無固定償還期限。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

12. Prepayments, deposits and other receivables (Continued)

12. 預付款項、保證金及其他應收款(續)

Movements on the provision for impairment of advances to suppliers, loans and other receivables are as follows:

預付賬款、貸款及其他應收款之減值準備變動如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At January 1,	**於一月一日,**	**2,106**	2,171
Unused amounts reversed	未用金額轉回	**(1,024)**	–
Exchange differences	匯兑差額	**8**	(65)
At December 31,	**於十二月三十一日,**	**1,090**	2,106

The creation and release of provision for impaired receivables have been included in 'other gains/(losses) net' in the consolidated statement of comprehensive income.

對已減值應收款準備的計提和轉回已包括在合併綜合收益表中「其他利得／(損失)」內。

The other classes within prepayments and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of prepayments and other receivables mentioned above. The Group does not hold any collateral as security.

預付及其他應收款中的其他類別不包含已減值資產。於報告日，最大的信用風險敞口為以上提及的各類預付及其他應收款的賬面價值。本集團並未持有任何擔保品作為抵押。

The fair value of loans and receivables approximates to their carrying amounts.

貸款和應收賬款的公允價值與其賬面金額相近。

At December 31, 2014, the carrying amounts of other receivables are denominated in the following currencies:

於二零一四年十二月三十一日，其他應收款的賬面價值以下列貨幣為單位：

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
US$	美元	**387,261**	261,064	**150,985**	87,110
RMB	人民幣	**284,750**	210,180	**46,400**	–
KZT	堅戈	**4,503**	15,054	**–**	–
		676,514	486,298	**197,385**	87,110

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

13. Trade receivables — Group

13. 應收賬款 — 集團

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Trade receivables from PetroChina *(Note 37)*	應收中石油貿易款(*附註37*)	**94,339**	167,190
Trade receivables from other third parties	應收第三方賬款	**10,197**	28,982
Unbilled receivables from PetroChina	未結算應收中石油款	**54,421**	76,953
		158,957	273,125
Less: allowance for impairment of trade receivables	減:應收賬款減值準備	**–**	–
Trade receivables — net	應收賬款淨額	**158,957**	273,125

The fair value of trade receivables approximates their carrying amount.

應收賬款的公允價值與其賬面金額相近。

The aging analysis of trade receivables were as follows:

應收賬款賬齡分析如下:

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Up to 30 days	少於30日	**158,764**	273,094
31 — 180 days	31至180日	**193**	31
		158,957	273,125

The Group's trade receivables have credit terms of between 30 days to 180 days. As at December 31, 2014 and 2013, there were no trade receivables past due which are impaired.

本集團應收賬款的信用期為30至180日。於二零一四年及二零一三年十二月三十一日,概無任何已逾期而減值的應收賬款。

At December 31, 2014 and 2013, the trade receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables. The Group does not hold any collateral as security.

於二零一四年及二零一三年十二月三十一日,應收賬款不包含已減值資產。於報告日,最大的信用風險敞口為各類應收賬款的賬面價值。本集團並未持有任何擔保品作為抵押。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

13. Trade receivables — Group (Continued)
13. 應收賬款 — 集團(續)

At December 31, 2014, the carrying amounts of trade receivables are denominated in the following currencies:

於二零一四年十二月三十一日，應收賬款的賬面價值以下列貨幣為單位：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
US$	美元	**128,204**	227,340
RMB	人民幣	**27,444**	42,605
KZT	堅戈	**3,309**	3,180
		158,957	273,125

14. Inventories — Group
14. 存貨 — 集團

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At cost	**成本**		
Oil in tank	庫存油	**13,902**	10,783
Materials and supplies	物料及供應品	**27,144**	34,052
		41,046	44,835

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

15. Financial assets at fair value through profit or loss

15. 以公允價值計量且其變動計入當期損益的金融資產

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Current	流動				
Oil hedge options	石油套期期權	**–**	7,626	**–**	7,626
Warrants	認股權證	**–**	165	**–**	–
		–	7,791	**–**	7,626

All financial assets at fair value through profit or loss were settled/expired during 2014, and no interest were held at December 31, 2014.

2014年所有以公允價值計量且其變動計入當期損益的金融資產均到期，且於二零一四年十二月三十一日無其他權利。

16. Restricted cash

16. 受限制現金

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Current	流動	**139,411**	37,071	**132,272**	–
Non-current	非流動	**12,955**	11,884	**–**	–
		152,366	48,955	**132,272**	–

Current restricted cash is interest bearing and represent bank deposit pledged for bank borrowings and notes payable, and is denominated in RMB.

Under the laws of Kazakhstan, the Group is required to set aside funds for environmental remediation relating to its operations. As at December 31, 2014, the Group had restricted cash balances amounting to US$2.1 million (equivalent to RMB13.0 million) (2013: US$2.0 million (equivalent to RMB11.9 million)) set aside for this purpose. Management is unable to estimate reliably when these amounts will be utilized, and therefore, these amounts are classified as non-current.

流動受限制現金指作為銀行借款及應付票據保證金的銀行存款，並以人民幣計價。

根據哈薩克斯坦法律，本集團須保留部分資金用於與其業務相關的環境恢復。於二零一四年十二月三十一日，本集團就此目的受限制現金為2.1百萬美元(等價於人民幣13.0百萬元)(二零一三年：2.0百萬美元(等價於人民幣11.9百萬元))。管理層未能可靠地估計該等金額將會被動用的時間，故該等金額被分類為非流動資產。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

17. Cash and cash equivalents
17. 現金及現金等價物

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Cash on hand	現金	**187**	154	**17**	26
Cash at bank	銀行存款	**689,021**	274,375	**218,664**	52,611
		689,208	274,529	**218,681**	52,637

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物以下列貨幣為單位：

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
RMB	人民幣	**69,383**	70,342	**–**	–
US$	美元	**576,300**	173,579	**186,502**	52,581
KZT	堅戈	**11,226**	29,247	**–**	–
HK$	港幣	**32,179**	1,276	**32,179**	56
Other currencies	其他貨幣	**120**	85	**–**	–
		689,208	274,529	**218,681**	52,637

RMB — denominated deposits are placed with banks in the PRC. The conversion of these RMB — denominated deposits into foreign currencies and remittance out of the PRC are subject to certain PRC rules and regulations of foreign exchange control promulgated by the PRC government. Also, the exchange rates are determined by the PRC government.

There are also exchange restrictions and currency controls relating to converting KZT into other currencies. KZT is not freely convertible in most countries outside of Kazakhstan.

以人民幣計價的存款存放於中國境內銀行。將該等人民幣存款兑換為外幣並匯出中國須遵守中國政府頒佈的若干中國外匯管控條例及法規。同時，相關匯率由中國政府釐定。

堅戈與其他幣種的兑換也受到兑換限制及貨幣管控，且一般不可在除哈薩克斯坦以外的國家進行自由兑換。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

18. Share capital

18. 股本

Ordinary shares, issued and fully paid:

已發行並已繳足普通股：

		Group and Company 集團及公司			
		Number of shares 股數 (Thousand) 千股	**Ordinary shares 股本** RMB'000 人民幣千元	**Share premium 股本溢價** RMB'000 人民幣千元	**Total 總計** RMB'000 人民幣千元
At January 1, 2013	於二零一三年一月一日	2,647,841	17,629	836,374	854,003
Issuance of shares for exercise of employee share options	僱員行使購股權所發行之股份	1,450	9	2,122	2,131
At December 31, 2013	於二零一三年十二月三十一日	2,649,291	17,638	838,496	856,134
Shares repurchase and cancellation *(Note)*	股份回購及註銷*(附註)*	(17,134)	(105)	(13,509)	(13,614)
At December 31, 2014	於二零一四年十二月三十一日	2,632,157	17,533	824,987	842,520

Note:

In October and November 2014, the Company repurchased in aggregate 17,134,000 ordinary shares, all of which were subsequently cancelled, from open market at a total consideration of HK$17.2 million (equivalent to RMB13.6 million).

附註：

於二零一四年十月和十一月，本公司以總金額17.2百萬港幣(等價於13.6百萬人民幣)的對價從公開市場回購總計17,134,000份普通股並隨後將其全部註銷。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments

Details of the equity-settled share option schemes and stock appreciation rights adopted by the Company are as follows:

(a) Stock incentive compensation plan ("Plan")

The Plan was adopted on November 20, 2009 with the purpose of providing additional incentive to employees, directors and consultants to attract and retain the best available personnel for positions of substantial responsibility. The Company originally reserved 6,072,870 ordinary shares for issuance under the Plan. The Company has undertaken that no further options shall be granted under the Plan upon its initial public offering. Any options granted prior to the initial public offering remain subject to the ordinary vesting and exercise provisions set out in the award agreement. A total of 4,422,000 shares originally reserved for the Plan were cancelled upon the initial public offering.

(i) Stock options under the Plan

The options granted under the Plan are evidenced by an option award agreement between the Company and its employees that contains, among other things, the number of shares granted and provisions concerning exercisability and forfeiture upon termination of employment, as determined by the Board of the Company.

Vesting schedule. The options granted under the Plan vest over a two or three-year period following a specified vesting commencement date. Typically, the options granted vest at each anniversary of the grant date within the vesting period, subject to the participant continuing to be an employee on each vesting date.

19. 股份支付

本公司採用的以股權結算的購股權和股份增值權計劃詳情載列如下：

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)

本公司董事會於二零零九年十一月二十日所採納的股份獎勵酬金計劃，旨在為擔負重要職責的職位招攬及挽留最優秀的可用人員，並為僱員、董事及顧問提供額外獎勵。本公司原先預留6,072,870股普通股以預備股份獎勵酬金計劃。本公司已經承諾其在首次公開募股時，在該計劃下不再授予任何其他購股權。任何在公開募股前授出的期權仍予以保留，遵循股份增值權獎勵協議中的普通股授出及歸屬條款。原先為該計劃保留的總數4,422,000股已於首次公開募股時撤銷。

(i) 該計劃中包含的購股權

根據股份獎勵酬金計劃授出的購股權以本公司與其僱員之間的購股權獎勵協議為憑證，該協議載列(其中包括)所授出股份的數目及終止聘用後有關購股權的可行使性及沒收的條文(按本公司董事會所釐定)。

歸屬計劃。根據股份獎勵酬金計劃授出的購股權於指定歸屬開始日期隨後的兩年或三年期間內歸屬。一般來講，所授出的購股權在歸屬期內的授出日期各週年屆滿日歸屬，惟參與者須於各歸屬日期仍為僱員。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(i) Stock options under the Plan (Continued)

Right to exercise. The term of the options granted under the Plan will not exceed ten years from the grant date. Upon termination by the participant or termination of the participant without cause by the Company, any portion of the options that had not vested on or before such termination shall lapse immediately; any portion of the options that were vested before such termination to the extent not exercised within thirty days after such termination shall also lapse. Upon termination of the participant due to the participant's death, permanent disability or injury, the options remain subject to ordinary vesting schedule and exercise provision where the option agreement permits. Upon termination of the participant by the Company for cause, any portion of the options not already exercised lapse immediately.

Movements in the number of share options and their expiring date and exercise prices under the Plan are as follows:

19. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(i) 該計劃中包含的購股權(續)

行使權。根據股份獎勵酬金計劃授出的購股權的期限自授出日期起計不會超過十年。倘購股權協議容許行使由參與者解除與本公司的僱傭關係或本公司無故解僱參與者之前歸屬的購股權，則尚未行使或購買的購股權將於上述終止後第三十一日終止。倘購股權協議允許由於參與者的身故、終生殘疾或受傷導致僱傭關係終止後普通歸屬及行使，則購股權仍須遵守普通歸屬計劃及行使。本公司因故解僱參與者後，仍未行使的購股權即告失效。

該計劃中包含未行使購股權數目、其到期日及行權價的變動如下：

		2014 二零一四年		2013 二零一三年	
		Average exercise price per share 平均行使價每股	Options 期權	Average exercise price per share 平均行使價每股	Options 期權
At January 1,	於一月一日	**US$0.15**	**20,127,386**	US$0.14	21,577,386
Exercised	已行權		**–**	US$0.13	(1,450,000)
At December 31,	於十二月三十一日	**US$0.15**	**20,127,386**	US$0.15	20,127,386
Expiry date	到期日				
November 20, 2019	二零一九年十一月二十日	**US$0.13**	**17,048,120**	US$0.13	17,048,120
November 23, 2020	二零二零年十一月二十三日	**US$0.25**	**3,079,266**	US$0.25	3,079,266
			20,127,386		20,127,386

At December 31, 2014 and 2013, all the Share options were exercisable.

