



POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED
百田石油國際集團有限公司

(Stock Code 股份代號: 8011)



2019 Annual Report
年報

Characteristics of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Polyard Petroleum International Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)之特色

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。**GEM**之較高風險及其他特色表示**GEM**較適合專業及其他資深投資者。

由於**GEM**上市公司之新興性質所然，在**GEM**買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在**GEM**買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)之規定而提供有關百田石油國際集團有限公司(「本公司」)之資料。本公司各董事(「董事」)對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等深知及確信：(1)本報告所載資料在各重大方面均為準確及完整，且並無誤導成份；(2)本報告並無遺漏其他事項致使本報告所載任何陳述有所誤導；及(3)所有在本報告內表達之意見乃經過審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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Corporate Information

公司資料

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Executive Directors

Mr. Zhao Zhiyong (*Chairman*)
Mr. Lai Chun Liang
Mr. Lin Zhang
Mr. Kuai Wei (resigned on 1 July 2019)

Independent Non-Executive Directors

Mr. Pai Hsi-Ping
Ms. Xie Qun
Mr. Kwan King Chi George

Compliance Officer

Mr. Zhao Zhiyong (appointed on 1 July 2019)
Mr. Kuai Wei (resigned on 1 July 2019)

Company Secretary

Mr. Cheng Yun Sing *CPA*

Authorised Representatives

Mr. Lai Chun Liang
Mr. Cheng Yun Sing *CPA*

Audit Committee

Mr. Kwan King Chi George (*Chairman*)
Mr. Pai Hsi-Ping
Ms. Xie Qun

Remuneration Committee

Mr. Pai Hsi-Ping (*Chairman*)
Ms. Xie Qun
Mr. Lai Chun Liang

Nomination Committee

Ms. Xie Qun (*Chairman*)
Mr. Pai Hsi-Ping
Mr. Lin Zhang

Registered Office

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

執行董事

趙智勇先生(*主席*)
來俊良先生
林漳先生
鄒偉先生(於二零一九年七月一日辭任)

獨立非執行董事

白旭屏先生
謝群女士
關敬之先生

監察主任

趙智勇先生(於二零一九年七月一日獲委任)
鄒偉先生(於二零一九年七月一日辭任)

公司秘書

鄭潤成先生*CPA*

獲授權代表

來俊良先生
鄭潤成先生*CPA*

審核委員會

關敬之先生(*主席*)
白旭屏先生
謝群女士

薪酬委員會

白旭屏先生(*主席*)
謝群女士
來俊良先生

提名委員會

謝群女士(*主席*)
白旭屏先生
林漳先生

註冊辦事處

Cricket Square
Hutchins Drive
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Legal Adviser

Stevenson, Wong & Co.
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No. 28 Queen's Road Central
Hong Kong

Principal Place of Business in Hong Kong

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48-62 Hennessy Road
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Hong Kong

Principal Share Registrar and Transfer Office in Cayman Islands

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

Hong Kong Branch Share Registrar and Transfer Office

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

Auditors

Confucius International CPA Limited
Certified Public Accountants
Room 1501-08, Tai Yau Building
181 Johnston Road, Wan Chai, Hong Kong

Principal Banker

The Hongkong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited

Company's Website Address

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法律顧問

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SMP Partners (Cayman) Limited
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Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記分處

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香港
皇后大道東183號
合和中心54樓

核數師

天健國際會計師事務所有限公司
執業會計師
香港灣仔莊士敦道181號
大有大廈1501-08室

主要往來銀行

香港上海滙豐銀行有限公司

中國銀行(香港)有限公司

公司網頁地址

www.ppig.com.hk

Chairman's Statement

主席報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

I would like to present to the shareholders the annual report of Polyard Petroleum International Group Limited and its subsidiaries (collectively, the "Group") for the year ended 31 December 2019.

2019 had seen more challenges facing the Company brought by global economy downturn and public health issue. Amid the instability and uncertainties in the international economic and political environments, the management strived for achieving smooth development and production while strengthening cost controls.

As to the Philippines San Miguel Coal Mine Project, it has progressed into the development phase. Phase-2 Road Construction was launched to have vehicles accessing to the initial mining area, but was pending for the governmental agencies overseeing environmental protection to issue a tree-cutting permit. The construction can be resumed any time after the issuance of tree-cutting permit.

As to the Philippines South Cebu Oil and Gas Project ("SC49"), on 11 January 2019, CIMP signed a crude oil sales contract with Greater Alegria Oil Inc. ("GAO"), a Philippine buyer. In April 2019, GAO dispatched a vessel to Cebu hauling oil for the first time, launching the oil shipping. The oil sale continues to date. Besides GAO, TPPDI lifted oil from time to time and several other potential buyers have shown their interest in buying oil from CIMP and collected oil samples for further analysis.

本人謹向各股東提呈百田石油國際集團有限公司及其附屬公司(下文統稱「本集團」)截至二零一九年十二月三十一日止年度之年報。

二零一九年見證了更多由全球經濟放緩及公共衛生問題帶來的挑戰。在此等不穩定及不明朗的國際經濟政治環境下，管理層努力促進了平穩的發展及生產、同時加強成本控制。

有關菲律賓San Miguel煤礦項目，其已進入開發階段。建設第二階段道路之計劃原已開展，令汽車可通行道路延伸至首採區，但後因須待監督環境保護之政府機構發出伐木准證而暫停。建設工程可於伐木准證發出後立即恢復。

有關菲律賓南宿霧油氣項目(「SC49」)，於二零一九年一月十一日，中國國際礦業(「CIMP」)與菲律賓買家Greater Alegria Oil Inc.(「GAO」)簽訂原油銷售合同。二零一九年四月，GAO派遣第一艘船抵達宿務，開啟運油工作。目前仍在持續中。除GAO之外，TPPDI也不定期運油，另有多家潛在買家與CIMP接觸，目前潛在買家正在進行油樣分析。

Based on renewed production forecast from single-well flowing in 2019 and positive testing results conducted from May to July in the same year, CIMP preferred to deploy new wells adjacent to the existing production wells. CIMP completed planning of new wells by integrating reservoir study and geological analysis, and has reached agreement on land lease with the land owners.

In July 2019, potential partners contacted CIMP, expressing their intention to build a small refinery with an annual output of 750,000 barrels in the wellsite area, and completed the feasibility assessment and preliminary plan. Further cooperation is under development.

In November 2019, CIMP submitted to the Department of Energy the 2020 annual work program and budget. CIMP plans to drill three production wells in 2020 and then will drill another additional well, which depends on the results of drilling. The procurement of drilling materials and production facilities is under way.

In December 2019, another potential partner contacted CIMP, hoping to make good use of the associated gas produced in crude oil production and proposing to install LPG equipment at the well site to can LPG for sale in Cebu market. Potential partners are currently designing the scheme. Further cooperation is under development.

依據二零一九年單井流量所更新的生產預測及同年五月至七月的一系列正面測試結果，CIMP判斷生產井附近部署新井較為有利，結合油藏及地質分析結果，CIMP部署了新井，並完成了租地工作。

二零一九年七月，潛在合作方與CIMP接觸，表達了在井場區域興建年產75萬桶的小型煉廠的意向，並完成可行性評估及初步煉廠配置規劃。進一步合作正在研擬當中。

二零一九年十一月，CIMP向能源部提交了二零二零年工作計劃及預算。CIMP預計在二零二零年先鑽三口生產井，另外視鑽井結果預計多鑽一口生產井。鑽井物料及後續生產設備陸續採購中。

二零一九年十二月，另有潛在合作方與CIMP接觸，希望能妥善利用原油生產的伴生氣，想在井場安裝LPG設備，生產罐裝LPG，供宿霧市場銷售使用。目前潛在合作方正在進行方案設計。進一步合作正在研擬當中。

Chairman's Statement 主席報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

In preparing ourselves for production, the Company will at the same time continue to evaluate commercial feasibility of potential projects, in particular in respect of small to medium-sized oil fields, and continue its efforts in seeking operating funds from the financial market despite the increased cautiousness of the capital market in investing in oil projects.

On behalf of the Company, I would like to thank our management, our employees and my fellow Board members for their continued hard work and dedication. I also want to thank the shareholders for your continued support for the past years. It has been a very challenging year but with all your support and determination, I am confident that we will definitely stride to a successful future.

For and on behalf of the Board

Zhao Zhiyong
Chairman

Hong Kong, 22 June 2020

在準備生產同時，本公司將會繼續評估潛在項目的商業可行性，特別對中小型油田進行評估，另儘管資本市場對石油項目投資日趨謹慎，本公司將繼續力求從金融市場取得運營資金。

本人謹代表本公司感謝管理層、員工和董事會成員的不斷努力工作與奉獻。本人亦感謝股東過去的無間斷支持。儘管過去一年困難重重，但憑藉您們的支持和決心，本人相信，我們未來定必邁向成功。

代表董事會

趙智勇
主席

香港，二零二零年六月二十二日

Management Discussion and Analysis

管理層討論及分析

Annual Report 2019 二零一九年年報

1. Financial Review

The Group did not generate any turnover for the year ended 31 December 2019 (2018: Nil). The Group recorded a net loss attributable to owners of the Company of approximately HK\$88,611,000 for 2019 (2018: approximately HK\$40,694,000).

Loss for the year included a share of results of a joint venture of approximately HK\$84,841,000 on the oil and gas project in South Cebu, the Philippines (2018: approximately HK\$37,000). The share of loss from a joint venture mainly due to the significant drop in crude oil price during the year.

Administrative and other operating expenses for the year ended 31 December 2019 amounted to approximately HK\$18,059,000 representing a decrease of approximately HK\$8,203,000 or 31%, as compared with the corresponding period last year. The decrease was mainly attributable to decrease in various business expenses such as employee costs, travel and entertainment expenses.

Finance costs for the year ended 31 December 2019 amounted to approximately HK\$18,407,000 (2018: approximately HK\$16,535,000). The increase in interest costs was mainly resulted from late charges of interest expenses on convertible bonds.

2. Liquidity, Financial Resources, Capital and Gearing

As at 31 December 2019, the Group had net assets amounted to approximately HK\$22.0 million (2018: approximately HK\$143.4 million) and net current liabilities amounted to approximately HK\$181.6 million (2018: approximately HK\$155.8 million). The current ratio was 20% (2018: 21%). The gearing ratio of the Group based on the net debt to the total equity was 1,335% (2018: 181%).

1. 財務回顧

截至二零一九年十二月三十一日止年度，本集團並無產生營業額(二零一八年：無)。二零一九年本集團錄得本公司擁有人應佔虧損淨額約港幣88,611,000元(二零一八年：約港幣40,694,000元)。

本年度虧損包含有關菲律賓南宿霧油氣項目應佔合營企業業績約港幣84,841,000元(二零一八年：約港幣37,000元)。應佔合營企業業績虧損乃由於今年石油價格顯著下跌而導致。

截至二零一九年十二月三十一日止年度之行政及其他營運開支約為港幣18,059,000元，較去年同期減少約港幣8,203,000元或31%。減少乃主要由於各樣業務開支(包括僱員成本、差旅及招待開支)減少所致。

截至二零一九年十二月三十一日止年度之融資成本約為港幣18,407,000元(二零一八年：約港幣16,535,000元)。利息成本增加乃主要由於可換股債券利息開支之逾期費用所致。

2. 流動資金、財務資源、資本及資產負債

於二零一九年十二月三十一日，本集團之淨資產約為港幣22,000,000元(二零一八年：約港幣143,400,000元)，淨流動負債則約為港幣181,600,000元(二零一八年：約港幣155,800,000元)。流動比率為20%(二零一八年：21%)。本集團之資產負債比率按淨債務除以總權益計算為1,335%(二零一八年：181%)。

Management Discussion and Analysis

管理層討論及分析

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Operations of the Group are mainly conducted in Renminbi (“RMB”), Hong Kong Dollars (“HKD”), United States Dollars (“USD”) and Philippine Pesos (“PHP”) and its revenue, expenses, assets and liabilities and borrowings are principally denominated in RMB, HKD, USD and PHP, which do not pose significant foreign currency risk at present. The Group currently does not have a foreign currency hedging policy. However, the management monitors closely foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

On 31 May 2018, the Company, Silver Star, Mr. Lam Nam, a ultimate controlling party of the Company (“Personal Guarantor”) and the holder of Convertible Bonds A in principal amount of HK\$100,000,000 entered into a the Deed of Undertaking; and the Company, the Personal Guarantor and the holder of CB A entered into the Supplemental Deed, together with the Deed of Undertaking, pursuant to which both parties had agreed that the maturity date of CB A to be been extended from 21 July 2017 to 21 May 2019. On 3 January 2020, the Company had entered into a legally binding Memorandum of Understanding (“MOU”) with East Asia Oil Engineering Group Limited (“East Asia”) where East Asia had undertaken to take over CB A from the original holder (“Original Holder”). On the same date, the Original Holder of CB A had completed transfer of convertible bond with principal amount of HK\$75,000,000 (“\$75M CB A1”) to East Asia. By the same MOU between the Company and East Asia, East Asia had committed that it would not demand for repayment of CB A by the Company within thirty months from the date of the MOU. The remaining principal balance of HK\$25,000,000 of CB A not yet transferred to East Asia (“\$25M CB A2”) are still registered in the name of the Original Holder and is guaranteed by Mr. Lam Nam, the ultimate controlling party of the Company, until its

本集團之業務主要以人民幣(「人民幣」)、港幣(「港幣」)、美元(「美元」)及菲律賓披索(「披索」)進行，而其收益、開支、資產、負債及借款均主要以人民幣、港幣、美元及菲律賓披索作為貨幣單位，該等貨幣現時不會構成重大外匯風險。本集團目前並無外匯對沖政策。然而，管理層密切監控外匯風險，並將於需要時考慮對沖重大外匯風險。

於二零一八年五月三十一日，本公司、Silver Star、本公司最終控制方林南先生(「個人擔保人」)與本金額為港幣100,000,000元的可換股債券A的持有人訂立承諾契據；及本公司、個人擔保人與可換股債券A的持有人訂立補充契據以及承諾契據，據此，各方同意將可換股債券A的到期日由二零一七年七月二十一日延長至二零一九年五月二十一日。於二零二零年一月三日，本公司與東亞油田工程集團有限公司(「東亞」)簽訂了具有法律約束力的諒解備忘錄(「諒解備忘錄」)，東亞已承諾從原持有人手中接管可換股債券A(「原持有人」)。於同日，可換股債券A的原持有人已完成將本金為港幣75,000,000元(「7,500萬元可換股債券A1」)的可換股債券轉移至東亞。根據公司與東亞之間的同一諒解備忘錄，東亞承諾不會在諒解備忘錄簽署之日起三十個月內要求公司償還可換股債券A。尚未轉移至東亞的可換股債券A的本金餘額港幣25,000,000元(「2,500萬元可換股債券A2」)仍以原持有人的名義登記，並由本公司的最終控制方林南先生擔保，直到將其處

Management Discussion and Analysis

管理層討論及分析

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disposal. Up to the date of this report, the \$25M CB A2 is still outstanding and had not been called for repayment. The Company and the Original Holder are in the negotiation regarding the settlement arrangement of \$25M CB A2.

On 15 October 2018, the Company and holder of Convertible Bonds B in principal amount of HK\$50,000,000 also entered into an amendment deed pursuant to which both parties had agreed that the maturity date of CB B to be extended from 28 January 2018 to 31 March 2019. Up to the date of this report, the Company and the holder of CB B are in the process of negotiation regarding the settlement arrangement of CB B.

Details were disclosed in the Company's announcements dated 31 May 2018, 15 October 2018 and 6 January 2020.

3. Employee Information

The Group had a total number of staff of 46 (2018: 58). Remuneration packages are reviewed on a periodical basis. Bonus is awarded to employees according to the assessment of individual performance. Staff cost (including directors' emoluments) was approximately HK\$12.3 million for the year as compared with that of approximately HK\$15.7 million in 2018.

置。直至本報告日，公司尚欠2,500萬元可換股債券A2，但未被要求償還。本公司及原持有人仍在就該2,500萬元可換債券A2的償還安排進行商議。

於二零一八年十月十五日，本公司與本金額為港幣50,000,000元的可換股債券B的持有人亦訂立修訂契據，據此，雙方同意將可換股債券B的到期日由二零一八年一月二十八日延長至二零一九年三月三十一日。直至本報告日，本公司與可換股債券B的持有人已在進行商議關於可換股債券B的還款安排。

詳情於本公司日期為二零一八年五月三十一日、二零一八年十月十五日及二零二零年一月六日之公告披露。

3. 僱員資料

本集團員工人數合共46人(二零一八年：58人)。本公司對薪酬組合會作定期檢討，另會依據僱員個別工作表現給予花紅獎勵。本年度之員工成本(包括董事酬金)約為港幣12,300,000元，而二零一八年則約為港幣15,700,000元。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Business Review and Prospects

Philippines Central Luzon Gas Project

Central Luzon Gas Project's original 2012 work program was for re-entering Victoria-3 and drilling a new well. However, the work program was delayed due to rig availability. Instead, the project management conducted a further support study for new drilling plan. As a result of the above-described delay, the project was granted by the Department of Energy to extend the expiry of the current exploration sub-phase to 9 November 2019. On 31 December 2019, a wholly-owned subsidiary of the Company entered into a legally binding memorandum of understanding ("MOU") with an independent third party pursuant to which the subsidiary of the Company has agreed to disposal of the entire interest in Modern Lucky International Limited and its subsidiaries which held 89% equity interest in the Central Luzon Gas Project ("Disposal transaction") at the consideration of HK\$1. As the relevant applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) calculated by the Group were all less than 5%, the Disposal transaction did not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. Subsequent to the reporting period, on 19 June 2020, the Disposal transaction had been completed.

Philippines San Miguel Coal Mine Project

San Miguel Coal Mine Project has progressed into the development phase. Phase-2 Road Construction was launched to have vehicles accessing to the initial mining area, but was pending for the governmental agencies overseeing environmental protection to issue a tree-cutting permit. The construction can be resumed any time after the issuance of tree-cutting permit.

業務回顧及前景

菲律賓中呂宋天然氣項目

中呂宋天然氣項目原來二零一二年工作計劃乃涉及重新進入Victoria-3井及鑽一口新井，後來由於鑽機供應問題致令此計劃擱置。代之，項目管理層為新鑽井計劃進行了更深入的數據支援性研究工作。而後因上文提及的延誤，項目已獲能源部批准就目前勘探期內的次階段延期至二零一九年十一月九日。於二零一九年十二月三十一日，本公司一間全資擁有之附屬公司與一名獨立第三方簽訂了具有法律約束力之諒解備忘錄（「諒解備忘錄」），據此，本公司的附屬公司已同意以港幣1元代價出售新運通國際有限公司及其於中呂宋天然氣項目持有89%權益之附屬公司的全部股權（「出售交易」）。由於相關百分比率（比率的定義參閱《創業板上市規則》第19.07條）小於5%，因此，該出售交易並不構成《創業板上市規則》第19章規定之須予公佈的交易。報告期後，於二零二零年六月十九日，出售交易已完成。

菲律賓San Miguel煤礦項目

San Miguel煤礦項目已進入開發階段。建設第二階段道路之計劃原已開展，令汽車可通行道路延伸至首採區，但後因須待監督環境保護之政府機構發出伐木准證而暫停。建設工程可於伐木准證發出後立即恢復。

Management Discussion and Analysis

管理層討論及分析

Annual Report 2019 二零一九年年報

Philippines South Cebu Oil and Gas Project (“SC49”)

SC49 is situated in the southern part of Cebu, central Philippines, where hydrocarbon had been discovered in previous drillings. China International Mining and Petroleum Company Limited (“CIMP”) acquired 80% participating interest of SC49 and became the operator of SC49 project in July 2009. The Group indirectly acquired 51% of CIMP’s issued share capital in October 2012 and an additional 12% in April 2014, bringing the effective interest in the project to 50.4% after the latest acquisition.

On 11 January 2019, CIMP signed a crude oil sales contract with Greater Alegria Oil Inc. (“GAO”), a Philippine buyer. In April 2019, GAO dispatched a vessel to Cebu hauling oil for the first time, launching the oil shipping. The oil sale continues to date. Besides GAO, TPPDI lifted oil from time to time and several other potential buyers have shown their interest in buying oil from CIMP and collected oil samples for further analysis.

Based on renewed production forecast from single-well flowing in 2019 and positive testing results conducted from May to July in the same year, CIMP preferred to deploy new wells adjacent to the existing production wells. CIMP completed planning of new wells by integrating reservoir study and geological analysis, and has reached agreement on land lease with the land owners.

In July 2019, potential partners contacted CIMP, expressing their intention to build a small refinery with an annual output of 750,000 barrels in the wellsite area, and completed the feasibility assessment and preliminary plan. Further cooperation is under development.

In November 2019, CIMP submitted to the Department of Energy the 2020 annual work program and budget. CIMP plans to drill three production wells in 2020 and then will drill another additional well, which depends on the results of drilling. The procurement of drilling materials and production facilities is under way.

菲律賓南宿霧油氣項目(「SC49」)

項目SC49位於菲律賓中部宿霧島南端。於二零零九年七月中國國際礦業石油有限公司(「中國國際礦業」)獲得SC49區塊80%的參與權益，並成為SC49項目的操作方。本集團於二零一二年十月間接收購中國國際礦業51%之已發行股本，並於二零一四年四月增購額外12%。於收購完成後，本集團最終擁有該項目50.4%之實際權益。

二零一九年一月十一日，中國國際礦業(「CIMP」)與菲律賓買家Greater Alegria Oil Inc. (「GAO」)簽訂原油銷售合同。二零一九年四月，GAO派遣第一艘船抵達宿務，開啟運油工作。目前仍在持續中。除GAO之外，TPPDI也不定期運油，另有多家潛在買家與CIMP接觸，目前潛在買家正在進行油樣分析。

依據二零一九年單井流量所更新的生產預測及同年五月至七月的一系列正面測試結果，CIMP判斷生產井附近部署新井較為有利，結合油藏及地質分析結果，CIMP部署了新井，並完成了租地工作。

二零一九年七月，潛在合作方與CIMP接觸，表達了在井場區域興建年產75萬桶的小型煉廠的意向，並完成可行性評估及初步煉廠配置規劃。進一步合作正在研擬當中。

二零一九年十一月，CIMP向能源部提交了二零二零年工作計劃及預算。CIMP預計在二零二零年先鑽三口生產井，另外視鑽井結果預計多鑽一口生產井。鑽井物料及後續生產設備陸續採購中。

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In December 2019, another potential partner contacted CIMP, hoping to make good use of the associated gas produced in crude oil production and proposing to install LPG equipment at the well site to can LPG for sale in Cebu market. Potential partners are currently designing the scheme. Further cooperation is under development.

Significant Investments, Acquisitions and Disposals

Apart from the investment and disposal as disclosed in the “Business Review and Prospects” section, there were no significant investments held, acquisitions or disposals of subsidiaries and affiliated companies by our Group throughout the year ended 31 December 2019. Our Group did not have other plans for significant investments, acquisitions and disposal of subsidiaries as at 31 December 2019.

Charges on Assets

As at 31 December 2019, the Group did not charge any of its assets (31 December 2018: nil) as securities for any facilities granted to the Group.

Contingent Liabilities

Other than the disclosure under note 31 “Capital Commitments” to the consolidated financial statements of this annual report, the Group did not have any other material contingent liabilities as at 31 December 2019.

Subsequent events

On 3 January 2020, the Company had entered into a legally binding Memorandum of Understanding (“MOU”) with East Asia Oil Engineering Group Limited (“East Asia”) where East Asia had undertaken to take over CB A from the original holder (“Original Holder”). On the same date, the Original Holder of CB A had completed transfer of convertible bond with principal amount of HK\$75,000,000 (“\$75M CB A1”) to East Asia. By the same MOU between the Company and East Asia, East Asia had committed that it would not demand for repayment of CB A by the Company within thirty months from the date of the MOU.

二零一九年十二月，另有潛在合作方與CIMP接觸，希望能妥善利用原油生產的伴生氣，想在井場安裝LPG設備，生產罐裝LPG，供宿霧市場銷售使用。目前潛在合作方正在進行方案設計。進一步合作正在研擬當中。

重大投資、收購及出售

除於「業務回顧及前景」一節所披露的投資及出售外，本集團於截至二零一九年十二月三十一日止年度概無於附屬公司或聯屬公司持有重大投資，或收購或出售附屬公司或聯屬公司。本集團於二零一九年十二月三十一日並無其他附屬公司重大投資、收購及出售計劃。

資產抵押

於二零一九年十二月三十一日，本集團並未抵押任何資產(二零一八年十二月三十一日：零)作為授予本集團的任何融資的抵押品。

或然負債

除本年度報告綜合財務報表附註31「資本承擔」所載披露外，本集團於二零一九年十二月三十一日並無任何其他主要或然負債。

期後事項

於二零二零年一月三日，本公司與東亞油田工程集團有限公司(「東亞」)簽訂了具有法律約束力的諒解備忘錄(「諒解備忘錄」)，東亞已承諾從原持有人手中接管可換股債券A(「原持有人」)。於同日，可換股債券A的原持有人已完成將本金為港幣75,000,000元(「7,500萬元可換股債券A1」)的可換股債券轉移至東亞。根據公司與東亞之間的同一諒解備忘錄，東亞承諾不會在諒解備忘錄簽署之日起三十個月內要求公司償還可換股債券A。尚未轉移至東亞的可換股債券A的本金餘額港幣25,000,000元(「2,500萬元可換股債券A2」)仍以原持有人的名義登記，並由本公司

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The remaining principal balance of HK\$25,000,000 of CB A not yet transferred to East Asia (“\$25M CB A2”) are still registered in the name of the Original Holder and is guaranteed by Mr. Lam Nam, the ultimate controlling party of the Company, until its disposal. Up to the date of this report, the \$25M CB A2 is still outstanding and had not been called for repayment. The Company and the Original Holder are in the negotiation regarding the settlement arrangement of \$25M CB A2.

On 31 December 2019, a wholly-owned subsidiary of the Company entered into a legally binding memorandum of understanding (“MOU”) with an independent third party pursuant to which the subsidiary of the Company has agreed to disposal of the entire interest in Modern Lucky International Limited and its subsidiaries which held 89% equity interest in the Central Luzon Gas Project (“Disposal transaction”) at the consideration of HK\$1. As the relevant applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) calculated by the Group were all less than 5%, the Disposal transaction did not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. Subsequent to the reporting period, on 19 June 2020, the Disposal transaction had been completed.

On 3 January 2020, the Company has entered into a memorandum of understanding (the “MOU”) for share subscription with GuangDong Namyue Capital Investment Co., Ltd. (the “Subscriber”) pursuant to which, the Company is agreeing to allot and the Subscriber is willing to subscribe 200,000,000 shares at the price of HK\$0.18 per share which shall rank pari passu with all existing shares of the Company. Up to the date of this report, the Company is still in the negotiation with the subscriber regarding the terms and conditions of the share subscription. The MOU is still in validity.

的最終控制方林南先生擔保，直到將其處置。直至本報告日，公司尚欠2,500萬元可換股債券A2但未被要求償還。本公司及原持有人仍就該2,500萬元可換股債券A2的償還安排進行商議。

於二零一九年十二月三十一日，本公司一間全資擁有之附屬公司與一名獨立第三方簽訂了具有法律約束力之諒解備忘錄（「諒解備忘錄」），據此，本公司的附屬公司已同意以港幣1元代價出售新運通國際有限公司及其於中呂宋天然氣項目持有89%權益之附屬公司的全部股權（「出售交易」）。由於相關百分比率（比率的定義參閱《創業板上市規則》第19.07條）小於5%，因此，該出售交易並不構成《創業板上市規則》第19章規定之須予公佈的交易。報告期後，於二零二零年六月十九日，出售交易已完成。

於二零二零年一月三日，本公司已與廣東南粵資本投資有限公司（「認購人」）訂立一份股份認購的諒解備忘錄（「備忘錄」），據此，本公司同意配發，而認購人願意認購200,000,000股股份，每股價格為0.18港元，與本公司所有現有股份享有同等地位。直至本報告日，本公司仍與認購人繼續協商認股之條件，此備忘錄效力依舊存在。

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Subsequent to the end of the reporting period, the outbreak of novel coronavirus (“COVID-19”) in January 2020 has caused disruptions to many industries, including oil and petroleum industry, in China as well as other countries. These disruptions have inevitably posed a significant threat to the global economy in 2020. Despite the challenges, governments and international organizations have implemented a series of measures to contain the epidemic. The time duration and scope of these disruptions cannot be accurately assessed at this point in time. Given the dynamic nature of these circumstances, the financial impact will be reflected in the Group’s subsequent financial statements. The Group will closely monitor the development of the epidemic and assess its impact on its operations.

Subsequent to the year end, the recent drop in international crude oil price caused by the price cut in Saudi Arabia may potentially cause a reduction in capital and operating expenditure by the customers which may result in a slow-down in the overall exploration and production activities and casts uncertainty over the future development of the industry. The Group has been actively communicating with its major customers on the progress of their ongoing and future projects. Up to the date of this report, the impacts of the drop in the oil price on the Group’s ongoing and future projects remain uncertain and is unable to quantify the related financial effects. The Group will continue to monitor and assess the international crude oil price and evaluate its financial impact on the Group.

Summary of Expenditure Incurred for Projects

A summary of expenditure incurred for the above projects by the Group for the year ended 31 December 2019 is as follows:

報告期結束後，於二零二零年一月新型冠狀病毒（「COVID-19」）爆發，對中國以及其他國家的許多行業（包括石油行業）造成了打擊。這些打擊不可避免地對二零二零年的全球經濟構成了重大威脅。儘管面臨挑戰，各國政府和國際組織仍採取了一系列措施來遏制這一流行病。目前無法準確評估這些打擊的持續時間和範圍。鑒於這些情況的動態性質，財務影響將反映在本集團的後續財務報表中。本集團將密切監察該流行病的發展，並評估其對業務的影響。

在年底之後，由於沙特阿拉伯近期調低原油價格，導致國際油價下跌，可能會導致客戶的資本和運營支出減少，從而可能導致整體勘探和生產活動放緩並給行業的未來發展帶來不確定性。本集團一直與主要客戶就其正在進行的項目和未來項目的進展進行積極溝通。截至本報告發佈之日，油價下跌對本集團正在進行和未來項目的影響尚不確定，無法量化相關財務影響。本集團將繼續監察及評估國際原油價格，並評估其對本集團的財務影響。

該等項目產生之開支概要

本集團以上項目截至二零一九年十二月三十一日止年度產生之開支概要如下：

	2019 二零一九年	2018 二零一八年
	HK\$'000 港幣千元	HK\$'000 港幣千元
Philippines Central Luzon Gas Project 菲律賓中呂宋天然氣項目	—	141
Philippines San Miguel Coal Mine Project 菲律賓San Miguel煤礦項目	—	—
Philippines South Cebu Oil and Gas Project 菲律賓南宿霧油氣項目	7,591	3,944

Introduction

The Company had applied the principles and complied with the code provisions and recommended best practices set out in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2019 by establishing formal and transparent procedures to protect and maximize the interests of shareholders.

Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Upon the Company's specific enquiry, all Directors confirmed that they have fully complied with the code of conduct and the required standard of dealings regarding securities transactions throughout the year ended 31 December 2019.

Board of Directors

The Board, which comprises 6 Directors, is responsible for the Group's corporate policy formulation, business strategy planning, business development, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Details of the Chairman and the other Directors of the Group are set out in the section "Biographical Details of Directors and Senior Management" of this report. All Directors have given sufficient time and attention to the affairs of the Group.

序言

於截至二零一九年十二月三十一日止年度，本公司一直採用GEM上市規則附錄十五所載原則並遵守其守則條文及建議最佳常規，制定正統而具透明度程序，以保障及為股東獲取最佳利益。

有關董事進行證券交易之操守準則

本公司已採納有關董事進行證券交易之操守準則，其條款不比GEM上市規則第5.48至5.67條所載之交易必守標準寬鬆。本公司作出特定查詢後，所有董事確認彼等於截至二零一九年十二月三十一日止年度內，一直遵守有關證券交易之操守準則及交易必守標準。

董事會

本集團由六名董事組成之董事會負責制訂集團企業政策、規劃業務策略、發展業務、管理風險、重大收購、出售及資金交易，以及其他重大營運及財務事宜。本集團主席及其他董事之詳細資料詳載於本報告「董事及高級管理人員簡介」一節。所有董事均能付出足夠時間及精神以處理本集團之事務。

Corporate Governance Report

企業管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

The Company complies with Rules 5.05(1) and (2) of the GEM Listing Rules, and has three independent non-executive Directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise.

During the year, the Board adopted a board diversity policy setting out the approach to diversity of members of the Board. The Company recognizes and embraces the benefits of diversity of Board members. It endeavors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

Board Meetings

The Board regularly meets in person or through other means of electronic communication at least four times a year. At least 14 days' notice of regular Board meetings is given to all Directors, who are all given an opportunity to include matters in the agenda for discussion. The Company Secretary assists the Directors in preparing the agenda for the meetings, and ensures that all applicable rules and regulations regarding the meetings are observed.

本公司一直遵守GEM上市規則第5.05(1)及(2)條之規定，擁有一名獨立非執行董事，而其中最少一名具備適當專業資格或會計或相關財務管理專業知識。

年內，董事會採納董事會成員多元化政策，旨在列載為達致董事會成員多元化而採取之方針。本公司確認和相信董事會成員多元化之好處，可確保董事會就適合本公司業務所需之技能，經驗和多元化方面取得平衡。董事會所有委任均以用人唯才為原則，並充分顧及董事會成員多元化的裨益。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他方面)、技能及知識。最終將按人選的長處及可為董事會提供的貢獻而作決定。

董事會會議

董事會定期開會，每年最少召開董事會會議四次，董事們皆能親身出席或透過其他電子通訊方法參與。召開定期董事會會議前，董事在不少於14天前收到通知，全體董事皆有機會提出商討事項列入會議議程。公司秘書協助董事為會議準備議程，以確保有關會議遵守所有適用守則及規例。

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The attendance records of the individual Directors at the regular Board meetings during the year are set out below:

Executive Directors:

Mr. ZHAO Zhiyong
Mr. LAI Chun Liang
Mr. LIN Zhang
Mr. KUAI Wei (resigned on 1 July 2019)

Independent Non-executive Directors:

Mr. PAI Hsi-Ping
Ms. XIE Qun
Mr. KWAN King Chi George

During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Group, monitor financial performances and discuss the annual and interim and quarterly results, as well as discuss and decide on other significant matters. Execution of daily operational matters is delegated to management. Apart from the regular Board meetings, the Board meets on other occasions when a Board level decision on a particular matter is required.

The Company Secretary records the proceedings of each Board meeting by keeping detailed minutes, including all decisions by the Board together with concerns raised and dissenting views expressed (if any). Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

本年度，於董事會定期會議上各董事之出席記錄載列如下：

Attendance 出席次數

執行董事：

趙智勇先生	4/4
來俊良先生	4/4
林漳先生	4/4
鄺偉先生(於二零一九年七月一日辭任)	

獨立非執行董事：

白旭屏先生	4/4
謝群女士	4/4
關敬之先生	4/4

於董事會定期會議中，董事們商討並制定本集團之整體策略，監察財政表現及商討年度及中期及季度業績，及商討及作出其他重大決定。管理日常運作之責任則交予管理層執行。除定期董事會會議外，董事會當有需要就特定事宜作決定時會舉行董事會會議。

公司秘書就每次董事會會議作出詳細會議記錄，包括董事會作出之一切決定，以及任何疑慮或表達之反對意見(如有)。董事會會議結束後，在實際可行情況下盡快將會議記錄之初稿發送給全體董事，以供表達意見及審批。所有會議記錄均可供任何董事於任何合理時間查閱。

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All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner. They may make further enquiries if in their opinion it is necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the Company Secretary, who is responsible to the Board for providing Directors with Board papers and related materials, and ensuring that all proper Board procedures are followed and that all applicable laws and regulations are complied with. If considered to be necessary and appropriate by the Directors, they may retain independent professional advisors at the Group's expense.


In case where a conflict of interest may arise involving a substantial shareholder or a Director, such matter will be discussed through an actual meeting and will not be dealt with by written resolutions. Independent non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict issues.

The Board committees, including the Audit Committee, the Nomination Committee and the Remuneration Committee, have all adopted the applicable practices and procedures used in Board meetings for all committee meetings.

主席確保管理層向董事會及其轄下委員會適時提供一切有關之資料，以使全體董事能夠隨時掌握有關及適時之資料。董事如認為取得進一步資料屬必要或適當時可進一步查詢。所有董事亦可在不受限制之情況下取得公司秘書之意見和獲得其服務，包括向董事提供有關董事會之文件及相關資料，及確保符合適當之董事會程序及一切適用之法律及規例均能遵守。如董事認為有需要及在適當之情況下，可尋求獨立專業顧問意見，費用由本集團支付。

若主要股東或董事可能涉及利益衝突時，有關事項不會以書面決議之方式處理，而董事將會就該事項舉行現場會議。無利益衝突之獨立非執行董事將會出席處理有關衝突事件之會議。

董事會轄下委員會，包括審核委員會、提名委員會及薪酬委員會，均就所有委員會會議採納董事會沿用之適用原則及程序。



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Chairman and Chief Executive Officer

The Chairman of the Group is Mr. Zhao Zhiyong and the Chief Executive Officer of the Group is Mr. Lai Chun Liang. The roles of Chairman and Chief Executive Officer are segregated and not performed by the same individual to ensure segregation of duties.

The Chairman of the Group is primarily responsible for the leadership and effective running of the Board, in formulating the overall strategies of the Group, whereas the Chief Executive Officer is primarily responsible for the running of the Group's business and implementation of the Group's strategies in achieving the overall commercial objectives.

Non-Executive Directors

Code Provision A.4.1 provides that non-executive Directors should be appointed for a specific term and subject to re-election. The Company issues appointment letters to each of the independent non-executive Directors setting out the terms and conditions of their appointment. The Company's independent non-executive Directors are required by the Company's Articles of Association to retire from office by rotation at the Company's annual general meeting. A retiring Director shall be eligible for re-election.

The Company has received from each of independent non-executive Directors an annual confirmation of his/her independence, and the Company considers such Directors to be independent in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

主席及行政總裁

本集團主席乃趙智勇先生，而本集團之行政總裁乃來俊良先生。主席與行政總裁之角色有區分，並非由一人同時兼任，以確保職責分離。

本集團主席主要負責領導及有效運作董事會，並制定集團整體策略，而行政總裁則主要負責主持本集團業務及執行本集團策略以達致整體商業目標。

非執行董事

守則條文A.4.1規定非執行董事之委任應有指定任期，並須接受重新選舉。本公司向各獨立非執行董事發出的委任書，載列彼等之任期及委任條款。根據本公司之公司章程，本公司之獨立非執行董事須於本公司之股東週年大會上輪值告退。退任董事可膺選連任。

本公司已從每位獨立非執行董事收到確認其獨立性之年度確認，並根據GEM上市規則第5.09條所列出之指引認為每位有關董事均為獨立。

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Remuneration Committee

The Remuneration Committee comprises three members, namely Mr. Lai Chun Liang, an executive Director, and Ms. Xie Qun and Mr. Pai Hsi-Ping, both independent non-executive Directors. Mr. Pai Hsi-Ping is the Chairman of the Remuneration Committee.

The role and function of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for directors' and senior management remuneration, making recommendations to the Board on the remuneration packages of executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

Upon the recommendation of Remuneration Committee, the Board has considered and reviewed the existing terms of employment contracts of the executive Directors and senior management and considers that the existing terms of employment contracts of the executive Directors and senior management are fair and reasonable. The Remuneration Committee meets at least once a year. Details of the attendance of the meetings of the Remuneration Committee during 2019 are as follows:

Mr. PAI Hsi-Ping
Ms. XIE Qun
Mr. LAI Chun Liang

薪酬委員會

薪酬委員會包括三名成員，分別為執行董事來俊良先生及獨立非執行董事謝群女士及白旭屏先生。白旭屏先生為薪酬委員會之主席。

薪酬委員會之角色及職務包括向董事會就本公司董事及高級管理人員的薪酬政策及架構、執行董事及高級管理人員之薪酬待遇，包括實物利益、退休金權益及補償(包括任何離職或入職補償)，以及就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之各種因素包括：比較其它同類型公司所付薪金、董事所投注時間及職責、本集團內僱傭條件及按表現發放薪酬之適切性。

按薪酬委員會之建議，董事會已考慮及審閱執行董事及高級管理人員僱傭合約之現有條款，並認為執行董事及高級管理人員僱傭合約之現有條款屬公平合理。薪酬委員會每年至少召開一次會議。於二零一九年內薪酬委員會會議之出席記錄詳情如下：

Attendance 出席次數

白旭屏先生	2/2
謝群女士	2/2
來俊良先生	2/2

Nomination Committee

The Nomination Committee comprises three members, namely Mr. Lin Zhang, an executive Director, Mr. Pai Hsi-Ping and Ms. Xie Qun, both independent non-executive Directors. Ms. Xie Qun is the Chairman of the Nomination Committee.

