



Genesis Energy Holdings Limited
創 新 能 源 控 股 有 限 公 司

Stock Code 股份代號: 702



09 | 年報
Annual Report



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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Kong Siu Tim (*Chairman*)

Mr. Jiang Rizhong

Mr. Wan Tze Fan Terence

Independent Non-executive Directors

Mr. Ni Zhenwei

Mr. Yip Ching Shan

Mr. Wong Kwok Chuen Peter

COMPANY SECRETARY

Mr. Wan Tze Fan Terence

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 3707–3708, West Tower, Shun Tak Centre

168–200 Connaught Road Central, Hong Kong

REGISTERED OFFICE

Clarendon House, 2 Church Street

Hamilton HM11, Bermuda

HONG KONG LEGAL ADVISORS

Michael Li & Co.

14/F., Printing House, 6 Duddell Street

Central, Hong Kong

董事

執行董事

江少甜先生 (*主席*)

姜日忠先生

溫子勳先生

獨立非執行董事

倪振偉先生

葉青山先生

黃國全先生

公司秘書

溫子勳先生

總辦事處及主要營業地點

香港干諾道中168–200號

信德中心西座3707–3708室

註冊辦事處

Clarendon House, 2 Church Street

Hamilton HM11, Bermuda

香港法律顧問

李智聰律師事務所

香港中環都爹利街6號

印刷行14樓

Corporate Information

公司資料

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Conyers Dill & Pearman
2901 One Exchange Square, 8 Connaught Place
Central, Hong Kong

AUDITORS

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
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Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F., Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre, 11 Bermudiana Road
Pembroke HM 08, Bermuda

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited

STOCK CODE

702

WEBSITE

www.genesis-erg.com

百慕達法律顧問

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香港中環康樂廣場8號
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核數師

德豪會計師事務所有限公司
執業會計師
香港干諾道中111號
永安中心25樓

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre, 11 Bermudiana Road
Pembroke HM 08, Bermuda

主要往來銀行

中國銀行(香港)有限公司
渣打銀行(香港)有限公司

股份代號

702

網址

www.genesis-erg.com

Five Year Financial Summary

五年財務概要

		Year ended 31 December 2009 截至2009年 12月31日止年度 HK\$' 000 千港元	Year ended 31 December 2008 截至2008年 12月31日止年度 (restated) (經重列) HK\$' 000 千港元	Year ended 31 December 2007 截至2007年 12月31日止年度 (restated) (經重列) HK\$' 000 千港元	Year ended 31 December 2006 截至2006年 12月31日止年度 (restated) (經重列) HK\$' 000 千港元	Year ended 31 December 2005 截至2005年 12月31日止年度 (restated) (經重列) HK\$' 000 千港元
Turnover	營業額					
- Continuing operations	- 持續經營業務	15,155	4,206	294	-	-
- Discontinued operations	- 已終止經營業務	19,279	38,532	75,772	72,200	65,640
		34,434	42,738	76,066	72,200	65,640
Result	業績					
- Continuing operation	- 持續經營業務					
Loss before taxation	除稅前虧損	(32,940)	(40,244)	(36,673)	(42,790)	(12,919)
Income tax	所得稅	-	-	-	-	-
		(32,940)	(40,244)	(36,673)	(42,790)	(12,919)
- Discontinued operation	- 已終止經營業務					
Gain/(loss) from discontinued operations	已終止經營業務之收益/(虧損)	3,073	(9,543)	(37,213)	(61,440)	(249,695)
(Loss)/gain on disposal of subsidiaries	出售附屬公司收益	11,593	(87,531)	66,909	-	-
Income tax	所得稅	(651)	(2,830)	(959)	(820)	(322)
		14,015	(99,904)	28,737	(62,260)	(250,017)
Loss for the year	本年度虧損	(18,925)	(140,148)	(7,936)	(105,050)	(262,936)
Attributable to :	以下人士應佔總權益 :					
Equity shareholders	本公司股權持有人	(18,784)	(140,148)	(7,936)	(85,187)	(252,841)
Minority interest	少數股東權益	(141)	-	-	(19,863)	(10,095)
		(18,925)	(140,148)	(7,936)	(105,050)	(262,936)
Loss per share	每股虧損					
- Basic and diluted (HK Cents)	- 基本及攤薄 (港仙)	(0.43)	(3.31)	(0.19)	(2.69)	(8.34)