於二零一四年及二零一三年十二月三十一日，所有尚未行使的購股權均為可行使購股權。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(ii) Stock appreciation rights granted under the Plan

Stock appreciation rights granted under the plan are evidenced by a stock appreciation rights award agreement between the Company and employees that contains, among other things, the number of notional ordinary shares to which the stock appreciation rights relate and the provisions concerning exercisability and forfeiture upon termination of employment or consulting arrangement.

Vesting schedule. Stock appreciation rights granted under the Plan vest over a three-year period following a specified vesting commencement date. One-third of the stock appreciation rights granted vest at each anniversary of the grant date within the three-year vesting period, subject to the participant continuing to be an employee or a service provider on each vesting date.

Right to exercise. The term of stock appreciation rights granted under the Plan will not exceed ten years from the grant date. When a participant exercises the stock appreciation rights, the Company will pay such participant an amount in cash determined by multiplying (i) the excess of the fair market value of an ordinary share on the exercise date over the grant price by (ii) the number of notional ordinary shares to which the stock appreciation rights relate stated in such participant's exercise notice.

19. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(ii) 該計劃中包含的股份增值權

根據股份獎勵酬金計劃授出的股份增值權以本公司及僱員之間的一份股份增值權獎勵協議為憑證，該協議載列(其中包括)股份增值權有關的名義普通股數目及終止聘用或諮詢安排終止後有關股份增值權的可行使性及沒收的條文。

歸屬計劃。根據股份獎勵酬金計劃授出的股份增值權於指定歸屬開始日期後三年期間內歸屬。三分之一的所授股份增值權在三年歸屬期期間內的授出日期各週年屆滿日歸屬，惟參與者須於各歸屬日期仍為僱員或服務提供商。

行使權。根據股份獎勵酬金計劃授出的股份增值權的期限自授出日期起計不會超過十年。倘參與者行使股份增值權，則本公司將以現金向該名參與者支付一筆金額，該金額乃通過將該名參與者於其行使通告中所呈列的(i)一股普通股於行使日期的市場公允價值超出行權價的差額乘以(ii)股份增值權有關的名義普通股數目所釐定。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(ii) Stock appreciation rights granted under the Plan (Continued)

Movements in the number of stock appreciation rights and their expiring date and exercise prices under the Plan are as follows:

19. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(ii) 該計劃中包含的股份增值權(續)

該計劃中包含的未行使股份增值權數目、其到期日及行權價的變動如下：

		2014 二零一四年		2013 二零一三年	
		Average exercise price per share 平均行使價每股	**Stock appreciation rights 股份增值權**	Average exercise price per share 平均行使價每股	Stock appreciation rights 股份增值權
At January 1	於一月一日	**US$0.13**	**42,066,802**	US$0.13	44,415,800
Granted	已授予	**HK$1.40**	**3,000,000**	–	–
Lapsed	已失效	**US$0.13**	**(1,136,612)**	–	–
Exercised	已行使		**–**	US$0.13	(2,348,998)
At December 31	於十二月三十一日	**US$0.13**	**43,930,190**	US$0.13	42,066,802
Expiry date	到期日				
November 20, 2019	二零一九年十一月二十日	**US$0.13**	**40,475,546**	US$0.13	41,612,158
February 26, 2020	二零二零年二月二十六日	**US$0.26**	**454,644**	US$0.26	454,644
March 19, 2024	二零二四年三月十九日	**HK$1.40**	**3,000,000**	–	–
			43,930,190		42,066,802

At December 31, 2014, out of the 43,930,190 outstanding stock appreciation rights (2013: 42,066,802 stock appreciation rights), 40,930,190 (2013: 42,066,802) stock appreciation rights were exercisable.

於二零一四年十二月三十一日，43,930,190份尚未行使的股份增值權(二零一三年：42,066,802份)中40,930,190份(二零一三年：42,066,802份)為可行使股份增值權。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(b) Share option scheme under Chapter 17 of the Listing Rules

As approved by shareholders of the Company at a meeting held on November 27, 2010, the Company adopted a new share option scheme ("Scheme") in accordance with Chapter 17 of the Listing Rules.

The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contributions to the Group.

The Company's directors may, at their absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for the shares: (i) any employee (full time) of the Company or any of the subsidiaries, including any executive Director; and (ii) any non-executive Director (including independent non-executive Director) of the Company or any of the subsidiaries.

The subscription price for shares under the Scheme shall be a price determined by the directors, but shall be the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotations on the Offer Date; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of the shares. A nominal consideration of HK$1.00 is payable on acceptance of the grant of an option.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company from time to time.

The maximum number of shares which may be issued upon exercise of any outstanding options granted and yet to be exercised under the Scheme and any other share option scheme of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

19. 股份支付(續)

(b) 購股權計劃(基於上市規則第十七章)

根據本公司股東於二零一零年十一月二十七日的會議決議，本公司根據上市規則第十七章的規定採用一項新的員工期權計劃(以下簡稱「該計劃」)。

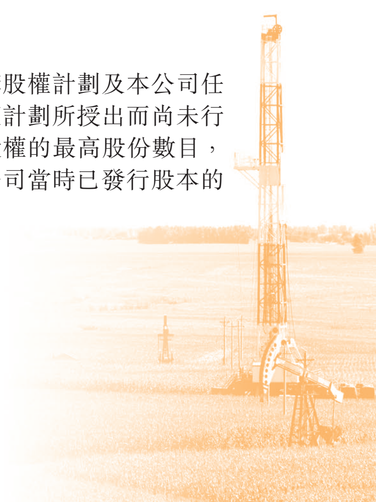
購股權計劃旨在由本公司向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。

本公司董事可酌情邀請屬下列類別參與者的人士接納購股權以認購本公司股份：(i)本公司或其附屬公司的僱員(全職)，包括執行董事；及(ii)本公司或其附屬公司的非執行董事(包括獨立非執行董事)。

根據購股權計劃，股份的認購價將由本公司董事釐定，但須以下列價格的最高者為準(i)報價日期時聯交所每日報價表中所列的股份收市價；(ii)報價日期前五個交易日在聯交所每日報價表中所列的股份平均收市價；及(iii)股份面值。所有接受授予的購股權須繳付1.00港元的名義對價。

於任何十二個月期間內，根據購股權計劃及本公司任何其他購股權計劃向每位參與者授出的已發行購股權(包括已行使或尚未行使的購股權)及須予發行的股份數目，不得超過本公司當時已發行股本的1%。

因行使根據購股權計劃及本公司任何其他購股權計劃所授出而尚未行使的任何購股權的最高股份數目，不得超過本公司當時已發行股本的30%。



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(b) Share option scheme under Chapter 17 of the Listing Rules (Continued)

The total number of shares which may be issued upon exercise of all options (excluding, for this purpose, options which have been lapsed in accordance with the terms of the Scheme and any other share option scheme of the Company) to be granted under the Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the shares in issue.

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option. An option may be exercised in whole or in part in accordance with the terms of the Scheme at any time during a period to be notified by the directors to each grantee, which period may commence on the date upon which the offer for the grant of options is made ("Offer Date") but shall expire on the day immediately preceding the tenth anniversary of the Offer Date.

Settlement of share options

On March 21, 2014, the Board of Directors has resolved to offer to all holders of share option awards under the Company's Share Option Scheme (the "Scheme") under Chapter 17 of the Listing Rules of The Hong Kong Stock Exchange Limited adopted on November 27, 2010 for the settlement of the vested awards under the Scheme at a cash consideration of Hong Kong dollars ("HK$") 0.20 (equivalent to RMB0.16) per share. As a result, a total cash payment amounting to RMB10,385,000 was paid to the holders of options to acquire a total of 65,358,066 ordinary shares of the Company for settlement. The estimated fair value of these share awards at the date of settlement was HK$0.50 (equivalent to RMB0.40). Accordingly, the payment made to the holders of these share awards on the settlement has been accounted for as a deduction from equity.

At December 31, 2014, the number of shares in respect of which options had been granted under the Scheme and remained outstanding was approximately 5.1% of the Company's shares in issue at that date. Options granted under the Scheme together with the options under the Plan and remained outstanding as at December 31, 2014 were approximately 5.9% of the Company's shares in issue at that date.

19. 股份支付(續)

(b) 購股權計劃(基於上市規則第十七章)(續)

根據購股權計劃及本公司任何其他購股權計劃而將予授出的全部購股權(不包括根據購股權計劃及本公司任何其他購股權計劃的條款已失效的購股權)而可能予以發行的股份總數目，不得超過於上市日期已發行股份數目的10%。

承受者可於決定授予購股權之日起28日內接受購股權。根據購股權計劃的條款，承授人可在董事通知各承授人的期限內隨時全部或部分行使購股權，該期限可由提出授出購股權建議日期(以下簡稱「報價日期」)起計，至報價日期第十個週年日前一日屆滿。

購股權回購

於二零一四年三月二十一日，基於香港證券交易所上市規則第十七章，本公司於二零一零年十一月二十七日採用的購股權計劃中(以下簡稱「購股權計劃」)，董事會決議所有本公司購股權計劃下的購股權獎勵持有者將二零一零購股權計劃下的已得獎勵以每股0.20港元(等價於人民幣0.16元)的對價進行現金結算。總計人民幣10,385,000元支付給購股權持有人以回購65,358,066股本公司股票。回購日此等股票的公允價值為港幣0.5元(等價於人民幣0.4元)。據此，回購購股權支付的款項抵減權益入賬。

截至二零一四年十二月三十一日止年度，購股權計劃下所授予購股權中尚未行權部分，約佔本公司於該日已發行流通股數的5.1%。截至二零一四年十二月三十一日，購股權計劃及股份獎勵酬金計劃下所授予購股權中尚未行權部分，約佔本公司於該日已發行流通股數的5.9%。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(b) Share option scheme under Chapter 17 of the Listing Rules (Continued)

The following table discloses details of the Company's options under the Scheme held by employees (including directors) and movement in such holdings during each of the two years ended December 31, 2014 and 2013:

19. 股份支付(續)

(b) 購股權計劃(基於上市規則第十七章)(續)

在上述計劃下本公司員工(包括董事)持有的未行使的期權於截至二零一四年及二零一三年十二月三十一日止年度的數目及變動明細列示如下:

		2014 二零一四年		2013 二零一三年	
		Average exercise price per share 平均行使價每股	**Options 期權**	Average exercise price per share 平均行使價每股	Options 期權
At January 1	於一月一日	**HK$2.254**	**107,815,000**	HK$2.254	110,461,000
Granted	授予	**HK$1.4**	**97,280,000**	–	–
Lapsed	已失效	**HK$1.66**	**(5,762,579)**	HK$2.254	(2,646,000)
Settled	已回購	**HK$2.254**	**(65,358,066)**	–	–
At December 31	於十二月三十一日	**HK$1.66**	**133,974,355**	HK$2.254	107,815,000
Expiry date	到期日				
September 20, 2021	二零二一年九月二十日	**HK$2.254**	**40,702,734**	HK$2.254	107,815,000
March 19, 2024	二零二四年三月十九日	**HK$1.4**	**93,271,621**	–	–
			133,974,355		107,815,000

At December 31, 2014, out of the 133,974,355 options (2013: 107,815,000 options), 40,702,734 shares (2013: 71,876,666 options) were exercisable.

於二零一四年十二月三十一日,在133,974,355份未行使的購股權中(二零一三年:107,815,000份),40,702,734份(二零一三年:71,876,666份)為可行使購股權。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

19. Share — based payments (Continued)

(c) Options to acquire shares of subsidiaries

In September 2011, the Group, through a wholly-owned subsidiary, has granted to a consultant option to co-invest with the Company or its subsidiaries for up to 9.9% of the assets acquired within 36 months from the closing of the transaction for general consulting services rendered to the Group in connection with its acquisition of Emir (the "ACAP Options"). These options will originally expire on September 30, 2014.

On September 16, 2014, the Company reached a termination agreement with the holder of the ACAP Options for the settlement of the outstanding ACAP options at a cash consideration of US$11.9 million (equivalent to RMB73.21 million), of which US$3.57 million (RMB22.0 million) has been paid to ACAP as of December 31, 2014. The ACAP options ceased to have any force of effect from the date of termination agreement.