The duties of the Nomination Committee include reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become Board members and making recommendations to the Board on selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive. In carrying out the responsibility for identifying suitably qualified candidates to become members of the Board, the Committee will give adequate consideration to the board diversity policy.

Details of the attendance of the meetings of the Nomination Committee during 2019 are as follows:

Ms. XIE Qun
Mr. PAI Hsi-Ping
Mr. LIN Zhang

提名委員會

提名委員會包括三名成員，分別為執行董事林漳先生、獨立非執行董事白旭屏先生及謝群女士。謝群女士為提名委員會之主席。

提名委員會之職責包括每年檢討董事會之架構、規模、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、技能、知識及專業經驗)；向董事會任何建議變動作出推薦建議，以符合本公司之企業策略；識別合資格成為董事會成員之人士，並向董事會就提名董事之人選作出推薦建議；評估獨立非執行董事之獨立性，以及向董事會就委任、重新委任及董事之繼任計劃(特別是主席及行政總裁)提出推薦建議。於履行物色合資格人選為董事會成員之職責時，委員會將充分考慮董事會成員多元化政策。

於二零一九年內提名委員會會議之出席記錄詳情如下：

Attendance 出席次數

謝群女士	4/4
白旭屏先生	4/4
林漳先生	4/4

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Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include reviewing the Company's annual report, half-year report and quarterly financial reports and providing advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing the Company's financial controls, risk management and internal control systems. It is also responsible for making recommendations to the Board on the appointment, re-appointment and removal of external auditor, approving the remuneration and terms of engagement of the external auditor, reviewing and monitoring the external auditor's independence and objectivity, and meeting the external auditor at least twice a year regarding the review of the financial reports and accounts.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Pai Hsi-Ping, Ms. Xie Qun and Mr. Kwan King Chi George. Mr. Kwan King Chi George is the Chairman of the Audit Committee.

The Group's unaudited quarterly and interim results and audited annual results for the year ended 31 December 2019 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosure have been made.

審核委員會

本公司已根據GEM上市規則第5.28及5.33條成立具書面職權範圍之審核委員會。審核委員會之主要職責包括審閱本公司年報、中期報告及季度財務報告，並就此向董事會提出建議及意見。審核委員會亦負責檢討本公司之財務監控、風險管理及內部監控制度。其亦負責向董事會就委任、重新委任及免任外聘核數師提供推薦建議、批准外聘核數師之薪酬及委聘條款、審核及監察外聘核數師之獨立性及客觀性，以及就財務報告及賬目的審閱會見外聘核數師不少於一年兩次。

審核委員會由三名獨立非執行董事組成，分別為白旭屏先生、謝群女士及關敬之先生。關敬之先生為審核委員會之主席。

本集團於截至二零一九年十二月三十一日止年度之未經審核季度及中期業績，以及經審核全年業績已由審核委員會審閱。審核委員會認為，該等業績乃按照適用會計準則、聯交所及法律規定編製，並已作出充分披露。

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The Audit Committee held 4 meetings during the year under review. Details of the attendance of the Audit Committee meetings are as follows:

Mr. PAI Hsi-Ping
Ms. XIE Qun
Mr. KWAN King Chi George

審核委員會於回顧年度曾舉行四次會議。審核委員會會議之出席記錄詳情如下：

	Attendance
	出席次數
白旭屏先生	4/4
謝群女士	4/4
關敬之先生	4/4

Auditors' Remuneration

The Company has appointed Confucius International CPA Limited as the auditors of the Group. The Board is authorised in the annual general meeting to determine the remuneration of the auditors.

During the year ended 31 December 2019, a summary of the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditors is set out below:

核數師之酬金

公司已任命天健國際會計師事務所有限公司為本集團核數師。董事會於股東周年大會獲授權決定核數師之酬金。

於截至二零一九年十二月三十一日止年度，本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額總結如下：

		2019 二零一九年	2018 二零一八年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
Types of services	服務種類：		
Audit services	審核服務	600	600
Non-audit services	非審核服務	—	—
Total	總計	600	600

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Directors' and Auditors' Responsibilities for Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. In preparing the financial statements, the general accepted accounting standards in Hong Kong have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. The responsibilities of the external auditors are set out in the Independent Auditors' Report to the members of the Company on pages 111 to 120 of this annual report.

Directors' Training

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged inhouse trainings for Directors in the form of seminar and provision of training materials. A summary of training received by Directors during the year according to the records provided by the Directors is as follows:

董事及核數師就財務報表之責任

董事確認其就編製本集團財務報表之責任。於編製財務報表之過程中，本公司已採用香港通用會計準則、持續地應用適當之會計政策、作出合理及謹慎之判斷及估計。外聘核數師之責任載於本年報第111至120頁致本公司全體成員之獨立核數師報告。

董事培訓

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等的知識及技能。本公司已透過舉行研討會及向董事提供培訓資料，為董事安排內部培訓。根據董事提供的記錄，董事於本年度接受的培訓概要如下：

Training on corporate governance, regulatory development and other relevant topics
企業管治、監管發展及其他相關主題培訓

Executive Directors:

Mr. ZHAO Zhiyong
Mr. LAI Chun Liang
Mr. LIN Zhang
Mr. KUAI Wei (resigned on 1 July 2019)

執行董事：

趙智勇先生
來俊良先生
林漳先生
鄧偉先生(於二零一九年七月一日辭任)

✓
✓
✓

Independent Non-executive Directors:

Mr. PAI Hsi-Ping
Ms. XIE Qun
Mr. KWAN King Chi George

獨立非執行董事：

白旭屏先生
謝群女士
關敬之先生

✓
✓
✓

Company Secretary

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman and is responsible for advising the Board on governance matters. For the year under review, the Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training.

Shareholders' Rights

Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to Article 58 of the Articles of Association of the Company, any one or more shareholders, holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

公司秘書

公司秘書為本公司全職僱員，並對本公司的日常事務有所認識。公司秘書向主席匯報，並負責就管治事宜向董事會提供建議。就回顧年度而言，公司秘書確認其已接受不少於15小時的相關專業培訓。

股東權利

召開股東特別大會及於股東會議上提呈議案

根據本公司組織章程細則第58條，任何一個或多個股東，在申請提交之日，持有不少於本公司繳足股本十分之一，而且在本公司股東大會上行使投票權，隨時有權透過向董事會或本公司秘書遞交書面申請，請求董事會針對該申請中指定的任何事務處理召開特別股東大會；該等會議應在該申請提交後的兩(2)個月內召開。若在該申請提交後的二十一(21)天內，董事會未能召開該會議，申請人本身可以相同方式召開，對於因董事會失責而使申請人產生的合理費用，本公司將償付予申請人。

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Procedures for Shareholders to Propose a Person for Election as a Director of the Company

If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s head office. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information. The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than seven (7) clear days prior to the date of such general meeting.

Enquiries to the Board


Enquiries may be put to the Board through the Company’s Investor Relations Department at Room 801-802, 8/F., Shanghai Industrial Investment Building, 48-62 Hennessy Road, Wanchai, Hong Kong (email: info-hk@ppig.com.hk).

股東提名人選參選董事的程序

若股東擬提名個別人士(「候選人」)於股東大會上參選為本公司董事，須把一份書面通知(「提名通知」)送交本公司的總辦事處。該提名通知必須：(i)包括候選人按《GEM上市規則》第17.50(2)條的規定而須披露的資料；及(ii)由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公布其個人資料。遞交提名通知的期間將由股東會議的通告發送後開始，至該股東會議舉行日期前足七(7)天止的期間。

向董事會作出查詢

如欲向董事會作出任何查詢，可聯絡本公司投資者關係部，地址為香港灣仔軒尼詩道48-62號上海實業大廈8樓801-802室(電郵：info-hk@ppig.com.hk)。



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Communication with Shareholders

The Board and senior management maintain a continuing dialogue with the Company's shareholders and investors through various channels including the Company's annual general meeting. The Chairman, other members of the Board and external auditors attend the annual general meeting. The Directors will answer questions raised by the shareholders on the performance of the Group. Our corporate website which contains corporate information, quarterly and annual reports, announcements and circulars issued by the Group as well as the recent developments of the Group enables the Company's shareholders to have a timely and updated information of the Group.

Constitutional Documents

During 2012, the Directors proposed to the shareholders adoption of new Memorandum and Articles of Association of the Company, which was approved by way of passing special resolutions proposed at an Extraordinary General Meeting, to adopt the new Memorandum and Articles of Association in order to bring the constitution of the Company in line with the amendments to the GEM Listing Rules that came into effect on 1 January 2012 and 1 April 2012.

Internal Control and Risk Management

The Board is responsible for ensuring that appropriate and effective internal control and risk management systems are maintained to safeguard the assets of the Company and to respond appropriately to significant business, operational, financial, compliance and other risks. The Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control and risk management systems of the Group and considered these systems to be effective and adequate.

與股東的溝通

董事會及高級管理層透過本公司股東週年大會等不同渠道與本公司股東及投資者維持溝通。主席、董事會其他成員及外聘核數師均會出席股東週年大會。董事將回答股東提出有關本集團表現的問題。本公司的網站載有公司資料、本集團刊發的季度及年度報告、公告及通函以及本集團最近期的發展，使本公司股東可適時地取得本集團最新的資訊。

章程文件

於二零一二年，董事向股東建議採納本公司之新組織章程大綱及細則，並於股東特別大會上以特別決議案方式提呈及獲股東通過，令本公司之組織章程大綱及細則符合GEM上市規則於二零一二年一月一日及於二零一二年四月一日生效之修訂。

內部監控及風險管理

董事會負責確保維持合適及有效的內部監控及風險管理系統，以保障本公司的資產及對重大業務、營運、財務、合規及其他風險作出適當反應。董事會透過審核委員會已就本集團的內部監控及風險管理系統的有效性進行檢討，並認為該等系統為有效及充足。

Environmental, Social and Governance Report

環境、社會及管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

About the Report

This Environmental, Social and Governance (“ESG”) Report (the “Report”) serves as a review of the sustainability efforts and achievements made by Polyard Petroleum International Group Limited (“PPIG” or the “Company”) and its subsidiaries (collectively referred to as the “Group” or “we”). The Group attends to the demands and expectations of our major stakeholders, and responds to them by disclosing the Group’s policies and practices to demonstrate its commitment to sustainability development in the Report, in efforts to foster mutual understandings between the Group and our stakeholders. The Report is to be read in conjunction with the Group’s Annual Report 2019, in particular the Corporate Governance Report contained therein.

Reporting Boundary

The Report covers business activities that are operationally controlled by the Group and have significance to the Group and stakeholders on environmental and social aspects. The Report mainly includes the China International Mining Petroleum Company Limited (The Republic of the Philippines (“Philippines”) Branch) (“CIMP”), a subsidiary of the Company which engages in oil and gas exploration and production in the Philippines. Unless otherwise stated, the Report covers ESG policies and performance from 1 January 2019 to 31 December 2019 (the “Reporting Period”).

CIMP was granted with a production license by the Department of Energy (“DOE”) of the Philippines in 2018 and mainly focused on the extraction and production of oil and gas during the Reporting Period, with oil hauled and sold to our clients from time to time. Hence, measures for safeguarding oil quality is highlighted in the Report. Since drilling activities were not conducted during the Reporting Period, wastes such as drill cuttings and drilling fluid were not produced.

關於本報告

本環境、社會及管治(「ESG」)報告(「本報告」)旨在回顧百田石油國際集團有限公司(「PPIG」或「本公司」)及其附屬公司(統稱為「本集團」或「我們」)在可持續發展方面的努力及成果。本集團關注我們主要利益相關方的訴求及期望，並透過在本報告披露本集團的政策及措施作出回應，以展示本集團於實現可持續發展的決心，從而促進利益相關方與本集團之間的相互了解。本報告應與本集團的二零一九年年報，特別是當中的企業管治報告一併閱讀。

報告範圍

本報告涵蓋本集團具有營運控制權且在環境及社會方面對本集團及其利益相關方而言重要的業務活動。本報告主要包括中國國際礦業石油有限公司(菲律賓共和國(「菲律賓」)分公司)(「CIMP」)，即本公司在菲律賓從事油氣勘探和生產的附屬公司。如無另行說明，本報告涵蓋由二零一九年一月一日至二零一九年十二月三十一日(「本報告期」)的ESG政策及表現。

CIMP於二零一八年獲菲律賓能源部(「能源部」)授予生產許可證，並於本報告期內專注於油氣開採和生產，定期向客戶輸送及銷售石油。因此，本報告特別強調本集團於保障石油質量方面的措施。由於本集團並沒有於本報告期內進行鑽井活動，所以沒有產生鑽屑及鑽井液等廢棄物。

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Basis of Report Preparation

The Report complies with all “comply or explain” provisions of the ESG Reporting Guide under Appendix 20 of the Growth Enterprise Market Board Listing Rules of The Stock Exchange of Hong Kong Limited (“ESG Reporting Guide”), and was prepared in adherence to the four reporting principles: materiality, quantitative, balance and consistency.

Confirmation and Approval

The Board of Directors (“Board”) is fully responsible for overseeing the Group’s management and implementation of environmental and social strategies and reporting, and is also responsible for ensuring the reliability, truthfulness and completeness of our non-financial disclosures. The Report was reviewed and approved by the Board on 31 May 2020.

Publication of the Report

The Report is published in both Traditional Chinese and English. In case of doubt or discrepancy in the two versions, the English version shall prevail.

Hearing from You

We welcome your feedback on our sustainability performance and reporting. You can contact us by email at info-hk@ppig.com.hk.

報告編製依據

本報告遵守香港聯合交易所有限公司發佈的創業板上市規則附錄二十《環境、社會及管治報告指引》（「ESG報告指引」）中所有「不遵守就解釋」的條文，並以重要性、量化、平衡及一致性四個匯報原則作為編製基礎。

確認及批准

董事會全面負責監督本集團的環境及社會策略和匯報的管理和實施，並負責確保我們的非財務信息披露的可靠性、真實性和完整性。董事會已於二零二零年五月三十一日審閱及批准本報告內容。

報告發佈

本報告以繁體中文及英文版本發佈。若兩個版本存在任何差異或不一致，應以英文版本為準。

您的意見

我們歡迎您透過電郵對我們的可持續發展表現和匯報提出意見，電郵地址為info-hk@ppig.com.hk。

Environmental, Social and Governance Report

環境、社會及管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

1. Engaging with Our Stakeholders

1.1. Regular Communication

Stakeholder engagement is indispensable to the Group's endeavors in promoting sustainable development. Our stakeholders are individuals and organizations who in some way are influenced by our business activities or exert influence on our business, which include investors, government and regulatory bodies, employees, clients, local communities, and suppliers. In fulfilment of our responsibilities as an energy provider, an employer and as a business that helps fostering local economic development, we interact with our stakeholders regularly via community meetings, well site tours, corporate publications and websites. We fully understand stakeholders' differing needs and expectations towards our business, and recognize the importance to maintain an open dialogue with stakeholders as the input and feedback we receive help inform the decisions we make.

Across stakeholder groups, we see an increasing interest in our ESG performance. The below table highlights our key stakeholder groups, their typical interests and our engagement approach.

1. 與我們的利益相關方溝通

1.1. 常規溝通

利益相關方參與是本集團促進可持續發展中不可或缺的一環。我們的利益相關方是在某程度上受我們的業務活動影響或對我們的業務產生影響的個人和組織，包括投資者、政府及監管機構、員工、客戶、當地社區及供應商。為履行我們作為能源供應商、僱主和促進當地經濟發展的企業的責任，我們定期通過社區會議、井場參觀活動、企業刊物和網站與利益相關方互動。我們充分理解利益相關方對我們不同的需求及期望，並認為其意見和反饋有助於我們進行決策，促使本集團認識到與利益相關方保持開放對話的重要性。

我們發現不同的利益相關方都對我們的ESG表現越來越關注。下表列出我們的主要利益相關方組別、他們的普遍關注及我們與各利益相關方的溝通方式。

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Investors

Investors have always been supportive to our evolving business. We strive to create value in everything we do, and ultimately generate returns for our investors and benefit the society at large. We have been building trust with our investors by enhancing our transparency through proper disclosures of financial and non-financial information, which helps inform the investment decisions they make.

See section 2.1 for more information

DOE of the Philippines and Department of Environment and Natural Resources (“DENR”) of the Philippines

As an oil and gas company, our daily activities are stringently regulated, where permits must be obtained prior to any oil exploration and production activities. We maintain close contact with local authorities and stay updated with the latest regulatory requirements, such that all applicable laws and regulations are being upheld at all times.

See section 2.2 for more information

Employees

Our people are our biggest asset, so we are creating a positive and empowering environment where our employees could unleash their potential and thrive. We listen to our employees through performance appraisals, and from time to time organize team building activities to let them feel truly valued and create a sense of belonging in the workplace.

See section 4 for more information

投資者

投資者一直支持著我們業務的發展。我們努力在所做的每一件事中創造價值，為投資者創造回報，並為整個社會帶來貢獻。為與投資者建立信任，我們一直通過妥善披露財務和非財務信息以增強透明度，並期望這些信息有助投資者作出投資決策。

詳情請參閱章節2.1

菲律賓能源部及菲律賓環境及自然資源部（「環境及自然資源部」）

作為一家油氣公司，我們的日常營運活動受到嚴格監管，在進行任何石油勘探及生產活動之前都必須獲授許可證。我們與當地政府部門保持緊密溝通，緊貼最新的監管要求，以確保在任何時候都符合相關法律及法規。

詳情請參閱章節2.2

員工

員工是我們最寶貴的資產，因此我們為員工創造一個正面的環境，讓他們能夠發揮所長並茁壯成長。我們通過績效評估與員工交流以傾聽他們的意見，並不時組織團隊建設活動，讓他們感到被重視，從而建立對公司的歸屬感。

詳情請參閱章節4

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Clients

Crude oil buyer is our major type of client, which they are most concerned about our oil quality and quantity. We invite our clients to have meetings and site visits at our oilfields so that we could have a better understanding of our clients' expectations. We ensure quality standards and requirements are met and provide oil samples for potential clients to conduct oil testing.

See section 2.2 for more information

Local communities

Respectful engagement with local communities in Alegria, the operating location of our well sites, is critical to the success of our operation. An effective grievance mechanism is in place for us to hear from local residents and to attend to their concerns on areas such as environmental protection and local economic development.

See section 5 for more information

Suppliers

We identify quality suppliers through a systematic tendering process, which suppliers that take up their social and environmental responsibilities are preferred, joining hands with us in establishing a sustainable supply chain step-by-step.

See section 2.3 for more information

客戶

原油買家是我們主要的客戶類型，原油的質量和產量則是他們的主要關注。我們邀請客戶到油田舉行會議和進行實地考察，以便更好地了解他們的期望。我們將確保產品達到品質標準和要求，並為潛在客戶提供原油樣品，以便進行油樣分析。

詳情請參閱章節2.2

當地社區

以相互尊重的方式與Alegria市(井場營運地)內的社區接觸是我們作業成功的關鍵。我們已建立有效的申訴機制，聽取當地居民的關注，並回應他們對於環境保護及當地經濟發展等方面的關切。

詳情請參閱章節5

供應商

我們通過系統化的招標流程來識別優質的供應商，並優先考慮承擔社會和環境責任的供應商。我們與供應商攜手合作，逐步建立可持續的供應鏈。

詳情請參閱章節2.3



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1.2. Setting Our Priorities

In addition to our regular communication with stakeholders, we conducted a materiality assessment during the Reporting Period to evaluate the sustainability issues that matter most to our stakeholders and our business. This process is imperative to reflect the changing ESG context, and lays the foundation for the Group to establish its sustainability strategy in the near future. The results of our materiality assessment provide guidance for a more focused ESG management in the Group, and also help inform the focus of the Report, complying with the materiality reporting principle as emphasized in the ESG Reporting Guide.

WHO we've engaged

A stakeholder identification exercise was conducted during the Reporting Period, which across our stakeholder spectrum, the Board, senior management and employees were identified as stakeholder groups that are very likely to be influenced by our business activities or exert influence on our business, and hence were invited to participate in the materiality assessment exercise.

1.2. 議題優先次序

除了與利益相關方常規溝通外，我們還於本報告期內進行了重要性評估，以評估對利益相關方和我們的業務而言最重要的可持續發展議題。該過程對本集團了解不斷變化的ESG環境至關重要，並為本集團在未來制定可持續發展策略奠定基礎。本集團依據重要性評估結果，有針對性地管理ESG相關事宜並形成本報告的側重點，以符合ESG報告指引中強調的重要性匯報原則。

我們的溝通對象

在本報告期內，我們識別出董事會、高級管理層及員工都是極有可能受到我們的業務活動影響或對我們的業務產生影響的利益相關方組別，因此邀請他們參與到重要性評估工作中。

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HOW we assessed the sustainability issues

重要性評估步驟

<p>Identification 識別</p>	<p>A total of 16 sustainability issues were identified by the Group drawing on the ESG Reporting Guide, international reporting guidelines and from industry standards.</p> <p>本集團從ESG報告指引、國際報告編寫指南及行業標準中識別出16個可持續發展議題。</p>
<p>Ranking 排序</p>	<p>The Board, senior management and employees were invited to rank the sustainability issues based on their perceived level of importance through online survey.</p> <p>本集團邀請董事會、高級管理層和員工以網上問卷調查形式對可持續發展議題的重要性進行排序。</p>
<p>Analysis 分析</p>	<p>To determine sustainability issues that were material to both the Group and stakeholders, responses received from the survey were analyzed under two dimensions, the “importance to stakeholders” and the “importance to PPIG”. As a result, 7 sustainability issues (ranked at 5 points or above out of 10 points at both levels) were considered as material.</p> <p>為確定對本集團及利益相關方均為重要的可持續發展議題，本集團根據「對利益相關方的重要性」及「對PPIG的重要性」兩個維度對從調查中獲取的意見進行分析，得出7個重要性高的可持續發展議題（在以上兩個維度都獲得5分或以上，其中滿分為10分）。</p>
<p>Validation 核實</p>	<p>The Board validated and endorsed the material sustainability issues to ensure that the issues are adequately relevant to the Group, thereby disclosing in the Report in a targeted manner.</p> <p>董事會核實並認可重要性高的可持續發展議題以確保議題對本集團具有意義，從而有針對性地在本報告中披露。</p>

Below materiality matrix illustrates the results of the materiality assessment.

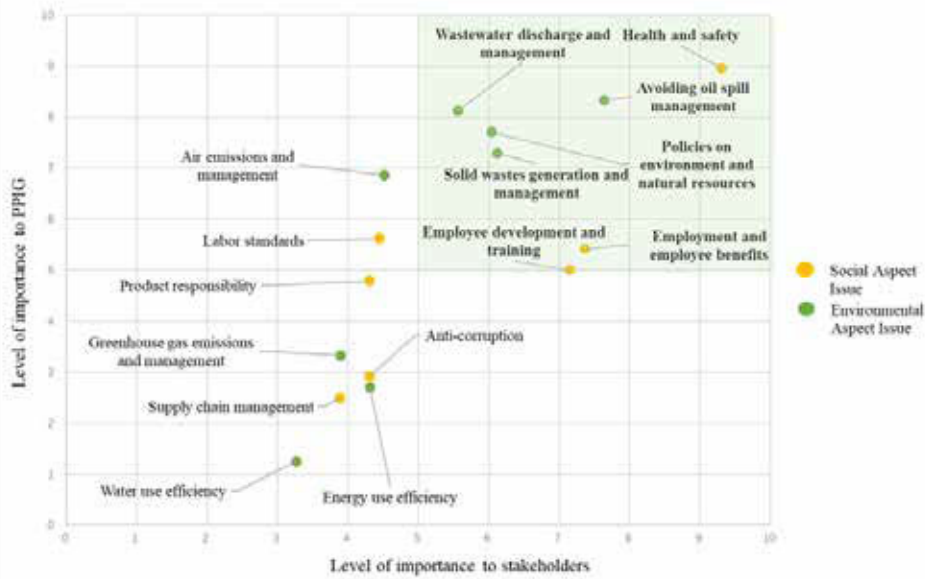
重要性評估結果如以下重要性議題矩陣圖所示。

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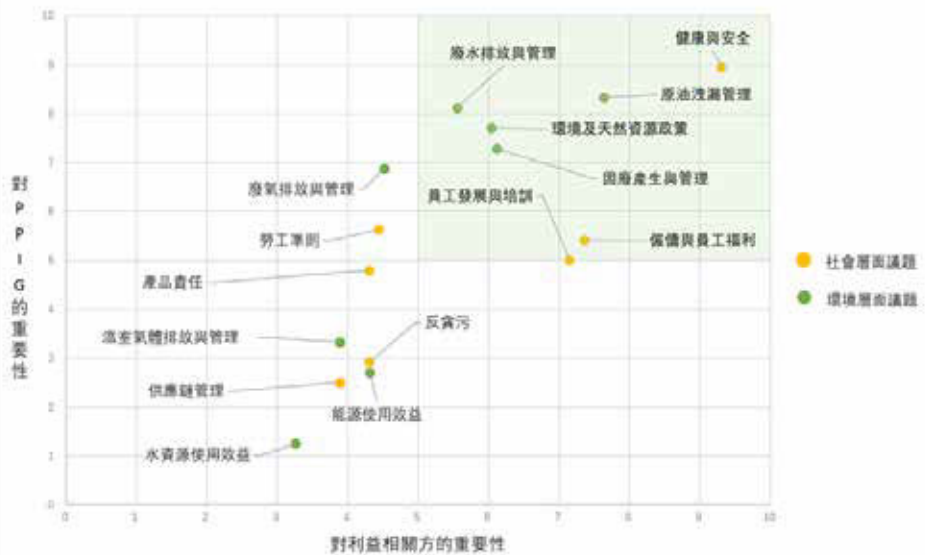
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Materiality Matrix



重要性議題矩陣圖



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The Report was prepared with particular focus on the 7 material sustainability issues, with information also provided on sustainability issues of lower materiality, for stakeholders to sufficiently understand our works in different regards. Our responses to the material issues are summarized in the Report, and corresponding sections are outlined in the table below.

本報告側重於7個重要性高的可持續發展議題，同時亦對重要性較低的可持續發展議題進行描述，讓利益相關方能夠充分了解我們不同領域的工作。我們於本報告中概述了本集團對重要性高的議題的回應，下表列出了對應的章節。

Material sustainability issues 重要性高的可持續發展議題	Our response 我們的回應
Health and safety 健康與安全	Employees' Health and Safety 員工健康與安全
Avoiding oil spill management 原油洩漏管理	Environmental Protection 環境保護
Policies on environment and natural resources 環境及天然資源政策	Environmental Protection 環境保護
Wastewater discharge and management 廢水排放與管理	Environmental Protection 環境保護
Solid wastes generation and management 固廢產生與管理	Environmental Protection 環境保護
Employee development and training 員工發展與培訓	Building a Competent Workforce 建設優秀人才隊伍
Employment and employee benefits 僱傭與員工福利	Employees' Rights and Benefits 員工權益與福利

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2. Energy Supply

2.1. Our Business Model

The Group has been focusing on works within the upstream oil and gas sector – exploring new sources of oil and gas, and drilling wells to extract these resources. We engage our crude oil buyers to execute midstream works such as transportation and storage of oil and gas.

Exploring for oil and gas

CIMP drilled wells, and conducted well logging and oil testing for the Philippines South Cebu Oil and Gas Project (“SC49”) between 2014 to 2018, where multiple oil and gas zones were discovered in six wells, namely the Polyard-1, Polyard-2, Polyard-3, Polyard-6, Polyard-8 and Polyard-9, and have all converted into production wells. In 2018, DOE and CIMP jointly determined that the oil field in SC49 located in Southern Cebu contains certified hydrocarbon reserves in commercial quantity, with an estimation of 27.93 million barrels of oil reserves associated with a possible production recovery of 3.35 million barrels or a conservative estimate of 12% of total oil reserves. For natural gas, about 9.42 billion cubic feet reserves were found, with the recoverable resource estimated at 6.6 billion cubic feet or about 70% of total natural gas reserves.

2. 能源供應

2.1. 我們的業務模式

本集團一直專注於油氣行業上游領域的工作，包括油氣勘探、鑽井及開採，並由我們的原油買家負責執行中游領域的工作，如油氣儲運。

油氣勘探

於二零一四至二零一八年期間，CIMP曾對菲律賓南宿霧油氣項目（「SC49」）進行油井鑽探、測井及試油，於Polyard-1、Polyard-2、Polyard-3、Polyard-6、Polyard-8及Polyard-9六口井內發現多套油氣層，並已全部轉為生產井。於二零一八年，能源部和CIMP聯合判定在宿霧島南部的SC49油田擁有經確認具有商業產量之石油儲量，估計約27,930,000桶石油儲量，其可能生產回收量為3,350,000桶，或保守估計為總油儲量約12%。另外，天然氣儲量估計約9,420,000,000立方英尺，可回收資源量約6,600,000,000立方英尺，或總天然氣儲量的約70%。

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Extraction and production of oil and gas

CIMP entered into sales and purchase agreements (“SPA”) with two Philippine buyers, Tom’s Power Petroleum Distributor Inc. (“TPPDI”) and Greater Alegria Oil (“GAO”), in 2018 and 2019, respectively. Our oil buyers are responsible for transportation, processing and storage of crude oil. Both of our oil buyers lifted oil from time to time, where GAO dispatched a vessel to Cebu hauling oil for the first time in April 2019 and TPPDI set up its own gas stations in Cebu in 2019.

Meanwhile, potential buyer contacted CIMP in December 2019, in the hope of making good use of the associated gas, which is the natural gas found in association with oil within the reservoir, suggested to produce cylinders of Liquefied Petroleum Gas (“LPG”) by having respective equipment installed at the well site, and selling them in the Cebu market.

2.2. Product and Service Excellence

The Group strives to provide products and services of outstanding quality to our clients. Since oil is a natural product, its quality highly depends on the nature of oil reservoir. Yet, as a responsible oil and gas producer, we never cease to refine our process in oil exploration, extraction and transportation, to ensure minimal impact to our oil quality, and at the same time, managing our operations in strict compliance with relevant laws and regulations in the Philippines. Please refer to Appendix 1 for the list of relevant laws and regulations. During the Reporting Period, the Group was not aware of any incidents of non-compliance with laws and regulations concerning the health and safety of the Company’s products and services.

油氣開採及生產

CIMP分別在二零一八年及二零一九年與Tom’s Power Petroleum Distributor Inc. (「TPPDI」) 及Greater Alegria Oil (「GAO」) 兩家菲律賓買家簽訂原油買賣協議，並由他們負責原油運輸、處理及儲存。兩家原油買家不定期運油，GAO於二零一九年四月派遣了第一艘船抵達宿霧，開啟運油工作，而TPPDI則在二零一九年在宿霧建立了多個油站。

同時，潛在買家於二零一九年十二月與CIMP聯繫，建議充分利用油藏中與原油伴生的天然氣－即伴生氣，透過在井場安裝相關設備生產液化石油氣(「LPG」)，並銷售至宿霧當地市場。

2.2. 卓越產品和服務

本集團致力為客戶提供卓越的產品和服務。由於石油是天然產物，其質量較大幅度取決於油藏的自然屬性。然而，作為一個負責任的油氣生產商，我們從未停止優化石油勘探、開採和運輸的過程，同時嚴格按照菲律賓的相關法律和法規營運，以確保對石油質量的影響減至最少。詳情請參閱附錄一法律和法規清單。在本報告期內，本集團並不知悉任何違反有關產品和服務的健康和安全的法律法規的事件。



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Oil Quality

Water content of crude oil is a vital parameter for oil and gas industry, as it affects oil quality. Our clients are highly concerned about oil quality and require us to comply with the specifications of our oil analysis done by international organizations and DOE. To this end, the Group guarantees that all crude oil sold meets the specifications of the crude oil analysis. Oil samples are kept and water content test was conducted prior to oil sale from any well site, to provide our clients with qualified crude oil that meets the oil specification accepted by our clients. Our responsibilities in guaranteeing oil quality and various risk control measures are stated clearly in the jointly signed SPA.

To ensure minimal water content in the crude oil we produce, we employ a closed production process. During the primary recovery phase of our oil wells, the underground pressure in the oil reservoir is sufficient to displace hydrocarbons (oil along with associated gas) from the reservoir up to the surface, hence additional energy or water are not needed at this stage. Nonetheless, we install oil-gas-water separator to separate gas and water from oil. With the increasing amount of oil extracted, the oil reservoir pressure decreases, water injection is then needed to raise the pressure of the oil reservoir at a later stage.

原油質量

原油含水量是油氣行業的一個重要參數，直接影響原油質量。我們的客戶非常重視原油質量，並要求我們的原油達到國際機構及能源部的油樣分析結果。為此，本集團保證所售原油均符合油樣分析結果，並在任何井場進行原油銷售前都會保留油樣並對其進行分析，向客戶提供符合要求的合格原油。我們在與客戶共同簽訂的原油買賣協議中明確列明我們在保證原油質量方面的責任和各項風險控制措施。

為盡量降低我們生產原油的含水量，我們採用密閉生產流程。在石油開採初期，油藏的地下壓力足以將油氣(石油及伴生氣)從油藏噴出地表，因此在這階段不需要額外使用能源或水進行石油開採。儘管如此，我們安裝了油氣水分離器將天然氣及水分與原油分開。隨著原油採收量增加，油藏的壓力降低，我們則需於較後的生產階段向油井注水以提高油藏壓力。

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We employ a multi-level inspection strategy on our crude oil quality. In first place, CIMP invites internationally notable third-party inspection agency to conduct oil analysis on crude oil quality. Findings of the inspection are recorded in a report and are issued to our clients. Prior to selling oil to our clients, we perform laboratory tests at our well site to confirm that the water content of crude oil meets the specifications accepted by our clients.

Apart from stringent quality control measures, we also use an oil tank surveying rod as measurement before and after oil loading to inform clients of the exact quantity transferred.

Case Study – Regular inspection by the DOE of the Philippines

案例研究 – 菲律賓能源部定期進行井場檢查



我們採取多層次的策略進行原油質量檢驗。首先，我們邀請國際知名第三方檢驗機構對原油質量進行分析。所有檢驗結果已透過報告形式向客戶匯報。在向客戶銷售原油之前，我們會在井場進行實驗室測試，以確保原油含水量符合客戶的要求。

除了嚴格的質量控制措施外，我們還使用儲油罐液位計在裝油前後進行測量，以告知客戶準確的原油輸送量。

Representatives of the DOE of the Philippines conduct quarterly inspection on the Group's well sites, with the intention to understand the production situation, and the difficulties came across by the Group. They also visit the local communities of Alegria, to give them updates of the operations, serving as a bridge between the Group and the local communities. The inspection also provides opportunities for us to maintain continuous engagement with local municipalities, to ensure that all concerns are appropriately addressed, safeguarding a smooth operation of our projects.

為了解井場的生產情況和營運困難，菲律賓能源部代表每季度對本集團的井場進行檢查，並到Alegria市為當地居民提供最新的井場生產情況，作為本集團與當地社區之間的溝通橋樑。檢查活動亦為我們提供了與當地政府持續溝通的機會，讓所有問題都能夠妥善處理，確保我們的項目能夠順利進行。

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Client Relationship

We build and maintain strong client relationship with transparency and honesty. To protect the rights of our clients, if they discover any nonconformity with regard to crude oil specifications, be it a safety issue or a product defect, clients can report to us within thirty days to request for product recall. During the Reporting Period, the Group amicably negotiated with our clients to find solutions in case of complaints regarding our crude oil products and services, and no products were recalled. Should any complaint arise, we will actively communicate with clients and handle complaints in a proper manner. Complaints concerning the quantity and quality of crude oil are resolved based on the results of the tests conducted by third party.

The Group ensures that client data is not divulged or used for inappropriate purposes. Employees entered into the Confidentiality Agreement during their employment, which they are restricted from using or disclosing any trade secrets or confidential information relating to business or affairs of the Group or our clients. During the Reporting Period, the Group neither experienced any customer data leakage nor received any complaints about inappropriate use of customer information.

The Group has not carried out any advertising and labelling activities, hence advertising and labelling matters are not applicable to the Group during the Reporting Period.

客戶關係

我們維持高透明度並以誠實的態度與客戶建立並保持良好的關係。為保障客戶的權利，若他們發現任何因安全或產品缺陷問題而導致原油不符合規格的情況，客戶可以在30日內向我們報告並要求我們召回產品。於本報告期內，本集團與客戶友好協商，在客戶對我們的原油產品和服務有意見時共同尋找解決方案，目前沒有召回任何產品的情況發生。若我們接獲投訴，我們將積極與客戶溝通，妥善處理投訴。有關原油產量和質量的投訴，我們將依據第三方測試結果與客戶進行溝通，以解決相關投訴問題。

本集團確保不會洩露客戶的信息或用於不當目的。員工在任職期間簽訂保密協議，不得使用或披露與本集團或客戶事務相關的任何商業秘密或機密資料。於本報告期內，本集團沒有發生任何客戶信息洩漏事件，亦沒有收到任何有關不當使用客戶信息的投訴。

由於本集團並沒有進行任何廣告及標籤活動，因此，於本報告期內廣告及標籤事宜並不適用於本集團。

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2.3. Working with Our Suppliers

The Group maintains strong relationships with our suppliers and contractors as we believe that the success of our business links inextricably to the performance of our supply chain, and by leveraging supply chain relationships, opportunities for innovative and better ways in managing our business operations can be explored.

The Group currently adopts the procurement management guidelines set forth by industry leaders, PetroChina Company Limited (“PetroChina”) and China Petroleum & Chemical Corporation (“Sinopec”), requiring contractors and suppliers of equipment and products for oil and gas exploration and production to be within the supplier database of PetroChina and Sinopec. Our transparent procurement process ensures that appropriate contractors and suppliers are selected in an open, fair, just and honest manner with their qualifications verified.

During the selection of a drilling contractor, we first check if potential contractors have in place drilling equipment that is capable of carrying out drilling activities according to our well designs. Next, we conduct review on their past project experience to ensure that their team members are competent at the job to be performed. We aim to work with suppliers that are environmentally and socially responsible, while balancing cost optimization. We require our suppliers to hold corresponding certifications such as the ISO 9001 Quality Management System, ISO 14001 Environmental Management System, OHSAS 18001 Occupational Health and Safety System, and other qualifications that deemed necessary by the industry.

2.3. 與我們的供應商合作

本集團相信業務的成功與供應鏈的表現密不可分，因此我們透過供應鏈的合作關係，創新方式的探索和業務營運管理方法的優化，保持與供應商及承包商的良好合作關係。

本集團目前採用行業領導者中國石油天然氣股份有限公司(「中石油」)和中國石油化工股份有限公司(「中石化」)制定的採購管理指引，要求承包商及提供油氣勘探及生產的設備和產品的供應商必須在中石油和中石化的供應商名單中。我們以透明的方式開展採購工作，確保在公開、公平、公正和誠實的方式下選擇合適的承包商及供應商，並對其資質進行核實。

在選擇鑽井承包商時，我們會首先確認潛在承包商的鑽井設備是否具有依照我們鑽井設計進行鑽井工作的能力。其後，我們將審視他們過往的項目經驗，以確保團隊成員能勝任工作。我們期望在尋找對環境和社會負責任的供應商及成本優化中找到平衡。我們要求供應商持有相關認證，如ISO 9001質量管理體系、ISO 14001環境管理體系、OHSAS 18001職業健康安全體系等，以及其他行業特定及必要的資格。



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In order to reduce the adverse environmental impacts that our purchased products may bring about, we encourage green procurement in our daily operation, and do our part in maximizing the use of environmentally preferable products whenever possible. We try our best to procure products that do not contain substances that are corrosive or toxic, protecting our land and water from being contaminated.

We conduct assessment with our suppliers annually to ensure relevant requirements are met, all suppliers passed the assessment during the Reporting Period. As we continue to evolve and grow our business, we will gradually develop our own guideline in managing our supply chain.

2.4. Integrity and Honesty

The Group adopts a zero-tolerance attitude towards bribery, extortion, fraud and money laundering, and strictly complies with relevant laws and regulations that have a significant impact on the Group's operations in the Philippines. Please refer to Appendix 1 for the list of relevant laws and regulations.

Measures were undertaken to prevent and combat corruption, and are indicated clearly in our Employee Handbook, the SPA and the business contracts, which our employees, clients, contractors and suppliers are clearly informed of. We actively promote workplace integrity, where under no circumstances can our employees solicit or accept any kinds of benefits from our clients, contractors, suppliers or other persons that have business relationship with the Group, nor offer any kinds of advantage to any person or company for the purpose of obtaining or retaining business. Employees breaching these rules will be subject to disciplinary action.