Five Year Financial Summary

五年財務概要

		Year ended 31 December 2009 於2009年 12月31日 HK\$'000 千港元	Year ended 31 December 2008 於2008年 12月31日 HK\$'000 千港元	Year ended 31 December 2007 於2007年 12月31日 HK\$'000 千港元	Year ended 31 December 2006 於2006年 12月31日 HK\$'000 千港元	Year ended 31 December 2005 於2005年 12月31日 HK\$'000 千港元
Assets and liabilities	資產與負債					
Non-current assets	非流動資產	228,481	113,165	194,386	558,382	580,724
Net current (liabilities)/assets	流動資產/(負債)淨值	(4,384)	19,264	66,463	(294,270)	(252,539)
Non-current liabilities	非流動負債	(75,806)	-	-	(160,000)	(192,308)
Net assets	資產淨值	148,291	132,429	260,849	104,112	135,877
Minority interests	少數股東權益	(141)	(122)	-	-	(19,099)
Total equity attributable to equity shareholders of the Company	本公司股權持有人應佔總權益	148,150	132,307	260,849	104,112	116,778

The above figures are based on the latest published financial statements, except for the summary of results for each of two years ended 31 December 2006 and assets and liabilities as at 31 December 2005 and 2006 which were restated due to the change in presentation currency from Renminbi to Hong Kong dollars.

上述數字乃基於最近期刊發之財務報表編製，惟截至2006年12月31日止二個年度各年之業績概要，以及於2005年及2006年12月31日之資產及負債已將呈列貨幣由人民幣改為港元。

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the Company, I would like to present the audited results of Genesis Energy Holdings Limited (the "Company") and its subsidiaries (the "Group") for the 12 months ended 31 December 2009 to each shareholder on behalf of the Company.

BUSINESS REVIEW

In year 2009, the crude oil price in the international market showed a volatile upward trend, among which the WTI Crude Oil Futures price reached its trough at US\$33.98 per barrel on 12 February, then bounced back steadily and hit the peak of the year at US\$81.37 per barrel on 21 October. Despite the fact that the international crude oil price recovered apparently in 2009, the domestic crude oil selling price, was far below the current international market price under certain administrative regulation, by which the price adjustment lagged behind the international market. It is expected that the domestic crude oil price would further be adjusted upward in the coming year due to steady increase of international oil price.

As the domestic crude oil price still remained at low level, the Group had taken full advantage of this opportunity to proactively adjust its business portfolio, divest from its non-core business and focus on core businesses of oil and natural gas development. In May 2009, the Group sold its 72%-owned subsidiary, Xinjiang Leijon Gas Co. Ltd. for HK\$21 million and the disposal enabled the Group to devote its resources to develop the core business.

In order to improve the efficiency of the Group's business in the United States, in June 2009, the Group entered into a letter of intent with Bayhill Capital Corporation of the U.S., a company whose shares are listed and traded on the OTC Bulletin Board, to provide recommendations and development proposals for the management and optimization of Grassy Trails oil field.

In February and September 2009, the Group successfully acquired the Liuluoyu and Yanjiawan oil exploitation projects located in Shaanxi Province, the PRC respectively. Production of the oil fields was underway with a total of 160 wells. In addition to the potential increase in sales income generated from the oil and gas operation of the Group through these acquisitions, the Group may also benefit from the possible appreciation of value of oil and gas assets in the future.

各位股東：

本人謹代表創新能源控股有限公司（「本公司」）向各位股東提呈本公司及其附屬公司（「本集團」）截至2009年12月31日止之十二個月已審核之業績。

業務回顧

於2009年，國際市場原油價格呈震盪上行走勢，WTI原油期貨價在2月12日見底每桶33.98美元之後，逐步回升，並於10月21日達到年內最高價每桶81.37美元。儘管國際原油價格在2009年顯著回升，但國內原油銷售價格由於受政府監管的原因，其調整滯後於國際市場，目前尚遠低於國際市場價格。由於國際油價穩步上揚，國內原油價格有望在年內進一步上調。

鑒於國內原油商品價格仍處於低位水準，本集團充分利用此次機會，積極調整集團業務組合，退出非核心業務，重點發展核心的石油天然氣開發業務。於2009年5月，本集團以2,100萬港幣出售了旗下擁有72%股權的子公司新疆利捷燃氣有限公司，出售該項目使得集團能夠集中資源，全力發展核心業務。

為了進一步提升集團美國業務的管理效率，於2009年6月本集團與美國Bayhill Capital Corporation（一家於美國櫃檯交易市場上市的公司）簽署了合作意向書，為管理及優化草徑油田提供更可行之建議及發展方案。