In December 2012, the Company has granted to a consultant option to co-invest with the Company or its subsidiaries for up to 9.9% of the any equity interest, assets or business acquired within 24 months from the closing of the transaction for general consulting services rendered to the Group in connection with its acquisition of (the "Essentia Options")). These options will originally expire on December 14, 2014.

On September 22, 2014, the Company reached a termination agreement with the holder of the Essentia Options for the settlement of the outstanding Essentia options at a cash consideration of US$3.7 million (equivalent to RMB22.64 million), which has been fully paid to Essentia as of December 31, 2014. The Essentia options ceased to have any force of effect from the date of termination agreement.

19. 股份支付(續)

(c) 可認購子公司股份購股權

一家諮詢公司於二零一一年九月在本集團收購Emir時提供一般諮詢服務，本集團透過一家全資子公司授予該諮詢公司一項共同投資權(以下簡稱「ACAP期權」)，使得該諮詢公司有權在交易完成後的36個月內與本公司或其他合作方共同投資於所收購的資產最高9.9%之股份。該期權原定將於二零一四年九月三十日到期。

於二零一四年九月十六日，本公司與ACAP Options的持有者達成一項終止協議，以11.9百萬美元(等價於人民幣73.21百萬元)現金對價，終止該尚未到期的共同投資權，其中3.57百萬美元(人民幣22.0百萬元)已於二零一四年十二月三十一日前付予ACAP。自終止協議簽訂之日起，ACAP Options不再有效。

一家諮詢公司於二零一二年十二月在本公司收購泛華公司時提供一般諮詢服務，本公司授予該諮詢公司一項共同投資權(以下簡稱「Essentia期權」))，使得該諮詢公司有權在交易完成後的24個月內與本公司或其他合作方共同投資於所收購的資產最高9.9%之股份。該期權原定將於二零一四年十二月十四日到期。

於二零一四年九月二十二日，本公司與Essentia Options的持有者達成一項終止協議，以3.7百萬美元(等價於人民幣22.64百萬元)現金對價，終止該尚未到期的共同投資權，並已於二零一四年十二月三十一日前全部付予Essentia。自終止協議簽訂之日起，Essentia Options不再有效。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

19. Share — based payments (Continued)
19. 股份支付（續）

(d) Fair values
(d) 公允價值

Share options and Stock appreciation rights

購股權及股份增值權

At December 31, 2014, the fair value of stock appreciation rights and share options outstanding is determined using the Binomial Model and the Black-Scholes model, respectively; their fair values and significant inputs into the model are as follows:

於二零一四年十二月三十一日，未行權的股份增值權及購股權的公允價值分別採用二項式模型和Black-Scholes模型釐定；其公允價值及重要輸入參數列示如下：

		2009 Grants 二零零九年授予 SAR 股份增值權		2010 Grants 二零一零年授予 SAR 股份增值權		2014 Grants 二零一四年授予	
		2014 二零一四年 US$ 美元	2013 二零一三年 US$ 美元	**2014 二零一四年 US$ 美元**	2013 二零一三年 US$ 美元	**SAR 股份增值權 HK$ 港幣**	**Share options 購股權 HK$** 港幣
Fair value per unit	每單元公允價值	**0.03**	0.11	**0.02**	0.09	**0.29**	**0.66**
Share price at grant date	授予日股價	**–**	–	**–**	–	**1.40**	**1.40**
Fair value per share at period end	期末每股公允價值	**0.11**	0.21	**0.11**	0.21	**0.82**	**–**
Exercise price	行權價	**0.13**	0.13	**0.13**	0.26	**1.40**	**1.40**
Volatility (%)	波幅（百分比）	**51.57**	66.24	**51.34**	65.00	**54.09***	**54.09***
Dividend yield (%)	股息率（百分比）	**3.54**	–	**3.54**	–	**2.07**	**2.07**
Annual risk-free rate (%)	年度無風險利率（百分比）	**1.64**	5.89	**1.69**	6.16	**2.34**	**2.34**
Remaining term (year)	剩餘期限（年）	**4.88**	2.07	**5.15**	2.17	**10.0**	**10.0**

* The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last five years of both the Company and comparable companies.

* 連續複利股票收益的標準偏差計量的波幅分析來源於過去五年來本公司及可比公司每日股份價格的統計。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

20. Other reserves

20. 其他儲備

(i) Group

(i) 集團

		Repurchased shares held by trust *(Note(a))* 信託持有回購股份 *（附註(a)）* RMB'000 人民幣千元	Currency translation reserve 外幣折算儲備 RMB'000 人民幣千元	Share based payment reserve 股份支付儲備 RMB'000 人民幣千元	Safety fund reserve 安全基金儲備 RMB'000 人民幣千元	Available–for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**	(12,530)	(60,432)	88,983	187,356	–	(270)	203,107
Currency translation differences	外幣折算差額	–	(28,418)	–	–	–	–	(28,418)
Revaluation of available-for-sale financial assets – gross *(Note 10)*	可供出售金融資產重新估值 – 總值 *（附註10）*	–	–	–	–	27,762	–	27,762
Revaluation of available-for-sale financial assets – tax *(Note 21)*	可供出售金融資產重新估值 – 稅金 *（附註21）*	–	–	–	–	(3,479)	–	(3,479)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – gross	重分類處置可供出售金融資產價值累計變動 – 總值	–	–	–	–	(5,458)	–	(5,458)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – tax	重分類處置可供出售金融資產價值累計變動 – 稅金	–	–	–	–	1,365	–	1,365
Employees stock option scheme	僱員購股權計劃							
– value of employee services	– 僱員服務價值	–	–	26,549	–	–	–	26,549
– exercise of employee options	– 行使僱員購股權	–	–	(954)	–	–	–	(954)
Shares purchased under Share Award Scheme *(Note (a))*	股份獎勵計劃所購股份 *（附註(a)）*	(50,240)	–	–	–	–	–	(50,240)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利	1,976	–	–	–	–	–	1,976
Options granted for investment in subsidiaries *(Note 19(c))*	予子公司共同投資權 *（附註19(c)）*	–	–	67,839	–	–	–	67,839
Partial disposal of interest in a subsidiary *(Note 36)*	部分出售子公司權益 *（附註36）*	–	–	–	–	–	1,717	1,717
At December 31, 2013	**於二零一三年十二月三十一日**	(60,794)	(88,850)	182,417	187,356	20,190	1,447	241,766

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

20. Other reserves (Continued)　20. 其他儲備(續)

(i) Group (Continued)　(i) 集團(續)

		Repurchased shares held by trust *(Note(a))* 信託持有回購股份 *(附註(a))* RMB'000 人民幣千元	Currency translation reserve 外幣折算儲備 RMB'000 人民幣千元	Share based payment reserve 股份支付儲備 RMB'000 人民幣千元	Safety fund reserve 安全基金儲備 RMB'000 人民幣千元	Available-for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2014	**於二零一四年一月一日**	**(60,794)**	**(88,850)**	**182,417**	**187,356**	**20,190**	**1,447**	**241,766**
Currency translation differences	外幣折算差額	–	4,001	–	–	–	–	4,001
Revaluation of available-for-sale financial assets	可供出售金融資產重新估值	–	–	–	–	(13,942)	–	(13,942)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – gross	重分類處置可供出售金融資產價值累計變動 – 總值	–	–	–	–	(8,457)	–	(8,457)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – tax	重分類處置可供出售金融資產價值累計變動 – 稅金	–	–	–	–	2,114	–	2,114
Employees stock option scheme	僱員購股權計劃							
– value of employee services	– 僱員服務價值	–	–	33,652	–	–	–	33,652
– settlement of employee options *(Note 19(b))*	– 回購購僱員股權 *(附註(19)(b))*	–	–	(10,385)	–	–	–	(10,385)
Settlement of options to acquire shares in subsidiaries *(Note 19(c))*	終止予子公司共同投資權 *(附註19(c))*	–	–	(95,855)	–	–	–	(95,855)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利	970	–	–	–	–	–	970
At December 31, 2014	**於二零一四年十二月三十一日**	**(59,824)**	**(84,849)**	**109,829**	**187,356**	**(95)**	**1,447**	**153,864**

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

20. Other reserves (Continued)

20. 其他儲備(續)

(ii) Company

(ii) 公司

		Repurchased shares held by trust (Note(a)) 信託持有回購股份(附註(a)) RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Currency translation reserve 外幣折算儲備 RMB'000 人民幣千元	Share based payment reserves 股份支付儲備 RMB'000 人民幣千元	Available- for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**	(12,530)	1,366,956	(56,365)	88,983	–	1,387,044
Currency translation differences	外幣折算差額	–	–	(148,984)	–	–	(148,984)
Employees stock option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務價值	–	–	–	4,166	–	4,166
– exercise of employee options	– 行使僱員購股權	–	–	–	(954)	–	(954)
Revaluation of available-for-sale financial assets *(Note 10)*	可供出售金融資產重新估值*(附註10)*	–	–	–	–	13,847	13,847
Shares purchased under Share Award Scheme *(Note (a))*	股份獎勵計劃所購股份*(附註(a))*	(48,264)	–	–	–	–	(48,264)
Options granted for investment in subsidiaries *(Note 19 (c))*	予子公司共同投資權*(附註19(c))*	–	–	–	(5,341)	–	(5,341)
At December 31, 2013	**於二零一三年十二月三十一日**	(60,794)	1,366,956	(205,349)	86,854	13,847	1,201,514
Currency translation differences	外幣折算差額	–	–	12,211	–	–	12,211
Employees stock option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務價值	–	–	–	19,472	–	19,472
– exercise of employee options	– 行使僱員購股權	–	–	–	–	–	–
– settlement of employee options *(Note 19(b))*	– 回購僱員購股權*(附註(19)(b))*	–	–	–	(7,284)	–	(7,284)
Revaluation of available-for-sale financial assets	可供出售金融資產重新估值	–	–	–	–	(13,942)	(13,942)
Dividends on repurchased shares held in trust	信託持有回購股份收到的股利	970	–	–	–	–	970
At December 31, 2014	**於二零一四年十二月三十一日**	(59,824)	1,366,956	(193,138)	99,042	(95)	1,212,941

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

20. Other reserves (Continued)

(ii) Company (Continued)

Notes:

(a) Shares repurchased under Share Award Scheme

To supplement the 2009 Stock Incentive Compensation Plan (the "Plan") in respect the operation of the share appreciation rights ("SAR"), the Board of Directors of the Company resolved on May 30, 2012 to adopt a share award scheme under which the Company will grant the SAR holders number of awarded shares of the Company ("Awarded Shares") that is equal to the number of outstanding notional SAR shares held by such holders; and to establish a trust to purchase up to 44,415,800 Awarded Shares from the market with cash contributed by the Group. The Awarded Shares will be held in trust for the benefit of the SAR holders and pending the exercise of the SAR ("Selected Grantees"). Upon exercise of the SARs, the trustee will sell the Awarded Shares to which the SARs so exercised relates and pay the Selected Grantees in satisfaction of the Company's payment obligations under the Plan.

During the year ended 31, 2013, the Group repurchased and sold a total of 36,692,000 shares at a consideration of RMB54,951,000, and 2,348,998 shares for the benefit of the SAR holders for a consideration of RMB4.7 million, respectively. During the year ended December 31, 2014, the Group received a dividend on shares held totalling to HK$1,200,000 (equivalent to RMB970,000) (2013: HK$2,482,000 (equivalent to RMB1,976,000)). At December 31, 2014, total shares held in trust under Share Award Scheme amounts to 42,065,002 shares (2013: 42,065,002 shares).