為減少我們採購的產品可能對環境造成的負面影響，我們在日常營運中鼓勵綠色採購，並盡可能使用環保產品，購買不含有腐蝕性或毒性的產品，以保護我們的土地和水免受污染。

我們每年對供應商進行評估，以確保供應商滿足相關要求。所有供應商在本報告期內都通過了評估。隨著我們業務的不斷發展和壯大，我們將逐步制定本集團的供應商管理指引以管理供應鏈。

2.4. 操守和誠信

本集團對賄賂、勒索、詐騙和洗黑錢等行為持零容忍態度，嚴格遵守對本集團在菲律賓營運有重大影響的相關法律及法規。詳情請參閱附錄一：法律和法規清單。

我們透過《員工手冊》、原油買賣協議及商業合同明確向員工、客戶、承包商及供應商說明本集團於預防和打擊腐敗方面採取的措施。我們積極倡導職場誠信。在任何情況下，我們的員工都不能夠從我們的客戶、承包商、供應商或與本集團有業務關係的第三方索取或接受任何形式的利益，也不能為獲得或保留業務而向任何人或公司提供任何形式的利益。若發現員工違反上述規則，本集團將採取相應的紀律處分。

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During the Reporting Period, the Group did not receive any allegation against the Group or its employees of bribery, extortion, fraud and money laundering that would have a significant impact on the Group. No whistleblowing disclosures related to anti-bribery and anti-corruption were received.

於本報告期內，本集團沒有接獲對本集團及其員工提出與賄賂、勒索、欺詐及洗黑錢等相關並對本集團產生重大影響的指控，亦沒有接獲有關賄賂和貪污的舉報。

3. Safety and Environmental Protection

In our daily operations of crude oil production, safety is of the utmost importance, and is the foundation of everything we do, which is why it continues to be our top priority. We are committed to keeping our employees, contractors and the environment safe. Hence, the Group has established the Health, Safety, Security and Environment (“HSSE”) Policy, and has been implementing thoroughly into every stage of our operation.

The Group regards HSSE as the main approach to achieve sustainable operations, and firmly believes that an intertwining relationship exists within the Group’s HSSE performance, operational efficiency, employee morale and financial success. Therefore, we take a zero tolerance attitude towards work practices that are unsafe and may risk injury to a person or damage to the environment and our property.

The HSSE Policy outlines the Group’s HSSE management structure, emergency response plans (“ERPs”), safety prevention and protection measures, employee health management measures, environmental protection measures, security plans, etc. In addition, the Policy requires the HSSE department to formulate a project specific HSSE plan for all projects of the Group, and to be implemented by respective HSSE personnel.

3. 安全及環境保護

在我們的日常原油生產過程中，安全是最重要的，也是我們工作的基礎。本集團一直以確保員工、承包商及環境的安全為我們的首要任務。因此，本集團制定了健康、安全、安保和環境(「HSSE」)政策，並已將該政策貫徹實施於我們的日常營運中。

本集團視HSSE為實現可持續營運的重要手段，堅信本集團的HSSE績效與營運效率、員工士氣及企業業績有著密不可分的關係。因此，我們絕不以不安全且可能對人身造成傷害，或對環境和財產造成損害的方式工作。

HSSE政策明確說明本集團的HSSE管理架構、各項應急預案、安全預防及保護措施、員工健康管理措施、環境保護措施、安全計劃等。此外，該政策列明HSSE部門需為本集團所有項目制定合適的HSSE方案，並由HSSE負責人員執行。



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We require our employees to comply with the HSSE Policy at all times. Contractors, suppliers and any third-party personnel working at the Group's project sites are required to conduct works in a manner which is in compliance with the HSSE Policy, as well as the policies of their respective companies. Trainings are provided to all employees and contractors to equip workers along the production line with specialized skills to solve HSSE-related problems. Corresponding prevention and protection measures could then be implemented to protect all workers' health and safety as well as the environment. The Group will review its HSSE Policy and procedures whenever necessary, which revised policies and procedures will be communicated to all concerned through meetings and trainings.

During the Reporting Period, no major accidents related to production safety occurred and no adverse environmental impacts were caused by the Group.

我們要求員工時刻遵守HSSE政策。同時，我們亦要求承包商、供應商及所有在本集團項目現場工作的第三方人員在開展工作時，都必須符合HSSE政策及其公司相關政策。我們向所有員工和承包商提供培訓，讓生產線上不同崗位的工作人員都具備專門技能以解決HSSE相關問題，從而實行相應的預防及保護措施，保障所有工作人員的健康及安全，同時保護生態環境。本集團將在有需要時審查和更新其HSSE政策及程序，並通過會議和培訓向有關人士傳達修訂內容。

於本報告期內，本集團沒有發生與安全生產相關的重大事故，也沒有對環境造成重大負面影響。

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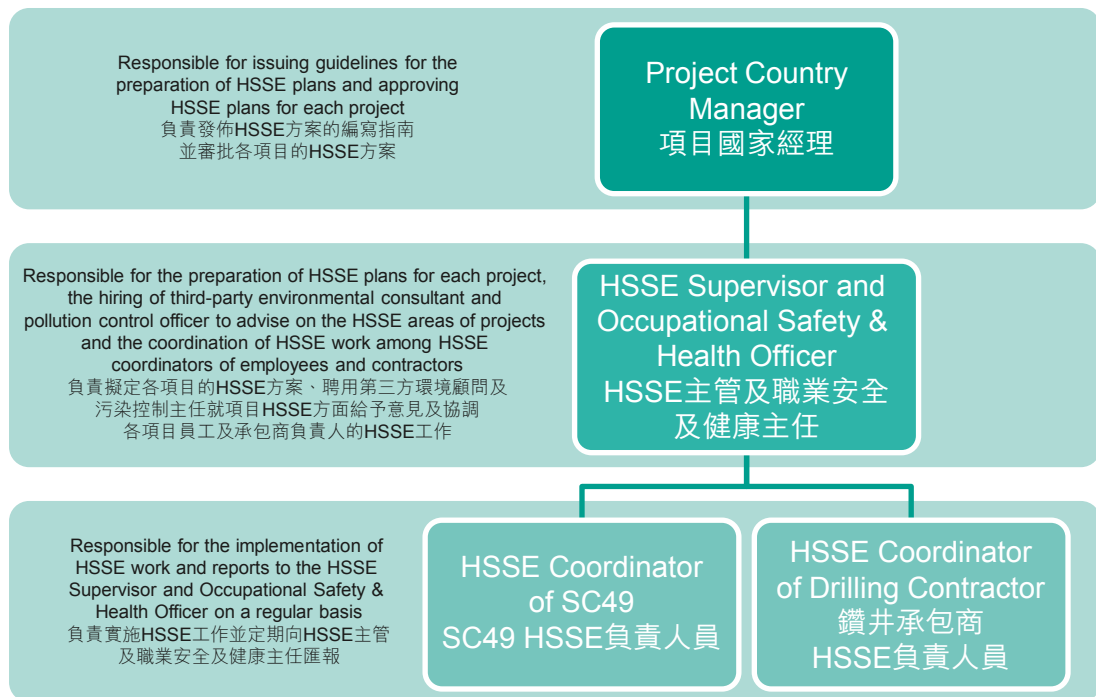
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3.1. HSSE Management HSSE

The Group established an HSSE management structure, in which the responsibilities of each level is clearly defined.

3.1. 管理

本集團建立HSSE管理架構，明確各層級的責任。





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3.2. Employees' Health and Safety

The Group commits to protecting the health and safety of our employees and contractors, and continues to strengthen the safety culture among the people we work alongside with, strictly complying with laws and regulations that have a significant impact on the Group's operations in the Philippines in relation to providing a safe working environment and protecting employees from occupational hazards. Please refer to Appendix 1 for the list of relevant laws and regulations. During the Reporting Period, the Group did not violate relevant laws and regulations nor received any complaints relating to occupational health and safety that have a significant impact on the Group.

Human error is often considered as the cause of accidents, yet when analyzed in a macro perspective, systems and processes deficiencies may be the roots of the problem, hence, we place emphasis in establishing and continuously perfecting our systems and processes to prevent accidents and minimize losses.

3.2. 員工健康與安全

本集團致力於保護員工及承包商的健康及安全，並不斷提高他們的安全意識。本集團嚴格遵守對本集團在菲律賓營運有重大影響並與提供安全工作環境及保障員工避免職業性危害相關的法律及法規。詳情請參閱附錄一法律和法規清單。於本報告期內，本集團沒有違反相關的法律和法規，亦沒有收到任何對本集團在職業健康和安全管理方面有重大影響的投訴。

人為失誤經常被認為是事故發生的主因。然而，從宏觀的角度分析，系統和流程上的缺陷可能是問題的根源。因此，我們專注於建立和不斷完善我們的系統和流程，以防止事故發生並盡可能減低損失。

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Safety Measures

The HSSE Policy of the Group provides a clear framework for the implementation of prevention and protection measures, and also outlines various tools for detailed documentation and comprehensive analysis. The below table outlines examples of the measures taken.

安全措施

HSSE政策為本集團實施預防及保護措施提供明確的框架，同時列出用於詳細記錄和進行全面分析的各種工具。下表概述了部分本集團採取的措施。

Purpose 目的	Measures 機制
Prevention 預防	<ul style="list-style-type: none"> Jobs Safety Analysis 工作安全分析 Permit to Work System 工作許可證制度 Safety Drills (fire, toxic gas leakage, etc.) 安全演練(包括火災、有毒氣體洩漏等安全演練) Safety training 安全培訓 Safety warning signs 安全警示標誌
Protection 保護	<ul style="list-style-type: none"> Requesting pre-employment physical examination 要求進行就職前身體檢查 Providing regular and as-needed physical examinations 提供定期和專項身體檢查 Supply of personal protection equipment 提供個人防護裝備 Providing first aid kits in project sites 在項目現場提供急救箱

Preventive and protection measures are both vital in protecting our people from accidents, and are being put into practice intertwiningly during our daily operations. Preventive measures enable us to avoid risks whereas protection measures help us to reduce and manage risks.

預防及保護措施對於保障員工免受事故傷害至關重要，我們已於日常營運中貫徹實施相關措施。預防措施能讓我們避免風險，而保護措施有助於我們減低和管理風險。



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In terms of preventive measures, we implemented programs and dispatch responsible personnel to perform checks to identify HSSE problems and potential hazards at well sites every two hours, and require rectification within a short period of time. The project supervisor also prepares a full HSSE report that includes the evaluations of various hazards upon the completion of each well drilled, and is provided to on-site workers to foster their understanding of the safety issues at each project site.

Apart from the identification and handling of potential hazards, we also ensure that our employees and contractors are competent by ensuring that they are in possession of the necessary knowledge and skills for completing assigned tasks. For example, we implemented the Permit to Work System to ensure that employees and contractors have a clear understanding of the nature of tasks at hand, as well as the potential hazards and risks involved. Meanwhile, we offer a comprehensive medical system to our employees, requiring each of our employees to be medically examined prior to employment and regularly during employment for assessment of their fitness for work. In case of any abnormalities of employees' health, we will make corresponding work adjustments as early as possible.

Safety trainings are provided to employees regularly, following with a test to ensure relevant safety skills and knowledge acquired. Drills on fire protection, gas detection and hazardous material handling are conducted with employees on a regular basis.

在預防措施方面，我們實施計劃並安排負責人每兩小時對井場進行檢查，以識別與HSSE相關的問題和潛在危害，並要求各單位在短時間內進行整改。在每次鑽井完成後，項目主管將為現場工作人員準備一份完整的HSSE報告，其中包括對各種危害的分析及評估，務求加深他們對各項目現場的安全問題的理解。

除識別和處理潛在危害外，我們還確保員工和承包商具備完成工作所需的知識和技能。例如，我們實施工作許可證制度，以確保員工和承包商清楚了解工作性質，以及所涉及到的潛在危害和風險。另外，我們為員工提供全面的醫療體系，要求每位員工在入職前和入職後定期進行身體檢查，以評估其是否適合執行有關工作。如員工健康出現異常情況，我們會盡快為該員工做出相應的工作調整。

我們定期向員工提供安全培訓，並於培訓後安排考試，以確保員工獲取安全相關的技能和知識。本集團定期與員工進行防火、氣體檢測、危險物料處理等演練活動。

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The employees of CIMP performed first aid drill.
CIMP員工進行急救演練。



The safety and environmental warnings of the Polyard-2 oil well of CIMP.
CIMP Polyard-2 油井外設置安全環保警示。



The employees of CIMP learned to use the fire extinguisher.
CIMP員工學習使用滅火器。



The employees of CIMP performed a fire emergency drill.
CIMP員工進行消防演練。





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The Group maintains a two-way communication with our employees and contractors, with an overarching aim to develop their safety awareness. We conduct HSSE meetings at least once a week, requiring all on-site workers and contractors to attend, for the purpose of reviewing existing HSSE policies and procedures, investigating accidents or potential accidents and bringing up new HSSE issues. We also require contractors to report regularly on relevant HSSE issues at project sites. Under all circumstances, contractors are obligated to report all HSSE events or incidents to the Group.

Emergency Response Plan (“ERPs”)

The Group has identified major threats that will affect our operation as well as the health and safety of our employees, for instance, well blowouts, release of flammable and toxic gases, etc. In the face of these potential threats, we have developed ERPs for major potential hazards to provide clear guidelines to responsible personnel in case of emergencies.

Case Study: Blowout prevention

Blowouts, an uncontrolled flow of gas, oil or other releases of fluids into the environment, have been identified as one of the major hazards in the oil and gas industry. Apart from the contamination of water, land and ecosystems, blowouts are closely related to massive fires and huge explosion, which are both major hazards that may cause serious casualties.

本集團與員工和承包商保持雙向溝通，並以培養他們的安全意識為首要目標。我們每週舉行不少於一次的HSSE會議，並要求所有現場工作人員和承包商參加。會議旨在審視現有的HSSE政策和程序，對事故或潛在事故進行調查，並針對新的HSSE問題進行討論。此外，我們要求承包商定期報告項目現場的HSSE問題。在任何情況下，承包商有義務向本集團匯報所有與HSSE相關的事項或事件。

應急預案

本集團已識別出對我們日常營運和員工的健康及安全構成重大威脅和影響的元素，其中包括井噴、易燃和有毒氣體的洩露等。我們已針對重大潛在危害制定應急預案，在緊急情況下為負責人員提供明確的指引，以面對這些潛在風險。

案例研究：預防井噴

井噴是指氣體、原油或其它流體不受控制地流入環境中，並已被確定為油氣行業的重大危害之一。井噴除了對水源、土地和生態系統造成污染外，還可能引起巨大的火災和爆炸，兩者皆為有機會造成嚴重傷亡的重大危害。

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Types of measure 措施類型	Measures 措施
<p>Management 管理</p>	<ul style="list-style-type: none"> • Blowout drill 井噴演練 • Emergency response plan 應急預案 • Regular revision in systems and procedures 定期修訂系統和程序
<p>Technology 技術</p>	<ul style="list-style-type: none"> • Pressure detectors 壓力探測器 • Blowout preventer 防噴器 • Relief well 減壓井

Risk management plays a critical role in blowout prevention. The ERPs for blowouts are prepared and communicated with responsible personnel. On-site workers across project sites are required to participate in the regular blowout drills, and their performance in the drill are evaluated.

風險管理在預防井噴中起著至關重要的作用。我們已制定井噴事故應急預案，並已與負責人員進行培訓。我們要求所有項目現場的工作人員參與常規井噴演練，並對他們的演練表現進行評估。



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In the event of an emergency, the Group will immediately form an Emergency Response Organization, comprising of the Country Manager, the Project Manager and Managers across departments, to consolidate and direct all activities embodied in the ERP. The Emergency Over-all Chairman (“EOC”) oversees the operation during emergencies and sought external support, whereas the Emergency Coordinator (“EC”) takes full responsibility in issuing and implementing orders from the EOC to departments. The first priority that the EC considers is a safe evacuation. Next, rescue and recovery plans will be developed, and will first be undertaken by well-trained employees who are knowledgeable in using the emergency equipment and have first-aid skills. EC coordinates various departments to undertake their corresponding responsibilities during an emergency.

Meanwhile, we also harness technology for blowout prevention. Pressure detectors are installed at all wells to allow early detection of any undesired pressure formation. A blowout preventer is integrated into our drilling system, acting as a lid and shuts down a well if the flow of fluid is detected to be out of control. A relief well is drilled if a blowout cannot be controlled from the surface, to intercept with the concerned well by generating a hydrostatic pressure by injecting high-density fluids into the well, effectively shutting down the flow of fluid in the concerned well.

During the Reporting Period, no blowouts were reported across project sites.

在發生緊急事故時，本集團將即時成立應急工作組，由國家經理、項目經理及跨部門的經理組成，負責從應急預案中整理適當內容並給予明確指示。應急總指揮負責監督緊急情況下所採取的行動並尋求外部支援，而應急協調員則全面負責向各部門發佈和執行應急總指揮的指示。應急協調員的首要任務是協助在場人士安全地撤離現場。隨後，應急協調員將制定救援和恢復計劃，並會先指派已受訓、熟悉應急設備和具有急救技能的員工執行計劃。應急協調員將協調各部門在緊急情況下承擔相應職責。

除了人力資源的協調外，我們也適當地利用技術預防井噴。我們已在所有油井安裝壓力探測器，以便及早探測異常的地層壓力。同時，我們已安裝防噴器，並與鑽井系統結合，在檢測到地層中流體失控地湧出時作為井口蓋關閉油井。如未能從地表控制井噴，我們將開鑽減壓井並注入高密度流體，讓井內產生流體靜壓以停止相關井口的流體流動。

於本報告期內，本集團沒有接獲項目現場有關井噴的報告。

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Transportation of Oil

Apart from requiring our employees and contractors to put safety measures in place, we also require our clients to undertake safety responsibilities during oil transportation. Although our clients take full responsibility for the transportation of crude oil, the Group has nonetheless established the *CIMP General Rules on Hauling of Crude Oil* and has outlined relevant requirements in the SPA. Rules and requirements for tanker lorry's preparation before leaving the well sites are stipulated, which include the rules for loading and assaying, and the requirements for HSSE and other operations, achieving perfection in both hardware and software to prevent the occurrence of any oil leakage accident. Our clients or workers of the transportation company fully implements the HSSE policies we put forth, and join hands with us in ensuring a safe and quality crude oil transportation process.

Our clients are responsible for all means of transportation of crude oil, and comply with all applicable laws and regulations with required licenses obtained. We require our clients to employ personnel qualified in the transportation of dangerous goods to operate vehicles used for hauling crude oil. To ensure the safety of the operators, all personnel involved in the loading process had received safety trainings, passed relevant tests and gone through fire emergency drills, and are protected with qualified anti-static overalls and safety helmets during the oil delivery process. To prevent fire caused by static electricity, the loading speed is controlled by the operator to slow down the motion and hence to reduce the rate of static generation.

原油運輸

除了要求員工和承包商實施安全措施外，我們還要求客戶在原油運輸過程中履行安全方面的責任。儘管原油運輸由我們的客戶負責，本集團仍嚴格規範油罐車於出庫前的準備，制定了《CIMP原油裝車出庫規範》並於原油買賣協議中列明相關要求，包括原油裝車及化驗分析方面的規定，以及HSSE及其他操作方面的要求，務求在硬件及軟件上都做到盡善盡美，防止任何原油洩漏的事故發生。我們的客戶或運輸公司的員工全面執行我們的HSSE政策，與我們攜手確保安全及優質的原油運輸過程。

我們的客戶負責決定原油運輸的方式，並確保其運輸方式遵守所有適用的法律及法規同時取得必要的許可證。我們要求客戶聘用具備危險品運輸資格的人員駕駛及操控油罐車。為保障操作人員的安全，所有參與原油裝車過程的人員都已接受安全培訓，通過相關考試，並參與消防應急演練。同時，我們在原油輸送過程中為操作人員提供合規格的防靜電工作服及安全帽，以保障他們的安全。為防止靜電引發火災事故，操作人員會控制原油裝車速度，以降低摩擦速度及減緩靜電的產生。

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Case Study – Preparation before oil loading 案例研究 – 原油裝車前準備



Prior to loading oil to client's tanker lorries, we check if the vehicle is clean and in good conditions. We also check if necessary equipment are in place, for example the fire equipment, anti-static ground devices, etc., adhering to the requirements for fire and explosion prevention.

在向客戶的油罐車裝載原油前，我們對車輛進行檢查，以確保車輛清潔且處於良好狀態。同時，我們檢查油罐車設備如防火、防靜電等設備，確保裝備齊全且符合防火防爆要求。

During the Reporting Period, the Group has not received any reports of improper handling of crude oil during the hauling of crude oil at the project sites.

於本報告期內，本集團沒有接獲任何關於項目現場原油裝車過程不當的報告。

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Security at Well Sites

Apart from the safety measures and trainings applied in the crude oil production process, the Group also places immense importance to the security work of well sites. The Group formulated a security plan of well sites to prevent anyone from trespassing to or interfering with work at the well sites, ensuring our operation are carried out in a safe environment. The Group has coordinated with the local police to patrol the well sites on a weekly basis and has conducted monthly security meetings with them. Additionally, taking advantage of local residents' familiarity with the local community, the Group employs them as well site security guards to effectively prevent any illegal trespassing of strangers. During the Reporting Period, no incidents related to well site security occurred.

CIMP coordinated with the local police to patrol the well sites on a weekly basis.
CIMP 協調當地警察每週在井場巡邏。



井場安保

除應用在原油生產過程中的安全措施及培訓外，本集團亦十分重視井場的安保工作。本集團制定井場的安保規定，防止任何人非法侵入或干擾油田工作，以確保油田能夠在安全的環境下運行。本集團已協調當地警察每週在井場巡邏，並每月與警隊進行安全會議。此外，本集團聘用當地居民擔當井場保安的角色，利用他們熟悉當地居民的優勢，更有效地防止任何陌生人的非法入侵。於本報告期內，本集團沒有發生任何與井場安保有關的事故。

CIMP employed local residents as well site security guards.
CIMP 聘用當地居民擔當井場保安的角色。





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3.3. Environmental Protection

The oil and gas industry has long faced heavy scrutiny regarding its potential impacts on the environment, and it is incumbent upon us to improve our environmental performance and reduce the environmental impacts of our operation, especially our impacts to the local environment. The Group thus formulated environmental policies and procedures as an integral part of the HSSE Policy, and strives to drive transformational changes in our operations through innovation, with the aim to avoid, minimize and mitigate any potential impacts.

During the Reporting Period, the Group was principally engaged in the extraction and production of oil and gas, which oil hauling and oil loading to client's tanker lorries were the major activities involved, and well drilling and testing were not involved. Thus, our main environmental impacts are the direct greenhouse gas ("GHG") emissions from the flaring of the associated gas produced in our oil wells and the operation of equipment at well sites with diesel fuel, as well as the indirect GHG emissions generated from purchased electricity. Since no drilling activities were conducted during the Reporting Period, wastes such as drilling fluids and drill cuttings were not produced, with domestic waste being the only type of waste generated from our project sites. Meanwhile significant consumption of water resources was not required.

3.3. 環境保護

長久以來，油氣行業對環境的潛在影響一直受到各方密切關注。我們責無旁貸，努力提升我們環境方面的表現，降低日常營運對環境的影響，尤其是對當地環境的影響。本集團制定環保政策及程序，作為HSSE政策的一部分。本集團努力通過創新的方式，推動營運中的轉型變化，旨在避免、減少和減輕任何潛在影響。

於本報告期內，本集團專注於油氣開採和生產，主要向客戶的油罐車裝載原油，並沒有進行鑽井或試井活動。因此，本集團的主要環境影響來自於對油井中伴生氣進行火炬燃燒及在井場使用柴油驅動設備所產生的直接溫室氣體排放，以及外購電力所產生的間接溫室氣體排放。由於本集團並沒有於本報告期內進行鑽井活動，因此沒有產生鑽井液及鑽屑等廢棄物，而生活垃圾則為我們項目現場唯一產生的廢棄物類型；同時，本集團於報告期內並沒有消耗大量水資源。

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The Group has been putting immense efforts to address our environmental impacts. As stipulated in our HSSE Policy, we require all personnel conducting operation at our project sites to give full consideration to environmental protection by requiring all projects to make plans to minimize waste and use natural resources efficiently. Furthermore, we also conduct an environmental assessment annually to get hold of the potential environmental hazards and impacts within our operations.

CIMP was issued an Environmental Compliance Certificate (“ECC”) by the DENR in 2015 prior to operation, with required permits obtained and renewed from time to time, which are the Permit to Operate, Hazardous Waste Generator ID and Discharge Permit. As our contractors and clients are involved in the crude oil extraction and production activities, we also request them to hold relevant environmental permits. The Group complies with laws and regulations related to air and GHG emissions, discharges into water and land, and generation of waste that have a significant impact on the Group’s operations in the Philippines. Please refer to Appendix 1 for the list of relevant laws and regulations.

本集團一直致力減輕我們對環境的影響。根據HSSE政策規定，我們要求所有項目制定減少浪費和提高自然資源利用率的計劃，務求讓所有在項目現場作業的人員充分考慮環境保護因素。此外，我們每年進行一次環境評估，以了解我們營運中的潛在環境危害及影響。

二零一五年，CIMP在開始營運前獲環境及自然資源部頒發環境合規證書，並獲得了所須的許可證，包括操作許可證、危險廢物源ID及排污許可證，同時定期延續許可證以確保有效性。由於我們的承包商和客戶均有參與原油開採和生產活動，我們亦要求他們持有相關的環境許可證。本集團遵守有關廢氣排放、溫室氣體排放、向水及土地排放及廢棄物產生並對本集團在菲律賓營運有重大影響的相關法律及法規。詳情請參閱附錄一法律和法規清單。



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In addition, random inspections are carried out by the DENR to monitor the project site's environmental protection work. During the Reporting Period, the Group was not notified of any non-compliance with environmental regulations nor received complaints relating to environmental protection that have a significant impact on the Group.

Managing Our Environmental Impacts

GHG Emissions

The Group understands that the challenges and risks posed by climate change requires joint action from countries, hence we are proactively seeking ways to reduce emissions from our operations.

Flaring is conducted at our project sites, where associated gas is combusted to prevent the accumulation of gas within the equipment that may pose a potential danger to on-site workers. Flaring is also designed to ensure maximum combustion in an environmentally sustainable manner. Since methane is the main component of the associated gas in the oil well, the Group transforms methane (higher Global Warming Potential) into carbon dioxide (lower Global Warming Potential), reducing methane emissions. Besides, the Group is planning to fully utilize the associated gas by producing cylinders of LPG and selling them to Cebu market, further reducing unproductive flaring and GHG emissions.

此外，環境及自然資源部亦不定期對井場進行抽查，以監測項目現場的環境保護工作。於本報告期內，本集團沒有收到任何違反環境規例的通知，亦沒有收到與環境保護相關且對本集團有重大影響的投訴。

管理我們對環境的影響

溫室氣體排放

本集團明白，應對氣候變化帶來的挑戰和風險需要各國採取聯合行動。因此，我們正積極從營運中尋求減少排放的方法。

我們於項目現場對伴生氣進行火炬燃燒，以避免氣體在設備內積聚而對現場工作人員構成潛在危險。同時，火炬燃燒過程亦通過設計確保在環保及可持續的方式下進行最大程度地燃燒。由於甲烷為油井伴生氣中的主要組成部分，本集團通過火炬燃燒將擁有較高全球變暖潛能值的甲烷轉變為較低全球變暖潛能值的二氧化碳，減少甲烷排放。另外，本集團正計劃充分利用伴生氣，生產瓶裝LPG並銷售至宿霧當地市場，進一步減少非生產性的火炬燃燒和溫室氣體排放。

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Case Study – Installation of a flare gas flowmeter

案例研究 – 安裝火炬燃燒氣體流量計



The purchased electricity used by the Group was mainly used for lighting at our well sites and offices. We closely monitor our electricity consumption such that we could identify focused areas for energy saving and plan electricity reduction initiatives in the future. Apart from electricity consumption, the operation of equipment at well sites also uses diesel as energy source. We try to procure equipment that are technically compatible to local solar and wind energy as power sources, such that the consumption of diesel fuel can be reduced.

In order to manage our emissions from oil and gas exploration and production, and to meet DENR's requirements on an accurate measurement of the amount of associated gas flared, we installed a flare gas flowmeter during the Reporting Period to perform direct measurement of the amount of gas flared. The gas flaring system is installed hundreds of meters away from any residential houses.

為管理油氣勘探和生產過程中所產生的排放，同時滿足環境及自然資源部對於準確測量伴生氣的要求，我們於本報告期內安裝了火炬燃燒氣體流量計，直接量度伴生氣的燃燒量。整個火炬燃燒系統安裝在遠離民居數百米的地方。

本集團所購買的電力主要用於井場和辦公室照明。我們密切監控用電量，以便識別節能工作的重點領域，並於未來制定節能計劃。除了電力消耗外，本集團於井場上使用以柴油為燃料的設備。為減少柴油消耗量，我們嘗試採購與當地太陽能和風電技術相容的設備。

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The Group is well aware of the importance to manage the ecological environment of oilfields, and proactively promotes greening projects to foster a green environment. In support of the Green Philippines Master Plan led by the Forest Management Bureau of the Philippines, we plan to plant about 7,000 seedlings each year starting from 2018, and for the next 20 years of crude oil production, with employees volunteering to participate in tree planting activity, collecting seeds and conducting maintenance for planted trees. During the Reporting Period, we have planted a total of 7,500 trees as an effort to reduce GHG emissions.

Nursery established to grow seedlings for tree planting.

我們建設苗圃以培育幼苗及種植樹木。



本集團意識到油田生態環境治理的重要性，積極推動綠化計劃，營造綠色環境。我們支持由菲律賓森林管理局牽頭的綠色菲律賓藍圖計劃，從二零一八年開始每年種植約7,000棵幼苗，並在未來二十年原油生產期間持續進行種植。我們的員工自願參與植樹活動，包括收集種子及對樹木進行維護。於本報告期內，我們共種植了7,500棵樹，為減少溫室氣體排放而努力。

Trees planted by our employees around the Polyard-3 well site.

員工在Polyard-3井場周邊種植樹木。



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Wastes

The Group considers waste management as an important part of our resources management, which respective waste treatment and disposal methods are listed out in the HSSE Policy, requiring all personnel working at our project sites to follow.

During the preceding drilling activities, drill cuttings was one of the major types of wastes, which were produced by the grinding of rocks against the drill bit on the bottom of the well. Since we focused on the extraction and production of oil and gas during the Reporting Period, drill cuttings were not produced while domestic waste was the major type of non-hazardous waste generated from our well sites. Meanwhile, all procured materials used for well drilling and oil extraction were environmentally friendly and non-hazardous and are treated through burial, for example, the use of potassium formate in forming drilling fluid, and the use of bentonite in forming drilling mud. During the Reporting Period, the generation of hazardous waste was not material to the Group.

廢棄物

本集團視廢棄物管理為資源管理其中重要的一環，並要求所有在項目現場作業的人員根據HSSE政策中所列明的廢棄物處置方法執行。

鑽屑是在之前的鑽井活動中產生的主要廢棄物，由鑽井底部岩石和鑽頭研磨而成。由於我們在本報告期內專注於油氣開採及生產，因此沒有產生鑽屑，而生活垃圾則成為項目現場產生的主要廢棄物。此外，所有從外採購並用於鑽井和原油開採的物料均為環保及無害的物料，例如，用於形成鑽井液的甲酸鉀，及用於形成鑽井泥漿的膨潤土。於本報告期內，有害廢棄物的產生對於本集團而言的影響較少。

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Case Study – Proper treatment of different categories of waste

案例研究 – 妥善處理各類型廢棄物



Biodegradable wastes will be used for composting in the nursery located at well sites, whereas other non-hazardous wastes will be collected by the local garbage collector. Qualified hazardous waste service will be arranged to handle hazardous wastes.

Wastes produced by the Group are categorized into four main types, and are treated differently.

本集團產生的廢棄物主要分為四類，並有不同的處理方式。

- ✓ **Biodegradables (e.g. fruit and vegetable peelings, food leftover, etc.)**
可生物降解(如水果和蔬菜剝皮、廚餘等)
- ✓ **Recyclables (e.g. newspaper, aluminum cans, glass, etc.)**
可回收(如報紙、鋁罐、玻璃等)
- ✓ **Household hazardous waste (e.g. household batteries, etc.)**
家庭有害廢棄物(如家用電池等)
- ✓ **Residual wastes that are non-hazardous, non-compostable and non-recyclable (e.g. milk and juice cartons, plastic bags, etc.)**
非危險、不可用作堆肥、不可回收的殘餘廢物(如牛奶和果汁盒、塑膠袋等)

可生物降解的廢棄物將用於井場內的苗圃作堆肥用途，而其他無害廢棄物將由當地垃圾收集員進行收集。另外，我們安排合資格的服務商收集並處理有害廢棄物。

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The Group reuses the materials produced during operations whenever feasible to reduce waste. Repairable spare parts of equipment are stored for future usage.

Water

The Group recognizes the importance of long-term water management and water recycling as we consume water resources during oil and gas exploration to form drilling fluid, a lubricant used during drilling activities. Yet, no drilling activities were involved during the Reporting Period, but only the extraction and production of oil and gas. During the primary recovery phase of our oil wells, the underground pressure in the oil reservoir is sufficient to displace hydrocarbons (oil along with associated gas) from the reservoir up to the surface, hence additional energy or water were not needed at this stage, leading us to a 73% of reduction of water resources consumption as compared to 2018.

The Group was authorized by local government to use surface water for operation and did not come across with any problem in sourcing water. Although drilling activities were not conducted during the Reporting Period, we have been reusing drilling fluid in our treatment system by recirculating the drilling fluid, such that the usage of drilling fluid was optimized during all our drilling activities.

本集團在可行的情況下在生產過程中重複使用物料以減少廢棄物產生。同時，我們儲存可維修的配件以供將來使用。

水資源

本集團認同水資源長期管理和循環用水的重要性。我們在油氣勘探過程中利用水形成鑽井液，以在鑽井過程中增加潤滑度。然而，我們於本報告期內專注於油氣開採和生產，並沒有進行鑽井活動。在石油開採初期，油藏的地下壓力足以將油氣(石油及伴生氣)從油藏噴出地表，因此在此階段並不需要額外使用能源或水。因此與二零一八年相比，我們的水資源消耗量減少了73%。

本集團獲當地政府授權在營運中使用地表水，因此並沒有在取水方面遇到任何困難。雖然我們沒有在本報告期內進行鑽井活動，但我們一直在所有鑽井活動中以循環使用方式善用鑽井液。



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We understand that our daily operation can cause contamination to water, and have identified the major source of contamination to be the materials used in drilling, in particular those used in the formation of drilling fluid. Hence, we have been using non-hazardous substance to form drilling fluid. In order to further minimize impacts on local water bodies, the Group has integrated a wastewater treatment system into its drilling operations to ensure that the drilling fluids do not affect the water quality of the surrounding water bodies when discharged.

Minimizing Local Environmental Impact

We work hard to understand the environmental sensitivities in the areas where we operate with the aim to minimize environmental impact to the local neighborhood.

Avoiding Oil Spill

The Group designates our top priority to avoid oil spills, but even under the most stringent risk management, oil spills can still occur during drilling, delivery and storage stages. Oil spills can occur due to delivery pipeline and storage tank malfunctions, and the release of crude oil can cause fatal damage to the ecosystem and contaminate the land and sea. Hence, the Group actively works to prevent crude oil deposit releases through infrastructural improvements and the implementation of risk management strategies.

我們理解，我們的日常營運可能會對水造成污染。我們的主要水污染源自鑽井活動中所使用的物料，特別是用於形成鑽井液的物料，因此，我們一直使用無害物質來形成鑽井液。但為進一步降低鑽井液對當地水體的影響，本集團已在鑽井作業中加設廢水處理系統，以確保在排放鑽井液時不影響周圍水體的水質。

減少對當地環境的影響

我們努力了解營運地的環境和生態敏感地區，務求減少對當地環境的影響。

預防原油洩漏

預防原油洩漏為本集團的首要任務，即使在最嚴格的風險管理下，鑽井、運輸及儲存過程中仍有可能發生漏油事故。當輸送管道和儲油罐出現故障時亦可能造成原油洩漏，對生態系統造成嚴重損害並污染陸地和海洋。因此，本集團積極通過改善基礎設施及實施風險管理策略防止原油洩漏。

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The Group is committed to taking impactful actions to protect human life, infrastructure, property and environmental resources in oil spill incidents. An oil spill contingency plan is developed to ensure that a safe, timely, effective and coordinated response can be provided. The Group takes an active leadership role in the event of an oil spill and undertakes responsibilities for corresponding clean-up and environmental recovery programs. An onsite oil spill emergency response team is in place to handle all levels of spills which may occur at any phase of a project life cycle. The team is divided into the operation, planning and logistics subdivisions. The operation subdivision takes a leading role in resource identification, protection and treatment for contaminated areas and oily waste handling, whereas the planning and logistics subdivisions manage spills in coordination with the local government unit and other parties through the provision of equipment and trained personnel.

Case Study – Infrastructural improvements to prevent oil leak

To avoid oil spill in large scale, we have built dikes next to crude oil storage tanks and pipelines, to stop the flow of oil in case of any oil spill incidents.

During the Reporting Period, no oil spill was reported across project sites.

本集團致力於原油洩漏事故發生時採取有效行動保障人身安全、基礎設施、財產和環境資源。本集團已制定原油洩漏應急預案，確保在事故發生時能夠及時協調各單位實施安全、有效的應對措施。本集團在發生原油洩漏事故時積極發揮領導作用，並負責制定後續的環境清理和恢復計畫。本集團成立現場原油洩漏應急小組，負責處理項目生命週期任何階段可能發生的所有級別的漏油事件。該小組細分為行動、計劃和後勤三個部分。行動組於資源識別、保護和處理受污染地區，以及處理含油廢棄物的過程中擔任領導角色，而計劃與後勤組則負責與地方政府單位及各方協調處理漏油事故，並在有需要時提供設備及調派已受訓人員。

案例研究 – 改善基礎設施以防止原油洩漏

為防止大規模漏油事故發生，我們在儲油罐和輸送管道旁邊建設堤壩，以在漏油事故發生時防止原油大範圍流出。

於本報告期內，項目現場沒有發生原油洩漏事件。

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Well Cluster

The Group took into account environmental protection factors while designing oil wells to be drilled in 2020, and planned to incorporate cluster drilling technology into our well sites. In the past, straight-hole drilling technology was employed, which only one well can be drilled at a well site; if cluster drilling technology is employed, multiple wells can co-locate at one well site, cutting down the area of land to be drilled, and hence reducing destruction to surrounding environment. Meanwhile, the cluster drilling technology also enables optimization of oil production and possibly in a more cost-effective way.

Case Study – Cluster drilling technology 案例研究 – 從式井技術



從式井鑽探

本集團在設計二零二零年的油井鑽探時考慮環保因素，並計劃將從式井技術融入到油井鑽探設計內。過去，我們一直採用垂直鑽井技術，每一個井場內只鑽一口井。然而，從式井技術能於一個井場內鑽多口井，減少鑽井的土地面積，繼而減輕對周圍生態環境的破壞。同時，從式井技術能讓我們以成本效益較高的方式進行原油生產。

Instead of drilling only one hole straight down per well site, cluster drilling technology allows directional drilling of wells within one well site, cutting down the area of land to be drilled.

從式井技術使用定向鑽井方式在一個井場內鑽多口井，相比起在一個井場內只垂直鑽一口井減少了鑽井的土地面積。

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4. Caring for Our Employees

4.1. Employees' Rights and Benefits

Our people are our biggest asset and are essential to the Group's success, so we are creating a positive and empowering environment where our employees could unleash their potential and thrive. We are committed to developing a culture of trust and mutual respect, where we place emphasis on protecting our employees' rights and benefits, and at the same time, encouraging them to share their ideas and concerns, fostering strong engagement with our employees.

The Group enters into Employment Agreement with employees and has in place a comprehensive *Employee Handbook*, as an effective tool to communicate our policies on employees' rights and benefits with our employees, which covers information about recruitment and dismissal procedures, compensation and benefits, promotion and performance appraisal, etc., and are managed in strict compliance with relevant laws and regulations in the Philippines. Please refer to Appendix 1 for the list of relevant laws and regulations.

4. 員工關愛

4.1. 員工權益與福利

員工是我們最寶貴的資產，對本集團的成功至關重要。因此我們為員工創造一個正面的環境，讓他們能夠發揮所長並茁壯成長。我們致力於建立相互信任和尊重的文化，重視員工權益與福利的保障，同時鼓勵他們分享自己的想法和關注，強化與員工之間的緊密交流。

本集團與員工簽訂僱傭合約並已制定完善的《員工手冊》，作為與員工傳達有關員工權益政策的有效途徑。該手冊明確列明招聘和解僱程序、薪酬和福利、晉升和績效評估等信息，並嚴格按照菲律賓相關法律和法規進行管理。詳情請參閱附錄一法律和法規清單。



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Recruitment and Dismissal

The Group provides equal employment opportunity to all qualified persons without regard to creed, color, age, gender and region of origin, and embraces diversity in the workplace where our employees of various race, nationalities and education background work together. In the recruitment process, we ensure that all applicants are treated impartially and equally, and are only selected on the basis of education, work experience, compatibility with work culture and potential for future advancement. After completion of interview, the human resources (“HR”) manager and the project manager will recommend the best qualified applicant to senior management for approval. Besides, identity certificates of applicants are checked during recruitment and employment to prevent hiring child labor. In all cases of termination of employment, we comply with the due process requirements as stipulated by relevant laws and regulations in the Philippines to ensure lawful and reasonable termination of contract.