於2009年2月及9月，本集團分別成功收購了位於中國陝西省的柳洛峪及閻家灣油田開發項目，該兩油田正處於生產狀態中，共有油井約160口。是次收購不僅使得本集團之油氣銷售收入大幅提高，而且本集團將受惠於油氣資產日後之可能升值。

Chairman's Statement

主席報告書

Despite the unfavorable economic conditions and challenges, the Group's core business maintained a momentum of growth. It was mainly attributable to the joint efforts of the management and all staff. The total crude oil production for the financial year ended 31 December 2009 amounted to 45,000 barrels, representing a substantial increase as compared with 9,000 barrels in 2008.

FINANCING

To cope with the business expansion of the Group, in June 2009, we issued a 4 Year 2%-coupon Convertible Note to the controlling shareholder, Hong Chang Group, raising fund of HK\$25 million in aggregate. In April 2010, by way of placing of new shares for subscriptions the Group will raise approximately HK\$170 million. This can further secure the Group's cash flow, enabling the Group to be well poised for acquisition of any potential projects in the future.

MANAGEMENT EXCELLENCE

The management of the Group is committed to maintain a high standard of corporate governance to protect shareholders' interests and ensure the Group will continue to maintain steady and sound development. With the joint efforts of the management and all staff, the Group was honored the 349th in the "Top 500 Oversea Chinese Entrepreneurs in China's Market" award (華商中國市場500強). Also, in May 2009, the Group was chosen by Morgan Stanley Capital International (MSCI) to become one of the constituent stocks of the MSCI China Index in the World Small Cap Index Series.

FUTURE DEVELOPMENT

Looking forward into the 2010, due to the economic recovery, inflation and anticipated depreciation of the US dollars, it is estimated that the crude oil price will maintain its upward trend at slow pace. Demand for crude oil is expected to increase, the International Energy Agency predicts that the global daily demand for crude oil would reach 86.20 million barrels in 2010, representing an increase of 1.3 million barrels as compared to the previous year, basically resuming its pre-financial crisis level. Nevertheless, the road of recovery for the global economy is still full of uncertainties, international crude oil price will therefore remain volatile.

儘管面對不利的經濟環境和挑戰，在管理層和全體員工的共同努力之下，本集團核心業務仍然保持良好的增長勢頭，於截至2009年12月31日止，全年原油產量達到約45,000桶，比對2008年的9,000桶，有顯著增長。

融資

為拓展本集團的業務，2009年6月，本集團向控股股東鴻昌集團發行4年期票息率為2%的可換股債券，共集資2500萬港幣。於2010年4月，集團正進行配售新股集資約1.7億港幣，將進一步鞏固集團的現金流及為將來收購有潛質的專案做好準備。

卓越管理

本集團管理層一直致力於提高集團企業管治水平，更好的維護股東的利益，及確保本集團能保持穩健的發展。在集團管理層及員工的共同努力之下，本集團於2009年“華商中國市場500強”評選活動中榮膺第349位。同時於2009年5月，本集團獲摩根士丹利資本國際(MSCI)環球小型企業指數認可，成為其中國指數成分股之一。

未來發展

展望2010年，由於經濟復蘇，通貨膨脹和美元貶值的預期，原油價格預期仍會維持緩慢上升的態勢，同時原油需求也會進一步增長，國際能源總署預測2010年全球每日原油需求為8620萬桶，較2009年增長130萬桶，基本恢復到金融危機之前水準。但由於全球經濟復蘇仍然面臨一系列不確定因素，未來國際市場原油價格仍然存在大幅波動的可能。

Chairman's Statement

主席報告書

The Group will take a conservative approach to identify appropriate domestic investment opportunities and to acquire more upstream oil and gas operations. Meanwhile, the Group will launch certain scientific and rational measures to stabilize and increase current production. The Board and the management are confident that in 2010, the Group's core business will continue to grow steadily.

Finally, I would like to take this opportunity to give my sincere gratitude to the Board and all staff for their wholehearted efforts. Also, I am much obliged for the encouragement and support from each of the shareholders as well as business partners and acquaintances.