20. 其他儲備(續)

(ii) 公司(續)

附註:

(a) 為股份獎勵計劃回購股份

作為對二零零九年採納的股份獎勵酬金計劃中股份增值權計劃實施情況的補充,本公司董事會於二零一二年五月三十日作出決議採納一項股份獎勵計劃,即向持有股份增值權人士授出獎勵股份,而所授出之獎勵股份數目相等於承授人相關股份增值權的尚未發行名義股份數目。由本集團出資、通過受託人從市場回購不超過44,415,800股獎勵股份,並以信託形式代擁有股份增值權而尚未行權人員(以下簡稱「經甄選僱員」)持有。於股份增值權行權時,受託人將出售與所行權部分相關的獎勵股份並支付給經甄選僱員,以履行本公司所實施股份獎勵酬金計劃下的股份增值權計劃的支付義務。

截至二零一三年十二月三十一日止年度,本集團分別以對價人民幣54,951,000元回購並售出了共計36,692,000股,及以股份增值權持有人為受益人出售對價為人民幣4.7百萬元股票2,348,998股。截至二零一四年十二月三十一日止年度,本集團受託人持有股票收到股利金額為港幣1,200,000元(折合人民幣約970,000元)(二零一三年:港幣2,482,000元(折合人民幣約1,976,000元))。於二零一四年十二月三十一日,股份獎勵計劃項下由受託人持有的總股數為42,065,002股(二零一三年:42,065,002股)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

21. Deferred income tax — Group

21. 遞延所得稅 — 集團

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Deferred tax assets:	**遞延稅項資產：**		
Deferred tax assets to be recovered after more than 12 months	將於12個月後收回的遞延稅項資產	**20,538**	40,783
Deferred tax liabilities:	**遞延稅項負債：**		
Deferred tax liabilities to be settled after more than 12 months	將於12個月後清還的遞延稅項負債	**(311,373)**	(260,150)
Deferred tax liabilities to be settled within 12 months	將於12個月內清還的遞延稅項負債	**(1,598)**	(1,322)
		(312,971)	(261,472)
Deferred tax liabilities — net	遞延稅負債 — 淨額	**(292,433)**	(220,689)

The movement on the deferred tax account is as follows:

遞延所得稅總體變動如下：

		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At January 1,	**於一月一日**	**(220,689)**	(260,135)
Exchange differences	匯兌差額	**(316)**	8,623
Acquisition of a subsidiary	收購子公司	**–**	(1,134)
Tax credited/(charged) to profit or loss *(Note 30)*	收益／(費用)於損益確認*(附註30)*	**(79,330)**	34,071
Charged to other comprehensive income	費用於其他綜合收益確認	**–**	(2,114)
Disposal of a subsidiary *(Note 9)*	處置子公司*(附註9)*	**7,902**	–
At December 31,	**於十二月三十一日**	**(292,433)**	(220,689)

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

21. Deferred income tax — Group (Continued)

21. 遞延所得税 — 集團(續)

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

遞延税項資產與負債於本年度內的變動(沒有考慮結餘可在同一徵税區內抵銷)如下:

Deferred tax assets

遞延所得税資產

		Accelerated tax depreciation 税項加速折舊 RMB'000 人民幣千元	Asset retirement obligations 資產棄置義務 RMB'000 人民幣千元	Tax losses 税損 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**	44,819	9,750	40,240	6,675	101,484
Credited/(charged) to profit or loss	收益/(費用)於損益確認	(5,760)	2,557	14,527	41,398	52,722
Exchange differences	匯兑差額	–	(216)	(1,425)	(760)	(2,401)
At December 31, 2013	**於二零一三年十二月三十一日**	39,059	12,091	53,342	47,313	151,805
(Charged)/credited to profit or loss	(費用)/收益於損益確認	(3,105)	460	13,191	(14,395)	(3,849)
Disposal of a subsidiary *(Note 9)*	處置子公司 *(附註9)*	(16,415)	(981)	–	(124)	(17,520)
Exchange differences	匯兑差額	–	29	137	232	398
At December 31, 2014	**於二零一四年十二月三十一日**	19,539	11,599	66,670	33,026	130,834

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

21. Deferred income tax — Group (Continued)
21. 遞延所得稅 — 集團(續)

Deferred tax liabilities
遞延所得稅負債

		Accelerated tax depreciation 稅項加速折舊 RMB'000 人民幣千元	Fair value gains of mining rights 採礦權公允價值利得 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2013	**於二零一三年一月一日**	(240,834)	(120,785)	–	(361,619)
Adjustment to provisional fair value in relation to acquisition of a subsidiary	對收購子公司暫定公允價值的調整	–	5,864	(6,998)	(1,134)
(Charged)/credited to profit or loss	(費用)/收益於損益確認	(23,141)	3,614	876	(18,651)
Charged to other comprehensive income	費用於其他綜合收益確認	–	–	(2,114)	(2,114)
Exchange differences	匯兑差額	7,454	3,570	–	11,024
At December 31, 2013	**於二零一三年十二月三十一日**	(256,521)	(107,737)	(8,236)	(372,494)
(Charged)/credited to profit or loss	(費用)/收益於損益確認	(79,789)	2,896	1,412	(75,481)
Disposal of a subsidiary *(Note 9)*	處置子公司*(附註9)*	10,203	8,395	6,824	25,422
Exchange differences	匯兑差額	(348)	(366)	–	(714)
At December 31, 2014	**於二零一四年十二月三十一日**	(326,455)	(96,812)	–	(423,267)

Deferred income tax assets are recognized for tax loss carry-forwards and deductible temporary differences to the extent that the realization of the related tax benefit through future taxable profits is probable. At December 31, 2014, the Group did not recognize deferred income tax assets of RMB55.1 million (2013: RMB1.6 million) in respect of losses and temporary differences amounting to RMB157.4 million (2013: RMB6.5 million) that can be carried forward against future taxable income. Losses and temporary differences amounting to RMB6.5 million (2013: RMB6.5 million) and RMB157.4 million (2013: nil) will expire in 2018 and 2034, respectively.

對可抵扣虧損及可抵扣暫時性差異確認為遞延所得稅資產的數額,是根據很可能產生的未來應課稅利潤而實現的相關稅務利益確認。於二零一四年十二月三十一日本集團未對可能就未來應納稅所得結轉的虧損和暫時性差異人民幣157.4百萬元(二零一三年:人民幣6.5百萬元)確認遞延所得稅資產人民幣55.1百萬元(二零一三年:人民幣1.6百萬元)。未來應納稅所得結轉的虧損人民幣6.5百萬元(二零一三年:人民幣6.5百萬元)和暫時性差異人民幣157.4百萬元(二零一三年:無)將分別於二零一八年和二零三四年到期。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

22. Trade and notes payable — Group

22. 應付賬款及應付票據 — 集團

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Trade payables	應付賬款	**682,005**	920,254
Notes payable	應付票據	**27,107**	148,283
		709,112	1,068,537
Less: non-current portion of trade payables	減：非流動應付賬款	**(54,739)**	(46,113)
Current	流動	**654,373**	1,022,424

At December 31, 2014 and 2013, the aging analysis of the trade and notes payable is as follows:

於二零一四年及二零一三年十二月三十一日，應付賬款及應付票據賬齡分析列示如下：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Up to 6 months	少於6個月	**427,290**	656,530
6 months–1 year	6個月至1年	**176,906**	232,232
1–2 years	1至2年	**68,275**	144,342
2–3 years	2至3年	**19,139**	28,853
Over 3 years	多於3年	**17,502**	6,580
Total	合計	**709,112**	1,068,537

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

22. Trade and notes payable — Group (Continued)

The carrying amounts of trade and notes payable are denominated in the following currencies:

22. 應付賬款及應付票據 — 集團(續)

應付賬款及應付票據的賬面金額以下列貨幣為單位：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
RMB	人民幣	**400,864**	767,335
US$	美元	**7,178**	10,589
KZT	堅戈	**301,070**	290,613
Total	合計	**709,112**	1,068,537

The fair values of trade and notes payables approximate their carrying amounts.

應付賬款及應付票據的公允價值與其賬面金額相近。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

23. Provisions, accruals and other liabilities
23. 準備、預提及其他負債

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Amount due to related parties *(Note 37)*	應付關聯方款項*(附註37)*	**–**	61,293	**–**	–
Asset retirement obligations *(Note (a))*	資產棄置義務*(附註(a))*	**54,684**	56,372	**–**	–
Interest payable	應付利息	**75,627**	65,784	**74,617**	65,666
Salary and welfare payable *(Note (b))*	應付薪金及福利*(附註(b))*	**47,713**	79,515	**25,903**	54,261
Special oil levy	石油特別收益金	**31,910**	104,145	**–**	–
Withholding and other tax payable	代扣代繳稅及其他應付稅	**71,409**	123,289	**7,663**	17,442
Deposit received in relation to disposal of a subsidiary *(Note 9(a)(ii))*	處置子公司所收押金*(附註9(a)(ii))*	**46,400**	–	**46,400**	–
Payable in relation to settlement of options to acquire shares of subsidiaries	應付結算可認購子公司股份購股權款項	**50,971**	–	**–**	–
Other payables	其他應付款項	**109,477**	117,264	**16,715**	23,665
		488,191	607,662	**171,298**	161,034
Less: non-current portion of	減:非流動部分之				
— Asset Retirement obligations	— 資產棄置義務	**(54,684)**	(56,372)	**–**	–
— Withholding tax payable	— 代扣代繳稅	**(28,611)**	(38,314)	**(7,663)**	(17,442)
— Other payables	— 其他應付款項	**(58,055)**	(50,738)	**–**	–
		(141,350)	(145,424)	**(7,663)**	(17,442)
Current	流動	**346,841**	462,238	**163,635**	143,592

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

23. Provisions, accruals and other liabilities (Continued)
23. 準備、預提及其他負債(續)

Notes:

附註：

(a) Movements of asset retirement obligations are as follows:

(a) 資產棄置義務變動列示如下：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
At January 1,	**於一月一日**	**56,372**	45,090
Additional provision	額外準備	**5,346**	10,327
Disposal of a subsidiary *(Note 9)*	處置子公司*(附註9)*	**(3,925)**	–
Accretion expenses	增值費用	**5,550**	2,034
Exchange differences	匯兑差額	**(8,659)**	(1,079)
At December 31,	**於十二月三十一日**	**54,684**	56,372

(b) At December 31, 2014, included in salary and welfare payable was stock appreciation rights liabilities of RMB9.2 million (2013: RMB30.5 million) both for the Group and the Company.

(b) 於二零一四年十二月三十一日，應付薪金及福利中包含本集團和本公司的應付股份增值權金額為人民幣9.2百萬元(二零一三年：人民幣30.5百萬元)。

The carrying amounts of provisions, accruals and other liabilities are denominated in the following currencies:

準備、預提及其他負債的賬面金額以下列貨幣為

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
RMB	人民幣	**130,654**	227,607	**46,400**	–
US$	美元	**247,866**	223,442	**124,898**	161,034
KZT	堅戈	**109,671**	156,613	**–**	–
	合計	**488,191**	607,662	**171,298**	161,034

The fair values of provisions, accruals and other liabilities approximate their carrying amounts.

準備、預提及其他負債的公允價值與其賬面金額相近。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

24. Borrowings

24. 借款

(i) Summary of borrowings

(i) 借款概要

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Non-current	**非流動**				
— senior notes payable *(Note)*	— 優先票據*(附註)*	**4,169,243**	3,589,503	**4,169,243**	3,589,503
— unsecured bank loans	— 無抵押銀行貸款	**5,635**	–	**–**	–
		4,174,878	3,589,503	**4,169,243**	3,589,503
Current	**流動**				
— secured bank loans	— 抵押銀行貸款	**122,380**	–	**–**	–
— unsecured bank loans	— 無抵押銀行貸款	**217,075**	60,000	**–**	–
		339,455	60,000	**–**	–
		4,514,333	3,649,503	**4,169,243**	3,589,503

Note:

附註：

	Coupon rate 票面利率	Due date 到期日		As at December 31, 於十二月三十一日 **2014 二零一四年 RMB'000 人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
2016 Notes 2016 票據	9.75%	May 12, 2016	二零一六年五月十二日	**–**	2,399,658
2018 Notes 2018 票據	6.875%	February 6, 2018	二零一八年二月六日	**1,190,967**	1,189,845
2019 Notes 2019 票據	7.5%	April 25, 2019	二零一九年四月二十五日	**2,978,276**	–
				4,169,243	3,589,503

On May 12, 2011, the Company issued US$400 million senior notes due 2016 ("the 2016 Notes"). The 2016 Notes bear a coupon rate of 9.75% per annum, payable semi-annually in arrears on May 12 and November 12 annually. The net proceeds, after deduction of underwriting fees, discounts and commissions and other expenses amounted to approximately US$390 million (equivalent to RMB2,535 million). A portion of the proceeds from the issuance of the 2016 Notes was used to repay in full US$200 million MIE's credit facility with CITIC Bank. The remaining proceeds were used to finance the Company's acquisition of Emir-Oil from BMB Munai, Inc. and for working capital and general corporate purposes.