招聘和解僱

本集團為所有合資格人士提供平等就業機會，不因其信仰、膚色、年齡、性別和出生地區而給予差別待遇。我們為員工提供包容性的工作環境，讓不同種族、國籍和教育背景的員工一同工作。在招聘過程中，我們確保所有的應聘者都得到公正和平等的待遇，並只根據他們的學歷、工作經驗、工作文化兼容性和發展潛力進行選拔。面試結束後，人力資源經理和項目經理將向高級管理層推薦最合適的人選，以供批准。此外，我們在招聘和僱用過程中檢查應聘者的身份證明，以防止僱用童工。在任何終止僱傭關係的情況下，我們都遵守菲律賓相關法律和法規的正當程序要求，以確保解僱程序的合法合理。

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Compensation and Promotion

In order to attract and retain employees, the Group established a robust compensation management system and promotion system. Employees are remunerated with basic salaries and are given discretionary year-end bonuses according to their performance of the year. Performance appraisals are conducted annually to evaluate employees' abilities, performance and development potential, which serves as a basis for the Group to objectively determine any salary increase and promotions, and as a mean for employees to identify their strengths and areas for improvement, continuously enhancing their professional literacy. The Group recognizes the importance of a good performance evaluation system, and conducts extensive review on the system regularly to ensure that an objective and systematic basis for making HR-related decisions could be achieved.

Benefits and Welfare

In addition to a competitive salary, the Group provides employees with a comprehensive set of benefits as part of the compensation package. For instance, the Group established the hospitalization and medical benefits plan for employees in the interest of their personal health and wellness. We also provide our employees with extensive insurance coverage against accidents. Besides, free meal and accommodation are provided to project-based employees during their stay at the project sites.

薪酬和晉升

為吸引和留住員工，本集團建立了健全的薪酬管理體系和晉升制度。員工除了獲得基本工資外，亦將根據其年度表現享有酌情年終獎金。我們每年與員工進行一次績效評估，以評估他們的能力、績效和發展潛力，該評估亦作為本集團客觀決定任何加薪和晉升的依據，讓員工了解自身優勢和需要改進的地方，從而不斷提高職業素養。本集團認識到完善的績效評估體系的重要性，並定期對該體系進行全面檢討，以確保能夠在人力資源部進行相關決策時提供客觀和系統性的依據。

員工福利

除了提供具競爭力的薪酬外，作為薪酬組合的一部分，本集團還為員工提供綜合福利計劃。例如，本集團設有住院和醫療福利計劃，保障員工的健康。我們還為員工提供廣泛的意外事故保險。另外，項目員工在項目現場工作期間亦獲免費膳食和住宿。



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Working Hours and Holidays

The Group advocates employees to work in a productive and efficient manner, and discourages employees from working overtime. To avoid the occurrence of any forms of forced labor, employees need to seek for Department Head's authorization prior to working overtime, and are entitled to overtime pay when employees work in excess of eight hours during a regular working day. The Group sets out employees' work and rest periods in the Employment Agreement, in addition to statutory holidays, leaves relating to personal matters, such as examination leave and marriage leave are also granted by the Group.

The Group actively promotes work-life balance by organizing various recreational and sports activities from time to time, aiming to nurture an atmosphere of unity based upon fellowship and camaraderie, and their sense of belonging to the Group.

工作時間和假期

本集團提倡高效工作，不鼓勵員工超時工作。為避免任何形式的強制勞工，員工在超時工作前需征得部門負責人的同意。若員工在正常工作日工作超過8小時將獲得超時工作薪酬。本集團在僱傭合約內列明員工的工作及休息時間。除法定假期外，員工亦可享有事假(如考試假、結婚假等)。

本集團不時組織各種娛樂和體育活動，積極促進工作與生活的平衡，讓員工在促進友誼的基礎上營造出團結的氛圍，增進對本集團的歸屬感。

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During the Reporting Period, the Group did not receive any irregularity nor complaint relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, employee benefits and welfare, illegal child and forced labor that have a significant impact on the Group.

4.2. Building a Competent Workforce

We prioritize the development of each and every one of our employees, and sees investing in our employees essential for a sustainable growth of our business. In order to equip our employees with necessary skills and competencies for their job positions and to prepare them to take up works of higher complexity, our HR department develops a training plan each year taking into consideration employees' training needs. The training plan focuses on five aspects, which are occupational safety skills, production skills, laboratory analyst skills, sales management skills and health management. Please visit section 3.2 for details of the safety trainings held during the Reporting Period.

於本報告期內，本集團沒有發生或收到任何與薪酬和解僱、招聘和晉升、工作時間、休息時間、平等機會、多元化、反歧視、員工福利、非法僱用童工和強制勞工有關並對本集團產生重大影響的違規行為或投訴。

4.2. 建設優秀人才隊伍

我們重視每一位員工的發展，並將人力資源投資視作公司可持續發展的關鍵。為讓員工具備工作崗位所需的技能和能力，並為他們進行更複雜的工作做好準備，我們的人力資源部每年都會根據員工的培訓要求制定培訓計劃。培訓重點包括職業安全技能、生產技能、實驗室分析技能，銷售管理技能和健康管理五大範疇。請參閱章節3.2以了解本報告期內所舉辦的安全培訓。

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CIMP employees taking a break between their work tasks, enjoying a fresh coconut under the hot weather together.

CIMP員工在工作間隙休息，在炎熱的天氣下一起享用新鮮的椰子。



CIMP employees celebrated Christmas together, building a big warm family.

CIMP員工歡聚一堂，共慶聖誕佳節，營造溫馨大家庭。



CIMP employees went for a leisure hike, getting to know each other more in a harmonious and relaxed environment.

CIMP員工一起悠閒去遠足，在一個和諧、輕鬆的環境下互相加深了解。



CIMP employees celebrated the Sinulog Festival in Cebu.

CIMP員工在宿霧慶祝聖嬰節。



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Case Study – Providing production skills training to employees

案例研究 – 為員工提供生產技能培訓



Apart from the provision of work-related trainings, we also provide our employees with health management trainings, in face of the national outbreak of dengue fever epidemic and the outbreak of coronavirus pandemic in the Philippines. Relevant trainings on the prevention of these infectious diseases were provided, as well as a briefing on the measures adopted at the workplace, heightening employees' awareness on the potential risk of these diseases.

Furthermore, employees are encouraged to attend external training courses that are related to their job nature, which the costs regarding training fees and examinations will be covered by the Group.

To support our employees to adequately embrace the changes in the oil and gas industry, and maintain professional competence with knowledge and skills updated continuously, we regularly conduct production skills trainings, to train our technicians on the operation of various facilities at the well site. During the Reporting Period, we provided four production skills training to our employees that work at the well sites.

為讓員工適應油氣行業的變化，保持專業能力，並不斷吸收新知識和技能，我們定期舉行生產技能培訓，為我們的技術人員提供井場各種設施的操作培訓。於本報告期內，我們為井場員工提供了四項生產技能培訓。

除了提供與工作性質相關的培訓外，我們還為員工提供健康管理培訓，以應對菲律賓全國爆發的登革熱疫情和新冠病毒疫情。我們為員工提供預防上述傳染病的相關培訓，簡介在工作場所已採取的措施，以提高員工對傳染病潛在風險的認識。

此外，我們鼓勵員工參加與工作性質相關的外部培訓課程，培訓費用和考試費用將由本集團承擔。



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5. Close Community Connection

As the Group's operations involve activities carried out at well sites with residential communities nearby, we are exceedingly concerned about the views of the local population on our operations, as we understand that the lack of consultation and collaboration with local communities can lead to project delays and additional costs. Hence, to safeguard our license to operate, we have been reaching out to communities to listen and respond to their livelihood concerns genuinely and proactively, enhancing their livelihoods and making community development one of our priorities.

To enhance transparency and build trust, we organize the Information, Education and Communication ("IEC") campaigns regularly, to provide local residents a platform to express their views freely, as well as to understand the benefits and potential impacts that the project may pose on the local communities, providing them with a broader picture of our ongoing projects.

5. 緊密社區聯繫

本集團的日常營運活動在靠近民居的井場內進行，我們深刻明白缺乏與當地社區進行諮詢或合作將可能導致項目進度延誤和額外費用的增加，因此我們十分關注當地居民對項目的意見。為確保我們得到社區的認可，我們一直主動及真誠地聆聽及回應社區民生問題，務求改善居民的生活，把社區發展視為我們的首要任務之一。

為提高透明度並與當地居民建立互信，我們定期舉辦信息、教育和溝通（「IEC」）活動，為當地居民提供一個自由表達意見的平台，並讓他們更全面地了解項目進度，以及可能對社區帶來的益處和潛在影響。

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Prior to each IEC campaign, mitigation measures for environmental and social concerns are prepared to facilitate a better communication with local residents hoping that consensus could be reached between the Group and the local residents. The Group hopes to address local residents' concerns at the early stage of the project to avoid any potential disagreement that may impact the Group's business activities. For instance, prior to the start of the project, we provided fair and transparent compensation to adjacent land owners for potential damage to their land, crops or property in accordance with approved governmental procedures.

The residential communities near the Group's well sites.
本集團井場附近的民居。



在每次IEC活動舉辦之前，本集團將預先準備有關項目對環境和社會影響的具體緩解措施，以促進與當地居民更好的溝通。本集團期望在活動中與居民達到共識，並在項目初期解決他們關注的問題，以避免任何潛在分歧對本集團的業務活動造成影響。例如，在各項目啟動之前，我們按照政府的批准程序向鄰近的土地所有者提供公平和透明的補償，以賠償可能對其土地、農作物或財產造成的損害。

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Case Study – Stakeholder engagement through IEC campaigns

案例研究 – 舉辦IEC利益相關方溝通活動



In 2019, CIMP organised a number of IEC campaigns prior to the extraction and production of oil and gas, communicating with municipalities, local residents and students of the community where we operate, and providing them an overview of the oil and gas industry.

二零一九年，CIMP在進行油氣開採和生產活動前舉辦多場IEC活動，與本集團營運所在地的市政官員、當地居民和學生溝通，為他們提供油氣行業的簡介。

5.1. Creating Prosperity

In addition to focusing on the potential impact on the ecological environment and the safety of residents' everyday lives, the local community is also concerned about the economic impact that the project could bring. Hence, the Group continues to create employment opportunities for the local residents to advance project development as well as to facilitate interaction between the Group and the local community. Our business activities contribute to local economic development through jobs and revenues and help building local capacity, while engaging with local partners to promote commercial partnerships.

During the Reporting Period, within our workforce, CIMP has employed over 80% of Filipino residents, of which over 30% were from Alegria. In the future, the Group will continue to provide job opportunities for local residents in an effort to bring greater economic benefits to the local community.

5.1. 創造繁榮

除了關注項目對生態環境的影響和對居民構成的安全風險外，當地社區同時關注項目可能為社區帶來的經濟影響。因此，本集團持續為當地居民創造就業機會，在推動項目發展的同時，促進本集團與當地社區的互動。我們通過為當地社區帶來就業機會及收入、提升當地居民的就業能力，及與當地企業合作，為當地經濟發展帶來貢獻，促進與當地企業的夥伴關係。

於本報告期內，CIMP的員工中有超過80%為菲律賓居民，其中超過30%來自Alegria市。未來，本集團將持續為當地居民提供就業機會，為當地社區創造更大的經濟效益。

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5.2. Social Investment

The Group spares no effort in fulfilling our corporate social responsibility by understanding and meeting community needs, strongly supporting the development of the communities we thrive in and building quality relationship with them. During the Reporting Period, the Group enthusiastically participated in community activities, where we focused on participating in the government's initiatives and collaborating with schools near our project sites, below are some of the examples:

- Donated construction materials to villages and an elementary school near our project sites
- Made donation to an elementary school near our project sites
- Provided venues for the Miss Alegria Tourism 2019, a local pageant

CIMP donated cement to villages, to improve the usability of roads. Portion of the donated cement to Barangay Montpeller was also used for the improvement of a Church in Alegria.

CIMP向村落捐贈水泥，務求提高道路的可用性。部分捐贈予Barangay Montpeller學校的水泥也用於改善Alegria市內的一座教堂。



5.2. 社會投資

本集團不遺餘力地了解及滿足社區的要求，以履行本集團的企業社會責任。我們鼎力支持本集團營運所在地的社區發展，並與當地居民建立緊密友好的關係。於本報告期內，本集團積極參與社區活動，重點參與由政府舉辦的活動，並與項目現場附近的學校合作，參與活動包括：

- 向項目現場附近的村落和一所小學捐贈建築材料
- 向項目現場附近的小學捐款
- 為當地選美活動Miss Alegria Tourism 2019提供場地

The Miss Alegria Tourism well site tour became a repertoire in this local pageant. The finalists visited the well site.

Miss Alegria Tourism井場參觀活動成為當地選美活動的焦點，只有入圍者才能夠到井場參觀。



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6. Our Performance

6. 我們的績效表現

6.1. Environmental Performance

6.1. 環境績效表現

		2019	2018
Emissions 排放物			
GHG Emissions 溫室氣體排放			
Types 種類	Units 單位	Total Emissions 總排放量	Total Emissions 總排放量
Total GHG emissions ¹ 溫室氣體排放總量 ¹²	Metric tons CO ₂ e 公噸二氧化碳當量	674.49	132.65
Total GHG emissions per metric ton of crude oil production ² 每公噸原油產量的溫室氣體排放總量 ¹³	Metric tons CO ₂ e/Metric ton of crude oil production 公噸二氧化碳當量/每公噸原 油產量	0.53	0.49
Scope 1: Direct GHG emissions from flaring and equipment use ³ 範圍一：因伴生氣火炬燃燒及設備使用 而產生的直接溫室氣體排放量 ¹⁴	Metric tons CO ₂ e 公噸二氧化碳當量	657.44	122.10
Scope 2: Indirect GHG emissions from electricity use ⁴ 範圍二：因電力使用而產生的間接溫室 氣體排放量 ¹⁵	Metric tons CO ₂ e 公噸二氧化碳當量	17.05	10.55
Flaring 伴生氣火炬燃燒			
Types 種類	Units 單位	Total Emissions 總排放量	Total Emissions 總排放量
Total associated gas flared ⁵ 伴生氣火炬燃燒總量 ¹⁶	m ³ 立方米	249,515.00	46,407.59
Air Pollutants⁵ 大氣污染物 ¹⁷			
Types 種類	Units 單位	Total Emissions 總排放量	Total Emissions 總排放量
Sulphur oxides (SO _x) 硫化物(SO _x)	Metric tons 公噸	0.06	–
Nitrogen oxides (NO _x) 氮氧化物(NO _x)	Metric tons 公噸	0.32	–
Total suspended particles (TSP) 總懸浮粒子(TSP)	Metric tons 公噸	0.55	–

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		2019	2018
Carbon monoxide (CO) 一氧化碳(CO)	Metric tons 公噸	1.34	–
Wastes 廢棄物			
Types 種類	Units 單位	Total Emissions 總產生量	Total Emissions 總產生量
Total non-hazardous waste 無害廢棄物總量	Metric tons 公噸	6.00	107.43
Total non-hazardous waste per metric ton of crude oil production 每公噸原油產量的無害廢棄物總量	Metric tons/Metric ton of crude oil production 公噸/每公噸原油產量	4.76 x 10 ⁻³	0.40
Domestic waste 生活垃圾	Metric tons 公噸	6.00	9.50
Drill Cutting ⁷ 鑽屑 ¹⁸	Metric tons 公噸	0.00	97.93
Total hazardous waste ⁸ 有害廢棄物總量 ¹⁹	Metric tons 公噸	0.00	0.22
Total hazardous waste per metric ton of crude oil production 每公噸原油產量的有害廢棄物總量	Metric tons/Metric ton of crude oil production 公噸/每公噸原油產量	–	8.12 x 10 ⁻⁴
Use of Resources 資源使用			
Energy 能源			
Types 種類	Units 單位	Amount 數量	Amount 數量
Electricity consumption ⁹ 用電量 ²⁰	kWh 千瓦時	33,940.00	21,000.00
Electricity consumption per metric ton of crude oil production 每公噸原油產量的用電量	kWh/Metric ton of crude oil production 千瓦時/每公噸原油產量	26.92	77.55
Diesel consumption ¹⁰ 柴油用量 ²¹	Litres 公升	350.00	–
Diesel consumption per metric ton of crude oil production 每公噸原油產量的柴油用量	Litres/Metric ton of crude oil production 公升/每公噸原油產量	0.28	–
Water 水			
Surface water consumption ¹¹ 地表水用量 ²²	m ³ 立方米	445.00	1,630.00
Surface water consumption per metric ton of crude oil production 每公噸原油產量的地表水用量	m ³ /Metric ton of crude oil production 立方米/每公噸原油產量	0.35	6.02

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- ¹ The increase of GHG emissions in 2019 was due to the increase of associated gas flared during the Reporting Period along with the increase of crude oil production.
- ² The intensity is calculated based on the oil production of the oilfield during the Reporting Period in metric tons.
- ³ The calculation of GHG emissions (Scope1) includes the associated gas flared by CIMP and the use of equipment at well sites. Respective calculation methods and emission factors for flaring of associated gas are set out based on the 2006 IPCC Guidelines for National Greenhouse Gas Inventories and the GHG Protocol tool for stationary combustion. Version 4.7 published by the IPCC and the World Resources Institute, respectively. The estimation of flaring emission does not involve the emission of N₂O. Respective calculation methods and emission factors for use of equipment are set out based on the GHG Protocol tool for mobile combustion. Version 2.6. published by the World Resources Institute.
- ⁴ The calculation method and emission factors of GHG emissions (scope 2) are referenced to the GHG Protocol tool for stationary combustion. Version 4.7. issued by the World Resources Institute.
- ⁵ The increase of associated gas flared in 2019 was due to the increase of crude oil production during the Reporting Period.
- ⁶ Air pollutants was generated from flaring in oil and gas extraction, and from the use of equipment for oil and gas exploration and production. The calculation method of the air pollutants from flaring is referenced to the *EMEP/EEA Air Pollutant Emission Inventory Guidebook 2019* issued by the European Environment Agency, whereas the calculation method of the air pollutants from equipment use is referenced from the *General Stationary Fuel Combustion Sources* by the Environmental Protection Agency. We started to disclose air pollutants emission data during the Reporting Period, hence figures of 2018 are not available and are not shown in the table.
- ¹² 由於本報告期內的伴生氣火炬燃燒量及原油產量增加，因此二零一九年溫室氣體排放量增加。
- ¹³ 密度的計算是基於油田於本報告期內的每公噸原油產量。
- ¹⁴ 此溫室氣體排放(範圍一)的計算範圍包括CIMP伴生氣的火炬燃燒及井場內使用的設備。伴生氣火炬燃燒的溫室氣體排放計算方法及排放系數乃參考由政府間氣候變化專門委員會發佈的《2006 IPCC Guidelines for National Greenhouse Gas Inventories》及由世界資源研究所發佈的《GHG Protocol tool for stationary combustion. Version 4.7》。伴生氣燃燒排放的估算並不包含N₂O。設備使用的溫室氣體排放計算方法及排放系數計算乃參考世界資源研究所發佈的《GHG Protocol tool for mobile combustion. Version 2.6》。
- ¹⁵ 溫室氣體排放(範圍二)的計算方法及排放系數乃參考世界資源研究所發佈的《GHG Protocol tool for stationary combustion. Version 4.7》。
- ¹⁶ 由於本報告期內的原油產量增加，因此二零一九年伴生氣火炬燃燒量增加。
- ¹⁷ 油氣開採過程中的伴生氣火炬燃燒及油氣勘探和生產期間的設備使用會產生大氣污染物。伴生氣火炬燃燒所產生的大氣污染物的計算方法乃參考歐洲環境署發佈的《EMEP/EEA Air Pollutant Emission Inventory Guidebook 2019》。設備使用產生的大氣污染物的計算方法乃參考環境保護局發佈的《General Stationary Fuel Combustion Sources》。我們於本報告期內開始披露大氣污染物排放數據，因此二零一八年的數據並沒有在表格中披露。

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⁷ Since no drilling activities were conducted during the Reporting Period, no drill cutting was generated.

⁸ All materials used for oil extraction were environmentally friendly and non-hazardous, hence no hazardous waste was produced during the Reporting Period.

⁹ The increase of electricity consumption was due to the increase of lighting at well sites under a 24-hour production, and the installation of equipment for oil and gas production.

¹⁰ Diesel was consumed for use of equipment that were controlled by CIMP at our project sites during the Reporting Period. Equipment used during 2018 were all controlled by our contractors, hence relevant data is not disclosed.

¹¹ The decrease of surface water consumption was due to the fact that no drilling activities were conducted during the Reporting Period, hence water resources was not needed to form drilling fluid. Meanwhile, the extraction and production of oil and gas did not require additional water as the underground pressure in the oil reservoir is sufficient to displace hydrocarbons (oil along with associated gas) from the reservoir up to the surface.

¹⁸ 由於本報告期內沒有進行鑽井活動，因此並無產生鑽屑。

¹⁹ 本集團在原油開採時使用對環境無害的物料，因此於本報告期內沒有產生有害廢棄物。

²⁰ 由於本集團為24小時運作的井場增加照明，以及新安裝油氣生產設備，因此導致用電量增加。

²¹ 柴油使用為我們於本報告期內在項目現場使用由CIMP控制的設備。於二零一八年使用的設備均由我們的承包商控制，因此沒有披露相關數據。

²² 地表水消耗量下降是由於本報告期內沒有進行鑽井活動，因此不需要水資源來形成鑽井液。同時，油氣的開採和生產並不需要使用額外的水，因為油藏的地下油層壓力足以將油氣(石油及伴生氣)從油藏噴出地表。

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6.2. Social Performance²³

6.2. 社會績效表現²⁴

Total Workforce 員工總數				
No. and rate of employees 員工數量及百分比	Total 總數		17	–
	By gender 按性別劃分	Male 男	13	76.5%
		Female 女	4	23.5%
	By employment type 按僱傭類型劃分	Senior management 高級管理層	1	5.9%
		Middle management 中級管理層	5	29.4%
		Rank and file 普通員工	11	64.7%
	By age 按年齡劃分	Below 30 30歲以下	1	5.9%
		30-40 30-40歲	6	35.3%
		41-50 41-50歲	5	29.4%
		51 or above 51歲及以上	5	29.4%
	By geographical region 按地區劃分	Philippines 菲律賓	17	100%

²³ We started to disclose our social performance data during the Reporting Period, hence figures of 2018 are not available and are not shown in the table. In the future, we will continue to collect social performance data with consistent methodologies to allow meaningful comparisons over time.

²⁴ 我們於本報告期內開始披露我們的社會績效數據，因此二零一八年的數據並沒有在表格中披露。未來，我們將採用一致的方法收集社會績效數據，以便進行有意義的比較。

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Employee Turnover 員工流失				
No. and rate of employee turnover 員工流失數量和百分比	Total 總數		1	5.7%
	By sex 按性別劃分	Male 男	0	0%
		Female 女	1	22.2%
	By employment type 按僱傭類型劃分	Senior management 高級管理層	0	0%
		Middle management 中級管理層	1	18.2%
		Rank and file 普通員工	0	0%
	By age 按年齡劃分	Below 30 30歲以下	1	66.7%
		30-40 30-40歲	0	0%
		41-50 41-50歲	0	0%
		51 or above 51歲及以上	0	0%
	By geographical region 按地區劃分	Philippines 菲律賓	1	5.7%

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Development and Training 發展及培訓				
No. and rate of employees trained 受訓員工數量及百分比	Total 總數		13	74.3%
	By sex 按性別劃分	Male 男	11	84.6%
		Female 女	2	44.4%
	By employment type 按僱傭類型劃分	Senior management 高級管理層	1	100%
		Middle management 中級管理層	3	54.5%
		Rank and file 普通員工	9	81.8%
Average no. of training hours per employee 每名員工完成受訓的平均時數	By sex 按性別劃分	Male 男	12	
		Female 女	12	
	By employment type 按僱傭類型劃分	Senior management 高級管理層	4	
		Middle management 中級管理層	3.6	
		Rank and file 普通員工	16.9	

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Occupational Health and Safety 職業健康與安全			
No. of work-related fatalities 因工作關係而死亡的人數			0
No. of work injury 工傷數目			0
No. of lost days due to work injury 因工傷損失工作日數			0
Supply Chain Management 供應鏈管理			
No. of suppliers 供應商數目	By geographical region 按地區劃分	Mainland China 中國內地	10
Product Responsibility 產品責任			
No. of complaints received 投訴數目			0
Anti-corruption 反貪污			
No. of concluded legal cases regarding corrupt practices brought against the Company or our employees 對本公司或我們的員工提出並已審結的貪污訴訟案件的數目			0
Social Welfare Activities Information 社會福利活動信息			
Volunteering hours 志願服務時數			2,048
Donation amount (in Peso) 捐款金額(比索)			5,424

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Appendix 1: List of Major Laws and Regulations²⁵

附錄一：重大法律和法規清單²⁶

Laws and regulations corresponding to the aspects of the ESG Reporting Guide ^{27,28} ESG報告指引中各層面對應的法律和法規 ^{29, 30}
A. Environment A.環境
Aspect A1: Emissions 層面A1：排放物
<i>Presidential Decree No. 151 – Philippine Environmental Policy</i> 151號總統令《菲律賓環境法》
<i>Presidential Decree No. 984 – Pollution Control Law</i> 984號總統令《污染控制法》
<i>Presidential Decree No. 1586 – The Philippine Environmental Impact Statement System</i> 1586號總統令《環評法規》
<i>Republic Act No. 6969 – Toxic Substances and Hazardous & Nuclear Waste Management of the Philippines</i> 6969號共和國法案《有毒物質、有害和放射性廢棄物管理法》
<i>Republic Act No. 8749 – The Philippines Clean Air Act</i> 8749號共和國法案《潔淨空氣法》
<i>Republic Act No. 9275 – Comprehensive Water Quality Management</i> 9275號共和國法案《潔淨水法》
<i>Republic Act No. 9003 – Ecological Solid Waste Management</i> 9003號共和國法案《生態性固體廢棄物管理法》
B. Society B.社會
Aspect B1: Employment 層面B1：僱傭
<i>Labor Code of the Philippines^{B4}</i> 《菲律賓勞工法例》 ^{B4}
<i>Republic Act No. 7192 – Women in Development and Nation-Building Act</i> 7192號共和國法案《婦女參與發展和國家建設法》
<i>Republic Act No. 7877 – Anti-Sexual Harassment Law</i> 7877號共和國法案《反性騷擾法》
<i>Republic Act No. 8282 – Social Security Law</i> 8282號共和國法案《社會保障法》
<i>Republic Act No. 8504 – Philippine AIDS Prevention and Control</i> 8504號共和國法案《菲律賓愛滋病預防和控制》
<i>Republic Act No. 9165 – Comprehensive Dangerous Drug Act</i> 9165號共和國法案《綜合危險藥物法》
<i>Department Order No. 53-03 – Drug Free Workplace Policies and Programs^{B2}</i> 53-03號勞工和就業部指令《為私營公司實施無毒品工作場所政策和方案指南》 ^{B2}
<i>Department Order No. 73-05 – Policy and Program on Tuberculosis Prevention and Control</i> 73-05號勞工和就業部指令《結核病預防和控制政策和方案》
<i>DOLE Department Advisory No. 05 Series of 2010 Guidelines for the Implementation of a Workplace Policy and Program on Hepatitis V</i> 勞工和就業部2010年《關於實施工作場所戊型肝炎政策和方案的準則》第05系列諮詢

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Laws and regulations corresponding to the aspects of the ESG Reporting Guide^{27,28} ESG報告指引中各層面對應的法律和法規^{29, 30}

Aspect B2: Health and Safety

層面B2：健康與安全

Republic Act No. 11058 – Occupational Safety and Health Standards Act
11058號共和國法案《職業安全和健康標準法》

Aspect B6: Product Responsibility

層面B6：產品責任

Presidential Decree No. 1857 – The Oil Exploration and Development Act of 1972
1857號總統令《1972年石油勘探和開發法》

Republic Act No. 7394 – Consumer Act of the Philippines
7394號共和國法案《菲律賓消費者法》

Republic Act No. 8293 Intellectual Property Code of the Philippines
8293號共和國法案《菲律賓知識產權法》

Republic Act No. 10173 – Data Privacy Act
10173號共和國法案《資料隱私權法》

Aspect B7: Anti-corruption

層面B7：反貪污

Republic Act No. 9160 – Anti-Money Laundering Act
9160號共和國法案《反洗錢法》

Republic Act No. 3019 – Anti-Graft and Corrupt Practices
3019號共和國法案《反貪污腐敗法》

²⁵ The laws and regulations listed in Appendix 1 are laws and regulations applicable in the Philippines.

²⁷ Some of the laws cover a number of aspects; these laws are marked with an asterisk and the aspect it covers.

²⁸ The laws and regulations that the Group complied with during the Reporting Period cannot be fully recorded here, hence only laws and regulations that have a significant impact on the Group are disclosed in Appendix 1. Laws and regulations of the Group's other operating locations such as Hong Kong and Macau are not covered here, none of the Group's operations at the aforementioned locations violated any laws and regulations that have a significant impact on the Group under the ESG Reporting Guide.

²⁶ 附錄一所列出的法律和法規適用於菲律賓。

²⁹ 部分法律涵蓋幾個層面，該等法律均已標上星號以代表其涵蓋的層面。

³⁰ 本集團於本報告期內所遵守的法律和法規未能在本處盡錄，因此只於附錄一內展示對本集團有重大影響的法律和法規。本集團其他營運地點（如香港和澳門）的法律和法規並不包括在此，本集團在上述地點的營運均沒有違反任何在ESG報告指引中的範圍內並對本集團有重大影響的法律和法規。

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Appendix 2: The ESG Reporting Guide Index

附錄二：ESG報告指引索引

General Disclosures and Key Performance Indicators 一般披露及關鍵績效指標	Description 描述	Corresponding sections in the Report or other descriptions 本報告有關章節或其他說明
A. Environmental A. 環境範疇		
Aspect A1: Emission 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3.1 HSSE Management 3.3 Environmental Protection 3.1 HSSE管理 3.3 環境保護
KPI A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	6.1 Environmental Performance 6.1 環境績效表現
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	6.1 Environmental Performance 6.1 環境績效表現
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	6.1 Environmental Performance 6.1 環境績效表現
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	6.1 Environmental Performance 6.1 環境績效表現
KPI A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	3.3 Environmental Protection 3.3 環境保護
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	3.3 Environmental Protection 3.3 環境保護

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A. Environmental A. 環境範疇		
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	3.3 Environmental Protection 3.3 環境保護
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	6.1 Environmental Performance 6.1 環境績效表現
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	6.1 Environmental Performance 6.1 環境績效表現
KPI A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	3.3 Environmental Protection 3.3 環境保護
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	3.3 Environmental Protection 3.3 環境保護
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Not applicable ³¹ 不適用 ³³
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	3.3 Environmental Protection 3.3 環境保護
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	3.3 Environmental Protection 3.3 環境保護

³¹ The Group's main operational activities during the Reporting period included crude oil extraction and production activities, and packaging materials were not involved in the aforementioned activities.

³³ 在本報告期內，本集團的主要業務活動包括原油開採和生產，沒有涉及到包裝材料的使用。

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B. Social B. 社會範疇		
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4.1 Employees' Rights and Benefits 4.1 員工權益與福利
KPI B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	6.2 Social Performance 6.2 社會績效表現
KPI B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	6.2 Social Performance 6.2 社會績效表現
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3.1 HSSE Management 3.2 Employee Health and Safety 3.1 HSSE管理 3.2 員工健康與安全
KPI B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	6.2 Social Performance 6.2 社會績效表現
KPI B2.2	Lost days due to work injury. 因工傷損失工作日數。	6.2 Social Performance 6.2 社會績效表現
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	3.2 Employee Health and Safety 3.2 員工健康與安全

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B. Social B. 社會範疇		
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	4.2 Building a Competent Workforce 4.2 建設優秀人才隊伍
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	6.2 Social Performance 6.2 社會績效表現
KPI B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	6.2 Social Performance 6.2 社會績效表現
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4.1 Employees' Rights and Benefits 4.1 員工權益與福利
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	4.1 Employees' Rights and Benefits 4.1 員工權益與福利
KPI B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	4.1 Employees' Rights and Benefits 4.1 員工權益與福利

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B. Social B. 社會範疇		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	2.3 Working with Our Suppliers 2.3 與我們的供應商合作
KPI B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	6.2 Social Performance 6.2 社會績效表現
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2.2 Product and Service Excellence ³² 2.2 卓越產品和服務 ³²
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	2.2 Product and Service Excellence 2.2 卓越產品和服務
KPI B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	2.2 Product and Service Excellence 6.2 Social Performance 2.2 卓越產品和服務 6.2 社會績效表現
KPI B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序	2.2 Product and Service Excellence 2.2 卓越產品和服務
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	2.2 Product and Service Excellence 2.2 卓越產品和服務

³² The Group's main operational activities during the Reporting period included crude oil extraction and production activities, advertising and product labelling matters were not important for the Group.

³² 於本報告期內，本集團的主要營運活動包括原油開採及生產，廣告及產品標籤事宜對於本集團並不重要。

Environmental, Social and Governance Report

環境、社會及管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

General Disclosures and Key Performance Indicators 一般披露及關鍵績效指標	Description 描述	Corresponding sections in the Report or other descriptions 本報告有關章節或其他說明
B. Social B. 社會範疇		
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2.4 Integrity and Honesty 2.4 操守和誠信
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	6.2 Social Performance 6.2 社會績效表現
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	2.4 Integrity and Honesty 2.4 操守和誠信
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	5. Close Community Connection 5. 緊密社區聯繫
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	5. Close Community Connection 5. 緊密社區聯繫
KPI B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	6.2 Social Performance 6.2 社會績效表現



Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

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Executive Directors

Mr. Zhao Zhiyong, aged 65, Chairman of the Board, holds a doctoral degree of economics, majoring in monetary banking from the Southwestern University of Finance and Economics. He has over 35 years of experience in the profession of banking and finance, investment and business management. He previously worked for People's Bank of China. He also held various positions as General Manager in the securities and fund custodian department and Branch President of Industrial and Commercial Bank of China. He was the Chairman of China Huamao Investment Limited (中國華貿投資有限公司) and President of Huamao Fund Management Corporation Limited (華貿基金管理股份有限公司). He is currently the President of China Wheat (Shenzhen) Equity Investment Fund Management Limited (中麥田(深圳)股權投資基金管理有限公司). He joined the Group in August 2017.

Mr. Lai Chun Liang, aged 55, joined Polyard Petroleum International Co., Ltd., a wholly-owned subsidiary of the Company as an Executive Vice President in 2003. He was appointed as the Chief Operating Officer of the Group in September 2009, the Chief Executive Officer in June 2010, and an executive Director in May 2012. He holds a bachelor degree in electronic engineering from the Feng Chia University, Taiwan. Prior to joining the Group, he had over 10 years of experience in the development of angiography monitoring instrument and research on GPS and navigation system. He has over 17 years of experience in the operation and management of companies.

執行董事

趙智勇先生，65歲，董事會主席，持有西南財經大學經濟學博士學位，專業貨幣銀行學。彼於銀行及財務、投資及商業管理專業方面擁有逾35年經驗。他曾在中國人民銀行工作，他亦於中國工商銀行擔任過總行證券基金託管部總經理及省行行長等不同職位，他曾任中國華貿投資有限公司總裁及華貿基金管理股份有限公司董事長。他現為中麥田(深圳)股權投資基金管理有限公司董事長。他於二零一七年八月加入本集團。

來俊良先生，55歲，於二零零三年加入百田石油國際有限公司(彼為本公司一間全資擁有之附屬公司)出任行政副總裁，其後於二零零九年九月獲委任為本集團首席營運總裁，於二零一零年六月獲委任為行政總裁，並於二零一二年五月獲委任為執行董事。彼持有台灣私立逢甲大學電子工程學士學位。加入本集團前，彼於發展心血管監察儀器及研究衛星導航系統方面擁有逾10年經驗。彼擁有逾17年經營及管理公司經驗。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Mr. Lin Zhang, aged 38, holds a bachelor degree in economics from the Tianjin University of Commerce. Prior to joining the Company in November 2007, Mr. Lin worked in the Indonesia branch of Chinaoil USA (Macao) Company Limited for two years and was responsible for the petroleum exploitation, development and related trading business. He was appointed as Deputy Chief Executive Officer of the Group in August 2017.

林漳先生，38歲，持有天津商業大學經濟學學士學位。於二零零七年十一月加入本公司前，林先生曾於中國聯合石油美國(澳門)有限公司印尼分公司工作兩年，負責石油勘探、開發及貿易等相關工作。彼於二零一七年八月獲委任為集團副行政總裁。

Independent Non-Executive Directors

Mr. Pai Hsi-Ping, aged 62, holds a bachelor degree in international trade from the National Chen-Chi University, Taiwan. He has over 25 years of working experience in management and is currently the Chief Executive Officer of a consultancy company in Taiwan. Besides, he previously held directorship and other major appointment in three listed public companies in Taiwan. He is currently the Director of Taiyen Biotech Company Limited. In addition, he was the Director of Formosa Plastics Corporation during the period from June 2006 to March 2008 and the Chairperson of Far East Air Transport Corporation for the period from April 2008 to May 2008. Mr. Pai was appointed as an independent non-executive Director of the Company in July 2009.

獨立非執行董事

白旭屏先生，62歲，持有台灣國立政治大學國際貿易學士學位。彼擁有逾25年管理工作經驗，現於台灣一顧問公司任職行政總裁。此外，他曾於三間台灣上市公司擔任董事職務及其他主要職務。彼現為台鹽實業股份有限公司之董事。此外，彼亦於二零零六年六月至二零零八年三月期間擔任台灣塑膠工業股份有限公司之董事及於二零零八年四月至二零零八年五月期間擔任遠東航空股份有限公司之董事長。白先生於二零零九年七月獲委任為本公司獨立非執行董事。

Ms. Xie Qun, aged 55, holds a Ph.D. Degree in English Language of The Chinese University of Hong Kong and a Master of Arts Degree and a Bachelor of Arts Degree in English Language of Central China Normal University. She has over 25 years of experience in the profession of education. While devoting herself to the fields of higher education research, foreign literature studies and enterprise culture research, Ms. Xie participated and completed one national social science fund project and one national publishing fund project. She was responsible for many research programs at provincial level as well as other academic projects, and published more than 10 academic books and textbooks and released over 20 research papers in literature on major local and international journals. She is currently the Professor in School of Foreign Languages of Zhongnan University of Economics and Law. Ms. Xie was appointed as independent non-executive Director of the Company in September 2013.

謝群女士，55歲，持有香港中文大學英語語言博士學位、華中師範大學英語語言文學碩士及學士學位。彼於教育專業方面擁有逾25年經驗。在高等教育研究、外國文學研究、企業文化研究等領域潛心鑽研，謝女士曾參與並完成國家社科基金項目一項，國家出版基金項目一項。彼主持省部級課題及其他學術課題多項。同時出版學術著作和教材十幾本。在國內外重要期刊上發表論文二十餘篇。彼現任中南財經政法大學外國語學院教授。謝女士於二零一三年九月獲委任為本公司之獨立非執行董事。

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Mr. Kwan King Chi George, aged 70 holds a Master Degree of Science (Finance) with Honours from the National University of Ireland and a Bachelor Degree of Business Administration from the Royal Melbourne Institute of Technology. He also obtained a Doctoral Degree of History from the Wuhan University in 2016. He has over 40 years of experience in the profession of banking and finance, accounting, investment and business management. He had been the Assistant General Manager and Chief Operation Officer of ICBC (Asia) Limited, the Senior Vice President and Head of Operations of International Bank of Asia Limited (now Fubon Bank (Hong Kong) Limited), and the Senior Manager in the International Banking Department of Bank of Hawaii. Mr. Kwan is a member of The Hong Kong Institute of Directors. He was appointed as independent non-executive Director of the Company in November 2014.