Kong Siu Tim

Chairman

Hong Kong, 16 April 2010

有鑒於此，本集團將採取審慎樂觀的態度，繼續在國內尋找合適的投資機會，收購更多的石油天然氣上游開發業務，同時採取科學合理的措施，穩定並提高現有油氣田的產量。董事會和管理層有信心在2010年，繼續保持集團核心業務的穩定增長。

最後，本人藉此機會向董事會及集團所有員工致以衷心謝意，感激他們對本集團所付出的努力，同時也感謝各股東及業務夥伴一直以來對本集團的信任、鼓勵和支持！

江少甜

主席

香港，2010年4月16日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 December 2009, Genesis Energy Holdings Limited (the “Company” or “Genesis Energy”) and its subsidiaries (collectively referred to as the “Group”) recorded an increase of turnover from continuing operations of oil exploitation by 2.6 times to HK\$15.2 million (2008: HK\$4.2 million) and loss from continuing operations was HK\$32.9 million (2008: loss of HK\$40.2 million), which has decreased by 18.2% compared with that of last year. After taking into account of the gain on disposal of the gas refilling operation, the loss for the year has been substantially reduced by 86.5% to HK\$18.9 million (2008: loss of HK\$140.1 million).

Year 2009 was a challenging year. The crude oil price tumbled drastically from over US\$100 per barrel to the level of less than US\$50 per barrel. This exerted an adverse impact on the turnover and profit margin of the Group. To tackle with such an unfavorable environment, the Company reacted promptly and actively by controlling costs and enhancing operation efficiency. The Group had worked continuously on restructuring our business portfolio. During the year, the Group disposed of its gas refilling stations business in Korla, Xinjiang, the PRC which enabled the Group to reallocate its resources to develop the upstream business in the oil and gas sector. The Group's successful acquisitions of the oil and natural gas oilfield exploitation projects in Liuluoyu and Yanjiawan in Shaanxi, the PRC in February and September 2009 respectively, have further strengthened the core business and cashflow of the Group.

Oil Exploitation

China

In February 2009, the Group successfully acquired the Liuluoyu oil exploitation project located at Ganquan County, Shaanxi. This is a producing oil field with about 100 wells and a stable production of approximately 3,500 barrels each month. In addition to the income generated from the daily operation of the oil field, the Group may also benefit from the possible appreciation of value of oil and gas assets in future. Moreover, undergoing this oil exploitation project will enable the Group to have more extensive understanding and participation in the oil and gas industry in Shaanxi Province, the PRC. At the same time, we have built an all rounded professional team to operate the oil and gas field. The Group may further develop its business in this region when suitable opportunities arise. This oil field has been operating smoothly since acquisition and brought stable returns to the Group during the year.

業務回顧

截至2009年12月31日為止，創新能源控股有限公司（「本公司」或「創新能源」）及其附屬公司（統稱「本集團」）錄得來自持續業務（油氣開採業務）的營業額為15,200,000港元，較去年增長2.6倍（2008年：4,200,000港元），而同期持續業務所致的虧損為32,900,000港元（2008年：40,200,000港元），較去年減少18.2%。而包括出售加氣站業務的溢利，當年度淨虧損則為18,900,000港元（2008年：140,100,000港元），較去年大幅減少86.5%。

2009年是充滿挑戰的一年，油價從2008年每桶逾100美元高位大幅回落至每桶低於50美元，嚴重影響本集團的營業額及邊際利潤，面對這嚴峻的經濟環境，本公司致力於積極控制成本，同時為提高營運效益，本集團繼續重組業務組合，於年內出售位於中國新疆庫爾勒市的天然氣補給站業務，從而使集團的資源可集中發展油氣行業的上游業務，本集團於2009年2月份及9月份分別成功收購位於中國陝西省的柳洛峪及閻家灣的油田開採項目，此等收購進一步強化本集團的核心業務及增加現金流。

石油開採

中國

本集團於2009年2月成功收購了位於陝西省甘泉的柳洛峪油田開採項目。此乃一塊生產中的油田，現時有接近100口油井，而每月穩定產油逾3,500桶。除油田日常運作產生之收入外，本集團亦將可自油氣資產日後之可能升值中受惠。此外，進行這油田開採項目可讓本集團對中國陝西省油氣業有更大程度的認識和參與，同時亦建立了一支全方位且專業的油氣田營運隊伍。本集團更可在適當機會出現時在該地區進一步發展業務。這油田自收購後運作順利並於年內為本集團帶來穩定的現金流。

Management Discussion and Analysis

管理層討論及分析

In September 2009, the Group acquired the Yanjiawan oil exploitation project located at Shaanxi. This is also a producing oil field with about 58 wells and a stable production of approximately 2,500 barrels each month. It also holds the right to further design and drill new oil and gas wells in such area. This oil field has been operating smoothly and is expected to bring stable returns to the Group.