本公司於二零一一年五月十二日發行於二零一六年到期400百萬美元的優先票據(以下簡稱「2016票據」)。此2016票據負擔票面利率為每年9.75厘，每半年於每年五月十二日及十一月十二日後付。經扣除與發行票據有關的包銷費用、折讓及佣金以及其他估計應付費用後，發行票據的所得款項淨額約達390百萬美元(折合人民幣約2,535百萬元)。本公司將所得款項淨額的大部分用於償還MIE結欠中信銀行200百萬美元的貸款。結餘部分用於向BMB Munai, Inc.支付Emir-Oil收購款項，及作營運資金及一般企業用途。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

24. Borrowings (Continued)

(i) Summary of borrowings (Continued)

Note: (Continued)

On February 6, 2013, the Company issued US$200 million senior notes due 2018 (the "2018 Notes"). The 2018 Notes bear coupon rate of 6.875% per annum, payable semi-annually in arrears on February 6 and August 6 annually. The net proceeds, after deduction of discounts, fees, commissions and other expenses, amounted to approximately US$195 million (equivalent to RMB1,222 million). A substantial portion of the proceeds from the 2018 Notes was used to repay all of existing indebtedness of the Company's subsidiary, MIE, to Minsheng Bank. The remaining proceeds were used for capital expenditures, working capital and general corporate purposes of the Group.

On April 25, 2014, the Company issued US$500 million (equivalent to RMB3,076.4 million) senior notes due in April 2019 (the "2019 Notes"). The 2019 Notes bear coupon rate of 7.50% per annum, payable semi-annually in arrears on April 25 and October 25 annually. The net proceeds, after deduction of discounts, fees, commissions and other expenses, amounted to approximately US$485.0 million (equivalent to RMB2,986.1 million). The proceeds are used to (i) to redeem in full the US$400 million (equivalent to RMB2,461.1 million) 9.75% senior notes due 2016 issued by the Company on May 12, 2011 and fund the related redemption costs, including a call premium of US$19.5 million (equivalent to RMB120.2 million) and (ii) the remaining balance for capital expenditures, working capital and general corporate purposes.

The 2016 Notes, 2018 Notes and 2019 Notes (collectively "Senior Notes") are general obligation of the Company and are senior in right of payment to any existing and future obligations of the Company and its subsidiaries expressly subordinated in right of payment to the Senior Notes, respectively.

The Senior Notes and the guarantees provided by the certain subsidiaries will limit the ability of the Company and certain of its subsidiaries to, among other things (and subject to certain qualifications and exceptions) incur additional indebtedness, issue preferred stock and make investment.

24. 借款(續)

(i) 借款概要(續)

附註:(續)

本公司於二零一三年二月六日發行於二零一八年到期200百萬美元優先票據(以下簡稱「2018票據」)。此2018票據負擔票面利率為每年6.875厘,每半年於每年二月六日及八月六日後付。經扣除首次發行折讓、費用、佣金及有關發行時其他應付支出後,此次發售的所得款項淨額為195百萬美元(折合人民幣約1,222百萬元)。本公司將所得款項淨額的大部分用於償還子公司MIE結欠民生銀行的全部負債,結餘部分用於資本支出、營運資金及一般企業用途。

本公司於二零一四年四月二十五日發行於二零一九年四月到期500百萬美元(等價於人民幣3,076.4百萬元)優先票據(以下簡稱「2019票據」)。此2019票據負擔票面利率為每年7.50厘,每半年於每年四月二十五日及十月二十五日後付。經扣除首次發行折讓、費用、佣金及有關發行時其他應付支出後,此次發售的所得款項淨額約為485.0百萬美元(等價人民幣約2,986.1百萬元)。本公司將所得款項淨額用於(i)全額贖回本公司於二零一一年五月十二日發行之二零一六年到期400百萬美元(等價人民幣約2,461.1百萬元)9.75厘優先票據及支付相關贖回費用,包括19.5百萬美元(等價於人民幣120.2百萬元)贖回溢價;及(ii)餘下款項用作資本支出、營運資金及一般企業用途。

2016票據、2018票據及2019票據(統稱為「優先票據」)是本公司的一般負債,在受償權利上優先於本公司及其子公司已明確表示為從屬該優先票據的任何現有及未來責任。

優先票據及若干附屬公司擔保人提供的擔保將限制本公司及其若干子公司在產生額外的債務、發行優先股以及投資等方面的能力(惟須符合若干資格及例外情況除外)。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

24. Borrowings (Continued)
24. 借款(續)

(i) Summary of borrowings (Continued)
(i) 借款概要(續)

Note: (Continued)

附註:(續)

At any time on or after February 6, 2016 and April 25, 2017, the Company may at its option redeem the 2018 Notes and 2019 Notes, respectively, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest to the redemption date, if redeemed during the 12-month period commencing on February 6 and April 25, respectively, of any year set forth below:

於二零一六年二月六日及二零一七年四月二十五日或之後任何時間,本公司可自行選擇按相等於下文所載本金額百分比的贖回價另加截至贖回日期的應計及未付利息(倘分別於下文所載任何年度二月六日和四月二十五開始的十二個月期間贖回)贖回全部或部分2018票據及2019票據。

		Redemption Price 贖回價格
2018 Notes:	**2018 票據:**	
2016	二零一六年	103.4375%
2017	二零一七年	101.71875%
2019 Notes:	**2019 票據:**	
2017	二零一七年	103.750%
2018	二零一八年	101.875%

At any time prior to February 6, 2016 and April 25, 2017, the Company may at its option redeem the 2018 Notes and the 2019 Notes, respectively, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2018 Notes and 2019 Notes, respectively, plus the applicable premium and accrued and unpaid interest to the redemption date.

本公司可分別於二零一六年二月六日及二零一七年四月二十五前任何時間,選擇按相等於2018票據及2019票據本金額100%的贖回價另加截至贖回日期的適用溢價以及應計及未付利息,須贖回全部而非部分2018票據及2019票據。

In addition, at any time prior to February 6, 2016, the Company may redeem up to 35% of the aggregate principal amount of the 2018 Notes, with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 106.875% of the principal amount of 2018 Notes, plus accrued and unpaid interest, if any to (but excluding) the redemption date, provided that at least 65% of the aggregate principal amount of the 2018 Notes issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering

此外,於二零一六年二月六日前,本公司可使用在一次股份發售中一次或多次出售普通股所取得的現金淨額,以票面本金總額的106.875%,加上截至但不包括贖回日期的應計未付利息(如有)之總和作為贖回價格,贖回不超過2018票據本金總額35%的部分。該贖回行為的前提條件是,每次進行贖回後,仍有至少相當於首次發行日期已發行2018票據本金總額65%的部分尚未贖回,且贖回行為須於相關股份發售結束後60日內發生。

At any time prior to April 25, 2017 the Company may redeem up to 35% of the aggregate principal amount of the Notes with the Net Cash Proceeds of one or more sales of Common Stock of the Company in an equity offering at a redemption price of 107.50% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to (but excluding) the redemption date; provided that at least 65% of the aggregate principal amount of the Notes issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

於二零一七年四月二十五日前,本公司可使用在一次股份發售中一次或多次出售普通股所取得的現金淨額,以票面本金總額的107.50%,加上截至贖回日期的應計未付利息之總和作為贖回價格,贖回不超過2019票據本金總額35%的部分。該贖回行為的前提條件是,每次進行贖回後,仍有至少相當於首次發行日期已發行2019票據本金總額65%的部分尚未贖回,且贖回行為須於相關股份發售結束後60日內發生。

All Senior Notes are listed on the Singapore Exchange Securities Trading Limited.

優先票據均已在新加坡證券交易所有限公司上市。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

24. Borrowings (Continued)

24. 借款(續)

(ii) Effective interest rate at the end of reporting period are as follows:

(ii) 借款的實際利率列示如下：

		Group 集團		Company 公司	
		Bank borrowings 銀行借款	Senior Notes 優先票據	Total 總計	Senior Notes 優先票據
Effective interest rate:	實際利率：				
As at December 31, 2014	於二零一四年十二月三十一日	6.77% to 8.00%	8.14% to 8.55%	6.23% to 8.55%	8.14% to 8.55%
As at December 31, 2013	於二零一三年十二月三十一日	6.44%	7.83% to 10.91%	6.44% to 10.91%	7.83% to 10.91%
Estimated fair value	估計公允價值：				
As at December 31, 2014	於二零一四年十二月三十一日	345,090	3,408,283	3,753,373	3,408,283
As at December 31, 2013	於二零一三年十二月三十一日	60,000	3,777,030	3,837,030	3,777,030

The fair values of Senior Notes are based on its closing prices quoted on Singapore Exchange Securities Trading Limited and are within level 1 of the fair value hierarchy; and the fair value of bank borrowings is based on the borrowing rate from 6.23% to 8.55% (2013: 6.44%) and within level 2 of the fair value hierarchy.

優先票據的公允價值是基於其在新加坡證券交易所的收盤報價而定，並歸屬於公允價值第一層級；而銀行貸款的公允價值是基於借款利率6.23%–8.55%(二零一三年：6.44%)而定，並歸屬於公允價值第二層級。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

24. Borrowings (Continued)

24. 借款(續)

(iii) The exposure of the Group's floating rate bank borrowings amounted to RMB222,710,000 (2013: RMB60,000,000) to contractual interest rate changes based on LIBOR and the base rate as published by the People's Bank of China at December 31, 2014 are as follows:

(iii) 本集團按照浮動利率計算的總計人民幣222,710,000元(二零一三年：人民幣60,000,000元)的借款所面臨的基於倫敦銀行同業拆借利率和中國人民銀行於二零一四年十二月三十一日公佈之基準利率的合同利率變動風險如下：

		As at December 31, 於十二月三十一日	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Up to 1 year:	少於一年	**217,075**	60,000
1–2 years:	一至兩年	**2,910**	–
2–5 years:	兩至五年	**2,725**	–
		222,710	60,000

The Senior Notes which bear fixed interest rates are not subject to interest rate changes.

優先票據的票面利率固定，且不隨利率波動而變動。

(iv) The carrying amount of the borrowing are denominated in the following currencies:

(iv) 所有借款賬面金額以如下貨幣為單位：

		Group 集團 As at December 31, 於十二月三十一日		Company 公司 As at December 31, 於十二月三十一日	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元	**2014** **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
RMB	人民幣	**8,545**	60,000	**–**	–
US$	美元	**4,505,788**	3,589,503	**4,169,243**	3,589,503
		4,514,333	3,649,503	**4,169,243**	3,589,503

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

24. Borrowings (Continued)

24. 借款（續）

(v) The Group has the following undrawn banking facilities:

(v) 本集團擁有如下列示的未提取銀行授信額度：

		As at December 31, 於十二月三十一日 2014 二零一四年 RMB'000 人民幣千元	 2013 二零一三年 RMB'000 人民幣千元
Floating rate:	浮動利率		
— Expiring within one year	— 一年內到期	**290,000**	–
— Expiring beyond one year	— 一年以上到期	**–**	300,000
Fixed rate:	固定利率		
— Expiring within one year	— 一年內到期	**220,025**	–
— Expiring beyond one year	— 一年以上到期	**–**	151,717
		510,025	451,717

25. Other gains/(losses), net

25. 其他利得／（損失）— 淨額

		Year ended December 31, 截至十二月三十一日止年度 2014 二零一四年 RMB'000 人民幣千元	 2013 二零一三年 RMB'000 人民幣千元
Gains on disposal of subsidiaries *(Note 9)*	處置子公司利得（*附註9*）	**259,389**	–
Gains/(losses) on oil put options	石油套期期權利得／（虧損）	**19,564**	(7,626)
Gains on changes in value of financial assets at fair value	公允價值計量的金融資產價值變動利得	**11,723**	5,458
Service income	服務收入	**3,834**	14,111
Loss on fair value change of warrants	認股權證公允價值變動損失	**(408)**	–
Losses on disposal of investment in a joint venture	出售合營投資的虧損	**–**	(1,379)
Accident indemnity *(Note)*	事故損失（*附註*）	**–**	(23,055)
Others	其他	**7,918**	7,856
		302,020	(4,635)

Note:

During the year ended December 31, 2013, the Group accrued provisions amounting to RMB23 million for indemnities resulting from a traffic accident involving oil tanks in Kazakhstan, which has been fully settled during the year ended December 31, 2014.