Senior Management

Mr. Wang Dengwen, aged 50, Deputy General Manager and Chief Engineer of China International Mining Petroleum Company Limited (subsidiary of the Company), Philippines Branch, joined the Company in January 2016. He holds a bachelor degree from University of Petroleum (East China), majoring in geophysical prospecting and a master degree in geologic engineering from University of Petroleum (Beijing). Prior to joining the Company, Mr. Wang worked for Shandong Kerui Group as Dean of Petroleum Engineering Technology Institute where he managed geological research, reserves estimation, development program design, economic evaluation, oil well sand control technology, oil well paraffin control technology, oil well nitrogen injection technology etc. for 27 blocks in 18 countries, including Kazakhstan, Republic of Dagestan, Trinidad and Tobago, Columbia, Gabon, Albania, Mexico, Sudan, Tadjikistan and

關敬之先生，70歲，持有愛爾蘭國立大學科學(金融)榮譽碩士學位及皇家墨爾本理工學院工商管理學士學位。他並於二零一六年取得武漢大學歷史學博士學位。彼於銀行及財務、會計、投資及商業管理專業方面擁有逾40年經驗。彼曾任中國工商銀行(亞洲)有限公司助理總經理及營運總監、港基銀行有限公司(現富邦銀行(香港)有限公司)高級副總裁及營運總監及美國夏威夷銀行國際部高級經理。關先生現為香港董事學會會員。他於二零一四年十一月獲委任為本公司獨立非執行董事。

高級管理人員

王登穩先生，50歲，中國國際礦業石油有限公司(本公司之附屬公司)菲律賓分公司副總經理兼總工程師，於二零一六年一月加入本公司。他持有石油大學(華東)物探專業學位及石油大學(北京)地質工程碩士學位。加入本公司前，王先生出任山東科瑞集團石油工程技術研究院院長，負責18國家(包括哈薩克斯坦、達吉斯坦共和國、特立尼達和多巴哥、哥倫比亞、加蓬、阿爾巴尼亞、墨西哥、蘇丹、塔吉克及印尼) 27個區塊的開展地質研究、儲量計算、開發方案設計編寫設計、經濟評價、油井防砂工藝、油井防蠟工藝、油井注氮工藝等工作。他亦曾在中石化勝利油田東勝油公司生產部、地質中心及

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Indonesia. He also worked for Production Department and Geological Center of Dongsheng Oil Company and geological institute of Gudao Oil Production Plant, Shengli Oilfield, SINOPEC as Senior Engineer, Chief Geologist and Deputy Director. Mr. Wang is responsible for implementing exploration and development strategies of the Company's oil and gas fields, monitoring production operations, applying hydrocarbon recovery engineering technology to downhole operations and taking care of QHSE issues etc.

Ms. Zhang Xia, aged 63, joined the Company in August 2009 as a Senior Engineer. Ms. Zhang holds a bachelor degree in science, majoring in petroleum geology from the Jiangnan Petroleum Institute. She has over 30 years of experience in geological research, stratigraphic correlation, sedimentary facies analyses, hydrocarbon source rock research, exploration well appraisal and evaluation, and well position deployment. She participated in and was responsible for the Sinopec Jiangnan oil project and CNPC Xinjiang oil field projects operated by China National Petroleum Corporation. She is currently the Vice Dean of Sinotech Research Institute.

Mr. Chen Hao, aged 61, Philippines Country Manager and General Manager of China International Mining Petroleum Company Limited (Subsidiary of the Company), Philippines Branch, joined the Company in September 2016 as Deputy Chief Geologist of Sinotech Polyard Institute. He graduated from the Geology Department of Northwest University, majored in petroleum and natural gas exploration. He has devoted himself to geological research on progressive exploration and development of petroleum for 35 years. He possesses rich experiences in geological research and planning design for progressive exploration and development of complex fault-block reservoir, carbonate reservoir and igneous rock reservoir as well as hydrocarbon reserves management. He was the Deputy Dean of Zhongyuan Oilfield Exploration and Production Research Institute under SINOPEC and Chief Subsurface Consultant of Eco Orient Resource (Thailand)

孤島採油廠地質所工作，擔任高級工程師、主任地質師及副主任。王先生負責執行公司對於油氣田發展戰略規劃、生產運行、採油採氣工程技術、井下作業、品質和安全等工作。

張霞女士，63歲，於二零零九年八月加入本公司，出任高級工程師。張女士自江漢石油學院取得科學學士學位(主修石油地質學)。她於地質研究及分析工作、沉積相劃分、煙源岩研究和勘探開發井位部署等方面有逾30年經驗。彼曾參與及負責中石化江漢石油項目及由中國石油天然氣集團經營之中國石油天然氣集團新疆油田項目。她現為中科百田研究院常務副院長。

陳昊先生，61歲，菲律賓國家經理兼中國國際礦業石油有限公司(本公司之附屬公司)菲律賓分公司總經理，於二零一六年九月加入本公司出任中科百田研究院副總地質師。他畢業於西北大學地質系石油與天然氣勘探專業。35年來他一直致力於石油與天然氣滾動勘探開發地質研究，具有複雜斷塊油氣藏、碳酸鹽岩油氣藏和火成岩油氣藏滾動勘探開發地質研究與部署設計及油氣儲量管理的豐富經驗。曾任中國石油化工集團公司中原油田勘探開發研究院副院長及香港中華煤氣公司旗下易高(泰國)公司之總地質顧問。先後在東僕窪陷、鄂爾多斯盆地、蘇丹國穆格萊德盆地、塔里木盆地、泰國碧差汶盆地和菲律賓宿霧盆地從事石油與天然氣滾動勘探



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Ltd. under Hong Kong and China Gas Company Limited. He was involved in geological research on progressive exploration and development of petroleum in Dongpu Depression, Ordos Basin, Muglad Basin in Sudan, Tarim Basin, Phetchabun Basin in Thailand and Cebu Basin in the Philippines. He had won four Science Technology Progress Awards under CNPC and SINOPEC and was the Senior Consultant for the Editorial Department of an academic journal titled "Fault-Block Oil & Gas Field". Mr. Chen is a member of the Chinese Petroleum Society (CPS) and the Society of Petroleum Engineers (SPE).

Mr. Zhou Jintang, aged 55, graduated from Wuhan Geological Institute with a major in Geology and from University of Petroleum (Beijing), with a Master's Degree in Mineral Prospecting and Exploration. Prior to joining the Company, Mr. Zhou provided services to Sinopec's Henan Oilfield Research Institute and a logging company in Henan's oilfield as Senior Engineer and Project Manager. He joined the Company in October 2007 and is currently the Deputy Chief Geologist of Sinotech Research Institute and one of the major researchers for the oil and gas exploration of the Group. He is mainly responsible for exploration research and management of the two projects in the Philippines and, meanwhile, undertakes the evaluation of oil and gas potentials for other overseas blocks.

Mr. Wang Shuquan, aged 53, graduated from Guangdong Petroleum College (major in Petroleum Geology) and Jiangnan Petroleum Institute (now called Yangtze University, major in Petroleum Engineering). He has over 20 years of experience in operational skills in geological supervision and management. He joined the Company as Geologic Director in July 2014. Mr. Wang is an expert in the on-site geological production and management, familiar with technology of on-site geological logging, strata of continental, marine and their transitional facies, geosteering technology of horizontal wells, mud logging and DST, identification and evaluation

發地質研究。他曾四次獲得中國石油、中國石化科技進步獎，及為學術期刊《斷塊油氣田》編輯部擔任高級顧問。陳先生現為中國石油學會(CPS)會員及美國石油工程師學會(SPE)會員。

周金堂先生，55歲，畢業於武漢地質學院地質專業，並在石油大學(北京)獲得礦產普查和勘探專業碩士學位。加入本公司前，周先生曾在中石化河南油田研究院及一間河南油田錄井公司工作，為高級工程師及項目經理。二零零七年十月加入本公司，現為中科百田研究院副總地質師，及集團油氣勘探專業主要研究者之一，主要從事菲律賓兩個項目的勘探研究及專案管理，同時承擔其他海外區塊油氣潛力評價工作。

王述權先生，53歲，畢業於廣東石油學校石油地質專業及江漢石油學院(現長江大學)石油工程專業。彼擁有超過20年有關地質監督及管理的操作工作經驗，他於二零一四年七月加入本公司，出任地質總監。王先生為一位地質現場生產及管理專家，熟悉地質錄井現場技術、陸相、海相、海陸過渡相的地層、水準井地質導向技術、測錄試生產管理、現場油氣水顯示識別和評價、HSE管理體系和品質標準體系。他具有於不同區域包括江漢盆地、南陽盆地、襄陽凹陷、塔里木盆地、渤海灣盆地、四川盆地、松遼盆地、及蘇北盆地等的工作經驗。王先生亦曾在CNODC蘇丹六區塊、CNOOC緬甸專案、

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of traces of oil, gas and water at sites, HSE management system and quality standards system. He had working experience in various regions including Jiangnan Basin, Nanyang Basin, Xiangzao Sag, Tarim Basin, Bohai Bay Basin, Sichuan Basin, Songliao Basin and Northern Jiangsu Basin. Mr. Wang was also appointed as the Geologic Supervisor or Geologic Director of CNODC Sultan No.6 Block, CNOOC Myanmar project, CNODC Mauritania project, SIPC Algeria project, CNPC Turkmenistan Amu Darya gas project, SIPC Myanmar project and Iran Yada project Phase I.

CNODC茅利塔尼亞項目、SIPC阿爾及利亞、CNPC土庫曼斯坦阿姆河天然氣項目、SIPC緬甸項目和伊朗雅達一期項目從事地質監督或地質總監工作。

Report of the Directors 董事報告

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The Directors would like to submit their report together with the audited consolidated financial statements for the year ended 31 December 2019.

Principal Activities

The principal activity of the Company is investment holding. The Group is principally engaged in the exploration, exploitation and development of oil and natural gas and provision of technical services. The principal activities of its subsidiaries are set out in note 33 to the consolidated financial statements. An analysis of the Group's performance for the year by business and geographical segments is set out in note 13 to the consolidated financial statements.

Results

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 121.

Risk Factors

The Group's business and financial performance may be affected by risks and uncertainties as set out below. Such risks are by no means exhaustive and there may be other risks which are not known to the Group.

1. Price Fluctuation of Crude Oil Risk

The Group is engaged in the exploration and development of oil and natural gas and trading of petroleum-related products. The prices of crude oil, natural gas and refined products in the international market are affected by various factors such as changes in demand and supply of oil and gas and the general state of the global economy, which could adversely affect the valuation of the projects and financial results of the Group.

董事謹提呈截至二零一九年十二月三十一日止年度之報告連同經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要從事勘探、開採及開發石油及天然氣及提供技術服務。其附屬公司之主要業務載於綜合財務報表附註33。本集團本年度之業務及地區分部表現分析載於綜合財務報表附註13。

業績

本集團本年度之業績詳列於第121頁之綜合損益表。

風險因素

本集團業務及財務表現或會受到下文載列的風險及不確定因素的影響。該等風險因素並無詳盡列出且或會存在本集團未知的其他風險。

1. 原油價格波動風險

本集團從事石油及天然氣的勘探及開發以及石油相關產品的買賣。國際市場上的原油、天然氣及精煉產品的價格受到諸如石油及天然氣供需以及全球經濟的整體狀況變化等各種因素的影響，該等因素可對本集團的項目估值及財務業績產生不利影響。

Report of the Directors

董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

2. Overseas Investment Risk

As the Group's principal investment projects are all located in the Philippines, it is subject to the influences of the stability of the local political environment, taxation policies and other legal and regulatory requirements. The Group will continue to mitigate the concentration investment risk by exploring other investment opportunities in other countries.

3. Operational Risk

Oil and gas exploration and development involve hazard risks such as accidents, personal injuries or death, property and environment damages, natural disasters such as typhoon and tsunami etc., which may cause stoppage and losses to the operations. The Group has implemented a HSE (Health, Safety and Environment) management system which requires strict compliance by the employees, contractors, sub-contractors, suppliers and third party personnel working on the Group's project sites or facilities.

4. Financial and Capital Risk

The Group also faces financial risks including foreign currency risk, interest rate risk, credit risk and liquidity risk as well as capital risk, details of which are set out in note 32 to the consolidated financial statements.

2. 海外投資風險

由於本集團主要投資項目全部位於菲律賓，受當地政治環境、稅務政策及其他法律及法規規定的穩定性的影響。本集團將繼續通過在其他國家尋求其他投資機遇降低集中投資風險。

3. 運營風險

石油及天然氣勘探及開發涉及事故、人員傷亡、財產及環境損害、颱風及海嘯等自然災害等危險風險，可能導致運營停工及虧損。本集團已實施HSE(健康、安全及環境)管理系統，要求僱員、承包商、分包商、供應商及第三方人員於本集團項目場所或設施工作時嚴格遵守該系統。

4. 財務及資本風險

本集團亦面臨外幣風險、利率風險、信貸風險及流動資金風險等財務風險及資本風險，詳情載於綜合財務報表附註32。

Environmental Policies and Performance

The Group's operations are subject to the environmental laws and regulations in relation to the oil and gas exploration and development in the Philippines. An independent environmental consultant is engaged by the Group to conduct environmental impact assessments at all of the projects, which are submitted to the Department of Environment and Natural Resources (DENR) for approval. After satisfying the requirements in the application, and with the recommendation of the Environmental Management Bureau (EMB), the DENR will grant the Environmental Compliance Certificate (ECC) to the project. With the issue of the ECC, the Group will need to implement measures to protect and mitigate the project's adverse impacts on community health, welfare and the environment throughout all phases of the project. The Group is required to secure all necessary permits in areas such as hazardous waste materials and wastewater management and control, transportation of oil, drainage systems and road networks etc. The environmental consultant and Company team will ensure the compliance of the project with the requirements of the ECC conditions. The Group has also put in place a strict HSE management system in the protection of health, safety and environment. The Group is in compliance in all material aspects with the applicable environmental laws and regulations in the Philippines.

Dividends

The Directors do not recommend the payment of any dividend for the year.

環境政策及表現

本集團於菲律賓勘探及開發石油及天然氣的營運活動須遵守環境法律法規。本集團委任一名獨立環境顧問就遞交予環境及自然資源部(環境及自然資源部)審批的所有項目進行環境影響評估。於滿足所有申請要求並經環境管理局(環境管理局)建議，環境及自然資源部將授予項目環境合規證書(環境合規證書)。經頒發環境合規證書，本集團須於整個項目各階段落實措施保護及減輕項目對社區健康、福利及環境的不利影響。本集團須確保獲得各領域所有必要的許可，如有害廢料及廢水的管理及控制、石油運輸、排水系統及道路網絡等。環境顧問及本公司團隊會確保項目遵守環境合規證書規定的情況。本集團亦設有保護健康、安全及環境的HSE管理體系。本集團於各重大方面均遵守菲律賓適用環境法律及法規。

股息

董事不建議派發任何本年度之股息。

Report of the Directors

董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Reserves

Details of movements in the reserves of the Company during the year are set out in note 35(i) to the consolidated financial statements. Details of movements in the reserves of the Group during the year are presented in the consolidated statement of changes in equity on page 125.

Property, Plant and Equipment

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

Convertible Bonds

Details of movements in the convertible bonds of the Company are set out in note 24 to the consolidated financial statements.

Share Capital

Details of the movements in share capital of the Company are set out in note 28 to the consolidated financial statements.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and the laws of Cayman Islands, which would oblige the Company to offer new shares on a prorata basis to existing shareholders.

儲備

本公司於年內儲備變動之詳情載於綜合財務報表附註35(i)。本集團於年內儲備變動之詳情載於第125頁之綜合權益變動表內。

物業、廠房及設備

本集團物業、廠房及設備變動之詳情載於綜合財務報表附註14。

可換股債券

本公司可換股債券變動之詳情載於綜合財務報表附註24。

股本

本公司股本變動之詳情載於綜合財務報表附註28。

優先購買權

本公司之組織章程細則及開曼群島法例並無有關優先購買權之條文，致促使本公司須按比例向現有股東提呈發售新股份。

Distributable Reserves

Details of distributable reserves of the Company at 31 December 2019 are set out in note 35(i) to the consolidated financial statements.

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 December 2019 is set out on page 260 of the annual report.

Directors

The Directors of the Company during the year and up to the date of this report are:

Executive Directors:

Mr. ZHAO Zhiyong
Mr. LAI Chun Liang
Mr. LIN Zhang
Mr. Kuai Wei (resigned on 1 July 2019)

Independent Non-executive Directors:

Mr. PAI Hsi-Ping
Ms. XIE Qun
Mr. KWAN King Chi George

By virtue of Articles 83(3), 84(1) and 84(2) of the Company's Articles of Association, Mr. Pai Hsi-Ping, Ms. Xie Qun and Mr. Lin Zhang will hold office until the forthcoming annual general meeting of the Company, and being eligible, offer themselves for re-election at that meeting.

可供派儲備

本公司於二零一九年十二月三十一日之可供分派儲備之詳情載於綜合財務報表附註35(i)。

五年財務概要

本集團過往截至二零一九年十二月三十一日止五個財政年度之業績、資產及負債概要載於本年報第260頁。

董事

本公司於年內及直至本報告日期之董事如下：

執行董事：

趙智勇先生
來俊良先生
林漳先生
鄺偉先生(於二零一九年七月一日辭任)

獨立非執行董事：

白旭屏先生
謝群女士
關敬之先生

根據本公司之組織章程細則第83(3)、84(1)及84(2)條，白旭屏先生、謝群女士、關敬之先生及來俊良先生之董事職務將於本公司應屆股東週年大會上結束，彼等合乎資格並願意於會上膺選連任。

Report of the Directors

董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Directors' Service Contracts

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Directors' Interest in Contracts

None of the Directors had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party at any time during the year ended 31 December 2019.

Permitted Indemnity Provision

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all loss or liabilities (the Companies Ordinance (Cap. 622)) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

Biographical Details of Directors and Senior Management

Biographical details of Directors of the Company and senior management of the Group are set out on pages 95 to 100 of the annual report.

董事服務合約

董事概無與本公司或其任何附屬公司訂立本集團於一年內不作出賠償(法定賠償除外)即不能予以終止之服務合約。

董事之合約權益

於截至二零一九年十二月三十一日止年度內任何時間，董事概無於任何本公司、其控股公司或其任何附屬公司作為一方訂立對本集團業務屬重要合約中直接或間接擁有重大實益權益。

獲准許之彌償條文

根據本公司組織章程細則，每位董事有權就其任期內，或因執行其職務而可能遭致或發生與此相關之一切損失或責任(按公司條例(第622章))從本公司資產中獲得賠償。本公司已安排為本集團董事及高級職員購買適當的董事及高級職員責任保險作為保障。

董事及高級管理人員簡介

本公司董事及本集團高級管理人員簡介載於本年報第95頁至100頁。

Directors' and Chief Executive's Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations

As at 31 December 2019, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors.

Substantial Shareholders' Interests and/or Short Positions in the Shares and Underlying Shares of the Company

As at 31 December 2019, the interests and short positions of persons, other than Directors or chief executive of the Company, in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO were as follows:

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及／或淡倉

於二零一九年十二月三十一日，任何董事及本公司最高行政人員概無於本公司或其任何相聯法團（證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須記載於該條所述之登記冊內之權益或淡倉，或根據GEM上市規則第5.46至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉。

主要股東於本公司股份及相關股份之權益及／或淡倉

於二零一九年十二月三十一日，除董事或本公司最高行政人員外，於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益及淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益之人士，或按本公司根據證券及期貨條例第336條須存置之主要股東登記冊所記錄之主要股東如下：

Report of the Directors

董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司


Name of person 人士名稱	Number of shares held 所持股份數目 L (Note 1) (附註1)	Capacity 身份	Approximate percentage of interest 概約權益百分比
Silver Star Enterprises Holdings Inc.	1,876,875,931 (L) (Note 2) (附註2)	Beneficial owner 實益擁有人	63.9%
Lam Nam 林南	1,876,875,931 (L) (Note 2) (附註2)	Interest of a controlled corporation 受控制公司之權益	63.9%
	48,480,000 (L)	Beneficial owner 實益擁有人	1.65%
East Asia Oil Engineering Group Limited 東亞油田工程集團有限公司	187,500,000 (L) (Note 3) (附註3)	Beneficial owner 實益擁有人	6.38%
Li Suiqing 李遂卿	187,500,000 (L) (Note 3) (附註3)	Interest of a controlled corporation 受控制公司之權益	6.38%
Li Suiqing 李遂卿	62,500,000 (L)	Beneficial owner 實益擁有人	2.13%
Shu Xin 舒心	152,580,000 (L)	Beneficial owner 實益擁有人	5.19%

Notes:

- The letter "L" denotes long positions in shares or underlying shares.
- The entire issued share capital of Silver Star Enterprises Holdings Inc. is beneficially owned by Mr. Lam Nam. Mr. Lam Nam is deemed to be interested in 1,876,875,931 shares held by Silver Star Enterprises Holdings Inc.
- The entire issued share capital of East Asia Oil Engineering Group Limited is beneficially owned by Ms. Li Suiqing is deemed to be interested in 187,500,000 shares held by East Asia Oil Engineering Group Limited. These shares may be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds issued by the Company.

附註：

- [L]字母指於股份或相關股份之好倉。
- Silver Star Enterprises Holdings Inc.之全部已發行股本由林南先生實益擁有。林南先生被視作於Silver Star Enterprises Holdings Inc.持有之1,876,875,931股股份中擁有權益。
- 東亞油田工程集團有限公司之全部已發行股本由李遂卿女士實益擁有。李遂卿女士被視作於東亞油田工程集團有限公司持有之187,500,000股股份中擁有權益。該等股份於行使本公司發行之可換股債券附帶之兌換權而可予配發及發行。



Report of the Directors 董事報告

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Save as disclosed above, as at 31 December 2019, the Directors were not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Directors' Rights to Acquire Shares and Debentures

At no time during the year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors, their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouses or children under 18 years of age to acquire such rights in the Company or any other body corporate.

Major Customers and Suppliers

None of the Directors, their respective associates or any shareholders of the Company (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interests in the Group's five largest suppliers or customers.

除上文所披露者外，於二零一九年十二月三十一日，就董事所知，除本公司董事或主要行政人員外，概無任何其他人士於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益或淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益，或任何其他主要股東擁有須記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

董事購入股份及債券之權利

於本年內任何時間，概無授予董事、彼等各自之配偶或未滿十八歲子女可透過收購本公司或任何其他法人團體之股份或債券而獲取利益之權利，或由彼等行使有關權利；而本公司或其任何附屬公司亦無參與任何安排，令董事、彼等各自之配偶或未滿十八歲子女取得本公司或任何其他法人團體之該等權利。

主要客戶及供應商

根據董事所知，各董事、彼等各自之聯繫人士及任何擁有本公司已發行股本5%以上之股東概無於本集團之五大供應商或客戶中擁有任何權益。

Report of the Directors

董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Sufficiency of Public Float

Based on the information that is publicly available to 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 at the latest practicable date prior to the issuance of this report.

Competing Interests

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

Auditor

The consolidated financial statements for the year have been audited by Confucius International CPA Limited who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board
Zhao Zhiyong
Chairman

Hong Kong, 22 June 2020

足夠公眾持股量

根據公眾所得資料及就董事所知，已確定於本報告刊發前之最後實際可行日期有足夠公眾持股量，其最少佔本公司已發行股份之25%。

競爭權益

本公司各董事或管理層股東(定義見GEM上市規則)概無擁有任何現時或可能與本集團業務構成競爭之業務權益。

核數師

本年度之綜合財務報表已由天健國際會計師事務所有限公司審核。天健國際會計師事務所有限公司將退任並符合資格於本公司應屆股東週年大會上膺選連任。

代表董事會
趙智勇
主席

香港，二零二零年六月二十二日

Independent Auditor's Report 獨立核數師報告

Annual Report 2019 二零一九年年報



天健國際會計師事務所有限公司
Confucius International CPA Limited

Certified Public Accountants

香港灣仔莊士敦道181號大有大廈15樓1501-8室
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181 Johnston Road, Wanchai, Hong Kong.
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**TO THE MEMBERS OF
POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED**
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Polyard Petroleum International Group Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 121 to 259, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致
百田石油國際集團有限公司全體成員
(於開曼群島註冊成立之有限公司)

意見

我們已審核載列於第121至259頁百田石油國際集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The accompanying consolidated financial statements for the year ended 31 December 2019 have been prepared assuming that the Group will continue as a going concern. We draw attention to note 2 to the consolidated financial statements which indicates that the Group incurred a net loss attributable to owners of the Company of approximately HK\$88,611,000 for the year ended 31 December 2019 and, as of that date, the Group had net current liabilities of approximately HK\$181,612,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern. Management’s arrangements to address the going concern issue are also described in note 2 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified in respect of this matter.

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們於該等準則項下的責任於本報告核數師就審核綜合財務報表須承擔的責任一節進一步詳述。根據香港會計師公會頒佈的專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。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意見提供基礎。

有關持續經營之重大不明朗因素

編製隨附的截至二零一九年十二月三十一日止年度綜合財務報表時，假設貴集團將持續營運。我們自綜合財務報表附註2中注意到，截至二零一九年十二月三十一日止年度，貴集團錄得貴公司擁有人應佔虧損淨值約港幣88,611,000元及截至該日，貴集團淨流動負債約為港幣181,612,000元。此等情況顯示存在重大不明朗因素，而可能對貴集團之持續經營能力構成重大疑問。管理層應對持續經營問題的安排亦於綜合財務報表附註2詳述。綜合財務報表並未包括任何該不明朗因素可能導致的調整。而就此事項而言，我們並未修改意見。

Independent Auditor's Report

獨立核數師報告

Annual Report 2019 二零一九年年報

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

The key audit matter

Impairment assessment of interests in a joint venture and amounts due from parties to a joint venture

As disclosed in notes 16 and 19 to the consolidated financial statements, the Group had interests in a joint venture of approximately HK\$270,685,000 which is engaged in exploration, exploitation and development of oil and gas in the Philippines and amounts due from parties to the joint venture of approximately HK\$38,697,000 as at 31 December 2019. The directors of the Company had engaged an independent professional valuer to assist them in their impairment assessment in relation to the interests in the joint venture as at 31 December 2019 and the result of the impairment assessment had been recognised in the consolidated statement of profit or loss for the year ended 31 December 2019, an impairment loss in respect of the interests in the joint venture amounting to approximately HK\$85,244,000 attributable to the Group's interests in the joint venture.

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除有關持續經營之重大不明朗因素一節中所述事項外，我們釐定下文所述為會在報告中予以披露的關鍵審核事項。

關鍵審核事項

於合營企業的權益及應收合營企業方款項之減值評估

如綜合財務報表附註16及19所披露，於二零一九年十二月三十一日，貴集團於在菲律賓從事油氣勘探、開採及開發之合營企業中擁有權益約港幣270,685,000元及應收合營企業方款項約港幣38,697,000元。貴公司董事已聘用一間獨立專業估值師行協助彼等進行二零一九年十二月三十一日於合營企業的權益的減值評估。減值評估的結果已在截至二零一九年十二月三十一日止年度之綜合損益表確認，貴集團應佔合營企業之權益合營企業權益減值虧損約港幣85,244,000元。

Independent Auditor's Report

獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

In addition, the amounts due from parties to the joint venture are secured by the parties' participating interests in the joint venture. The directors of the Company were of the opinion that there was no impairment of the amounts due from parties to the joint venture as at 31 December 2019, as based on the carrying amounts of the interests in the joint venture, the recoverable amount of such interest attributable to the parties' participating interests in the joint venture exceeded the carrying amount of the amounts due from parties to the joint venture as at 31 December 2019.

How our audit addressed the key audit matter

Our procedures in relation to the impairment assessment of interests in a joint venture and amounts due from parties to a joint venture.

- We discussed with management of the Company and the independent professional valuer engaged by the Company the valuation methodology, bases and assumptions used in determining the recoverable amount of the interests in the joint venture.
- We assessed the reasonableness and appropriateness of the adopted valuation methodology, bases and assumption used in arriving at the recoverable amount of the interests in the joint venture.
- We checked the mathematical accuracy of the valuation.
- We checked the objectivity, competence, capability and independence of the valuer.

此外，應收合營企業方款項以合營企業方的參與權益作抵押。貴公司董事認為，由於根據於合營企業權益的可收回金額，於合營企業的合營企業方參與權益應佔有關權益的可收回金額超出應收合營企業方款項於二零一九年十二月三十一日的賬面值，應收合營企業方款項於二零一九年十二月三十一日並無減值。

我們的審計如何處理關鍵審核事項

我們有關於合營企業的權益及應收合營企業方款項之減值評估的估值評估程序。

- 我們已與貴公司管理層及貴公司委聘之獨立專業估值師討論釐定於合營企業權益之可收回金額時所用估值方法、基準及假設。
- 我們已評估達致於合營企業權益之可收回金額時所用估值方法、基準及假設之合理性及適當性。
- 我們已檢查估值算術計算的準確性。
- 我們已檢查估值師之客觀性、資格、能力及獨立性。



Independent Auditor's Report 獨立核數師報告

Annual Report 2019 二零一九年年報

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，惟綜合財務報表及本核數師報告除外。

我們對綜合財務報表的意見並不涵蓋其他資料，我們不對其他資料發表任何形式的鑒證結論。

審核綜合財務報表時，我們的責任為閱讀上文指出的其他資料，於此過程中，考慮其他資料是否與綜合財務報表或我們於審計過程中所了解的情況有重大抵觸，或者可能有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

Independent Auditor's Report

獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Responsibilities of the Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

公司董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製真實而公平的綜合財務報表，及負責董事認為對編製綜合財務報表屬必要之有關內部監控，使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

治理層負責監督貴集團的財務報告過程。



Independent Auditor's Report 獨立核數師報告

Annual Report 2019 二零一九年年報

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit concluded in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

核數師就審核綜合財務報表須承擔的責任

我們的目的是獲取綜合財務報表作為一個整體是否不存在由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的合理確定，並按照協定委聘條款向閣下(作為整體)出具一份包含我們意見的核數師報告，除此之外本報告別無其他用途。我們並無就本報告的內容向任何人士承擔責任或接受責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 依據香港審計準則，作為我們審計的一部分，我們在整個審計過程中行使職業判斷並保持職業懷疑態度。我們亦：
- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
 - 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
 - 評估所使用的會計政策的恰當性和作出會計估計的合理性以及董事所披露的相關內容。



Independent Auditor's Report 獨立核數師報告

Annual Report 2019 二零一九年年報

- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改意見。我們的結論乃基於核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團旗下實體或業務活動的財務資料取得足夠的合適審計證據，以發表對綜合財務報表的意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們與治理層溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現等，包括我們在審計中發現的內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Confucius International CPA Limited
Certified Public Accountants

Wong Kam Hing
Practising Certificate Number: P05697
Hong Kong
22 June 2020

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

我們確定與治理層所溝通的事項是對本期綜合財務報表計量最為重要之事項，因而這些事項均構成主要的審計事項。我們在核數師報告中會對該等事項予以描述，惟法律法規不允許公開披露者則除外，若我們在報告中溝通某事項造成的負面後果超過產生的公眾利益（這屬於極端罕見的情況），則在此情形下我們決定不會在報告中溝通該事項。

天健國際會計師事務所有限公司
執業會計師

王鑑興
執業證書編號：P05697
香港
二零二零年六月二十二日

Consolidated Statement of Profit or Loss

綜合損益表

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

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			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	6	-	-
Other income	其他收入	6	596	1,897
Administrative and other operating expenses	行政及其他營運開支		(18,059)	(26,262)
Finance costs	融資成本	7	(18,407)	(16,535)
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認之減值虧損	17	-	(141)
Share of results of a joint venture	應佔合營企業業績	16	(84,841)	(37)
Loss before tax	除稅前虧損	8	(120,711)	(41,078)
Income tax credit	所得稅抵免	9	-	36
Loss for the year	本年度虧損		(120,711)	(41,042)
Attributable to:	應佔：			
Owners of the Company	本公司擁有人		(88,611)	(40,694)
Non-controlling interests	非控制性權益		(32,100)	(348)
			(120,711)	(41,042)
Loss per share	每股虧損	11		
- Basic	- 基本		HK (3.02) cents 港仙	HK (1.39) cents 港仙
- Diluted	- 攤薄		HK (3.02) cents 港仙	HK (1.39) cents 港仙

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

隨附之附註為本綜合財務報表之一部份。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Loss for the year	本年度虧損	(120,711)	(41,042)
Other comprehensive expense	其他全面支出		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations	換算國外營運所產生之匯兌差額	(661)	(647)
Total comprehensive expense for the year	本年度全面支出總額	(121,372)	(41,689)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人	(88,834)	(41,531)
Non-controlling interests	非控制性權益	(32,538)	(158)
		(121,372)	(41,689)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019
於二零一九年十二月三十一日

Annual Report 2019 二零一九年年報

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	144	363
Interests in associates	於聯營公司之權益	15	–	–
Interests in a joint venture	於合營企業的權益	16	270,685	361,377
Deferred exploration expenditure	遞延勘探開支	17	–	–
			270,829	361,740
CURRENT ASSETS	流動資產			
Amounts due from associates	應收聯營公司款項	18	–	–
Other receivables	其他應收款項	19	45,001	41,516
Cash and cash equivalents	現金及現金等值物	20	296	243
			45,297	41,759
CURRENT LIABILITIES	流動負債			
Other payables	其他應付款項	21	(63,151)	(36,981)
Amounts due to directors	應付董事款項	22	(11,758)	(10,540)
Convertible bonds	可換股債券	24	(150,000)	(150,000)
Promissory note payable	應付承付票據	25	(2,000)	–
Obligations under finance leases – current portion	融資租賃責任 – 流動部份	27	–	(58)
			(226,909)	(197,579)
NET CURRENT LIABILITIES	淨流動負債		(181,612)	(155,820)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		89,217	205,920

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019
於二零一九年十二月三十一日

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT LIABILITY	非流動負債			
Amounts due to a shareholder	應付股東款項	23	(67,209)	(62,540)
NET ASSETS	淨資產		22,008	143,380
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	28	117,502	117,502
Reserves	儲備		(113,453)	(24,619)
Equity attributable to owners of the Company	本公司擁有人 應佔權益		4,049	92,883
Non-controlling interests	非控制性權益		17,959	50,497
TOTAL EQUITY	總權益		22,008	143,380

Approved and authorised for issue by the Board of Directors
on 22 June 2020.

經董事會於二零二零年六月二十二日核准及授權刊
印。

ZHAO Zhiyong
Director

LIN Zhang
Director

趙智勇
董事

林漳
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Annual Report 2019 二零一九年年報

		Attributable to owner of the Company 本公司擁有人應佔						Non-controlling interests 非控制性權益		Total
		Share capital 股本	Share premium 股份溢價	Share reserve 股份儲備	Exchange reserve 匯兌儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total	Total	Total
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	117,502	998,012	985	15	3,285	(985,385)	134,414	50,655	185,069
Loss for the year	年內虧損	-	-	-	-	-	(40,694)	(40,694)	(348)	(41,042)
Other comprehensive income (expense) for the year	本年度其他全面收益 (支出)	-	-	-	(837)	-	-	(837)	190	(647)
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	(837)	-	(40,694)	(41,531)	(158)	(41,689)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	117,502	998,012	985	(822)	3,285	(1,026,079)	92,883	50,497	143,380
Loss for the year	年內虧損	-	-	-	-	-	(88,611)	(88,611)	(32,100)	(120,711)
Other comprehensive expense for the year	本年度其他全面支出	-	-	-	(223)	-	-	(223)	(438)	(661)
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	(223)	-	(88,611)	(88,834)	(32,538)	(121,372)
At 31 December 2019	於二零一九年十二月三十一日	117,502	998,012	985	(1,045)	3,285	(1,114,690)	4,049	17,959	22,008

Consolidated Statement of Cash Flows

綜合現金流量表

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

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Loss before tax	除稅前虧損	(120,711)	(41,078)
Adjustments for:	調整：		
Interest income	利息收入	(1)	(1)
Interest expenses	利息支出	18,407	16,535
Depreciation of property, plant and equipment	物業、廠房及設備折舊	241	301
Share of results of a joint venture	應佔合營企業業績	84,841	37
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認之減值虧損	-	141
Operating loss before movements in working capital	營運資金變動前之經營虧損	(17,223)	(24,065)
Increase in other receivables	其他應收款項增加	(3,427)	(175)
Increase in other payables	其他應付款項增加	7,868	5,516
NET CASH USED IN OPERATING ACTIVITIES	經營業務所耗現金淨額	(12,782)	(18,724)
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	1	1
Decrease (increase) in an investment in a joint venture, net	於合營企業投資之減少(增加)淨額	5,851	(3,944)
Purchase of property, plant and equipment	購置物業、廠房及設備	(24)	(16)
Advance to parties to a joint venture	墊付合營企業方	(58)	(2,034)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動產生(所耗)現金淨額	5,770	(5,993)

Consolidated Statement of Cash Flows

綜合現金流量表

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

Annual Report 2019 二零一九年年報

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(105)	(5,048)
Advance from directors	來自董事墊款	1,218	4,486
Advance from a shareholder	來自股東墊款	4,669	21,670
Repayment of obligations under finance leases	融資租賃責任還款	(58)	(157)
Proceeds from issue of promissory note payable	來自承付票據所得款項	2,000	–
NET CASH FROM FINANCING ACTIVITIES	融資活動產生之現金淨額	7,724	20,951
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加(減少)淨額	712	(3,766)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值物	243	4,894
Effect of foreign exchange rate changes	外幣匯率變動之影響	(659)	(885)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值物	296	243
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物之結餘分析		
Cash and bank balances	現金及銀行結餘	296	243

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

1. General Information

Polyard Petroleum International Group Limited (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited. Its parent is Silver Star Enterprises Holdings Inc. (incorporated in the British Virgin Islands) and the ultimate controlling party is Mr. Lam Nam. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of this annual report.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are the exploration, exploitation and development of oil and natural gas and provision of technical services.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. Basis of Preparation for the Consolidated Financial Statements

Going concern

The Group incurred a net loss attributable to owners of the Company of approximately HK\$88,611,000 for the year ended 31 December 2019 and, as of that date, the Group had net current liabilities of approximately HK\$181,612,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In order to ensure the Group’s ability to operate as a going concern, the directors of the Company have implemented measures as follow:

1. 一般資料

百田石油國際集團有限公司(「本公司」)為一間於開曼群島註冊成立的上市有限公司，其股份於香港聯合交易所有限公司GEM上市。其母公司為Silver Star Enterprises Holdings Inc. (於英屬處女群島註冊成立)及最終控制方為林南先生。本公司的註冊辦事處及主要營業地點的地址披露於本年報公司資料一節。

本公司之主要業務為投資控股，其附屬公司之主要業務則為勘探、開採及開發石油及天然氣及提供技術服務。

本綜合財務報表乃以本公司之功能貨幣港幣(「港幣」)呈列。

2. 綜合財務報表的編製基準

持續經營

本集團於截至二零一九年十二月三十一日止年度錄得貴公司擁有人應佔虧損淨值約港幣88,611,000元及截至該日，本集團淨流動負債約為港幣181,612,000元。此等情況顯示存在重大不明朗因素，而可能對本集團之持續經營能力構成重大疑問，因而使本集團無法於正常業務過程中變現資產及清償債務。

為確保本集團持續經營的能力，本公司董事已實施以下措施：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Annual Report 2019 二零一九年年報

2. Basis of Preparation for the Consolidated Financial Statements (Continued)

Going concern (Continued)

- (i) In relation to the convertible bonds with principal amount of HK\$100,000,000 (“CB A”), subsequent to the reporting period, on 3 January 2020, the Company had entered into a legally binding Memorandum of Understanding (“MOU”) with East Asia Oil Engineering Group Limited (“East Asia”) where East Asia had undertaken to take over CB A from the original holder (“Original Holder”). On the same date, the Original Holder of CB A had completed transfer of convertible bond with principal amount of HK\$75,000,000 (“\$75M CB A1”) to East Asia. By the same MOU between the Company and East Asia, East Asia had committed that it would not demand for repayment of CB A by the Company within thirty months from the date of the MOU. The remaining principal balance of HK\$25,000,000 of CB A not yet transferred to East Asia (“\$25M CB A2”) are still registered in the name of the Original Holder and is guaranteed by Mr. Lam Nam, the ultimate controlling party of the Company, until its disposal. Up to the date of this report, the \$25M CB A2 is still outstanding and had not been called for repayment. The Company and the Original Holder are in the negotiation regarding the settlement arrangement of \$25M CB A2.

2. 綜合財務報表的編製基準(續)

持續經營(續)

- (i) 就本金額為港幣100,000,000元「可換股債券A」而言，於報告期後，於二零二零年一月三日，本公司與東亞油田工程集團有限公司(「東亞」)簽訂了具有法律約束力的諒解備忘錄(「諒解備忘錄」)，東亞已承諾從原持有人手中接管可換股債券A(「原持有人」)。於同日，可換股債券A的原持有人已完成將本金為港幣75,000,000元(「7,500萬元可換股債券A1」)的可換股債券轉移至東亞。根據公司與東亞之間的同一諒解備忘錄，東亞承諾不會在諒解備忘錄簽署之日起三十個月內要求公司償還可換股債券A。尚未轉移至東亞的可換股債券A的本金餘額港幣25,000,000元(「2,500萬元可換股債券A2」)仍以原持有人的名義登記，並由本公司的最終控制方林南先生擔保，直到將其處置。直至本報告日，公司尚欠2,500萬元可換股債券A2，但未被要求償還。本公司及原持有人仍在就該2,500萬元可換股債券A2的償還安排進行商議。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

2. Basis of Preparation for the Consolidated Financial Statements (Continued)

Going concern (Continued)

(i) (Continued)

In relation to the convertible bonds with principal amount of HK\$50,000,000 (“CB B”), up to the date of this report, the Company and the holder of CB B are in the negotiation regarding the settlement arrangement of CB B.

(ii) The Company has planned and is in negotiation with potential investors to raise sufficient funds through fund-raising arrangement.