附註：

截至二零一三年十二月三十一日止年度，本集團計提了人民幣23百萬元的準備，概因在哈薩克斯坦當地發生了一場油罐車引發的車禍事故，上述儲備已於截至二零一四年十二月三十一日止年度全部結清。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

26. Taxes other than income taxes
26. 稅項(所得稅除外)

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
PRC:	*中國:*		
Special oil levy	石油特別收益金	**328,878**	399,323
Urban construction tax and education surcharge	城建稅及教育附加費	**12,110**	13,473
Others	其他	**444**	398
		341,432	413,194
Kazakhstan:	*哈薩克斯坦:*		
Mineral extraction tax	礦物開採稅	**44,588**	45,329
Rent export tax	租金出口稅	**176,536**	185,696
Rent export duty expenditures	租金出口關稅支出	**87,328**	56,973
Property tax	物業稅	**23,508**	31,452
		331,960	319,450
USA:	*美國:*		
Withholding tax	代扣代繳稅	**930**	386
Severance tax	開採稅	**534**	–
		1,464	386
Corporate:	*總部:*		
Withholding tax *(Note)*	代扣代繳稅*(附註)*	**20,236**	7,598
		695,092	740,628

Note:

For the year ended December 31, 2014, all (2013: all) withholding tax is related to interest expense arising from the intra-group loans.

附註:

截至二零一四年十二月三十一日止年度,所有(二零一三年:所有)代扣代繳稅皆與集團內部貸款所產生的利息相關。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

27. Finance costs — net

27. 財務費用 — 淨值

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Finance income	**財務收入**		
Interest income on deposits	存款利息收入	**18,491**	6,431
Finance costs	**財務費用**		
Interest expenses at coupon rates/bank rates	利息費用(按照票面利率和銀行利率核算)	**(335,521)**	(329,945)
Amortization of discounts	貼現攤銷	**(33,288)**	(28,465)
Premium and unwinding of unamortized costs from early redemption of borrowings *(Note)*	提前贖回借款的溢價及未攤銷的費用*(附註)*	**(154,902)**	(38,398)
Other fees	其他費用	**(8,903)**	(5,476)
		(532,614)	(402,284)
Exchange gains, net	匯兑利得,淨額	**32,796**	50,300
		(499,818)	(351,984)
Finance costs — net	**財務費用 — 淨值**	**(481,327)**	(345,553)

Note:

For the year ended December 31, 2014, premium and unwinding of unamortized costs from early redemption of borrowings includes the premium amounting to RMB120.2 million (2013: RMB25.2 million) and unamortized costs written off amounting to RMB34.7 million (2013: RMB13.5 million) in relation to the early redemption of 2016 Notes *(Note 24)* (2013: early repayment of China Minsheng Bank loan).

During the years ended December 31, 2014 and 2013, the Group did not capitalize any borrowing costs.

附註:

截至二零一四年十二月三十一日止年度,提前贖回借款的溢價及未攤銷的費用中主要包括與提前贖回2016票據*(附註24)*(二零一三年:提前償還中國民生銀行借款)相關的溢價金額為人民幣120.2百萬元(二零一三年:人民幣25.2百萬元)及核銷未攤銷的交易費用金額人民幣34.7百萬元(二零一三年:人民幣13.5百萬元)。

截至二零一四及二零一三年十二月三十一日止年度,本集團未資本化任何借款成本。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

28. Profit from operation
28. 經營利潤

Profit from operation is arrived at after charging:

在扣減以下項目後計出經營利潤：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Employee benefit expense:	員工薪酬成本：		
Wages, salaries and allowances	工資、薪金及津貼	**171,625**	184,730
Housing subsidies	住房補貼	**2,514**	2,509
Share options — value of employee services	購股權 — 僱員服務價值	**33,652**	26,549
Stock appreciation rights expenses	股份增值權費用	**(21,337)**	(16,965)
Pension costs — defined contribution plans *(Note)*	退休金成本 — 設定提存計劃 *(附註)*	**18,409**	16,190
Welfare and other expenses	福利及其他費用	**10,771**	14,756
		215,634	227,769
Depreciation and depletion of property, plant and equipment *(Note 6)*	不動產、工廠及設備的折舊及折耗 *(附註6)*	**912,947**	887,714
Impairment charges on property, plant and equipment *(Note 6)*	不動產、工廠及設備的減值損失 *(附註6)*	**141,704**	–
Amortization of intangible assets *(Note 7)*	無形資產攤銷 *(附註7)*	**15,500**	17,318
Impairment charges on intangible assets *(note 7)*	無形資產減值損失 *(附註7)*	**12,866**	–
Auditor's remuneration	核數師報酬		
— audit and audit related services	— 審計服務	**4,992**	4,619
— non-audit services	— 非審計服務	**–**	1,097
Operating lease expenses	經營租賃費用	**12,893**	13,951

Note:

The Group is required to make specific contributions to the state-sponsored retirement plan at a rate of 20% (2013: 20%) of the specified salaries of the qualified employees in the PRC. The PRC government is responsible for the pension liability to the retired employees.

附註：

本集團需按合資格中國員工特定工資的20%(二零一三年：20%)的款項支付予國家規定的職工退休金計劃。中國政府負責該等退休員工的養老金責任。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

29. Directors', supervisors' and senior management's emoluments

29. 董事、監事及高級管理層薪酬

(a) Directors' emoluments

(a) 董事酬金

The remuneration of every director and the chief executive officer for the years ended December 31, 2014 and 2013 is set out below:

截至二零一四年及二零一二年十三月三十一日止年度，每位董事及首席執行官的酬金載列如下：

Name of Director 董事姓名		Fees 袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Discretionary bonuses 酌情獎金 RMB'000 人民幣千元	Share options expenses 購股權費用 RMB'000 人民幣千元	Employer's contribution to pension scheme 退休計劃的僱主供款 RMB'000 人民幣千元	Stock appreciation rights granted 股權增值分紅權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended December 31, 2014	截至二零一四年十二月三十一日止年度							
Zhang Ruilin*	張瑞霖*	–	4,310	3,073	497	8	–	7,888
ZhaoJiang wei	趙江巍	–	3,634	922	497	42	–	5,095
Mei Jianping	梅建平	246	–	–	–	–	–	246
Jeffrey Willard Miller	Jeffrey Willard Miller	307	–	–	–	–	–	307
Cai Rucheng	才汝成	246	–	–	–	–	–	246
Tao Tak Yin Dexter	陶德賢	–	2,458	2,151	–	17	286	4,912
Andrew Sherwood Harper	Andrew Sherwood Harper	–	3,009	–	296	–	–	3,305
Tian Hongtao**	田洪濤**	–	1,775	2151	243	42	–	4,211
Sing Wang	王兟	–	–	–	–	–	–	–
Hung Leung	洪亮	–	–	–	–	–	–	–
		799	15,186	8,297	1,533	109	286	26,210

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

29. Directors', supervisors' and senior management's emoluments (Continued)
29. 董事、監事及高級管理層薪酬(續)

(a) Directors' emoluments
(a) 董事酬金(續)

Name of Director 董事姓名		Fees 袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Discretionary bonuses 酌情獎金 RMB'000 人民幣千元	Employer's contribution to pension scheme 退休計劃的僱主供款 RMB'000 人民幣千元	Share options expenses 購股權費用 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended December 31, 2013	截至二零一三年十二月三十一日止年度						
Zhang Ruilin*	張瑞霖*	–	4,324	3,714	8	578	8,624
Zhao Jiangwei	趙江巍	–	3,602	928	38	578	5,146
Forrest Dietrich***	Forrest Dietrich***	–	2,184	–	–	578	2,762
Allen Mak***	麥雅倫***	–	2,888	4,333	–	578	7,799
Jeffrey Willard Miller	Jeffrey Willard Miller	309	–	–	–	–	309
Mei Jianping	梅建平	248	–	–	–	–	248
Cai Rucheng	才汝成	248	–	–	–	–	248
Tao Tak Yin Dexter****	陶德賢****	–	1,444	3,590	–	–	5,034
Andrew Sherwood Harper****	Andrew Sherwood Harper****	–	2,236	619	–	326	3,181
Hung Leung	洪亮	–	–	–	–	–	–
Tsang Chi Kin	曾至鍵	–	–	–	–	–	–
Sing Wang	王兟	–	–	–	–	–	–
		805	16,678	13,184	46	2,638	33,351

* Mr. Zhang Ruilin is also the chief executive officer.
** Appointed with effect from December 5, 2014
*** Resigned with effect from July 19, 2013
**** Appointed with effect from July 19, 2013

* 張瑞霖先生亦為首席執行官。
** 於二零一四年十二月五日獲委任。
*** 於二零一三年七月十九日辭任。
**** 於二零一三年七月十九日獲委任。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

29. Directors', supervisors' and senior management's emoluments (Continued)

29. 董事、監事及高級管理層薪酬（續）

(b) Five highest paid individuals

(b) 五名最高薪人士

The five individuals whose emoluments were the highest in the Group for the years ended December 31, 2014 and 2013 are as follows:

本集團截至二零一四年及二零一三年十二月三十一日止年度五名最高薪人士如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年	2013 二零一三年
Directors	董事	**4**	2
Non-director individual	非董事人士	**1**	3

The details of emoluments paid to the five highest individuals who were Directors of the Company during the years ended December 31, 2014 and 2013 have been included in above. Details of emoluments paid to the remaining non-director individual are as follows:

本公司截至二零一四年及二零一三年十二月三十一日止年度已付五名最高薪人士中的本公司董事的酬金詳情已在上文列示。已付餘下非董事人士的酬金詳情如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	**1,844**	4,697
Discretionary bonuses	酌情獎金	**2,151**	7,799
Share options granted	已授出購股權	**243**	8,397
Pension costs — defined contribution plans	退休金成本 — 設定提存計劃	**47**	411
		4,285	21,304

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

29. Directors', supervisors' and senior management's emoluments (Continued)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

29. 董事、監事及高級管理層薪酬(續)

(b) 五名最高薪人士(續)

此等薪酬在下列組合範圍內:

		Number of individuals 人數	
		2014 二零一四年	2013 二零一三年
Emolument bands (in HK$)	薪酬範圍(港元)		
HK$5,000,001–HK$5,500,000	5,000,001港元–5,500,000港元	**2**	–
HK$5,500,001–HK$6,500,000	5,500,001港元–6,500,000港元	**2**	–
HK$6,500,001–HK$7,000,000	6,500,001港元–7,000,000港元	**–**	1
HK$7,000,001–HK$7,500,000	7,000,001港元–7,500,000港元	**–**	1
HK$9,500,001–HK$10,000,000	9,500,001港元–10,000,00港元	**1**	2
HK$10,500,001–HK$11,000,000	10,500,001港元–11,000,000港元	**–**	1
		5	5

(c) During the financial year ended December 31, 2014, none of the directors of the Company and the five highest paid individuals:

(i) received any emolument from the Group as an inducement upon joining the Group;

(ii) receive any compensation for losses of office as a director or managerial of any member of the Group;

(iii) waived or has agreed to waive any emoluments.

(c) 於截至二零一四年十二月三十一日止的財政年度期間,無任何本公司董事或五名最高薪人士涉及下列之事項:

(i) 收取任何酬金作為加入本集團時的獎勵;

(ii) 收取任何補償金作為失去董事或任何管理層職位的補償;

(iii) 放棄或同意放棄任何報酬。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

29. Directors', supervisors' and senior management's emoluments (Continued)

29. 董事、監事及高級管理層薪酬(續)

(d) Senior management remuneration band

(d) 高級管理層薪酬按組合範圍呈列

The emoluments fell within the following band:

此等薪酬在下列組合範圍內：

		Number of individuals 人數	
		2014 二零一四年	2013 二零一三年
Emolument bands (in HK$)	薪酬範圍(港元)		
HK$300,000–HK$1,000,000	300,000港元–1,000,000港元	**4**	4
HK$1,000,001–HK$1,500,000	1,000,001港元–1,500,000港元	**–**	3
HK$1,500,001–HK$2,000,000	1,500,001港元–2,000,000港元	**–**	1
HK$2,000,001–HK$2,500,000	2,000,001港元–2,500,000港元	**1**	–
HK$3,000,001–HK$3,500,000	3,000,001港元–3,500,000港元	**–**	2
HK$3,500,001–HK$4,000,000	3,500,001港元–4,000,000港元	**1**	2
HK$4,000,001–HK$4,500,000	4,000,001港元–4,500,000港元	**2**	–
HK$6,000,001–HK$6,500,000	6,000,001港元–6,500,000港元	**–**	2
		8	14

30. Income tax expense

30. 所得稅費用

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Current income tax — overseas	當期所得稅 — 海外	**134,833**	209,154
Deferred income tax *(Note 21)*	遞延所得稅*(附註21)*	**79,330**	(34,071)
		214,163	175,083

Taxation has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

課稅按照本年度估計應課稅利潤計算，計算基礎乃本集團經營業務所在國家的現行稅率。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

30. Income tax expense (Continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

30. 所得稅費用（續）

本集團就除稅前利潤的稅項，與採用合併主體利潤適用的加權平均稅率而應產生的理論稅額的差額如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Profit before income tax	**除所得稅前利潤**	**236,712**	454,867
Tax calculated at domestic tax rates applicable to profits in the respective countries	在各有關國家的利潤按適用的當地稅率計算的稅項	**116,501**	195,689
Tax effects of:	稅項影響		
— Income not subject to tax	—無需繳稅收入	**(1,125)**	(2,912)
— Expenses not deductible for tax purposes	—不可扣稅支出	**40,859**	7,674
— Re-measurement of deferred tax due to change in the Kazakhstan tax rate	—根據哈薩克斯坦稅率的變化重新計量遞延稅項	**–**	(30,728)
— Tax losses and temporary differences for which no deferred income tax asset was recognized	—未確認遞延所得稅資產的稅務虧損及暫時性差異	**55,105**	1,624
— Adjustments in respect of prior years	—以前年度調整	**1,482**	3,736
— Others	—其他	**1,341**	–
Tax charge	**稅項支出**	**214,163**	175,083

The weighted average effective tax rate was 90% (2013: 38%) for the year ended December 31, 2014.

截至二零一四年十二月三十一日止年度之加權平均有效稅率為90%（二零一三年：38%）。

Deferred tax in Kazakhstan has been re-measured to reflect the changes in excess profit tax rate of Kazakhstan will be applied in the future, which is mainly caused by changes in management forecast of future capital expenditures and other tax rates.

對本集團於哈薩克斯坦之作業的遞延所得稅進行的重新計量是用以反映未來超額利潤稅率估計的變化，該變化主要是因為管理層對未來資本支出及其他稅率估計的變化。

The excess profit tax rate is based on rate of return on subsurface use operations and requires estimation of future taxable income, capital expenditures and other assumptions which affect the estimations of amounts and periods when deductible/taxable temporary differences existing at the reporting date are reversed/settled.

超額利潤稅率基於地下開發使用的回報率，並需要對未來應課稅收入、資本性支出及其他會影響到財務報告期間可抵扣／應課稅暫時性差異轉回／結算的期間及數量的估計的相關假設。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註（續）

31. Profit attributable to owners of the Company

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of RMB861.3 million (2013: RMB61.6 million).

31. 本公司所有者應佔利潤

本公司所有者應佔利潤列載於本公司財務報表，總金額為人民幣861.3百萬元（二零一三年：人民幣61.6百萬元）。

32. Earnings per share

(a) Basic

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

32. 每股收益

(a) 基本

基本每股收益是根據本公司所有者的應佔利潤，除以本年度內已發行普通股的加權平均數目計算。

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Profit attributable to owners of the Company	本公司所有者應佔利潤	**58,483**	283,009
Weighted average number of ordinary shares (thousands)	加權平均普通股數目（千股）	**2,603,617**	2,615,535
Earnings per share, Basic (RMB per share)	每股基本收益（每股人民幣）	**0.02**	0.11

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

32. Earnings per share (Continued)

(b) Diluted

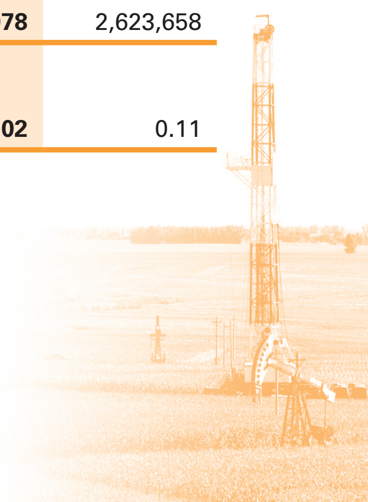
Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options outstanding which are potentially dilutive. A calculation is performed to determine the number of ordinary shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the weighted average number of outstanding share options. The number of ordinary shares calculated above for basic earnings per share is increased by the number of ordinary shares that would have been issued assuming the exercise of the share options at the date later of beginning of the relevant period or the date of issue.

32. 每股收益(續)

(b) 稀釋

每股稀釋收益乃假設所有稀釋潛在普通股獲兑換後，經調整已發行普通股的加權平均數計算。本公司尚未行使之購股權具有潛在稀釋效應。至於購股權，根據未行使購股權的加權平均數所附認購權的貨幣價值，釐定可能已按公允價值(即本公司股份的平均年度市價)購入的普通股數目。按以上基本每股收益方式計算的普通股數目，需加上假設購股權於相關期間期初或實際發行日兩者之中較晚日期獲行使或轉換而發行的普通股數量。

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Earnings	**收益**		
Profit attributable to owners of the Company used to determine diluted earnings per share	用於釐定每股稀釋收益的本公司所有者應佔利潤	**58,483**	283,009
Weighted average number of ordinary shares (thousands)	**加權平均普通股數目(千股)**	**2,603,617**	2,615,535
Adjustments for:	調整：		
— share options (thousands)	一購股權(千份)	**3,461**	8,123
Weighted average number of diluted potential ordinary shares for diluted earnings per share (thousands)	為計算每股稀釋收益的稀釋潛在普通股加權平均數(千股)	**2,607,078**	2,623,658
Earnings per share, Diluted (RMB per share)	每股稀釋利潤(每股人民幣)	**0.02**	0.11



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

33. Dividends

A dividend of HK$0.029 per share in respect of the year ended December 31, 2013, amounting to a total dividend of HK$77 million (equivalent to RMB61 million) was approved at the annual general meeting on May 16, 2014 and was paid in June 2014.

The Board of Directors does not recommend any payment of final dividend for the year ended December 31,2014.

33. 權益分派

於截至二零一三年十二月三十一日止年度股息相關信息於二零一四年五月十六日在全體股東年會上提議，並於二零一四年六月支付。該股息為每股0.029港元，總額為港幣77百萬元(折合人民幣約61百萬元)。

董事會不擬就截至二零一四年十二月三十一日止年度派發股息。

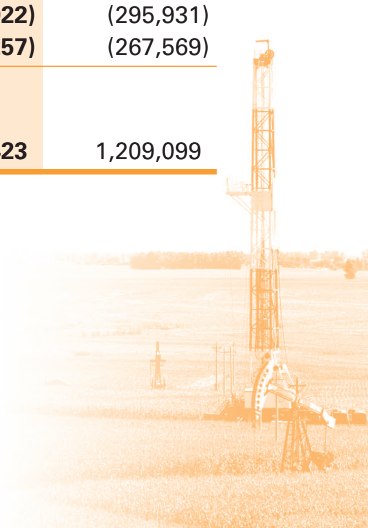
		Year ended December 31, 截至十二月三十一日止			
		2014 二零一四年 HK$'000 千港元	2013 二零一三年 RMB'000 人民幣千元	**2014 二零一四年 HK$'000 千港元**	2013 二零一三年 RMB'000 人民幣千元
Proposed final dividend of HK$0 (2013: HK$0.029) per ordinary share	擬派本期股利每普通股0港元(二零一三年：每普通股0.029港元)	**–**	–	**77,572**	60,969

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

34. Cash generated from operating activities

34. 經營活動產生的現金

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 **RMB'000** 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	**236,712**	454,867
Adjustments for:	調整：		
Depreciation, depletion and amortization	折舊、折耗及攤銷	**928,447**	905,032
Interest expenses — net *(Note 27)*	淨利息支出(*附註27*)	**514,122**	394,826
Exchange gains *(Note 27)*	匯兑利得(*附註27*)	**(32,796)**	(50,300)
Impairment charge	減值損失	**154,570**	–
Gains on disposal of subsidiaries *(Note 25)*	處置子公司利得(*附註25*)	**(259,389)**	–
Gain on change in fair value of available-for-sale financial assets	可供出售金融資產公允價值變動收益	**(11,314)**	–
(Gains)/losses on oil hedge options	石油套期期權的公允價值(利得)／損失	**(19,564)**	7,626
Loss on disposal of investment in a joint venture	處置合營投資損失	**–**	1,379
Value of employee services under stock option schemes	購股權計劃下僱員服務成本	**12,315**	26,549
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	**55,432**	68,777
Changes in working capital:	營運資金變動：		
Inventories	存貨	**(2,478)**	2,681
Trade and other receivable	應收及其他應收款	**226,175**	88,316
Trade and other payable	應付及其他應付款	**(140,530)**	(127,154)
Cash generated from operations	經營產生的現金	**1,661,702**	1,772,599
Cash flows from operating activities	**經營活動產生的現金流量**		
Cash generated from operations	經營產生的現金	**1,661,702**	1,772,599
Interest paid	已付利息	**(326,022)**	(295,931)
Income tax paid	已付所得稅	**(155,257)**	(267,569)
Net cash generated from operating activities	**經營活動產生的現金淨額**	**1,180,423**	1,209,099



Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

35. Commitments and contingencies
35. 承諾事項及或有負債

(a) Commitments
(a) 承諾

(i) Capital commitments for the purchase of property, plant and equipment
(i) 購買不動產、工廠及設備之資本性承諾事項

		As at December 31, 於十二月三十一日	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Authorized by the Board of Directors but not contracted for	董事會已批准但未簽約	**409,072**	2,117,619
Contracted but not provided for	已簽約但未撥備	**236,400**	4,258
		645,472	2,121,877

(ii) Operating lease commitments
(ii) 經營租賃承諾

The Group has operating lease commitments related to its non-cancellable operating leases for offices. The future aggregate minimum lease payments under these operating leases are as follows:

本集團因經營租賃辦公室而擁有不可撤銷的經營租約承諾。經營租賃項下的未來最低租賃付款額列示如下：

		As at December 31, 於十二月三十一日	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Less than 1 year	少於一年	**13,195**	13,530
Within 1-2 years	一至兩年	**5,733**	3,202
Within 2-5 years	二至五年	**693**	320
		19,621	17,052

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

35. Commitments and contingencies (Continued)

(a) Commitments (Continued)

(iii) According to the production contracts for four blocks in Kazakhstan, the Group is obligated to perform minimum work program during the life of the production contracts. Set out below is the commitments for the minimum work program:

35. 承諾事項及或有負債(續)

(a) 承諾(續)

(iii) 根據哈薩克斯坦四個區塊的生產合同，本集團必須在合同期限內執行最低工作計劃列示如下：

		As at December 31, 於十二月三十一日	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Less than 1 year	少於一年	**578,409**	409,438
Within 1-2 years	一至兩年	**538,322**	434,868
Within 2-5 years	二至五年	**1,419,575**	1,429,438
Over 5 years	五年以上	**4,953,807**	5,388,564
		7,490,113	7,662,308

The minimum work program includes capital expenditure of RMB2,022 million (2013: RMB2,161 million) to be incurred over the life of the production contracts expiring in 2036. Other commitments represent mainly other direct operation and maintenance costs of wells and related facilities.

該最低工作量計劃中包含截至二零三六年生產合同終止日內發生的資本性支出人民幣2,022百萬元(二零一三年：人民幣2,161百萬元)。其他承諾支出主要是油氣井及相關設施的運行和維護成本。

(iv) The Group has a commitment to provide funding if called by SGE in accordance with the 2015 SGE annual budget as approved by its board of directors up to US$51.0 million (equivalent to RMB312.1 million).

(iv) 本集團承諾，根據本集團的合營企業中澳項目董事會批准的2015年度預算，如果中澳項目發出籌款要求，即提供51.0百萬美元(等價於人民幣312.1百萬元)的款項。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

35. Commitments and contingencies (Continued)

(b) Contingencies

On August 28, 2000, MIE entered into a PSC with Sinopec for exploration and development of Luojiayi 64 block at Shengli oilfield in Shandong Province, which was suspended since the end of 2004. In April 2005, MIE requested an extension from Sinopec to restart the project. On September 27, 2006, MIE received a letter from Sinopec denying the request to restart the project and seeking to terminate the PSC on the grounds that the extension period of the trial-development phase had expired and MIE had not met its investment commitment under the PSC. The Company believes its investment in the project at Shengli oilfield had met the required commitment amount under the PSC. The PSC with Sinopec has not been formally terminated and the dispute has not entered any judicial proceedings. As advised by the external legal counsel of the Company, the probability of claim from Sinopec for unfulfilled investment commitment, if any, in relation to the pilot-development phase is remote as the statute of limitations has run out.

Apart from the above, the Group has contingent liabilities in respect of claims or other legal procedures arising in its ordinary course of business from time to time. As at December 31, 2014, the directors of the Company did not anticipate that any material liabilities will arise from the contingent liabilities other than those provided for in the financial statements.