(iii) The ultimate controlling party has undertaken to provide adequate funds to enable the Group to meet its liabilities and to settle financial obligations to third parties as and when they fall due so that the Group can continue as a going concern and carry on its business without a significant curtailment of operations for the twelve months from the date of approval of these consolidated financial statements. In addition, the ultimate controlling party will not demand the Company for repayment of his loans until all other liabilities of the Group have been satisfied.

(iv) The directors of the Company will continue to implement measures aiming at improving the working capital and cash flows of the Group including closely monitoring general administrative expenses and operating costs.

2. 綜合財務報表的編製基準(續)

持續經營(續)

(i) (續)

就本金額為港幣50,000,000元的可換股債券B而言，直至本報告日，本公司與可換股債券B的持有人已在進行商議關於可換股債券B的還款安排。

(ii) 本公司擬及正與潛在投資者就透過集資安排籌得足夠資金進行磋商。

(iii) 最終控制方已承諾提供充足資金，讓本集團滿足其債務，並於財務責任到期時向第三方償還，使本集團由批准該等綜合財務報表日期起十二個月內可持續經營及經營業務而不會面對重大阻礙。此外，最終控制方不會要求本公司償還他的貸款，直至本集團所有其他債務經已清償。

(iv) 本公司董事將繼續實施旨在改善本集團營運資金及現金流量的措施，包括密切監察一般行政開支及營運成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Annual Report 2019 二零一九年年報

2. Basis of Preparation for the Consolidated Financial Statements (Continued)

Going concern (Continued)

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the reporting date taking into account the impact of the above measures, the directors of the Company believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements. Accordingly, the consolidated financial statements for the year ended 31 December 2019 have been prepared on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amount, to provide for future liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

2. 綜合財務報表的編製基準(續)

持續經營(續)

本公司董事經考慮上述措施的影響，已對本集團自報告日期起的未來十二個月的現金流量預測進行了詳細的檢討，本公司董事相信，本集團將有充裕現金資源滿足其未來營運資金及其他融資需要。因此，截至二零一九年十二月三十一日止年度的該等綜合財務報表乃按持續經營基準編製。

倘本集團未能持續經營，則將須作出調整對資產價值撇減至其可收回金額、就可能產生之任何進一步負債計提撥備以及重新分類非流動資產及非流動負債為流動資產及流動負債。該等調整之影響尚未反映在綜合財務報表內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the above new and amendments to HKFRSs and an interpretation in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之新訂及經修訂香港財務報告準則

於本年度內，本集團已首次採納以下由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）所得稅處理之不確定性—詮釋第23號	
香港會計準則第9號修訂本	含有反向補償的提前償付特徵
香港會計準則第19號修訂本	計劃修訂、縮減或結算
香港會計準則第28號修訂本	於聯營公司及合營企業的長期權益
香港財務報告準則修訂本	二零一五年至二零一七年週期之香港財務報告準則年度改進

誠如以下所述，於本年度採用新訂及經修訂香港財務報告準則及詮釋並無對本集團本年度及過往年度的財政狀況及表現及／或該等綜合財務報表所載的披露造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Annual Report 2019 二零一九年年報

3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(Continued)

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

3. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

於本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃

本集團於本年度首次採用香港會計準則第16號。香港會計準則第16號取代了香港會計準則第17號（「HKAS 17」）以及相關釋義。

租賃之定義

本集團已選用實際權宜方法，就先前採用香港會計準則第17號和香港（國際財務報告詮釋委員會）—詮釋第4號「釐定安排是否包含租賃」識別為租賃的合約應用香港財務報告準則第16號，惟不就先前未識別為包括租賃的合約應用該等準則。因此，本集團並未重新評估在首次應用當日前已經存在的合約。

就於二零一九年一月一日或之後訂立或變更的合約，本集團根據香港財務報告準則第16號所載之規定應用租賃定義評估合約是否包括租賃。

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3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(Continued)

HKFRS 16 Leases (Continued)

As a lessee

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

On transition, the Group has not made any adjustments upon application of HKFRS 16 because the Group had no right-of-use assets and liabilities for lease at 1 January 2019. The reconciliation from operating lease commitments as at 31 December 2018 to lease liabilities as at 1 January 2019 is shown as follows:

3. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

於本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

作為承租人

本集團已追溯應用香港財務報告準則第16號，並於首次應用當日二零一九年一月一日確認累計影響。於首次應用當日的任何差額均於期初保留盈利中確認，且並無重列比較資料。

於過渡時，由於本集團於二零一九年一月一日並無使用權資產及租賃負債，故本集團未應用香港財務報告準則第16號進行調整。於二零一八年十二月三十一日的經營租賃承擔與於二零一九年一月一日的租賃負債對賬如下：

		At 1 January 2019 於二零一九年一月一日
		HK\$'000 港幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日已披露的經營租賃承擔	1,324
Less: commitments relating to leases exempt from capitalisation	減：與免於資本化的租賃有關的承擔	
– Practical expedient – leases with lease term ending within 12 months from the date of initial application	– 實際的權宜辦法 – 自首次應用之日起租期於十二個月內結束的租賃	(925)
– Change in allocation basis between lease and non-lease components	– 租賃與非租賃組成部分之間分配基準的變化	(399)
Remaining lease payment	剩餘租賃付款	–

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3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(Continued)

Amendments to HKAS 28 Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies HKFRS 9 Financial Instruments (“HKFRS 9”), including the impairment requirements, to long-term interests in an associate or joint venture to which the equity method is not applied that form part of the net investment in the investee. Furthermore, in applying HKFRS 9 to long-term interests, an entity does not take into account adjustments to their carrying amount required by HKAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28).

The application is not expected to have impact as the Group’s existing accounting policies are consistent with the requirements clarified by the amendments.

3. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

於本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港會計準則第28號修訂本於聯營公司及合營企業的長期權益

該項修訂本澄清實體將香港財務報告準則第9號金融工具（「香港財務報告準則第9號」）（包括減值規定）應用於不適用權益法且構成於被投資人淨投資一部分之聯營公司或合營企業的長期權益。另外，在將香港財務報告準則第9號應用於長期權益時，實體並未考慮香港會計準則第28號對其賬面值所作的調整（即因按香港會計準則第28號分配被投資人的虧損或減值評估而導致的對長期權益賬面價值的調整）。

由於本集團現有的會計政策與修訂本所闡明的要求一致，因此預計是項應用不會產生影響。

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3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRS 16	COVID-19 – Related Rent Concession ⁵

- Effective for annual periods beginning on or after 1 January 2021.
- Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- Effective for annual periods beginning on or after a date to be determined.
- Effective for annual periods beginning on or after 1 January 2020.
- Effective for annual periods beginning on or after 1 June 2020.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第3號修訂本	業務的定義 ²
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號修訂本	重要性的定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革 ⁴
香港財務報告準則第16號（修訂）	有關新型冠狀病毒的租金寬減 ⁵

- 於二零二一年一月一日或以後開始之年度期間生效。
- 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併及資產收購。
- 於待定日期或以後開始之年度期間生效。
- 於二零二零年一月一日或以後開始之年度期間生效。
- 於二零二零年六月一日或之後開始之年度期間生效。

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3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

The Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the Group’s consolidated financial statements in the foreseeable future.

4. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

3. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

除上述新訂及經修訂香港財務報告準則外，於二零一八年發佈了經修訂的財務報告概念框架。其後續修訂本《香港財務報告準則對概念框架參考之修訂》將於二零二零年一月一日或之後開始的年度期間生效。

本公司董事預期應用該等新訂及經修訂之香港財務報告準則將不會於可見將來對綜合財務報表造成重大影響。

4. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則(「上市規則」)及香港公司條例之適用披露規定。

本綜合財務報表按下文所載會計政策所闡釋之於各報告期末的歷史成本基準進行編製。

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4. Significant Accounting Policies (Continued)

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

4. 主要會計政策(續)

歷史成本一般根據交換商品及服務所付代價之公平值而釐定。

公平值指於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可使用其他估值方法直接可觀察或估計。於估計資產或負債之公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮之資產或負債特點。該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟於香港財務報告準則第2號「以股份為基礎的支付」範圍內之股份付款交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值類似但並非公平值之計量（如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值）除外。

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4. Significant Accounting Policies (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

4. 主要會計政策(續)

此外，就財務呈報而言，公平值計量根據公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一、第二及第三級，載述如下：

- 第一級輸入數據為實體有能力於計量日期獲得之相同資產或負債之活躍市場報價(未經調整)；
- 第二級輸入數據為不包括第一級報價之資產或負債之可直接或間接觀察之輸入數據；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下：

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4. Significant Accounting Policies (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

4. 主要會計政策(續)

綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。本公司在以下情況下取得控制權：

- 擁有對被投資公司之權力；
- 因參與被投資公司之營運而面對回報可變之風險或有權享有可變回報；及
- 有能力運用其權力影響其回報金額。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資公司擁有控制權。

附屬公司於本集團取得對附屬公司控制權時開始綜合入賬，並於本集團失去對附屬公司控制權時終止綜合入賬。尤其是，於年內收購或出售附屬公司之收益及開支，會由本集團取得控制權之日期直至本集團對附屬公司控制權終止之日期計入綜合損益表內。

損益及其他全面收益之各項目，均歸屬於本公司擁有人及非控制性權益。即使會使非控制性權益會出現虧絀結餘，附屬公司之全面收益總額仍會歸屬於本公司擁有人及非控制性權益。

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4. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

4. 主要會計政策(續)

綜合賬目基準(續)

如有需要，附屬公司之財務報表已作適當調整，以令其會計政策與本集團之會計政策一致。

所有集團內資產及負債、權益、收入、開支以及與本集團成員公司之間交易有關之現金流量均於綜合賬目時全數撇銷。

於附屬公司的非控股權益與本集團的權益獨立呈列，以表示現時所有權權益賦予彼等擁有人權利於清盤時按比例分佔相關附屬公司的資產淨值。

於聯營公司及合營企業之投資

聯營公司乃本集團於其中有重大影響力之實體。重大影響力指參與被投資公司之經營及財務決策，而非控制或共同控制該等政策之權力。

合營企業乃一項合營安排，據此，對安排具有共同控制權之各方有權享有合營安排之淨資產。共同控制權為合約協定分享安排之控制權，僅在相關活動決策必須獲分享控制權之人士一致同意方會存在。

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4. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

4. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

於聯營公司及合營企業之業績與資產及負債乃按權益會計法計入該等綜合財務報表內。就權益會計法而言，聯營公司及合營企業的財務報表乃以與本集團就類似情況下同類交易及事件所使用會計政策貫徹一致的會計政策編製。根據權益法，於聯營公司或合營企業之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司或合營企業之損益及其他全面收益而作出調整。損益及其他全面收益以外的聯營公司／合營企業資產淨值變動不會入賬，除非該等變動導致本集團持有的擁有權權益出現變動。當本集團應佔一間聯營公司或合營企業虧損超出本集團於該聯營公司或合營企業之權益時(包括任何實際上構成本集團於聯營公司或合營企業投資淨值其中部份之長期權益)，本集團會終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司或合營企業付款時，方會確認額外虧損。

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4. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

於聯營公司或合營企業之投資乃自被投資公司成為聯營公司或合營企業日期起採用權益法入賬。於收購於聯營公司或合營企業之投資時，投資成本超出本集團分佔被投資公司可予識別資產及負債公平淨值之任何差額，確認為商譽，有關商譽計入投資賬面值內。本集團分佔可予識別資產及負債於重新評估後的公平值淨值超出投資成本之任何差額，在收購該項投資期間即時於損益確認。

本集團會評估是否存在客觀證據證明於一間聯營公司或合營企業的權益將會減值。倘存在任何客觀證據，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號以單一資產之方式進行減值測試，方法是比較其可收回金額(即使用價值與公平值減出售成本之較高者)與賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部份。該減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

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4. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

4. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

當本集團對聯營公司不再有重大影響或失去合營企業之共同控制權時，則入賬列為出售該被投資公司之全數權益，產生之收益或虧損於損益中確認。當本集團保留於前聯營公司或合營企業之權益，且保留權益為屬於香港財務報告準則第9號範圍之財務資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為初步確認時之公平值。該聯營公司或合營企業之賬面值與任何保留權益之公平值及出售相關聯營公司或合營企業權益所得任何所得款項之間之差額，乃計入釐定出售該聯營公司或合營企業之收益或虧損。此外，本集團會以該聯營公司或合營企業已直接出售有關資產或負債之相同方式，將所有以往因該聯營公司或合營企業而於其他全面收益確認之所有金額入賬。故此，若以往由該聯營公司或合營企業於其他全面收益確認之收益或虧損會於出售有關資產或負債時重新分類至損益，本集團會於出售／部分出售相關聯營公司或合營企業時將該收益或虧損由權益重新分類至損益(作為重新分類調整)。

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4. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

4. 主要會計政策(續)

於聯營公司及合營企業之投資(續)

當於聯營公司之投資成為於合營企業之投資，或於合營企業之投資成為於聯營公司之投資時，本集團繼續採用權益法。出現該等擁有權益變動後不會重新計量公平值。

倘本集團減少其於聯營公司或合營企業之擁有權益但本集團繼續使用權益法，則本集團於出售有關資產或負債時會將該收益或虧損重新分類至損益之情況下，會將先前就該等擁有權益減少而於其他全面收益確認之收益或虧損按比例重新分類至損益。

倘集團實體與本集團之聯營公司或合營企業進行交易，與該聯營公司或合營企業交易所產生之損益僅會在有關聯營公司或合營企業之權益與本集團無關之情況下，方會於本集團之綜合財務報表中確認。

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4. Significant Accounting Policies (Continued)

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Service fee income is recognised when the related services are rendered and the amount receivable can be measured reliably.

4. 主要會計政策(續)

客戶合約收入

根據香港財務報告準則第15號，本集團於完成履約責任之時(或就此)確認收益，即於特定履約責任相關貨品或服務的「控制權」移交客戶時。

履約責任指個別的商品及服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

控制權隨時間轉移，而倘符合其中一項下列標準，則收益乃參照完成相關履約責任的進度按時間確認：

- 在本集團履約時，客戶同時取得並享有本集團履約所提供的利益；
- 本集團的履約產生及提升客戶於本集團履約時控制的資產；或
- 本集團的履約並未產生對本集團具有替代用途的資產，而本集團可強制執行權利以收取迄今已完成履約部分的款項。

否則，收益於客戶獲得明確商品或服務的控制權時確認。

服務費收入於提供相關服務，且應收款項金額能可靠地計量時確認。

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4. Significant Accounting Policies (Continued)

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)

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

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. 主要會計政策(續)

租賃

租賃之定義(根據附註3之過渡應用香港財務報告準則第16號後)

倘合約為換取代價而轉移在一段時間內控制已識別資產使用的權利，則該合約屬於或包含租賃。

就於首次應用當日或之後訂立或變更或因業務合併所產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修訂日期或收購日期(倘適當)評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)

將代價分配至合約的組成部分

就一份合約包含一項租賃及一項或多項額外租賃或非租賃而言，本集團將合約代價按租賃的組成部分之相關獨立價格及非租賃的組成部分之總和獨立價格分配予各自的租賃部分。

作為一項實際的權宜辦法，當本集團合理預期對綜合財務報表造成之影響不會與組合內個別租賃存在重大不同時，會將具有類似特徵之租賃按組合基準入賬。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)(續)

短期租賃和低價值資產租賃

本集團將短期租賃確認豁免適用於自開始日期起租賃期為12個月或更短且不包含購買期權的辦公場所租賃。它還對低價值資產的租賃適用免稅確認。短期租賃的租賃付款和低價值資產的租賃在租賃期內以直線法或其他系統方式確認為支出。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的租賃付款減去任何已收租賃獎勵；
- 本集團產生的任何最初直接成本；及
- 本集團於拆卸及移除相關資產、復原所處場地或根據租賃之條款及條件規定將相關資產復原時估計將產生的成本。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)(續)

使用權資產(續)

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團合理確定於租期結束後會獲取相關租用資產的所有權之使用權資產按開始日期至可使用年期結束計提折舊。否則，使用權資產使用直線法按估計可使用年限與租期之間之較短者計提折舊。

本集團於綜合財務狀況表中將使用權資產作為一個單獨項目呈列。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)(續)

可退回租賃按金

已付可退回租賃按金乃根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，並初步按公允價值計量。對初步確認公允價值作出的調整乃被視為額外租賃款項，並計入使用權資產的成本中。

租賃負債

於租賃開始日期，本集團按照當日的未付租賃付款的現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中利率不易釐定，則本集團於租賃開始日期使用遞增借款利率。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)(續)

租賃負債(續)

租賃付款包括：

- 固定付款(包括實物固定付款)減任何應收租賃獎勵；
- 取決於指數或利率的可變租賃付款額，最初使用起始日期的指數或利率計量；
- 本集團根據剩餘價值擔保預計應支付的金額；
- 購買權之行權價(如本集團人可合理確定將行使購買權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使該項選擇權終止租約)。

於租賃開始日期後，租賃負債按應計利息及租賃付款進行調整。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註3之過渡應用香港財務報告準則第16號後)(續)

租賃負債(續)

倘出現以下情況，則本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有變，或於評估行使購買選擇權時出現變動，在此情況下，本集團將使用重新評估當日的經修訂貼現率貼現經修訂租賃付款，重新計量相關租賃負債。
- 租賃付款有變，而原因是有擔保剩餘價值項下的預期付款出現變動，在此等情況下，本集團將使用初始貼現率貼現經修訂租賃付款，重新計量相關租賃負債。

本集團於綜合財務狀況表中將租賃負債作為一個單獨項目呈列。

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4. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人(於二零一九年一月一日前)

凡租賃之條款將擁有權之絕大部分風險及回報轉移予承租人，則該等租賃均列作融資租賃。所有其他租賃則列作經營租賃。

經營租賃費用乃按租期以直線法確認為開支，除非另有系統基準更能體現租賃資產的經濟利益被消耗。

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4. Significant Accounting Policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

4. 主要會計政策(續)

外幣

編製個別集團實體之財務報表時，以該實體功能貨幣之外貨幣(外幣)進行之交易乃以交易日期之現行匯率記錄。於報告期末，以外幣列值之貨幣項目以該日之現行匯率重新換算。以外幣結算且按公平值列賬之非貨幣項目以釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額，於其產生期間於損益確認，惟應收或應付海外業務而結算並無計劃亦不可能發生(因此構成海外業務投資淨額之一部分)之貨幣項目之匯兌差額外，該等匯兌差額初步於其他綜合收益內確認，並於出售或部分出售本集團於聯營公司及合營企業權益時自權益重新分類至損益。

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4. Significant Accounting Policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

4. 主要會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團營運之資產及負債均按各報告期末之現行匯率以本集團之呈列貨幣(即港幣)列值。收入及開支項目乃按期間平均匯率換算，除非期內匯率出現重大波動，於此情況下，則採用交易當日之現行匯率。所產生匯兌差額(如有)乃於全面收益確認，並於匯兌儲備之權益累計(計入非控制性權益(如適用))。

借貸成本

與收購、建設或生產需要長時間方能達致計劃用途或推出銷售之合資格資產直接有關之借貸成本，均加入為該等資產之部份成本，直至該等資產大致可作擬定用途或銷售為止。

一切其他借貸成本均於其產生期間在損益確認。

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4. Significant Accounting Policies (Continued)

Retirement benefit costs and termination benefits

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund ("MPF") Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

4. 主要會計政策(續)

退休福利成本

向國家管理退休福利計劃及強制性公積金計劃(「強積金計劃」)支付之款項乃於僱員提供服務而有權獲得有關供款時確認為開支。

短期僱員福利

短期僱員福利按僱員提供服務時預期將予支付福利的未貼現金額確認。除非另一項香港財務報告準則規定或允許將福利計入資產成本內，否則所有短期僱員福利均確認為開支。

僱員累計福利(如工資與薪金、年假及病假)經扣除任何已付金額後，確認為負債。

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4. Significant Accounting Policies (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 主要會計政策(續)

稅項

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按年內應課稅溢利計算。應課稅溢利與除稅前虧損不同，此乃由於其他年度之應課稅或可扣稅收入或開支項目及毋須課稅或不能扣稅之項目。本集團之本期稅項負債乃使用截至報告期末已制定或大致制定之稅率計算。

遞延稅項乃按綜合財務報表中之資產及負債賬面值及計算應課稅溢利相應稅基之臨時差額確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產乃按可能出現可利用臨時差額扣稅之應課稅溢利時提撥。若於一項交易中，因業務合併以外原因初始確認資產及負債而引致之臨時差額既不影響應課稅務溢利，亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

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4. Significant Accounting Policies (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

4. 主要會計政策(續)

稅項(續)

遞延稅項負債乃就附屬公司及聯營公司之投資及於合營公司之權益而引致之應課稅臨時差異而確認，惟若本集團可控制臨時差異之逆轉，以及臨時差異可能不會於可見將來逆轉者除外。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，僅在按可能出現可用作抵銷臨時差額之足夠應課稅溢利時，並預期於可見將來撥時確認。

遞延稅項資產之賬面值於每個報告期末作檢討，並於不再可能有足夠應課稅溢利恢復全部或部份資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率及基於於報告期末已頒佈或實際頒佈之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末將出現之稅務後果，以收回其資產或清償其負債之賬面值。

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4. Significant Accounting Policies (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

4. 主要會計政策(續)

稅項(續)

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團會首先釐定稅項扣減是否歸屬使用權資產或租賃負債。

當有法定可執行權利將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關對同一應課稅實體徵收之所得稅有關時，遞延所得稅資產及負債均予以抵銷。

即期及遞延稅項於損益內確認。

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4. Significant Accounting Policies (Continued)

Exploration and evaluation expenditure

Exploration and evaluation are capitalised and recognised at cost on initial recognition. Subsequent to initial recognition, these assets are stated at cost less any accumulated impairment losses. Exploration and evaluation expenditures include the cost of mining and exploration rights and the expenditures incurred in search for resources as well as the determination of the technical feasibility and commercial viability of extracting resources become demonstrable previously capitalised exploration and evaluation expenditures are reclassified as either intangible or tangible assets. These assets are assessed for impairment before reclassification.

They are assessed for impairment when facts and circumstances suggest that the carrying amount of capitalised exploration and evaluation expenditures may exceed their recoverable amount.

Impairment of capitalised exploration and evaluation expenditures

The carrying amount of the capitalised exploration and evaluation expenditures are reviewed annually and adjusted for impairment in accordance with HKAS 36 Impairment of Assets whenever one of the following events or changes in circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

4. 主要會計政策(續)

勘探及評估開支

勘探及評估開支於初步確認時按成本資本化及確認。於初步確認後，該等資產乃按成本扣除任何累計減值虧損列賬。勘探及評估包括開採及勘探權的成本及尋找資源時產生的開支，以及釐定技術可行性和開採資源的商業可行性成為明顯可證時，先前已資本化之勘探及評估開支重新分類為無形或有形資產。該等資產於重新分類前會進行減值評估。

如有事實及情況顯示已資本化勘探及評估開支可能超過其可收回金額，則會進行減值評估。

已資本化勘探及評估開支之減值

已資本化勘探及評估開支之賬面值會根據香港會計準則第36號「資產減值」，每年及每當以下任何一項事件或情況變動顯示賬面值可能無法收回時進行檢討，並作出減值調整(以下清單並非巨細無遺)：

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4. Significant Accounting Policies (Continued)

Exploration and evaluation expenditure (Continued)

Impairment of capitalised exploration and evaluation expenditures (Continued)

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; or
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

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

4. 主要會計政策(續)

勘探及評估開支(續)

已資本化勘探及評估開支之減值(續)

- 本集團有權於特定區域勘探之期限於有關期間已屆滿，或將於短期內屆滿，且預期不會續期；
- 於特定區域進一步勘探及評估礦產資源有相當支出並無預算亦未有規劃；
- 於特定區域勘探及評估礦產資源之結果並無發現有充分並具商業價值之礦產資源，且本集團已決定終止該特定區域之有關活動；或
- 現有足夠數據顯示，雖然在特定區域發展很可能進行，但勘探及評估資產之賬面值不大可能從成功開發或銷售獲全數收回。

每當資產賬面值超過其可收回金額，即會於綜合損益表中確認減值虧損。

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4. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment including leasehold improvement, equipment, furniture and fixtures and motor vehicles held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策(續)

物業、廠房及設備

持作用於生產或提供商品或服務或用作行政用途的物業、廠房及設備(包括租賃物業裝修、辦公室設備、傢俬及裝置以及汽車)於綜合財務狀況表按成本值減其後累計折舊及其後累計減值虧損(如有)列賬。

確認折舊按撇銷資產項目成本減估計可使用年期剩餘價值乃以直線法計算。估計可使用年期、剩餘價值及折舊方法於各報告期末進行檢討，任何估計變動的影響按未來適用法入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。因出售物業、廠房及設備項目或物業、廠房及設備項目報廢而產生的任何損益乃按出售所得款項與資產賬面值的差額釐定，並於損益中確認。

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4. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

4. 主要會計政策(續)

物業、廠房及設備(續)

物業、廠房、設備及使用權資產減值

於報告期末，本集團檢討其有限可用年期的有形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘任何該跡象存在，則估計相關資產之可收回金額，以確定減值虧損(如有)之程度。

有形資產之可收回金額將單獨估計，倘未能估計個別資產之可收回金額，本集團將估計資產所屬現金產生單位之可收回金額。於可識別合理和一貫分配基準的情況下，企業資產亦會被分配到個別現金產生單位，否則或會被分配到可識別合理及一貫分配基準的最小現金產生單位組別中。

可收回金額乃公平值減出售成本及使用中價值之較高者。在評估使用價值時，預計未來現金流量按照可以反映當前市場對貨幣時間價值及該資產(或現金產生單位)之特定風險評估(而未來現金流量之估計並無就此調整)之稅前折現率折算至現值。

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4. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 主要會計政策(續)

物業、廠房及設備(續)

物業、廠房、設備及使用權資產減值(續)

如果估計資產(或現金產生單位)之可收回金額低於其賬面值，則將該資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損會立即於損益確認。

倘減值虧損隨後撥回，資產(或現金產生單位)之賬面值將調高至經修訂之估計可收回金額，但增加之賬面值不超過資產(或現金產生單位)假設於以往年度並無已確認減值虧損之賬面值。減值虧損撥回會即時於損益內確認。

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4. Significant Accounting Policies (Continued)

Provisions

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

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

Financial instruments

Financial assets and financial liabilities are recognised when the group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

4. 主要會計政策(續)

撥備

倘本集團因過往事件而承擔現有責任(法定或推定)，而本集團可能須履清償該責任及可對該責任金額作出可靠估計時，則確認撥備。

確認為撥備的金額為，經計及該責任的風險及不明朗因素後，於報告期末清償現有責任所需代價的最佳估計。倘撥備使用清償現有責任的估計現金流量計量，其賬面值為該等現金流量的現值(倘貨幣的時間值影響屬重大)。

財務工具

當本集團之實體參與訂立有關工具之合約條文時，則確認財務資產及財務負債。所有正常購買或出售財務資產乃按交易日基準確認及取消確認。正常購買或出售乃購買或銷售財務資產，並要求於市場上按規則或慣例設定之時間框架內交付資產。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are included in other income.

4. 主要會計政策(續)

財務工具(續)

財務資產及財務負債初步按公平值計量，惟來自客戶合約的貿易應收款項自二零一八年一月一日起初步按國際財務報告準則第15號計量。初步確認時，收購或發行財務資產及財務負債直接產生之交易成本(按公平值計入損益列賬之財務資產或財務負債除外)將視乎情況於初步確認時加入或扣除自財務資產或財務負債之公平值。按公平值計入損益列賬之財務資產及財務負債直接應佔之交易成本會即時於損益確認。

實際利率法

實際利率法乃計算財務資產或財務負債之攤銷成本及分配相關期間利息收入及利息開支之方法。實際利率乃按財務資產或負債預計年期或適用之較短期間將估計未來現金收入及付款(包括實際利率重要組成部份之已支付或已收全部費用及差價、交易成本及其他溢價或折讓)實際貼現至初步確認時之賬面淨值。

來自本集團日常業務過程之利息收入呈列為其他收入。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

4. 主要會計政策(續)

財務工具(續)

財務資產

財務資產的分類及後續計量

符合以下條件的財務資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式持有的財務資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金和未償還的本金利息。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產的分類及後續計量(續)

攤銷成本及利息收入

其後按攤銷成本計量之財務資產的利息收入乃使用實際利率法確認。利息收入乃對財務資產總賬面值應用實際利率予以計算，惟其後出現信貸減值的財務資產除外(見下文)。對於其後出現信貸減值的財務資產，利息收入乃自下一報告期起對財務資產攤銷成本應用實際利率確認。倘信貸減值財務工具的信貸風險好轉，使財務資產不再為信貸減值，利息收入乃自該資產獲斷定不再為信貸減值後緊接之報告期初起對財務資產總賬面值應用實際利率確認。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including other receivables and cash and cash equivalents which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

For all instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值

本集團依據香港財務報告準則第9號就發生減值之財務資產(包括其他應收款、現金及現金等值物)確認預期信貸虧損的虧損撥備。預期信貸損失的金額於各報告日期更新，以反映自初步確認後信用風險的變化。

存續期預期信貸虧損指於相關工具預期可使用期內所有可能發生的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

就所有工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，惟倘信貸風險自初始確認以來出現顯著上升，則本集團會確認存續期內預期信貸虧損。評估是否應確認存續期內預期信貸虧損乃根據自初步確認以來所發生違約的可能性或風險是否大幅增加。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加

於評估自初步確認後信貸風險是否顯著增加時，本集團將財務工具於報告日期發生違約之風險與財務工具於初步確認日期發生違約之風險進行比較。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 財務工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標嚴重惡化(如債務人的信貸息差及信貸違約掉期價格大幅增加)；

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(i) 信貸風險顯著增加(續)

- 業務、財務或經濟狀況出現預計會導致債務人償債能力大幅下降的現有或預期不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 導致債務人償債能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變化。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初始確認以來已大幅增加，除非本集團有合理及可靠資料證明則當別論。

本集團定期監察用以確定信貸風險是否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 60 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，倘內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)，則本集團認為違約事件發生。

不論以上所述，本集團認為倘財務資產逾期超過60日，則違約已發生，除非本集團擁有合理且可靠資料顯示一項更滯後的違約標準更為合適。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(iii) 財務資產信貸減值

當發生對財務資產的估計未來現金流量產生不利影響的一宗或多宗違約事件時，該財務資產即出現信貸減值。財務資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款人有重大財務困難；或
- 違反合約，例如違約或逾期事件；
- 借款人的貸款人出於與借款人財困相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- 借款人有可能破產或進行其他財務重組；或
- 因財務困難而令該財務資產失去活躍市場。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(iv) 撤銷政策

倘有資料顯示交易對手陷入嚴重財困，且並無可能實際收回財務資產時(例如交易對手已清算或進入破產程序時，或倘為應收賬，則金額逾期超過一年時(以較早者為準))，本集團會撤銷財務資產。撤銷的財務資產可能需根據本集團的收回程序進行法律行動及聽取法律建議(如適用)。撤銷構成取消確認事件。其後所有收回於損益確認。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約損失率(即出現違約時的損失幅度)及違約風險的函數。違約概率及違約損失率根據經前瞻性資料調整的過往數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損為按照合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量之間的差額，並按於初步確認時釐定的實際利率貼現。

倘預期信貸虧損按綜合基準計量，或當處理個別工具層面的證據尚未可得，財務工具乃按以下綜合基準分組：

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

- Nature of financial instruments (i.e. the Group's bank balances and other receivables are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

- 財務工具的性質(即本集團的銀行存款餘額及其他應收款項分別作為單獨組別評估預期信貸虧損)
- 逾期狀況;
- 債務人的性質、規模及行業;及
- 可用的外部信貸測評。

管理層定期檢討分類的方法,以確保各類別的組成部分仍然具有類似的信貸風險特徵。

利息收入乃根據財務資產之賬面總額計算,除非財務資產出現信貸減值,在此情況下,利息收入根據財務資產之攤銷成本計算。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

4. 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 計量及確認預期信貸虧損(續)

就所有財務工具而言，本集團透過調整其賬面值於損益內確認減值收益或虧損，惟其他應收款的確認除外，其乃透過虧損撥備賬目進行相應調整。

取消確認財務資產

僅於資產現金流量之合約權利屆滿時，或將財務資產及資產所有權之絕大部份風險及回報轉讓予另一實體時，本集團方會取消確認財務資產。

取消確認按攤銷成本計量的財務資產時，資產賬面值與已收及應收代價總額之差額乃於損益內確認。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including other payables, amounts due to directors, promissory note payable, convertible bonds, obligations under finance leases, amounts due to a shareholder) are subsequently measured at amortised cost, using the effective interest method.

4. 主要會計政策(續)

財務工具(續)

財務負債及權益

分類為債務或權益

債務及股本工具乃根據合約安排的內容以及財務負債與股本工具的定義分類為財務負債或權益。

股本工具

股本工具乃證明實體資產經扣除其所有負債後剩餘權益之任何合約。本集團發行之股本工具按已收所得款項扣除直接發行成本確認。

財務負債，按攤銷成本計

財務負債(包括其他應付款項、應付董事款項、應付承付票據、可換股債券、融資租賃責任及應付一名股東款項)隨後採用實際利率法以攤銷成本計量。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible notes

Convertible notes issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

4. 主要會計政策(續)

財務工具(續)

財務負債及權益(續)

可換股票據

由本公司發行之可換股票據，按所訂立之合約安排性質及財務負債及股本工具之定義獨立分類為財務負債及股本工具。將以固定金額現金或另一項財務資產交換固定數量之本公司股本工具之模式結付之換股權，分類為股本工具。

於發行日期，負債部份之公平值乃按類似不可轉換工具之現行市場利率估計。此金額乃以實際利率法按攤銷成本基準記錄為負債，直致兌換時抵銷或工具到期日為止。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible notes (Continued)

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

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

4. 主要會計政策(續)

財務工具(續)

財務負債及權益(續)

可換股票據(續)

被分類為權益之換股權乃透過從整體複合工具之公平價值中扣減負債部份金額而釐定。其將於扣除所得稅影響後在權益中確認及入賬，且隨後不可重新計量。此外，被分類為權益之換股權將一直保留於權益內，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將轉撥至股份溢價。倘換股權於可換股票據到期日仍未獲行使，在權益中確認之結餘將轉撥至保留盈利。在換股權獲轉換或到期時，不會在損益確認任何收益或虧損。

發行可換股票據之相關交易成本會按所得款項總額之分配比例，分配至負債及權益部份。權益部份之相關交易成本直接於權益確認。負債部份之相關交易成本計入負債部份之賬面值，並於可換股票據之年期內以實際利率法攤銷。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligation are discharged, cancelled or have expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

Related parties

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

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

4. 主要會計政策(續)

財務工具(續)

財務負債及權益(續)

取消確認財務資產

本集團會並僅於本集團之責任解除、註銷或屆滿時取消確認財務負債。取消確認財務負債的賬面值與已付及應付代價的差額須於損益中確認。

關聯方

關聯方指與本集團有關連的人士或實體

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員。

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4. Significant Accounting Policies (Continued)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) both entities are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and other entity is an associate of the third entity.
 - (v) the entity has a post-employment benefit plan for the benefit of employees of the Group or an entity related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) the entity or any member of a group of which it is a part, provides key management personnel services to the Group or the Group's parent.

4. 主要會計政策(續)

關聯方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
 - (vi) 實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

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4. Significant Accounting Policies (Continued)

Related parties (Continued)

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

- (i) the person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

Segment reporting

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

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

4. 主要會計政策(續)

關聯方(續)

任何人士之近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員，包括：

- (i) 該人士之子女及配偶或同居伴侶；
- (ii) 該人士配偶或同居伴侶之子女；及
- (iii) 該人士或該人士配偶或同居伴侶的家屬。

分部報告

經營分部及財務報表所呈報各分部項目的金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

就財務報告而言，除非分部具備相似經濟特徵以及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境性質方面相似，否則各個重大經營分部不會進行合算。個別非重大之經營分部，倘若符合上述大部份標準，則可進行合算。

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4. Significant Accounting Policies (Continued)

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks or other financial institutions and short-term highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value, having been within three months of maturing at acquisition.

4. 主要會計政策(續)

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括銀行及手頭現金、銀行或其他金融機構活期存款以及短期高流動性投資，該等投資可隨時兌換為已知金額現金且價值變動風險屬不重大並於購入後三個月內到期。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

5. 重大會計判斷及估計不確定因素的主要來源

應用綜合財務報表附註4所述的本集團會計政策時，本公司董事須對無法從其他來源得知的資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往的經驗及其他被視為相關之因素作出。實際的結果可能與該等估計存在差異。

該等估計及相關假設乃以持續基準審閱。倘會計估計之修訂僅影響會計估計作出修訂之期間，則會計估計之修訂於此期間內確認，或倘修訂影響本期間及未來期間，則修訂於修訂期間及未來期間內確認。

應用會計政策的關鍵判斷

除涉及估計的判斷(見下文)外，以下為本公司董事於應用本集團會計政策過程中作出並對綜合財務報表中確認之金額產生最重大影響之關鍵判斷。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Critical judgements in applying accounting policies (Continued)

Joint arrangements

As at 31 December 2019, the Group held 80% (2018: 80%) participating interests in a joint arrangement. The Group and the other participants have joint control over the arrangement as decisions about the relevant activities require unanimous consent from all participants sharing the control.

All participants have rights to the net assets of the joint arrangement. Therefore, based on the judgement of the management, the joint arrangement is classified as a joint venture in the consolidated financial statements.

Key sources of estimation uncertainty

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

5. 重大會計判斷及估計不確定因素的主要來源(續)

應用會計政策的關鍵判斷(續)

合營安排

於二零一九年十二月三十一日，本集團持有合營安排之80%（二零一八年：80%）參與權益。由於有關活動的決策要求擁有控制權的各參與者一致同意，故本集團與其他參與者對此安排擁有共同控制權。

所有參與者均有權持有合營安排之資產淨值，因此，根據管理層之判斷，合營安排在綜合財務報表中被分類為合營企業。

估計不確定性的主要來源

下文討論於報告期間結束時極可能導致本集團之資產與負債賬面值於下一個財政年度需要做出重大調整之未來相關重要假設及導致估計不可靠之其他重要因素。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Impairment of assets and assessment of cash generating units (“CGU”)

The Group reviews the recoverability of the carrying amounts of its interests in a joint venture to determine whether there is any indication that those assets are impaired. In making assessments for impairment, assets that do not generate independent cash flows are allocated to an appropriate CGU. The recoverable amount of those assets, or CGU, is measured at the higher of their fair value less costs of disposal and value in use.

The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The fair value estimation requires the Group to use market observable data to the extent that it is available. The Group engaged an independent professional valuer to establish appropriate techniques and inputs for the determination of recoverable amounts in relation to interests in a joint venture. Where the recoverable amount is less than the carrying amount, a material impairment loss may arise.

Changes to the inputs and assumptions underlying the assessment of the recoverable amount may result in changes to impairment charges, either through further impairment charges or reversal of previously recognised impairments, which could have a significant impact on the financial information in future periods.

5. 重大會計判斷及估計不確定因素的主要來源(續)

資產減值及評估現金產生單位(「現金產生單位」)

本集團檢討於合營企業之權益之賬面值，以釐定該等資產有否減值跡象。評估減值時，不會產生獨立現金流之資產會分配至合適之現金產生單位。該等資產或現金產生單位之可收回金額按公平值減銷售成本與使用價值之較高者計量。

使用價值的計算需本集團估計預期產自現金產生單位的未來現金流量及合適的折現率以計算現值。公平值的估算需本集團在可以取得的範圍內使用市場可觀察的數據。本集團委聘獨立評估師建構合適的方法和輸入數據對合營公司權益作出估值。當合營公司權益的可收回價值低於其賬面值，有可能需要作出重大減值。

可收回價值評估所涉輸入數據及假設之改變或會透過進一步確認減值費用或撥回之前已確認之減值而導致減值費用變更，因而可能對未來期間之財務資料產生重大影響。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Impairment of assets and assessment of cash generating units (“CGU”) (Continued)

As at 31 December 2019, the carrying amounts of interests in a joint venture was approximately HK\$270,685,000 (2018: approximately HK\$361,377,000).

Impairment of amounts due from parties to a joint venture

The Group reviews the recoverability of the carrying amounts of its amounts due from parties to a joint venture to determine whether there is any indication that those assets are impaired. The recoverability of the carrying amounts of the assets are reviewed annually and adjusted for impairment whenever certain events or changes in circumstances indicate that the carrying amounts may not be recoverable. In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to exercise judgement in the area of asset impairment, particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying amount of an asset can be supported by the recoverable amount, being the value in use or fair value less costs of disposal. The carrying amounts of amounts due from parties to a joint venture as at 31 December 2019 were approximately HK\$38,697,000 (2018: approximately HK\$38,639,000).

5. 重大會計判斷及估計不確定因素的主要來源(續)

資產減值及評估現金產生單位(「現金產生單位」)(續)

於二零一九年十二月三十一日，於合營企業權益的賬面值約為港幣270,685,000元(二零一八年：約為港幣361,377,000元)。

應收合營企業方款項之減值

本集團檢討於應收合營企業方款項之賬面值的可收回性，以釐定該等資產有否減值跡象。本集團每年檢討其賬面值的可收回性，倘有若干事件或改變致使其賬面值並不能完全收回，賬面值會依減值虧損金額作調整。在釐定該資產已經減值或之前令其減值之事件不再存在時，管理層須作出判斷資產減值之範圍，尤其是在評估：(i)有沒有已發生之事件顯示相關資產的價值會不能收回；(ii)資產的賬面價值是否高於其可收回金額，資產可收回金額是指其使用價值，或公平值減處置成本。於二零一九年十二月三十一日，應收合營企業方款項之賬面值約為港幣38,697,000元(二零一八年：約為港幣38,639,000元)。

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6. Turnover and Other Income

The Group did not have any turnover during the year (2018: Nil) and an analysis of the Group's other income for the year is as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Bank interest income	銀行利息收入	1	1
Other miscellaneous income	其他雜項收入	45	793
Administrative income	上級管理服務收入	550	1,103
		596	1,897

6. 營業額及其他收入

本集團年內並無產生任何營業額(二零一八年：無)及本集團之本年度其他收入分析如下：

7. Finance Costs

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Interest expenses on bank overdraft	銀行透支之利息開支	104	87
Late charges of interest expenses on convertible bonds	可換股債券利息開支之逾期費用	3,082	1,222
Interest expenses on convertible bonds	可換股債券之利息	15,000	15,219
Finance lease charges	融資租賃費用	1	7
Interest expenses on promissory note payable	承付票據之利息	220	—
		18,407	16,535

7. 融資成本

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8. Loss Before Tax

Loss before tax is arrived at after charging the following items:

8. 除所得稅前虧損

除所得稅前虧損已扣除以下項目：

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Staff costs (including directors' emoluments)	員工成本（包括董事酬金）		
– Salaries, allowances and benefits in kind	– 薪金、津貼及實物利益	12,270	15,529
– Retirement scheme contributions	– 退休計劃供款	67	128
		12,337	15,657
Auditor's remuneration	核數師酬金		
– Audit service	– 審核服務	600	600
– Non-audit service	– 非審核服務	–	–
		600	600
Depreciation of property, plant and equipment	物業、廠房及設備折舊	159	205

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9. Taxation

9. 稅項

Income tax credit recognised in profit or loss

於損益內確認之所得稅抵免

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current tax:	本期稅項：		
– Hong Kong profits tax	– 香港利得稅	–	–
– PRC enterprise income tax	– 中國企業所得稅	–	–
– Other jurisdictions	– 其他司法轄區	–	–
Deferred tax (note 26)	遞延稅項 (附註26)	–	36
Income tax credit for the year	本年度所得稅抵免	–	36

No Hong Kong Profits Tax has been provided as the Group had no assessable profits in Hong Kong for the year (2018: Nil).

由於本集團於本年度並無在香港產生應課稅溢利(二零一八年：無)，因而並無計提香港利得稅。

Under the law of the PRC on Enterprises Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the applicable PRC EIT rate of the Group’s PRC subsidiaries is 25% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團中國附屬公司於兩個年度之適用中國企業所得稅率為25%。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

於其他司法權區產生之稅項按相關司法權區之通行稅率計算。

No deferred tax asset has been recognised in respect of such tax losses due to unpredictability stream of future taxable profits that will be available against which the tax losses can be utilised.

由於可利用稅務虧損抵銷之未來應課稅溢利之來源難以預測，故並無就有關稅項虧損確認遞延稅項資產。

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9. Taxation (Continued)

Income tax credit recognised in profit or loss (Continued)

There was no material unprovided deferred tax liabilities as at the end of the year (2018: Nil).

The income tax credit for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss as follows:

9. 稅項(續)

於損益內確認之所得稅抵免(續)

於年終並無重大未計提撥備遞延稅項負債(二零一八年：無)。

本年度所得稅抵免可與綜合損益表之除稅前虧損對賬如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Loss before tax	除稅前虧損	(120,711)	(41,078)
Notional income tax, calculated at the tax rates applicable to the jurisdictions concerned	按有關司法權區適用稅率計算之所得稅之名義稅	(31,301)	(6,612)
Tax effect of share of results of a joint venture	應佔合營企業業績之稅務影響	25,452	11
Tax effect of income not taxable for tax purpose	無須課稅收入之稅務影響	(109)	(192)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	5,755	6,813
Tax effect of allowable losses not recognised	未確認可扣稅虧損之稅務影響	203	-
Utilisation of allowable losses previously not recognised	利用以前未確認的允許損失	-	(20)
Deferred tax on convertible bonds	有關可換股債券之遞延稅項	-	36
Income tax credit for the year	本年度所得稅抵免	-	36

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10. Directors' Emoluments and Individuals with Highest Emoluments

(i) Directors' Emoluments

Directors' emoluments for the year, disclosed pursuant to the GEM Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about benefits of Directors) Regulation are as follows:

10. 董事薪酬及最高薪酬人士

(i) 董事薪酬

根據上市規則、香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部份披露之董事酬金詳情如下：

2019 二零一九年		Fees 袍金	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary Bonus 酌情花紅	Retirement scheme contributions 退休計劃供款	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Executive directors:	執行董事：					
LIN Zhang	林漳	-	1,169	-	15	1,184
LAI Chun Liang	來俊良	-	420	-	-	420
ZHAO Zhiyong	趙智勇	-	600	-	-	600
KUAI Wei (note a)	鄧偉 (附註a)	-	180	-	9	189
Independent non-executive directors:	獨立非執行董事：					
PAI Hsi-Ping	白旭屏	60	-	-	-	60
XIE Qun	謝群	60	-	-	-	60
KWAN King Chi George	關敬之	60	-	-	-	60
		180	2,369	-	24	2,573

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10. Directors' Emoluments and Individuals with Highest Emoluments (Continued)

10. 董事薪酬及最高薪酬人士(續)

(i) Directors' Emoluments (Continued)

(i) 董事薪酬(續)

2018 二零一八年		Fees 袍金	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Discretionary Bonus 酌情花紅	Retirement scheme contributions 退休計劃供款	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Executive directors:	執行董事：					
LIN Zhang	林漳	-	1,159	-	15	1,174
LAI Chun Liang	來俊良	-	420	-	-	420
ZHAO Zhiyong	趙智勇	-	600	-	-	600
KUAI Wei (note a)	鄧偉 (附註a)	-	360	-	18	378
Independent non-executive directors:	獨立非執行董事：					
PAI Hsi-Ping	白旭屏	60	-	-	-	60
XIE Qun	謝群	60	-	-	-	60
KWAN King Chi George	關敬之	60	-	-	-	60
		180	2,539	-	33	2,752

Note:

(a) Resigned on 1 July 2019.

Salaries, allowances and benefits in kind paid to or for the executive directors are generally entitlements paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

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

附註：

(a) 於二零一九年七月一日辭任。

支付予執行董事的薪金、津貼或實物利益一般為已支付的權益或彼等有關管理本公司及其附屬公司事務的其他服務之應收款項。

於截至二零一九年十二月三十一日止年度內，概無董事豁免或同意豁免任何酬金(二零一八年：無)。於截至二零一九年十二月三十一日止年度內，本集團概無向董事支付酬金以作為邀請其加入本集團或加盟本集團後的獎勵或離職補償(二零一八年：無)。

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10. Directors' Emoluments and Individuals with Highest Emoluments (Continued)

(ii) Individuals with Highest Emoluments

Of the 5 individuals with the highest emoluments in the Group, 2 (2018: 2) were directors of the Company. The emoluments of the remaining 3 (2018: 3) individuals were as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,895	1,999
Discretionary bonus	酌情花紅	–	–
Retirement scheme contributions	退休計劃供款	–	17
		1,895	2,016

The emoluments of those 3 (2018: 3) individuals with the highest emoluments are within the following band:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
HK\$0 to HK\$1,000,000	港幣0元至港幣1,000,000元	3	3

10. 董事薪酬及最高薪酬人士(續)

(ii) 最高薪酬人士

本集團五名最高薪酬人士中，兩名(二零一八年：兩名)為本公司董事。餘下三名(二零一八年：三名)人士之薪酬如下：

該三名(二零一八年：三名)最高薪酬人士之薪酬介乎下列範圍：

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11. Loss Per Share

Basic and diluted loss per share

The calculations of the basic and diluted loss per share are based on the following data:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Loss for the year attributable to the owners of the Company	本公司擁有人應佔本年度虧損	(88,611)	(40,694)

		2019 二零一九年	2018 二零一八年
		'000 千股	'000 千股
Weighted average number of ordinary shares	普通股加權平均數	2,937,538	2,937,538

During the years ended 31 December 2019 and 2018, the computation of diluted loss per share does not assume the conversion of the outstanding convertible bonds since it would result in a decrease in loss per share, and is regarded as anti-dilutive.

12. Dividend

No dividend has been paid, declared or proposed during the year, nor has any dividend been proposed since the end of reporting period (2018: Nil).

11. 每股虧損

每股基本及攤薄虧損

每股基本及攤薄虧損乃根據下列數據計算：

於截至二零一九年及二零一八年十二月三十一日止年度，由於轉換未兌換可換股債券將減少每股虧損而被視為具有反攤薄影響，故於計算每股攤薄虧損時假設並未進行有關轉換。

12. 股息

本年度並無派付，宣派或建議派付股息，亦無自報告期末起建議派付任何股息(二零一八年：無)。

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13. Segment Information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

For the years ended 31 December 2018 and 2019, the Group has two reportable and operating segments – (1) exploration of oil and natural gas, (2) provision of technical services for oil and gas exploration and development. These segments are managed separately as they belong to different industries and require different operating systems and strategies.

The Group accounts for inter-segment revenue and transfers as if the revenue or transfers were to third parties. All inter-segment revenue and transfers are eliminated on consolidation.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit or loss represents profit or loss reported by each segment without allocation of central administration costs including directors' emoluments, finance costs and income tax. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than unallocated corporate assets.
- all liabilities are allocated to operating segments other than unallocated corporate liabilities.

An analysis of the Group's reportable segment revenues, results, assets, liabilities and other selected financial information is presented below.

13. 分部資料

本集團按首席經營決策人所審閱用以作出策略性決定之報告釐定其經營分部。

截至二零一八年及二零一九年十二月三十一日止年度，本集團有兩個報告及經營分部 – (1) 勘探石油及天然氣及(2)就油氣勘探及開發提供技術服務。由於該等分部屬於不同行業及需要不同經營系統及策略，故分開管理。

本集團把分部間收益及轉讓入賬，猶如對第三方收益或轉讓。所有分部間收益及轉讓已在綜合入賬時撤銷。

經營分部的會計政策與本集團的會計政策一致。分部損益代表各分部所產生之損益及並未分配中央行政成本(包括董事薪酬、融資成本及所得稅)。此方法用作計量分部資料，呈報給主要營運決策人作分配資源及評估表現之用。

就監控分部表現及分部之間的資源分配而言：

- 除未分配企業資產外，所有資產被分配至其相關經營分部。
- 除未分配企業負債外，所有負債被分配至其相關經營分部。

本集團報告分部收益、業績、資產、負債及其他經挑選財務資料之分析呈列如下。

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments

(a) 報告分部

2019 二零一九年		Exploration of oil and natural gas 勘探石油及 天然氣	Provision of technical services 提供 技術服務	Elimination 撤銷	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue from external customer	來自外部客戶之收益	-	-	-	-
Inter-segment revenue	分部間收益	-	2,454	(2,454)	-
Reportable segment revenue	報告分部收益	-	2,454	(2,454)	-
Reportable segment loss before tax	報告分部之除所得稅前虧損	(3,020)	(6,071)	-	(9,091)
Unallocated corporate expenses	未分配企業開支				(8,372)
Share of results of a joint venture	應佔合營企業業績	(84,841)			(84,841)
Unallocated interest expenses	未分配利息開支				(18,407)
Loss before tax	除稅前虧損				(120,711)

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

2018 二零一八年		Exploration of oil and natural gas	Provision of technical services	Elimination	Total
		勘探石油及 天然氣	提供 技術服務	撤銷	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue from external customer	來自外部客戶之收益	-	-	-	-
Inter-segment revenue	分部間收益	-	5,515	(5,515)	-
Reportable segment revenue	報告分部收益	-	5,515	(5,515)	-
Reportable segment loss before income tax	報告分部之除所得稅前虧損	(4,806)	(7,160)	-	(11,966)
Unallocated corporate expenses	未分配企業開支				(12,399)
Share of results of a joint venture	應佔合營企業業績	(37)			(37)
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認 之減值虧損	(141)			(141)
Unallocated interest expenses	未分配利息開支				(16,535)
Loss before tax	除稅前虧損				(41,078)

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

2019 二零一九年		Exploration of oil and natural gas 勘探石油及 天然氣	Provision of technical services 提供 技術服務	Elimination 撤銷	Total 總計
Assets:	資產：				
Segment assets	分部資產	43,334	923	–	44,257
Interests in a joint venture	於合營企業的權益	270,685			270,685
Unallocated corporate assets	未分配企業資產				1,184
Total assets	總資產				316,126
Liabilities:	負債：				
Segment liabilities	分部負債	3,830	10,815	–	14,645
Unallocated corporate liabilities	未分配企業負債				279,473
Total liabilities	總負債				294,118

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

2018 二零一八年		Exploration of oil and natural gas 勘探石油及 天然氣	Provision of technical services 提供 技術服務	Elimination 撤銷	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets:	資產：				
Segment assets	分部資產	39,620	1,266	—	40,886
Interests in a joint venture	於合營企業的權益	361,377			361,377
Unallocated corporate assets	未分配企業資產				1,236
Total assets	總資產				403,499
Liabilities:	負債：				
Segment liabilities	分部負債	2,857	7,660	—	10,517
Unallocated corporate liabilities	未分配企業負債				249,602
Total liabilities	總負債				260,119

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

Other segment information

其他分部資料

2019 二零一九年		Exploration of oil and natural gas 勘探石油及 天然氣	Provision of technical services 提供 技術服務	Unallocated 未分配	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation	折舊	98	21	122	241
Additions to non-current assets	添置非流動資產	-	24	-	24

2018 二零一八年		Exploration of oil and natural gas 勘探石油及 天然氣	Provision of technical services 提供 技術服務	Unallocated 未分配	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation	折舊	99	36	166	301
Additions to non-current assets	添置非流動資產	3,960	-	-	3,960

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13. Segment Information (Continued)

(b) Geographical Information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, interests in a joint venture ("specified non-current assets"). The geographical location of customers is based on the location in which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the assets in the case of property, plant and equipment, and the location of operation in the case of interests in a joint venture.

13. 分部資料(續)

(b) 地區資料

下表載列有關(i)本集團來自外部客戶之收益及(ii)本集團物業、廠房及設備，以及於合營企業權益(「特定非流動資產」)之地區位置資料。客戶之地區位置是根據提供服務或付運貨物之地點而決定。特定非流動資產如屬物業、廠房及設備，則其地區位置是根據資產實質所在位置而決定，如屬合營企業權益，則其地區位置是根據營運地點而決定。

		Revenue from external customers		Specified non-current assets	
		來自外部客戶之收益		特定非流動資產	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Mainland China, including Hong Kong and Macau	中國內地，包括香港及澳門	—	—	78	213
Philippines	菲律賓	—	—	270,751	361,527
		—	—	270,829	361,740

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14. Property, Plant and Equipment

14. 物業、廠房及設備

		Leasehold improvement 租賃裝修	Equipment 設備	Furniture fixtures 傢俱及裝置	Motor vehicles 汽車	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost:	成本：					
At 1 January 2018	於2018年1月1日	130	309	1,000	1,894	3,333
Additions	添置	-	-	16	-	16
Exchange adjustment	匯兌調整	-	-	(21)	1	(20)
At 31 December 2018 and 1 January 2019	於2018年12月31日 及2019年1月1日	130	309	995	1,895	3,329
Additions	添置	-	-	24	-	24
Exchange adjustment	匯兌調整	-	-	(8)	(2)	(10)
At 31 December 2019	於2019年12月31日	130	309	1,011	1,893	3,343
Depreciation and impairment losses:	折舊及減值虧損：					
At 1 January 2018	於2018年1月1日	130	278	881	1,407	2,696
Provided for the year	本年度撥備	-	11	56	234	301
Exchange adjustment	匯兌調整	-	-	(32)	1	(31)
At 31 December 2018 and 1 January 2019	於2018年12月31日 及2019年1月1日	130	289	905	1,642	2,966
Provided for the year	本年度撥備	-	11	40	190	241
Exchange adjustment	匯兌調整	-	-	(7)	(1)	(8)
At 31 December 2019	於2019年12月31日	130	300	938	1,831	3,199
Carrying amounts	賬面值					
At 31 December 2019	於2019年12月31日	-	9	73	62	144
At 31 December 2018	於2018年12月31日	-	20	90	253	363

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14. Property, Plant and Equipment (Continued)

At the end of the reporting period, the net carrying amount of motor vehicles held under finance lease of the Group was HK\$Nil (2018: approximately HK\$110,000).

14. 物業、廠房及設備(續)

於報告期末，本集團根據融資租賃持有的汽車賬面淨值為港幣零元(二零一八年：約港幣110,000元)。

15. Interests in Associates

This represents the Group's share of the interests in associates which are engaged in the exploration, exploitation and development of coal mine in the Philippines.

15. 於聯營公司之權益

此乃本集團分佔於菲律賓從事煤礦勘探、開採及開發之聯營公司之權益。

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Share of net assets of associates	分佔聯營公司淨資產		
At the beginning of the year	於年初	—	—
Share of results of associates	應佔聯營公司業績	—	—
At the end of the year	於年終	—	—

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15. Interests in Associates (Continued)

15. 於聯營公司之權益(續)

Details of associates are as follows:

聯營公司之詳情如下：

Name 名稱	Place of Incorporation/ operation 註冊成立/ 經營地點	Registered capital 註冊資本	Attributable equity interest held by indirect wholly-owned subsidiary of the Group 應佔本集團經一間間接擁有之全資附屬公司持有之股權				Principal activities 主要業務
			2019 二零一九年		2018 二零一八年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Great Wall Mining and Power Corp. ("Great Wall")	Philippines 菲律賓	PHP2,500,000 2,500,000披索	40%	24%	40%	24%	Coal mining 煤礦開採
Eastern Star Mining and Power Corp. ("Eastern Star")	Philippines 菲律賓	PHP2,500,000 2,500,000披索	40%	-	40%	-	Investment holding 投資控股

Note: The boards of Great Wall and Eastern Star are not controlled by the Group.

附註：Great Wall及Eastern Star之董事會不受本集團控制。

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15. Interests in Associates (Continued)

All of the above associates are accounted for using equity method in the consolidated financial statements.

The development of the associate's coal mine had been suspended due to the Department of Environment and Natural Resources of Philippines ("DENR") has not granted a tree cutting permit which would have enabled the associate to build a road to get access to the mining area. In addition, upon election of the new president in the year 2016, the new Philippines government planned to review coal power projects and to seek for the increase use of renewable energy in response to the protest of anti-coal activists and environmental advocates. Hence, the condition of the development of the associate's coal mine in the Philippines became considerably unfavourable to the Group. In view of the ongoing suspension for the development of the coal mine and the pessimistic business outlook of the coal industry in the Philippines, the management had concluded that no future economic benefits were expected to be generated by the associate. Accordingly, full impairment losses of interests in associates, amounting to HK\$27,436,000 attributable to the Group's interests therein was recognised in consolidated profit or loss for the year ended 31 December 2016.

Although a moratorium of the work commitments for the project was granted by the Department of Energy ("DOE") of the Philippines to 17 December 2018, and an approval for the project extension for ten years was subsequently granted by the DOE of the Philippines in March 2020, the management of the Group considered that due to the construction of the project can only be resumed upon the grant of tree-cutting permit, no recoverable amount of interests in associates was expected before the tree-cutting permit was issued.

15. 於聯營公司之權益(續)

上述所有聯營公司均使用權益法於綜合財務報表入賬。

聯營公司之煤礦開發已經暫停，原因是菲律賓環境及自然資源部(「環境及自然資源部」)並無授出可讓聯營公司修建接通採礦區之公路所需之砍樹許可證。此外，於2016年新總統獲選後，菲律賓新政府計劃審查煤電項目及尋求提高可再生能源的採用，以回應反煤炭活動激進人士及環保倡議者之抗議。因此，聯營公司於菲律賓的煤礦開發狀況變得對本集團相當不利。鑑於煤礦開發之持續停頓和煤炭行業於菲律賓的黯淡前景，管理層已得出結論，聯營公司預期將不會產生任何未來經濟利益。因此，本集團已就應佔聯營公司之權益，在截至二零一六年十二月三十一日止年度，確認於聯營公司權益之全數減值虧損港幣27,436,000元。

雖然菲律賓能源部(「能源部」)就項目之工作承諾授出暫緩令至二零一八年十二月十七日，並且期後於二零二零年三月菲律賓能源部批准項目延期十年，本集團管理層認為由於項目建設只能於獲批砍樹許可證後恢復，因此在發出砍樹許可證前於聯營公司的權益不存在可收回金額。

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15. Interests in Associates (Continued)

15. 於聯營公司之權益(續)

Summarised financial information in respect of the Group's associates is set out below:

有關本集團聯營公司之財務資料概述如下：

		Eastern Star		Great Wall		Total 總計	
		2019	2018	2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total non-current assets	總非流動資產	235	235	14,268	13,791	14,503	14,026
Total current assets	總流動資產	135	130	1,043	1,002	1,178	1,132
Total non-current liabilities	總非流動負債	-	-	-	-	-	-
Total current liabilities	總流動負債	(113)	(101)	(15,176)	(14,661)	(15,289)	(14,762)
Net assets	淨資產	257	264	135	132	392	396
Total revenue	總收益	-	-	-	-	-	-
Loss	虧損	9	-	-	-	9	-
Other comprehensive income	其他全面收入	(1)	-	(4)	-	(5)	-
Total comprehensive (income) expense	全面(收入)支出總額	8	-	(4)	-	4	-
Dividends received from associates	已收聯營公司股息	-	-	-	-	-	-

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15. Interests in Associates (Continued)

Reconciliation of above summarised financial information to carrying amount of interests in associates to the consolidated financial statements:

15. 於聯營公司之權益(續)

上述有關聯營公司之概述財務資料與綜合財務報表內的聯營公司權益之賬面值對賬：

	Eastern Star		Great Wall		Total 總計	
	2019	2018	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Net assets of associates before fair value adjustment at acquisition	257	264	135	132	392	396
Group's effective interest	40%	40%	64%	64%		
Group's share of net assets of associates before fair value adjustment at acquisition	103	106	86	84	189	190
Effect of fair value adjustment at acquisition	-	-	81,915	81,915	81,915	81,915
Effect of accumulated impairment losses recognised in application of equity accounting by the Group	(110)	(110)	(81,605)	(81,605)	(81,715)	(81,715)
Unrecognised share of losses of associates	4	-	-	-	4	-
Others	3	4	(396)	(394)	(393)	(390)
Carrying amounts of Group's interests in associates	-	-	-	-	-	-

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15. Interests in Associates (Continued)

15. 於聯營公司之權益(續)

Unrecognised share of losses of associates

未確認之分佔聯營公司虧損

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
The unrecognised share of losses of associates for the year	本年度未確認之分佔聯營公司虧損	4	—

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cumulative unrecognised share of losses of associates	累計未確認之分佔聯營公司虧損	9	5

At the end of reporting period, the provision of cost for rehabilitation is not recognised in the interests in associates as the extent of rehabilitation has not yet been defined and agreed as they will be defined and imposed by the authority on issuing the tree-cutting licence.

於報告期末，復原成本撥備並未於聯營公司的權益確認，因復原程度將在有關部門授出砍伐許可證時釐定及規定，因此復原程度尚未釐定及協定。

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16. Interests in a Joint Venture

The interests held by the Group in a joint venture which is engaged in the exploration, exploitation and development of oil and gas in the Philippines is 80% (2018: 80%).

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At the beginning of the year	於年初	361,377	357,470
Additional investment, net	額外投資，淨額	–	3,944
Reduction in investment cost, net	投資成本減少，淨額	(5,851)	–
Share of result of joint venture	應佔合營企業業績	(84,841)	(37)
At the end of the year	於年終	270,685	361,377

Details of impairment test on interests in a joint venture are as follows:

At the end of reporting period, the management of the Group engaged an independent professional valuer to assist the management of the Group in determining the recoverable amounts of the Group's interests in a joint venture. The recoverable amounts were determined based on value in use calculations. Those calculations used cash flow projections based on financial budgets approved by the management of the Group. Cash flows beyond the twenty-two years (2018: twenty-two years) period using estimated growth rate of 3% (2018: 3%). The cash flows are discounted using a discount rate of 15.05% (2018: 16.15%) p.a.

16. 於合營企業的權益

本集團於菲律賓從事油氣勘探、開採及開發之合營企業持有之實際權益為80% (二零一八年：80%)。

於合營企業權益之減值測試詳情如下：

於報告期末，本集團管理層委聘獨立專業估值師協助本集團管理層釐定本集團於合營企業權益之可收回金額。可收回金額根據使用價值計算釐定。這些計算使用了基於本集團管理層批准的財務預算的現金流量預測。現金流量超過二十二年(2018年：二十二年)使用估計增長率3% (2018年：3%)。現金流量採用每年15.05%(2018：16.15%)的折現率進行折現。

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16. Interests in a Joint Venture (Continued)

The carrying amounts of the Group's interests in a joint venture exceeded the recoverable amounts as at 31 December 2019, resulting in an impairment losses amounting to approximately HK\$85,244,000 (2018: HK\$37,000) attributable to the Group's interests in a joint venture, which was recognised in the consolidated statement of profit or loss for the year ended 31 December 2019.

Movements in accumulated impairment losses on interests in a joint venture are as follows:

16. 於合營企業的權益(續)

於二零一九年十二月三十一日，本集團於合營企業權益之賬面值超出合營企業權益之可收回金額，導致本集團應佔合營企業之權益於截至二零一九年十二月三十一日止年度的綜合損益表確認減值虧損約港幣85,244,000元(二零一八年：港幣37,000元)。

有關合營企業累計減值虧損之變動如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Accumulated impairment losses	累計減值虧損		
At the beginning of the year	於年初	121,181	121,144
Impairment losses recognised	確認之減值虧損	85,244	37
At the end of the year	於年終	206,425	121,181

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16. Interests in a Joint Venture (Continued)

16. 於合營企業的權益(續)

Summarised financial information in respect of the Group's joint venture are set out below:

有關本集團合營企業之財務資料概述如下：

		Philippines 菲律賓	
		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total non-current assets	總非流動資產	247,605	224,445
Total current assets	總流動資產	19	16
Total non-current liabilities	總非流動負債	-	-
Total current liabilities	總流動負債	(4,158)	-
Net assets	淨資產	243,466	224,461
The above amounts include the followings:	以上金額包括下列各項：		
Cash and cash equivalents	現金及現金等值物	19	16
Current financial liabilities (excluding trade and other payables and provision)	流動財務負債 (不包括應付賬款及 其他應付款及撥備)	-	-
Total revenue	總收益	4,196	-
Loss	虧損	504	-
Other comprehensive income	其他全面收益	-	-
Total comprehensive expense	全面支出總額	504	-
Dividends received from the joint venture	從合營企業收到之股息	-	-
The above profit or loss includes the followings:	以上損益包括下列各項：		
Depreciation	折舊	-	-

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16. Interests in a Joint Venture (Continued)

Reconciliation of above summarised financial information to carrying amounts of interests in a joint venture in the consolidated financial statements:

16. 於合營企業的權益(續)

上述有關合營企業之概述財務資料與綜合財務報表內的合營企業權益之賬面值對賬：

		Philippines 菲律賓	
		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Net assets of joint venture as shown in its financial statements	合營企業財務報表所載淨資產	243,466	224,461
Group's effective interest	本集團有效權益	80%	80%
Group's share of joint venture's net assets	本集團應佔合營企業淨資產	194,773	179,569
Effect of fair value adjustment at acquisition	於收購時作出公平值調整之影響	309,804	309,804
Effect of accumulated impairment loss recognised in application of equity accounting by the Group	本集團應用權益會計法確認累計減值虧損之影響	(206,425)	(121,181)
Others	其他	(27,467)	(6,815)
Carrying amounts of Group's interests in a joint venture	本集團於合營企業權益之賬面值	270,685	361,377

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17. Deferred Exploration Expenditure

17. 遞延勘探開支

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Exploration phase	勘探階段		
At cost	按成本	26,406	26,406
Less: Impairment losses	減：減值虧損	(26,406)	(26,406)
Net carrying amount	賬面淨值	—	—
Reconciliation of movements:	變動對賬：		
At the beginning of the year	於年初	—	—
Amount recognised	已確認金額	—	141
Impairment losses	減值虧損	—	(141)
At the end of the year	於年終	—	—

Deferred exploration expenditure represented the expenses incurred for the exploration of a gas project in Central Luzon of the Philippines ("Gas Project").

The exploration period of the gas project had expired on 28 February 2017, the management of the Group concluded that no future economic benefits would be expected to be generated by the gas project and full impairment loss of HK\$Nil (2018: approximately HK\$141,000) was recognised during the year ended 31 December 2019.

An extension was granted by Department of Energy of the Philippines to 9 November 2019. On 31 December 2019, a wholly-owned subsidiary of the Company entered into a legally binding memorandum of understanding ("MOU") with an independent third party pursuant to which the subsidiary of the Company has agreed to dispose the entire interest in Modern Lucky International Limited and its subsidiaries which held 89% equity interest in Central Luzon Gas Project ("Disposal transaction") at the consideration of HK\$1. Subsequent to the reporting period, on 19 June 2020, the Disposal transaction had been completed.

遞延勘探開支乃就菲律賓中呂宋天然氣項目產生之勘探費用(「天然氣項目」)。

天然氣項目勘探期已於二零一七年二月二十八日到期，是故本集團管理層預期天然氣項目將不會產生任何未來經濟利益，並於截至二零一九年十二月三十一日止年度確認全數減值虧損港幣零元(二零一八年：約港幣141,000元)。

菲律賓能源部批准續期至二零一九年十一月九日。於二零一九年十二月三十一日，本公司一間全資擁有之附屬公司與一名獨立第三方簽訂了具有法律約束力之諒解備忘錄(「諒解備忘錄」)，據此，本公司的附屬公司已同意以港幣1元代價出售新運通國際有限公司及其於中呂宋天然氣項目持有89%權益之附屬公司的全部股權(「出售交易」)。報告期後，於二零二零年六月十九日，出售交易已完成。

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18. Amounts due from Associates

18. 應收聯營公司款項

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts due from associates	應收聯營公司款項	16,307	16,307
Impairment losses recognised	已確認之減值虧損	(16,307)	(16,307)
		-	-

As explained in note 15 to the consolidated financial statements, due to the ongoing suspension for the development of coal mine and the pessimistic business outlook of the coal industry in the Philippines, the management of the Group concluded that the amounts due from associates were expected to be irrecoverable and fully impaired.

The amounts due from associates are unsecured and non-interest bearing and have no fixed terms of repayment.

誠如綜合財務報表附註15所載，由於煤礦開發持續暫停及於菲律賓煤炭行業的黯淡前景，本公司管理層認為本年度應收聯營公司款項預期為不可收回並完全減值。

應收聯營公司款項為無抵押、免息及無固定還款期。

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19. Other Receivables

19. 其他應收款項

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Prepayments	預付款項	1,446	1,499
Deposits and other debtors	按金及其他應收款項	1,426	1,378
Amounts due from parties to a joint venture (Note a)	應收合營企業方款項 (附註a)	38,697	38,639
Amounts due from a joint venture (Note b)	應收合營企業款項 (附註b)	3,432	—
		45,001	41,516

Notes:

- a. The amounts due from parties to a joint venture represent the expenditure for the joint venture to be recovered from parties to a joint venture. The amounts are interest-free, repayable on demand and could be recovered from the parties to a joint venture through their participating interests and profit sharing in their joint venture.
- b. The amounts due from a joint venture are interest-free, unsecured and repayable on demand. The recoverability of the amounts has been taken into account in the recoverable amount of interests in a joint venture.

附註：

- a. 應收合營企業方款項指代表將由合營企業方償還的合營企業開支。該等款項為免息，須按要求並會由合營企業方通過由其於合營企業中的參與股份及溢利分成收回償還。
- b. 應收合營企業款項為免息、無擔保且須按要求償還。該款項的可收回性已計入於合營企業權益之可收回金額中。

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19. Other Receivables (Continued)

The carrying amounts of the Group's other receivables are denominated in the following currencies:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
HK dollars	港元	486	552
Renminbi	人民幣	868	1,126
Macau Pataca	澳門幣	8	12
Philippine Peso	菲律賓披索	65	61
US dollars	美元	43,574	39,765
		45,001	41,516

None of the other receivables is either past due or impaired. The financial assets included in the above balances are related to receivables for which there has been no recent history of default.

The maximum exposure to credit risk at the reporting date is carrying value of each class of receivables mentioned above.

19. 其他應收款項(續)

本集團其他應收款項的賬面值以下列貨幣計值：

概無其他應收款項為逾期或已減值。上述結餘包括之財務資產乃與最近並無拖欠記錄之應收款項有關。

於報告日期的信貸風險最高承擔額為上述各項應收款項的賬面值。

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20. Cash and Cash Equivalents

20. 現金及現金等值物

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cash at banks	銀行現金	265	221
Cash in hand	手頭現金	31	22
		296	243

The Group's cash and cash equivalents of approximately HK\$1,000 (2018: HK\$55,000) were deposited with banks in the PRC. The remittance of these funds out of the PRC is subject to exchange control restrictions imposed by the PRC government.

本集團的現金及現金等值物約港幣1,000元(二零一八年: 55,000港元)已存放於中國銀行。將此等資金匯出中國須受到中國政府推行之外匯控制規定之限制。

Reconciliation of liabilities arising from financing activities

融資活動所產生負債的對賬

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

下表詳細列出了本集團來自融資活動的負債變化，包括現金和非現金變化。融資活動產生的負債乃現金流量已經或未來現金流量將在本集團的合併現金流量表中分類為融資活動所產生的現金流量之負債。

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20. Cash and Cash Equivalents (Continued)

20. 現金及現金等值物(續)

Reconciliation of liabilities arising from financing activities (Continued)

融資活動所產生負債的對賬(續)

		Amounts due to directors 應付董事款項	Amounts due to a shareholder 應付股東款項	Interest payables 應付利息	Convertible bonds 可換股債券	Obligations under finance lease 融資租賃責任	Promissory note payable 應付承付票據	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2019	於二零一九年一月一日	10,540	62,540	17,784	150,000	58	-	240,922
Changes from financing cash flows:	融資現金流量之變動：							
Advance from directors	來自董事墊款	1,218	-	-	-	-	-	1,218
Advance from a shareholder	來自股東墊款	-	4,669	-	-	-	-	4,669
Proceeds from issue of promissory note payable	來自承付票據所得款項	-	-	-	-	-	2,000	2,000
Interest paid/payable	已付/應付利息	-	-	(104)	-	(1)	-	(105)
Repayment of obligations under finance leases	融資租賃責任還款	-	-	-	-	(58)	-	(58)
Total changes from financing cash flows	融資現金流量之變動總額	1,218	4,669	(104)	-	(59)	2,000	7,724
Other changes:	其他變動							
Interest expenses	利息支出	-	-	18,406	-	1	-	18,407
Total other changes	其他變動總額	-	-	18,406	-	1	-	18,407
At 31 December 2019	於二零一九年十二月三十一日	11,758	67,209	36,086	150,000	-	2,000	267,053

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20. Cash and Cash Equivalents (Continued)

20. 現金及現金等值物(續)

Reconciliation of liabilities arising from financing activities (Continued)

融資活動所產生負債的對賬(續)

		Amounts due to directors 應付董事款項	Amounts due to a shareholder 應付股東款項	Interest payables 應付利息	Convertible bonds 可換股債券	Obligations under finance lease 融資租賃責任	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	6,054	40,870	6,603	149,781	215	203,523
Changes from financing cash flows:	融資現金流量之變動：						
Advances from directors	來自董事墊款	4,486	-	-	-	-	4,486
Advances from a shareholder	來自股東墊款	-	21,670	-	-	-	21,670
Interest paid/payable	已付/應付利息	-	-	(5,041)	-	(7)	(5,048)
Repayment of obligations under finance leases	融資租賃責任還款	-	-	-	-	(157)	(157)
Total changes from financing cash flows	融資現金流量之變動總額	4,486	21,670	(5,041)	-	(164)	20,951
Other changes:	其他變動：						
Interest expenses	利息支出	-	-	16,222	219	7	16,448
Total other changes	其他變動總額	-	-	16,222	219	7	16,448
At 31 December 2018	於二零一八年十二月三十一日	10,540	62,540	17,784	150,000	58	240,922

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21. Other Payables

21. 其他應付款項

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Accrued charges	應計費用	26,307	18,246
Interest payables	應付利息	36,086	17,784
Other payables	其他應付款項	758	951
		63,151	36,981

The carrying amounts of the above balances are denominated in the following currencies:

以上款項的賬面值以下列貨幣計值：

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
HK dollars	港元	59,720	34,457
Renminbi	人民幣	114	199
Macau Pataca	澳門幣	3,284	2,280
US dollars	美元	33	45
		63,151	36,981

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22. Amounts due to Directors

22. 應付董事款項

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
LAI Chun Liang	來俊良	520	435
LIN Zhang	林漳	11,238	10,105
		11,758	10,540

The amounts due to directors are unsecured, interest-free and have no fixed repayment terms.

應付董事款項為無抵押、免息及無固定還款期。

23. Amounts due to a Shareholder

23. 應付股東款項

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
LAM Nam	林南	67,209	62,540

The amounts are sub-ordinated in nature and which are unsecured, interest-free and have no fixed repayment terms.

款項屬於次級債務的性質，並且為無抵押、免息及無固定還款期。

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24. Convertible Bonds

24. 可換股債券

		Convertible Bonds A	Convertible Bonds B	Total
		可換股債券A	可換股債券B	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2018	於二零一八年一月一日	100,000	49,781	149,781
Interest charged	已徵收利息	10,000	5,219	15,219
Interest paid/payable	已付／應付利息	(10,000)	(5,000)	(15,000)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	100,000	50,000	150,000
Interest charged	已徵收利息	10,000	5,000	15,000
Interest paid/payable	已付／應付利息	(10,000)	(5,000)	(15,000)
At 31 December 2019	於二零一九年十二月三十一日	100,000	50,000	150,000

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Carrying amount repayable:	須償還之賬面值：		
Overdue	逾期	150,000	150,000

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24. Convertible Bonds (Continued)

The details of convertible bonds issued by the Company are as follows:

24. 可換股債券(續)

本公司發行的可換股債券資料如下：

	Convertible Bonds A ("CB A") 可換股債券A (「可換股債券A」)	Convertible Bonds B ("CB B") 可換股債券B (「可換股債券B」)
Principal amount: 本金額：	HK\$100,000,000 in HKD settlement 港幣100,000,000元，以港幣償付	HK\$50,000,000 in HKD settlement 港幣50,000,000元，以港幣償付
Interest: 利率：	10% p.a. payable quarterly 按年利率10厘計息，須每季支付	10% p.a. payable semi-annually 按年利率10厘計息，須每半年支付
Default interest: 違約利率：	5% p.a. payable 按年利率5厘計息	20% p.a. payable 按年利率20厘計息
Issue date: 發行日期：	21 July 2015 二零一五年七月二十一日	28 January 2016 二零一六年一月二十八日
Maturity date: 到期日：	21 July 2017 (Note (a)) 二零一七年七月二十一日 (附註(a))	28 January 2018 (Note (b)) 二零一八年一月二十八日 (附註(b))
Conversion price per share: 每股換股價：	HK\$0.4 港幣0.4元	HK\$0.414 港幣0.414元
Particulars of guarantee: 擔保詳情：	Personal guarantee given by Mr. Lam Nam, the controlling shareholder of the Company 由本公司控股股東林南先生作出個人擔保	Personal guarantee given by Mr. Lam Nam, the controlling shareholder of the Company 由本公司控股股東林南先生作出個人擔保
Survival of conversion right: 換股權持續生效條款：	Exercisable until fully settled 完全償還前，換股權持續有效	Exercisable until fully settled 完全償還前，換股權持續有效

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24. Convertible Bonds (Continued)

Notes:

- (a) On 31 May 2018, the Company, its holding Company, Silver Star, and Mr. Lam Nam, the ultimate controlling party of the Company (“Personal Guarantor”) and the holder of CB A entered into the Deed of Undertaking; and the Company, the Personal Guarantor and the holder of CB A entered into the Supplemental Deed, together with the Deed of Undertaking, (the “Extension Arrangement”) pursuant to which the parties agreed that the maturity date of CB A to be extended from 21 July 2017 to 21 May 2019.