35. 承諾事項及或有負債(續)

(b) 或有負債

於二零零零年八月二十八日，MIE與中石化訂立產品分成合同，以勘探及開發位於山東省勝利油田的羅家義64區塊。該項目已自二零零四年末起被擱置。二零零五年四月，MIE向中石化要求延長期限以重新啟動勝利油田項目。於二零零六年九月二十七日，MIE接獲中石化否決其重新啟動該項目要求的函件，且中石化以試驗開發階段延長期限已屆滿及MIE並未履行產品分成合同項下的投資承諾為由，要求終止產品分成合同。MIE認為於勝利油田項目中的投資已符合產品分成合同的所規定的承諾金額。與中石化的產品分成合同並未正式終止，且該爭端並未進入任何司法程序。根據本公司所獲外部法律顧問建議，中石化對試驗開發階段相關未完成投資承諾索賠(如有)的可能性較小，概因已超過訴訟時效。

除上述情況外，本集團在日常業務中時而會發生與索償或其他法律程序相關的或有負債。於二零一四年十二月三十一日，本公司董事預期除已於財務報表中撥備外，不存在任何或有負債將構成重大負債的事項。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

36. Transaction with non-controlling interests

Disposal of interest in a subsidiary without loss of control

There were no transactions with non-controlling interests in 2014.

On or around October 23, 2013, Asia Power entered into share subscription agreements with the Company and other independent investors pursuant to which Asia Power offered ordinary shares for subscription, on a private placement basis ("Placement"). Prior to the Placement, the Company has funded Asia Power a total of US$49 million (equivalent to RMB299.0 million), which was converted from a shareholder loan to its equity interest in Asia Power. Pursuant to the share subscription agreements, the Company and the various investors paid the subscription proceeds of US$12 million (equivalent to RMB73.7 million) and US$7.8 million (equivalent to RMB47.6 million), respectively. Upon the completion of the Placement, the Company's equity interest in Asia Power was diluted from 100% to 92.18%. The effect of changes in the interests of Asia Power on the equity attributable to owners of the Company during the year is summarized as follows:

36. 與非控制權益的交易

未喪失控制權條件下出售對子公司權益

二零一四年未與非控制性權益發生交易。

於二零一三年十月二十三日前後，Asia Power與本公司及其他獨立投資者簽訂了股份認購協議，以非公開配售方式(以下簡稱「配售」)向本公司及其他獨立投資者發行可認購普通股。在配售之前，本公司向Asia Power總計注資49百萬美元(等價於人民幣299.0百萬元)，該筆款項由股東貸款轉換為對Asia Power的股權。根據股份認購協議，本公司及其他投資者分別支付了12.0百萬美元(等價於人民幣73.7百萬元)及7.8百萬美元(等價於人民幣47.6百萬元)認購款。配售完成後，本公司對Asia Power的權益由100%稀釋到92.18%。Asia Power年內股權份額的變化對歸屬於本公司所有者權益的影響概述如下：

		As at December 31, 2013 於二零一三年十二月三十一日 RMB'000 人民幣千元
Carrying amount of non-controlling interests disposed of	出售非控制權益的賬面價值	(45,838)
Consideration received from non-controlling interests	從非控制權益收到的價款	47,555
Gain on disposal within equity	出售利得計入權益	1,717

Asia Power subsequently changed its name to Asia Gas & Energy Limited after the completion of the Placement.

Asia Power在完成配售之後更名為Asia Gas & Energy Limited。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

37. Related party transactions

The Group is controlled by Far East Energy Limited ("FEEL"), which owns 53.72% of the Company's shares and is also the ultimate parent company of the Group. FEEL is a limited liability company incorporated in Hong Kong and its ultimate benefit owners are Mr. Zhang Ruilin, Mr. Zhao Jiangwei and Ms. Zhao Jiangbo ("Mrs. Zhang", Mr. Zhang's spouse).

(a) The following transactions were carried out with related parties:

37. 關聯方交易

本集團受Far East Energy Limited(以下簡稱「FEEL」)直接控制。FEEL擁有本公司股本的53.72%,並且是本集團的最終母公司。FEEL為一家在香港註冊的有限責任公司,其最終受益方為張瑞霖先生、趙江巍先生及趙江波女士(張先生之配偶,以下簡稱「張夫人」)。

(a) 與關聯方的交易列示如下:

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Transactions with PSC partners	**與產品分成合同夥伴的交易**		
Global Oil Corporation ("GOC")	環球石油		
— Cash receipts from the PSCs received by the Group on GOC's behalf	一根據產品分成合同代表環球石油收取的款項	**223,180**	253,665
— Repayment of loan by GOC	一環球石油償還貸款	**–**	35,870
— Loans to GOC	一予環球石油貸款	**55,886**	(154,158)
— Expenditures for PSCs incurred on GOC's behalf	一根據產品分成合同代表環球石油所付生產費用	**(136,245)**	(140,689)
— Deposit paid on GOC's behalf	一代環球石油支付勞動用工風險保證金	**(621)**	(620)
PetroChina	中石油		
— Sales to PetroChina	一對中石油的銷售額	**2,204,292**	2,440,923
— Expenditures for PSCs incurred on PetroChina's behalf	一根據產品分成合同代表中石油所支付的生產費用	**(288,751)**	(310,789)
Transactions with joint ventures	**與合營企業的交易**		
White Hawk Petroleum, LLC ("White Hawk")	White Hawk Petroleum, LLC (以下簡稱「White Hawk」)		
— Loan granted to White Hawk	一授予White Hawk的貸款	**–**	(5,131)
— Interest income from loan	一貸款利息收入	**–**	122
SGE	中澳項目		
— Shareholder's loan to SGE *(Note)*	一提供予中澳項目的股東貸款 *(附註)*	**(159,093)**	(9,450)
— Cash call paid to SGE for non-qualified expenditures	一已付SGE非合資格支出的現金供款	**(4,764)**	–

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

37. Related party transactions (Continued)

(a) (Continued)

In 2014, the Company entered into a shareholder's loan agreement with SGE, pursuant to which the Company will provide loan to SGE at a fixed interest rate of 6.15% per annum with no fixed term of repayment. During the year ended December 31, 2014, US$26.0 million (equivalent to RMB159.1 million) (Note 37(a)) loaned to SGE under this agreement. The excess of fair value estimated based on the prevailing market rate on the date of the loan over interest rate per the loan agreement amounting to US$2.8 million (equivalent to RMB16.8 million) was accounted for as an investment in SGE (Note 8).

37. 關聯方交易(續)

(a) (續)

本集團於二零一四年與SGE簽訂了股東貸款協議，根據該協議本集團向SGE提供固定利率6.15%、無固定到期日的財務支持。截至二零一四年十二月三十一日，已付予SGE的供款金額為26.0百萬美元(等價於人民幣159.1百萬元)(附註37(a))，基於貸款日現行市場利率計算得到的公允價值與根據票面利率計算得到的貸款金額之間的差額2.8百萬美元(等價於人民幣16.8百萬元)作為對SGE的投資核算(附註8)。

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Transactions with controlling shareholder of the Company's ultimate holding company and/or a company/person related to the controlling shareholder of the Company's ultimate holding company (*)	**與本公司最終控股公司控股股東或本公司最終控股公司控股股東的關聯公司/人士的交易(*)**		
— Purchases of spare parts	—採購備品備件	**(272)**	(165)
— Purchase for oilfield services	—購買鑽井服務	**(243,307)**	(206,632)
— Rental of vehicles and office premises	—汽車和房屋的租賃	**(4,000)**	(4,060)

* All amounts disclosed above represented gross amount transacted between the Group's subsidiaries, acting as operator for Daan, Moliqing, Miao 3 and Kongnan, with Jilin Guotai Petroleum Development Company and its subsidiaries, which are controlled by Mrs. Zhang.

* 以上所披露的金額為本集團子公司(作為大安、莫裡青、廟3和孔南油田的作業者)與關聯公司交易的總額。吉林省國泰石油開發有限公司及其子公司為張夫人所控制。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

37. Related party transactions (Continued)
37. 關聯方交易(續)

(b) Year-end balances with related parties are summarized as follows:
(b) 關聯方交易年末餘額總結如下：

		As at December 31, 截至十二月三十一日止年度	
		2014 **二零一四年** **RMB'000** **人民幣千元**	2013 二零一三年 RMB'000 人民幣千元
Included in 'trade and other receivables':	**「應收及其他應收賬款」包括：**		
Trade receivables from PSC partner	應收產品分成合同夥伴款項	**148,759**	244,143
Other receivables from PSC partners	其他應收產品分成合同夥伴款項	**216,057**	258,473
Cash call paid to SGE for non-qualified expenditures	已付SGE非合資格支出的現金供款	**16,940**	12,133
Shareholder loan receivable from joint venture	應收本集團合營企業股東借款	**142,264**	–
Other receivables from SGE	其他應收SGE款項	**258**	–
		524,278	514,749
Included in 'trade and other payables':	**「應付及其他應付款」包括：**		
Trade payables to companies controlled by the controlling shareholder of the Company's ultimate holding company	應付受本公司最終控股方控股股東控制的公司的款項	**7,765**	–
Other payables to companies controlled by the controlling shareholder of the Company's ultimate holding company	其他應付受本公司最終控股方控股股東控制的公司的款項	**–**	61,293

Other receivables from PSC partners represent advances to GOC and PetroChina mainly from cash receipts received by the Group on the behalf of GOC and expenditures incurred from and for the respective PSCs by the Group on the behalf of GOC and PetroChina, respectively.

「其他應收產品分成合同合作夥伴款項」為預付給環球石油和中石油的款項，主要來自於本集團按照環球石油應享有的份額代環球石油收取的款項及根據產品分成合同代環球石油和中石油代墊的費用。

Cash call paid to the Group's joint venture represents the loans to the Group's joint ventures for their development and operation.

「現金投入於本集團合營企業」為對本集團合營企業開發及經營的貸款。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

37. Related party transactions (Continued)

37. 關聯方交易(續)

(b) (Continued)

(b) (續)

Trade payables to companies controlled by the controlling shareholder of the Company's ultimate holding company represent payables for oilfield related services from Jilin Guotai Petroleum Development Company and its subsidiaries, Songyuan Guotai Petroleum Technology Service Company and Jilin Guotai Drilling Engineering Technology Service Company.

「應付受本公司最終控股方控股股東控制的公司的款項」為向吉林省國泰石油開發有限公司及其子公司松原市國泰石油科技服務有限公司及吉林省國泰鑽採工程技術服務有限公司支付油田相關服務的應付款。

At December 31, 2014, all (2013: all) cash call balances are interest-free and unsecured, and all (2013: nil) balances of shareholders' loans are unsecured, carrying nominal interest rate of 6.15% per annum.

於二零一四年十二月三十一日，所有(二零一三年：所有)現金供款款項無抵押性質且不計利息，所有(二零一三年：無)股東借款為無抵押性質且名義年利率為6.15%。

(c) Loan to related parties

(c) 予關聯方貸款

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Loans to joint ventures:	予合營企業貸款：		
At January 1,	**於一月一日**	**12,133**	4,861
Loans advanced during the year	年內預付貸款	**163,856**	14,582
Discounting impact of shareholder's loan	股東貸款的折現影響	**(16,829)**	–
Loan repayments received	已償還貸款	**–**	(7,162)
Exchange difference	匯兑差額	**44**	(148)
At December 31,	**於十二月三十一日**	**159,204**	12,133

The shareholders loans to joint ventures as at December 31, 2014 is unsecured, carries interest at 6.15% per annum.

於二零一四年十二月三十一日，本集團授予合營企業的股東貸款是無抵押貸款，年利息率為6.15%。

Notes to the Consolidated Financial Statements (Continued)
合併財務報表附註(續)

37. Related party transactions (Continued)

37. 關聯方交易(續)

(d) Key management compensation:

(d) 主要管理人員酬金列示如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Salaries	薪金	**22,750**	24,124
Bonuses	獎金	**11,742**	21,690
Value of share base payment — employee services	股份支付金額 — 僱員服務價值	**2,856**	12,826
Benefits in-kind	其他福利	**1,728**	3,146
		39,076	61,786

Bonuses fall due wholly within twelve months after the end of the reporting period in which management rendered the related services.

獎金將會在管理層完成相應服務後一年內發放。

MIE HOLDINGS CORPORATION
MI 能源控股有限公司
(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立之有限公司）
(Stock code 股份代號: 1555)

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