Subsequent to the reporting period, on 3 January 2020, the Company had entered into a legally binding Memorandum of Understanding (“MOU”) with East Asia Oil Engineering Group Limited (“East Asia”) where East Asia had undertaken to take over CB A from the original holder (“Original Holder”). On the same date, the Original Holder of CB A had completed transfer of convertible bond with principal amount of HK\$75,000,000 (“\$75M CB A1”) to East Asia. By the same MOU between the Company and East Asia, East Asia had committed that it would not demand for repayment of CB A by the Company within thirty months from the date of the MOU. The remaining principal balance of HK\$25,000,000 of CB A not yet transferred to East Asia (“\$25M CB A2”) are still registered in the name of the Original Holder and is guaranteed by Mr. Lam Nam, the ultimate controlling party of the Company, until its disposal. Up to the date of this report, the \$25M CB A2 is still outstanding and had not been called for repayment. The Company and the Original Holder are in the negotiation regarding the settlement arrangement of \$25M CB A2.

- (b) On 15 October 2018, the Company and holder of CB B entered into an amendment deed pursuant to which both parties agreed that the maturity date of CB B to be extended from 28 January 2018 to 31 March 2019. Up to the date of this report, the Company and the holder of CB B are in the process of negotiation regarding the settlement arrangement of CB B.

24. 可換股債券(續)

附註：

- (a) 於二零一八年五月三十一日，本公司、其控股公司Silver Star、本公司最終控制方林南先生(「個人擔保人」)與可換股債券A的持有人訂立承諾契據；及本公司、個人擔保人與可換股債券A的持有人訂立補充契據(聯同承諾契據統稱為「延長安排」)，據此，各方同意將可換股債券A的到期日(待聯交所批准上市後)由二零一七年七月二十一日延長至二零一九年五月二十一日。

於報告期後，於二零二零年一月三日，本公司與東亞油田工程集團有限公司(「東亞」)簽訂了具有法律約束力的諒解備忘錄(「諒解備忘錄」)，東亞已承諾從原持有人手中接管可換股債券A(「原持有人」)。於同日，可換股債券A的原持有人已完成將本金為港幣75,000,000元(「7,500萬元可換股債券A1」)的可換股債券轉移至東亞。根據公司與東亞之間的同一諒解備忘錄，東亞承諾不會在諒解備忘錄簽署之日起三十個月內要求公司償還可換股債券A。尚未轉移至東亞的可換股債券A的本金餘額港幣25,000,000元(「2,500萬元可換股債券A2」)仍以原持有人的名義登記，並由本公司的最終控制方林南先生擔保，直到將其處置。直至本報告日，2,500萬元可換股債券A2已逾期，但未被要求償還。本公司及2,500萬元可換股債券A2持有人仍就該2,500萬元可換股債券A2的償還安排進行商議。

- (b) 於二零一八年十月十五日，本公司與可換股債券B的持有人亦訂立修訂契據，據此，雙方同意將可換股債券B的到期日(待聯交所批准上市後)由二零一八年一月二十八日延長至二零一九年三月三十一日。直至本報告日，本公司與可換股債券B的持有人已在進行商議關於可換股債券B的還款安排。

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25. Promissory Note Payable

25. 應付承付票據

		Total 總計
		HK\$'000 港幣千元
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、二零一八年十 二月三十一日及二零一九年一月一日	–
Issued during the year, at fair value	於年內發行，以公平值計	2,000
Effective interest charge (note 7)	實際利息費用 (附註7)	220
Interest payable/paid	已付／應付利息	(220)
At 31 December 2019	於二零一九年十二月三十一日	2,000

On 1 February 2019, the Company issued a promissory note to an independent third party with principal amount of HK\$2,000,000 at interest rate of 12% p.a. and matured on 1 February 2021. The holder has the right to request for early redemption of the promissory note at any time prior to maturity date by giving the Company not less than three months prior written notice specifying the date of redemption.

於二零一九年二月一日，本公司已向一名獨立第三方發行承付票據，本金額為港幣貳百萬元，年利率12%，到期日為二零二一年二月一日。票據持有人有權於到期日前的任何時間給予公司不少於三個月預先書面通知指定贖回日期的情況下要求提前贖回承付票據。

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26. Deferred Taxation

The Group's major deferred tax liabilities recognised and movements thereon during the current and prior years are summarised below:

26. 遞延稅項

本集團於本年度及上年度確認之重大遞延稅項負債及其變動概述如下：

		Convertible bonds 可換股債券
		HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	36
Credit to profit or loss for the year (note 9)	本年度計入損益 (附註9)	(36)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	-
Credit to profit or loss for the year (note 9)	本年度計入損益 (附註9)	-
At 31 December 2019	於二零一九年十二月三十一日	-

No deferred tax asset has been recognised in the consolidated financial statements of the Group in respect of tax losses of approximately HK\$35,958,000 (2018: approximately HK\$35,146,000) available to offset future profits due to the unpredictability of future profit streams against which the asset can be utilised. The unrecognised deferred tax asset of the Group in respect of deductible temporary differences attributable to unused tax losses as at 31 December 2019 amounted to approximately HK\$6,384,000 (2018: approximately HK\$6,181,000).

由於未能預測會否有未來溢利來源可以資產予以抵銷，故並無就可予抵銷未來溢利之稅務虧損約港幣35,958,000元(二零一八年：約港幣35,146,000元)於本集團之綜合財務報表確認遞延稅項資產。於二零一九年十二月三十一日，本集團尚未就本集團未使用稅務虧損應佔可扣稅暫時差異確認之遞延稅項資產約為港幣6,384,000元(二零一八年：約港幣6,181,000元)。

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27. Obligations under Finance Leases

The Group leased a motor vehicle under finance leases during the year. The lease term is 5 years. Interest rate is fixed at 4.84% per annum at the contract date. The Group has an option to purchase the motor vehicle for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

27. 融資租賃責任

於年內本集團以融資租約租賃一機動車輛，租期五年，於合約日以固定年利率4.84%計息。於租賃期滿本集團可選擇以面值購買該機動車輛。該租約未有就或有租金作出安排。

		Minimum lease payments 最低租金 2018 二零一八年 HK\$'000 港幣千元	Present value of minimum lease payments 最低租金現值 2018 二零一八年 HK\$'000 港幣千元
Amounts payable under finance leases:	融資租賃應付款項：		
Within one year	一年內到期	58	58
In more than one year and not more than five years	二至五年期	—	—
		58	58
Less: Future finance charges	減：未來融資開支	—	N/A
Present value of lease obligations	租約責任現值	58	58
Less: Amounts due for settlement within 12 months (shown under current liabilities)	減：十二個月內應到期支付的款項（列入流動負債）		(58)
Amounts due for settlement after 12 months	十二個月後應到期支付的款項		—

The Group's obligations under finance leases were secured by the lessor's title to the leased assets.

租賃人根據融資租賃持有資產的所有權已作抵押，作為本集團融資租賃責任之擔保。

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28. Share Capital

28. 股本

		Number of shares 股份數目		Amount 金額	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		'000 千股	'000 千股	HK\$'000 港幣千元	HK\$'000 港幣千元
Authorised:	法定：				
Ordinary shares of HK\$0.04 each	每股面值港幣0.04元 的普通股	5,000,000	5,000,000	200,000	200,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.04 each	每股面值港幣0.04元 的普通股	2,937,538	2,937,538	117,502	117,502

29. Retirement Benefit Schemes

29. 退休福利計劃

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions at HK\$1,500 or 5% of the relevant payroll costs, whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

本集團為香港所有合資格僱員經營一項強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開處理，由獨立受託人控制之基金持有。根據強積金計劃之規定，僱主及其僱員均須各自向該計劃繳納港幣1,500元或相關薪金成本5% (以較低者為準)之供款。本集團就強積金計劃具有之唯一責任為根據該計劃繳納所需供款。

The employees of the Group's subsidiaries in the People's Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

本集團於中華人民共和國境內附屬公司之僱員是一項由當地政府經營之國家管理退休福利計劃之成員。該等附屬公司須按薪金成本之指定百分比向該退休福利計劃供款，以便為該等福利提供資金。本集團就該退休福利計劃具有之唯一責任為繳納指定供款。

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30. Related Party Transactions

Save as disclosed in elsewhere in these consolidated financial statements, the Group had transactions with the following related parties during the year:

- (a) Transactions and balances between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.
- (b) Remuneration for key management personnel of the Group, including the Company's Directors and certain highest paid employees, is set out in note 10 to the consolidated financial statements.
- (c) During the year, the Group made/received advances to/from related parties. Details and balances outstanding as at 31 December 2019 are disclosed in notes 18, 19, 22 and 23 to the consolidated financial statements.
- (d) During the year, the Group paid an office administration expense of approximately HK\$563,000 (2018: approximately HK\$528,000) to the company which is controlled by the ultimate party of the Group.

The related party transactions in respect of (b), (c) and (d) above constituted connected transactions as defined in Chapter 20 of the GEM Listing Rules. However, the transactions were exempt from the disclosure requirements in Chapter 20 of the GEM Listing Rules.

The related party transactions in respect of (a) above do not constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules.

30. 關連方交易

除於本綜合財務報表其他地方所披露外，本集團於年內與關聯方進行以下交易：

- (a) 本公司與其附屬公司(為本公司關連方)之交易及結餘已於綜合賬目撇銷及並無在本附註中披露。
- (b) 本集團主要管理人員(包括本公司董事及若干最高薪酬僱員)之酬金載於綜合財務報表附註10。
- (c) 於年內，部份本集團向關連方作出／收取墊款。詳情及於二零一九年十二月三十一日之未償還結餘於綜合財務報表附註18、19、22及23部份披露。
- (d) 於年內，本集團向本集團之最終控制方控制的公司支付辦公室行政開支約港幣563,000元(二零一八年：約港幣528,000元)。

以上關連方交易(b)、(c)和(d)構成GEM上市規則第二十章所定義之關連交易。此等交易豁免遵守GEM上市規則第二十章內的披露規定。

以上關連方交易(a)並不構成GEM上市規則第二十章所定義之關連交易。

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31. Capital Commitments

At the reporting date, the capital commitments outstanding contracted for but not provided for in these consolidated financial statements are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Contributions to a power plant project	出資予發電廠項目	1,472	1,480
Contributions to a gas project ("Gas Project") in Central Luzon of the Philippines (Note)	出資予菲律賓中呂宋天然氣項目（「天然氣項目」） (附註)	21,025	21,140
		22,497	22,620

Note:

On 31 December 2019, a wholly-owned subsidiary of the Company entered into a legally binding memorandum of understanding ("MOU") with an independent third party pursuant to which the subsidiary of the Company has agreed to dispose of the entire interest in Modern Lucky International Limited and its subsidiaries which held 89% equity interest in Central Luzon Gas Project ("Disposal transaction") at the consideration of HK\$1. Subsequent to the reporting period, on 19 June 2020, the Disposal transaction had been completed.

31. 資本承擔

於報告日期，已訂約惟未於本綜合財務報表撥備之尚未履行資本承擔如下：

附註：

於二零一九年十二月三十一日，本公司一間全資擁有之附屬公司與一名獨立第三方簽訂了具有法律約束力之諒解備忘錄（「諒解備忘錄」），據此，本公司的附屬公司已同意以港幣1元代價出售新運通國際有限公司及其於中呂宋天然氣項目持有89%權益之附屬公司的全部股權（「出售交易」）。報告期後，於二零二零年六月十九日，出售交易已完成。

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32. Financial Risk and Capital Risk Management

(a) Financial risk management

(i) Categories of financial instruments

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Financial assets at amortised cost	財務資產，按攤銷成本計		
Financial assets included in other receivables	計入其他應收款項的財務資產	43,555	40,017
Cash and cash equivalents	現金及現金等值物	296	243
		43,851	40,260
Financial liabilities at amortised cost	財務負債，按攤銷成本計		
Other payables	其他應付款項	63,151	36,981
Amounts due to directors	應付董事款項	11,758	10,540
Convertible bonds	可換股債券	150,000	150,000
Obligations under finance leases	融資租賃責任	–	58
Amounts due to a shareholder	應付股東款項	67,209	62,540
Promissory note payable	應付承付票據	2,000	–
		294,118	260,119

32. 財務風險及資本風險管理

(a) 財務風險管理

(i) 財務工具之分類

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies

The Group's major financial instruments are disclosed in section (a) of this note. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk and policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(1) Market risk management

Foreign currency risk

The Group has certain foreign currency cash and cash equivalents, other receivables, amounts due to directors, amounts due to a shareholder and other payables denominated in foreign currencies other than the respective functional currencies of the entities and thus expose the Group to foreign currency risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策

本集團之主要財務工具於本附註(a)部份披露。有關該等財務工具之風險包括市場風險(外幣風險及利率風險)、信貸風險及流動資金風險，而減低該等風險之政策於下文載列。管理層管理及監察該等風險，以確保適時實行有效之適當措施。

(1) 市場風險管理

外幣風險

本集團擁有以外幣(實體之有關功能貨幣除外)列值之外幣現金及現金等值物、其他應收款項、應付董事款項、應付股東款項及其他應付款項，因此本集團須承受外幣風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(1) Market risk management (Continued)

Foreign currency risk (Continued)

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Assets 資產	
		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Renminbi	人民幣	876	1,192
Macau Pataca	澳門幣	18	20
United State dollar	美元	43,583	39,776
Philippine Peso	菲律賓披索	174	136

		Liabilities 負債	
		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Renminbi	人民幣	2,620	1,850
Macau Pataca	澳門幣	3,814	2,280
United State dollar	美元	22	45
Philippine Peso	菲律賓披索	—	—

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(1) 市場風險管理(續)

外幣風險(續)

於報告日期，本集團以外幣列值之重大貨幣資產及貨幣負債之賬面值如下：

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(1) Market risk management (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The following table indicates the changes in the Group's loss for the year and consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. As the Hong Kong dollar is pegged to the United State dollar, the risk of movements in exchange rates between the Hong Kong dollar and the United States dollar is assumed to be insignificant. The analysis is performed on the same basis in 2019 and 2018.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(1) 市場風險管理(續)

外幣風險(續)

敏感度分析

下表列明在假設所有其他風險變量不變的情況下，集團面對重大風險之外匯匯率如在報告期末出現變動，對本集團的損益和綜合權益的變動。由於港幣與美元掛鈎，因此預設港元與美元之間的匯率波動風險並不重大。二零一九年和二零一八年的分析是在同一基礎上進行。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(1) Market risk management (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(1) 市場風險管理(續)

外幣風險(續)

敏感度分析(續)

		2019 二零一九年			2018 二零一八年		
		Increase (decrease) in foreign exchange rates 匯率百分比 增加(減少)	Increase (decrease) in loss for the year and accumulated losses 本年度虧損 及累計虧損 增加(減少)	Increase (decrease) in consolidated equity 綜合權益 增加(減少)	Increase (decrease) in foreign exchange rates 匯率百分比 增加(減少)	Increase (decrease) in loss for the year and accumulated losses 本年度虧損 及累計虧損 增加(減少)	Increase (decrease) in consolidated equity 綜合權益 增加(減少)
		HKS'000 港幣千元	HKS'000 港幣千元		HKS'000 港幣千元	HKS'000 港幣千元	
Renminbi	人民幣	5% (5%)	87 (87)	(87) 87	5% (5%)	32 (32)	(32) 32
Macau Pataca	澳門幣	5% (5%)	190 (190)	(190) 190	5% (5%)	113 (113)	(113) 113
United State dollar	美元	5% (5%)	2,178 (2,178)	(2,178) 2,178	5% (5%)	1,986 (1,986)	(1,986) 1,986
Philippine Peso	菲律賓披索	5% (5%)	9 (9)	(9) 9	5% (5%)	7 (7)	(7) 7

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(1) Market risk management (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

Interest rate risk

The Group's interest rate risk is primarily from the convertible bonds and promissory note payable issued at fixed rate which exposes the Group to fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(1) 市場風險管理(續)

外幣風險(續)

敏感度分析(續)

利率風險

本集團之利率風險主要來自按固定利率發行之可換股債券及應付承付票據，令本集團承擔公平值利率風險。本集團目前並無利率對沖政策。然而，管理層監察利率風險，並會於有需要時考慮對沖重大利率風險。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(2) Credit risk management

As at 31 December 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to amounts due from parties to a joint venture, the Group obtained collateral from parties to a joint venture. In relation to other receivables, the management has strengthened the monitoring of credit limits, granting of credit approvals and other credit review procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of the individual receivable at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(2) 信貸風險管理

於二零一九年十二月三十一日，本集團所面對之最高信貸風險(將因對方未能履行責任而對本公司構成財務虧損)為綜合財務狀況表所述相關已確認財務資產之賬面值。

為減低有關應收合營企業方款項之信貸風險，本集團已獲取合營企業方的抵押品。有關其他應收款項，管理層已加強監管信貸額、信貸審批及其他信貸評估程序，以確保採取跟進行動以收回逾期債務。此外，管理層於各報告日期均會檢討各個別應收款項之可收回金額，以確保已就不可收回金額作出足夠減值虧損。就此而言，管理層認為，本集團之信貸風險已大大減低。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(2) Credit risk management (Continued)

The credit risk on liquid funds is limited because the majority of the counterparties are reputable banks or banks with high credit ratings assigned by international credit rating agencies.

(3) Liquidity risk management

In the management of the liquidity risk, the management manages its funds conservatively by maintaining a comfortable level of cash and cash equivalents in order to meet continuous operational need. The management will also closely monitor the cash flow generated from operations and the Group's needs for different types of external financing and will negotiate for proper facilities and consider proper means of equity financing as appropriate. Further details of measures taken in order to improve the liquidity of the Group are explained in note 2 to the consolidated financial statements.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(2) 信貸風險管理(續)

由於交易對方大部份為信譽良好之銀行或獲國際信貸評級機構授予高信貸評級之銀行，故流動資金之信貸風險有限。

(3) 流動資金風險管理

於管理流動資金風險時，管理層透過維持足夠水平之現金及現金等值物，保守管理其資金，以應付持續經營需要。本集團將考慮多項銀行融資及信貸額度，以為任何緊急流動資金需要提供資金。本集團倚賴發行股份及可換股債券之集資活動作為流動資金之主要來源。有關本集團改善流動資金之措施之進一步詳情於綜合財務報表附註2內解釋。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(3) Liquidity risk management (Continued)

Cash flow forecasts are prepared by management of the operating segments of the Group and aggregated by the directors of the Company to monitor forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.

The following tables detail the Group's remaining contractual maturity for its financial liabilities, which are based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(3) 流動資金風險管理(續)

現金流量預測乃於本集團各營運分部編製，並由本公司董事彙集，監察本集團的預測流動資金需求，確保本集團有充足現金應付營運所需。

下表詳述本集團就其財務負債之餘下合約到期情況，乃基於財務負債之未貼現現金流量以及本集團可能須支付之最早日期而定。下表包括利息及主要現金流量。

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(3) Liquidity risk management (Continued)

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(3) 流動資金風險管理(續)

		On demand or less than 1 year	More than 1 year	Total undiscounted cash flows	Carrying amount at 31/12/2019 於二零一九年 十二月三十一日 之賬面總值
		按要求或 少於一年	多於一年	未貼現現金 流量總額	十二月三十一日 之賬面總值
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
2019	二零一九年				
Other payables	其他應付款項	63,151	-	63,151	63,151
Amounts due to a shareholder	應付股東款項	-	67,209	67,209	67,209
Amounts due to directors	應付董事款項	11,758	-	11,758	11,758
Convertible bonds	可換股債券	150,000	-	150,000	150,000
Promissory note payable	應付承付票據	240	2,020	2,260	2,000
		225,149	69,229	294,378	294,118

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32. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(ii) Financial risk management and policies (Continued)

(3) Liquidity risk management (Continued)

32. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(ii) 財務風險管理及政策(續)

(3) 流動資金風險管理(續)

	On demand or less than 1 year	More than 1 year	Total undiscounted cash flows	Carrying amount at 31/12/2018 於二零一八年 十二月三十一日 之賬面總值	
	按要求或 少於一年	多於一年	未貼現現金 流量總額	之賬面總值	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
2018		二零一八年			
Obligations under financial leases	融資租賃責任	58	–	58	58
Other payables	其他應付款項	36,981	–	36,981	36,981
Amounts due to a shareholder	應付股東款項	–	62,540	62,540	62,540
Amounts due to directors	應付董事款項	10,540	–	10,540	10,540
Convertible bonds	可換股債券	150,000	–	150,000	150,000
		197,579	62,540	260,119	260,119

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32. Financial Risk and Capital Risk Management (Continued)

(b) Capital risk 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.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

32. 財務風險及資本風險管理(續)

(b) 資本風險管理

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。

與業內其他企業一致，本集團按淨債務對權益比率監察資本。比率以淨債務除以總權益計算。淨債務以總負債(包括綜合財務狀況表所示之流動及非流動負債)減現金及現金等值物計算。總權益指綜合財務狀況表所示之權益。

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32. Financial Risk and Capital Risk Management (Continued)

(b) Capital risk management (Continued)

During 2019, the Group's strategy was unchanged from 2018. The net debt-to-equity ratios at 31 December 2019 and 2018 are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total debts	總債務	294,118	260,119
Less: Cash and cash equivalents	減：現金及現金等值物	(296)	(243)
Net debt	淨債務	293,822	259,876
Total equity	總權益	22,008	143,380
Net debt-to-equity ratio	淨債務對權益比率	13.4	1.8

(c) Fair value measurement

The Group has no financial assets and financial liabilities that are measured at fair value on a recurring basis.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

32. 財務風險及資本風險管理(續)

(b) 資本風險管理(續)

於二零一九年內，本集團之策略(自二零一八年起維持不變)為將淨債務對權益比率維持於可接受水平。於二零一九年及二零一八年十二月三十一日之淨債務對權益比率如下：

(c) 公平值計量

本集團並無財務資產及財務負債需按經常性基準以公平值計量。

董事認為於綜合財務報表確認之財務資產及財務負債之賬面值與其公平值相若。

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33. Particulars of Subsidiaries

33. 附屬公司詳情

Particulars of the Company's subsidiaries at 31 December 2019 were as follows:

於二零一九年十二月三十一日，本公司之附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal equity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及 繳足股本/ 註冊資本*	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有之已發行股本/ 註冊資本所佔面值比例				Principal activities 主要業務
				2019 二零一九年		2018 二零一八年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Kanstar Environmental Technology Group Limited	British Virgin Islands ("BVI") 英屬處女群島	International Business Company 國際商務公司	US\$1,000 1,000美元	100%	—	100%	—	Investment holding 投資控股
Win Easy International Limited	British Virgin Islands 英屬處女群島	BVI Business Company 英屬處女群島商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Polyard Petroleum Resources Development Inc.	British Virgin Islands 英屬處女群島	BVI Business Company 英屬處女群島商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Mexford Holdings Limited 萬福控股有限公司	British Virgin Islands 英屬處女群島	BVI Business Company 英屬處女群島商務公司	US\$50,000 50,000美元	—	100%	—	100%	Investment holding 投資控股
Carson Coal Trading Co., Limited 佳信煤炭銷售有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1 港幣1元	—	100%	—	100%	Dormant 暫無業務
Blue Sky Power Company Limited 藍天電力有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$30,000,000 港幣30,000,000元	—	100%	—	100%	Operation of power plant 發電廠營運
Modern Lucky International Limited 新運通國際有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$2 港幣2元	—	100%	—	100%	Investment holding 投資控股
Polyard Petroleum (Hong Kong) Limited 百田石油(香港)有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1 港幣1元	—	100%	—	100%	Dormant 暫無業務
Polyard Petroleum International Company Limited 百田石油國際有限公司	Macau 澳門	Limited Liability Company 有限責任公司	MOP40,000,000 40,000,000澳門幣	—	100%	—	100%	Investment holding 投資控股

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33. Particulars of Subsidiaries (Continued)

33. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal equity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及繳足股本/ 註冊資本*	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有之已發行股本/ 註冊資本所佔面值比例				Principal activities 主要業務
				2019 二零一九年		2018 二零一八年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$100,000 港幣100,000元	—	70%	—	70%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Sinotech Polyard (Beijing) Resource Science and Technology Limited 中科百田(北京)資源科技有限公司	PRC 中國	Limited Liability Company 有限責任公司	HK\$4,000,000 港幣4,000,000元	—	92.5%	—	92.5%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Polyard International Mining Company Limited 百田國際礦業有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1,000,000 港幣1,000,000元	—	100%	—	100%	Investment holding 投資控股
Joyful View International Limited 景悅國際有限公司	British Virgin Islands 英屬處女群島	BVI Business Company 英屬處女群島商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Polyard Petroleum Philippines Company Limited, Inc.	Philippines 菲律賓	Limited Liability Company 有限責任公司	PHP10,000,000 10,000,000披索	—	100%	—	100%	Dormant 暫無業務
Mass Leader Inc.	British Virgin Islands 英屬處女群島	BVI Business Company 英屬處女群島商務公司	US\$50,000 50,000美元	—	63%	—	63%	Investment holding 投資控股
China International Mining Petroleum Company Limited 中國國際礦業石油有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$10,000,000 港幣10,000,000元	—	63%	—	63%	Mineral and energy related business 礦物及能源相關業務

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

於年終，概無附屬公司發行任何債務證券。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-controlling Interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

34. 擁有重大非控制性權益之非全資附屬公司詳情

下表列示本集團擁有重大非控制性權益之非全資附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ principle place of business 註冊成立/ 主要經營地點	Proportion of ownership interest and voting rights held by non-controlling interests 非控制性權益所持有權權益 及投票權比例		Total comprehensive income (expense) allocated to non-controlling interests 非控制性權益 所佔全面收入(支出)		Accumulated non-controlling interests 累計非控制性權益	
		2019	2018	2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
				HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Mass Leader Inc.	BVI/Hong Kong 英屬處女群島/香港	37%	37%	(6)	(3)	106	112
China International Mining Petroleum Company Limited 中國國際礦業石油有限公司	Hong Kong 香港	37%	37%	(31,845)	282	22,396	54,241
Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Hong Kong 香港	30%	30%	(842)	(671)	(4,945)	(4,103)
Individually immaterial subsidiaries with non-controlling interests 擁有非控制性權益之個別不屬重大 附屬公司				155	234	402	247
				(32,538)	(158)	17,959	50,497

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34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before inter-group eliminations.

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

本集團擁有重大非控制性權益之各附屬公司之財務資料概要載列如下。下文之財務資料概要呈示集團內對銷前之金額。

Mass Leader Inc		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	14,072	14,072
Non-current assets	非流動資產	10,000	10,000
Current liabilities	流動負債	(23,782)	(23,767)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	183	193
Non-controlling interests	非控制性權益	107	112
Revenue	收益	-	-
Expenses	開支	(15)	(8)
Loss for the year	本年度虧損	(15)	(8)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(9)	(5)
Loss attributable to the non-controlling interests	非控制性權益應佔虧損	(6)	(3)
Loss for the year	本年度虧損	(15)	(8)

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Mass Leader Inc		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-	-
Other comprehensive income attributable to the non-controlling interests	非控制性權益應佔其他全面收益	-	-
Other comprehensive income for the year	本年度其他全面收益	-	-
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面支出總額	(9)	(5)
Total comprehensive expense attributable to the non-controlling interests	非控制性權益應佔全面支出總額	(6)	(3)
Total comprehensive expense for the year	本年度全面支出總額	(15)	(8)
Net cash outflow from operating activities	經營業務現金流出淨額	-	-
Net cash inflow from investing activities	投資活動現金流入淨額	-	-
Net cash inflow from financing activities	融資活動現金流入淨額	-	-
Effect of foreign exchange rate changes	外幣匯率變動之影響	-	-
Net cash inflow	現金流入淨額	-	-

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34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

China International Mining Petroleum Company Limited 中國國際礦業石油有限公司		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	44,076	39,632
Non-current assets	非流動資產	270,751	361,527
Current liabilities	流動負債	(269,958)	(267,200)
Non-current liabilities	非流動負債	—	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	28,267	84,394
Non-controlling interests	非控制性權益	16,602	49,565
Other income	其他收入	44	374
Expenses	開支	(5)	(8)
Share of result of a joint venture	應佔合營企業業績	(84,841)	(37)
(Loss)/profit for the year	年內(虧損)溢利	(84,802)	329
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(53,425)	207
(Loss)/profit attributable to the non-controlling interests	非控制性權益應佔(虧損)溢利	(31,377)	122
(Loss)/profit for the year	年內(虧損)溢利	(84,802)	329

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

China International Mining Petroleum Company Limited 中國國際礦業石油有限公司		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Other comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔其他全面收益	(796)	273
Other comprehensive (expense) income attributable to the non-controlling interests	非控制性權益應佔其他全面收益	(468)	160
Other comprehensive (expense) income for the year	本年度其他全面收益	(1,264)	433
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面收益總額	(54,221)	480
Total comprehensive (expense) income attributable to the non-controlling interests	非控制性權益應佔全面收益總額	(31,845)	282
Total comprehensive (expense) income for the year	本年度全面收益總額	(86,066)	762
Net cash outflow from operating activities	經營業務現金流出淨額	(1,445)	(9,577)
Net cash outflow from investing activities	投資活動現金流出淨額	(40)	–
Net cash inflow from financing activities	融資活動現金流入淨額	2,781	8,711
Effect of foreign exchange rate changes	外幣匯率變動之影響	(1,264)	433
Net cash inflow (outflow)	現金流入(流出)淨額	32	(433)

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34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-controlling Interests (Continued)

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	42,184	39,114
Non-current assets	非流動資產	1,000	1,000
Current liabilities	流動負債	(59,666)	(53,791)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	(11,537)	(9,574)
Non-controlling interests	非控制性權益	(4,945)	(4,103)
Other income	其他收入	3,067	5,515
Expenses	開支	(5,872)	(7,752)
Loss for the year	本年度虧損	(2,805)	(2,237)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,963)	(1,566)
Loss attributable to the non-controlling interests	非控制性權益應佔虧損	(842)	(671)
Loss for the year	本年度虧損	(2,805)	(2,237)

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

34. Details of Non-Wholly-Owned Subsidiaries that have Material Non-controlling Interests (Continued)

34. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	—	—
Other comprehensive income attributable to the non-controlling interests	非控制性權益應佔其他全面收益	—	—
Other comprehensive income for the year	本年度其他全面收益	—	—
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面支出總額	(1,963)	(1,566)
Total comprehensive expense attributable to the non-controlling interests	非控制性權益應佔全面支出總額	(842)	(671)
Total comprehensive expense for the year	本年度全面支出總額	(2,805)	(2,237)
Net cash inflow (outflow) from operating activities	經營業務現金流出淨額	3	(4)
Net cash inflow from investing activities	投資活動現金流入淨額	—	—
Net cash inflow from financing activities	融資活動現金流入淨額	—	—
Effect of foreign exchange rate changes	外幣匯率變動之影響	—	—
Net cash inflow (outflow)	現金流出淨額	3	(4)

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35. Information about the Statement of Financial Position of the Company

35. 有關本公司財務狀況表之資料

		2019 二零一九年	2018 二零一八年
		HK\$'000 港幣千元	HK\$'000 港幣千元
	Note 附註		
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	—	—
Interest in subsidiaries	於附屬公司之權益	222,332	228,024
		222,332	228,024
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	209	209
Cash and bank balances	現金及銀行結餘	8	10
		217	219
CURRENT LIABILITIES	流動負債		
Other payables	其他應付款項	(47,815)	(25,647)
Amounts due to directors	應付董事款項	(776)	(136)
Convertible bonds	可換股債券	(150,000)	(150,000)
Promissory note-payable	應付承付票據	(2,000)	—
		(200,591)	(175,783)
NET CURRENT LIABILITIES	淨流動負債	(200,374)	(175,564)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	21,958	52,460
NON-CURRENT LIABILITY	非流動負債		
Amounts due to a shareholder	應付股東款項	(1)	—
NET ASSETS	淨資產	21,957	52,460
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	117,502	117,502
Reserves	儲備	(95,545)	(65,042)
	(i)		
TOTAL EQUITY	總權益	21,957	52,460

Approved and authorised for issue by the board of directors on 22 June 2020.

經董事會於二零二零年六月二十二日核准及授權刊印。

ZHAO Zhiyong
Director

LIN Zhang
Director

趙智勇
董事

林漳
董事

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

35. Information about the Statement of Financial Position of the Company (Continued)

35. 有關本公司財務狀況表之資料(續)

(i) Reserves

(i) 儲備

		Share premium 股份溢價	Accumulated losses 累計虧損	Contributed bonds reserve 可換股債券儲備	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	998,012	(1,040,882)	3,285	(39,585)
Loss for the year	本年度虧損	-	(25,457)	-	(25,457)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	998,012	(1,066,339)	3,285	(65,042)
Loss for the year	本年度虧損	-	(30,503)	-	(30,503)
At 31 December 2019	於二零一九年十二月三十一日	998,012	(1,096,842)	3,285	(95,545)

(a) Nature and purpose of reserves

(a) 儲備之性質及目的

(i) Share premium

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

(i) 股份溢價

根據開曼群島公司法(經修訂)第22章,本公司之股份溢價可用以分派或派付股息予股東,惟須按照其公司組織章程大綱或細則之規定,及於緊隨分派或派付股息後,本公司須有能力償還其日常業務中之到期債務。

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35. Information about the Statement of Financial Position of the Company (Continued)

(i) Reserves (Continued)

(a) Nature and purpose of reserves (Continued)

(ii) Convertible bonds reserve

The convertible bonds reserve has been set up and is dealt with in accordance with the accounting policies adopted for convertible bonds in note 4 to the consolidated financial statements.

(b) Distributability of reserves

At the end of the reporting period, the Company had no reserves available for distribution to owners of the Company (2018: HK\$Nil).

35. 有關本公司財務狀況表之資料(續)

(i) 儲備(續)

(a) 儲備之性質及目的(續)

(ii) 可換股債券儲備

可換股債券儲備經已設立，並根據綜合財務報表附註4所載就可換股債券採納之會計政策處理。

(b) 可供分派儲備

於報告期末，本公司並無儲備可供分派予本公司擁有人(二零一八年：無)。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

36. Events after the Reporting Period

On 3 January 2020, the Company had entered into a legally binding Memorandum of Understanding (“MOU”) with East Asia Oil Engineering Group Limited (“East Asia”) where East Asia had undertaken to take over CB A from the original holder (“Original Holder”). On the same date, the Original Holder of CB A had completed transfer of convertible bond with principal amount of HK\$75,000,000 (“\$75M CB A1”) to East Asia. By the same MOU between the Company and East Asia, East Asia had committed that it would not demand for repayment of CB A by the Company within thirty months from the date of the MOU. The remaining principal balance of HK\$25,000,000 of CB A not yet transferred to East Asia (“\$25M CB A2”) are still registered in the name of the Original Holder and is guaranteed by Mr. Lam Nam, the ultimate controlling party of the Company, until its disposal. Up to the date of this report, the \$25M CB A2 is still outstanding and had not been called for repayment. The Company and the Original Holder are in the negotiation regarding the settlement arrangement of \$25M CB A2.

On 3 January 2020, the Company has entered into a memorandum of understanding (the “MOU”) for share subscription with GuangDong Namyue Capital Investment Co., Ltd. (the “Subscriber”) pursuant to which, the Company is agreeing to allot and the Subscriber is willing to subscribe 200,000,000 shares at the price of HK\$0.18 per share which shall rank pari passu with all existing shares of the Company. Up to the date of this report, the Company is still in the negotiation with the subscriber regarding the terms and conditions of the share subscription. The MOU is still in validity.

36. 報告期後事項

於二零二零年一月三日，本公司與東亞油田工程集團有限公司(「東亞」)簽訂了具有法律約束力的諒解備忘錄(「諒解備忘錄」)，東亞已承諾從原持有人手中接管可換股債券A(「原持有人」)。於同日，可換股債券A的原持有人已完成將本金為港幣75,000,000元(「7,500萬元可換股債券A1」)的可換股債券轉移至東亞。根據公司與東亞之間的同一諒解備忘錄，東亞承諾不會在諒解備忘錄簽署之日起三十個月內要求公司償還可換股債券A。尚未轉移至東亞的可換股債券A的本金餘額港幣25,000,000元(「2,500萬元可換股債券A2」)仍以原持有人的名義登記，並由本公司的最終控制方林南先生擔保，直到將其處置。直至本報告日，公司尚欠2,500萬元可換股債券A2，但未被要求償還。本公司及原持有人仍在就該2,500萬元可換股債券A2的償還安排進行商議。

於二零二零年一月三日，本公司已與廣東南粵資本投資有限公司(「認購人」)訂立一份股份認購的諒解備忘錄(「備忘錄」)，據此，本公司同意配發，而認購人願意認購200,000,000股股份，每股價格為0.18港元，與本公司所有現有股份享有同等地位。直至本報告日，本公司仍與認購人繼續協商認股之條件，此備忘錄效力依舊存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Annual Report 2019 二零一九年年報

36. Events after the Reporting Period (Continued)

On 31 December 2019, a wholly-owned subsidiary of the Company entered into a legally binding memorandum of understanding (“MOU”) with an independent third party pursuant to which the subsidiary of the Company has agreed to dispose the entire interest in Modern Lucky International Limited and its subsidiaries which held 89% equity interest in Central Luzon Gas Project (“Disposal transaction”) at the consideration of HK\$1. Subsequent to the reporting period, on 19 June 2020, the Disposal transaction had been completed.

Subsequent to the end of the reporting period, the outbreak of novel coronavirus (“COVID-19”) in January 2020 has caused disruptions to many industries, including oil and petroleum industry, in China as well as other countries. These disruptions have inevitably posed a significant threat to the global economy in 2020. Despite the challenges, governments and international organizations have implemented a series of measures to contain the epidemic. The time duration and scope of these disruptions cannot be accurately assessed at this point in time. Given the dynamic nature of these circumstances, the financial impact will be reflected in the Group’s subsequent financial statements. The Group will closely monitor the development of the epidemic and assess its impact on its operations.

Subsequent to the year end, the recent drop in international crude oil price caused by the price cut in Saudi Arabia may potentially cause a reduction in capital and operating expenditure by the customers which may result in a slow-down in the overall exploration and production activities and casts uncertainty over the future development of the industry. The Group has been actively communicating with its major customers on the progress of their ongoing and future projects. Up to the date of this report, the impacts of the drop in the oil price on the Group’s ongoing and future projects remain uncertain and it is unable to quantify the related financial effects. The Group will continue to monitor and assess the international crude oil price and evaluate its financial impact on the Group.

37. Comparative Figures

Certain comparative figures have been classified to conform to current year’s presentation.

36. 報告期後事項(續)

於二零一九年十二月三十一日，本公司一間全資擁有之附屬公司與一名獨立第三方簽訂了具有法律約束力之諒解備忘錄(「諒解備忘錄」)，據此，本公司的附屬公司已同意以港幣1元代價出售新運通國際有限公司及其於中呂宋天然氣項目持有89%權益之附屬公司的全部股權(「出售交易」)。報告期後，於二零二零年六月十九日，出售交易已完成。

報告期結束後，於二零二零年一月新型冠狀病毒(「COVID-19」)爆發，對中國以及其他國家的許多行業(包括石油行業)造成了打擊。這些打擊不可避免地對二零二零年的全球經濟構成了重大威脅。儘管面臨挑戰，各國政府和國際組織仍採取了一系列措施來遏制這一流行病。目前無法準確評估這些打擊的持續時間和範圍。鑒於這些情況的動態性質，財務影響將反映在本集團的後續財務報表中。本集團將密切監察該流行病的發展，並評估其對業務的影響。

在年底之後，由於沙特阿拉伯近期調低原油價格，導致國際油價下跌，可能會導致客戶的資本和運營支出減少，從而可能導致整體勘探和生產活動放緩並給行業的未來發展帶來不確定性。本集團一直與主要客戶就其正在進行的項目和未來項目的進展進行積極溝通。截至本報告發佈之日，油價下跌對本集團正在進行和未來項目的影響尚不確定，無法量化相關財務影響。本集團將繼續監察及評估國際原油價格，並評估其對本集團的財務影響。

37. 比較數字

若干數字已予分類，以符合本年度的呈列方式。

Five Year Financial Summary

五年財務概要

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Group, are set out below:

本集團於過去五個財政年度之綜合業績，資產及負債之概要（摘錄自本集團之經審核綜合財務報表）載列如下：

Results

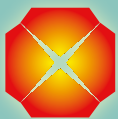
業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年	2016 二零一六年	2017 二零一七年	2018 二零一八年	2019 二零一九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	—	—	—	—	—
Loss attributable to	應佔虧損					
– Owners of the Company	– 本公司擁有人	(99,583)	(51,694)	(31,992)	(40,694)	(88,611)
– Non-controlling interests	– 非控制性權益	(38,360)	29,855	6,934	(348)	(32,100)
		(137,943)	(21,839)	(25,058)	(41,042)	(120,711)

Assets and liabilities

資產及負債

		At 31 December 於十二月三十一日				
		2015 二零一五年	2016 二零一六年	2017 二零一七年	2018 二零一八年	2019 二零一九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Total assets	總資產	273,781	371,898	402,308	403,499	316,126
Total liabilities	總負債	(107,160)	(163,901)	(217,239)	(260,119)	(294,118)
Net assets	淨資產	166,621	207,997	185,069	143,380	22,008



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