The United States

The Grassy Trails oil field is located in both Emery County and Carbon County, Utah and encompasses an area of approximately 26 km². The proven reserve of crude oil on Grassy Trails has been revised up to about 1.8 million barrels. Although there are five oil wells in operation, there have been some extensive re-work and environment protection projects done on various wells during the year, which has severely affected the production of the oil field. This situation is expected to be improved in 2010.

The Group and an oil company in Nevada have formed a joint venture company which holds the Squaw Canyon oil field. This oil field locates in the Four Corners Area of Colorado, New Mexico, Utah and Arizona. The oil field encompasses an area of approximately 6.5 km², with historical oil production of approximately 114,000 barrels since 1984. As the oil field has proven historical production record, the investment risk is relatively low. Currently, there are two producing wells. During the year, this oil field has operated efficiently and generated a steady income stream for the Group.

Gas Refilling Stations

In May 2009, the Group entered into an agreement for the disposal of its 72% equity interest in the operation of refilling stations supplying natural gas and liquefied petroleum gas for vehicle use in Korla City, Xinjiang, the PRC for a consideration of HK\$21 million. This disposal was completed in July 2009. Due to the substantial increase in the cost of gas supply from the second half of year 2009 onwards and the change in policy of the local government to allow more competitors stepping into the business of operating refilling stations of natural gas and liquefied petroleum gas, the Board concluded the business prospects would deteriorate. The Board considers that this disposal is in the interests of the Company as it minimizes the potential loss and re-allocates the internal resources into developing other more promising businesses, particularly the upstream business in the oil and gas sector.

於同年9月，本集團再收購了另一同樣位於陝西省的閻家灣油田開採項目。此亦是一塊生產中的油田，共有58口油井，而每月穩定產油逾2,500桶，本集團並有權在該區塊進一步設計及鑽探新油氣井。目前這油田運作順利，會為本集團帶來穩定的收益。

美國

草徑油田位於猶他州艾美莉郡及卡本郡，面積約26平方公里，草徑油田的探明儲量已修訂為180萬桶，雖然這油田共有五口油井在運作中，但於年內，由於對區塊內各油井進行較大規模維修及環境保護工程，所以對這油田的生產造成一定影響。此情況可望於2010年有所改善。

本集團與一家位於內華達州的石油公司組成的合營公司所持有的史科峽谷油田，位於科羅拉多州、新墨西哥州、猶他州和亞利桑那州四州鄰接的區域。此油田面積約6.5平方公里，從1984年以來它的總產量約114,000桶。由於此油田具有過往實際生產紀錄，因此它的投資風險相對較小。現有兩口生產中的油井。於年內，這油田有效地運作並為本集團帶來穩定收入。

天然氣補給站

於2009年5月，本集團訂立買賣協議，以總代價21,000,000港元出售擁有72%權益，位於中國新疆庫爾勒市的供應汽車用天然氣及液化石油氣之補給站業務。此出售事項已於2009年7月完成。由於自2009年下半年起天然氣供應成本大幅上漲，以及地方政府改變政策，容許更多競爭對手可以經營天然氣及液化石油氣之補給站，因此預期此業務前景將會日益惡化。董事會認為，此出售事項符合本集團之利益，因其可將潛在虧損減至最低，並可將內部資源重新分配以發展其他更具前景之業務(尤其是油氣行業之上游業務)。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Result for the Year

For the year ended 31 December 2009, the Group recorded an increase in turnover from continuing operations of oil exploitation by 260% to HK\$15.2 million (2008: HK\$4.2 million) and loss from continuing operations was HK\$32.9 million (2008: loss of HK\$40.2 million), which has decreased by 18.2% compared with that of last year. After taking into account the gain on disposal of the gas refilling operation, the loss for the year has been substantially reduced by 86.5% to HK\$18.9 million (2008: loss of HK\$140.1 million).

The consolidated gross loss for year 2009 was HK\$5.1 million (2008: gross loss of HK\$1.9 million). As mentioned above, the reason for the gross loss is because there have been some extensive re-work and environment protection projects done on various wells which have severely affected the production of the oil field during the year. Therefore, this has been a direct impact to the performance of the consolidated gross profit for the year. During the year, the management has implemented strict measure of cost control and administration expenses have decreased by 31.2% to HK\$23.8 million (2008: HK\$34.7 million). Apart from cost control, the Group has actively sought for energy operations that would provide stable cashflow, and such efforts included the acquisition of two oil exploitation projects in Shaanxi during the year.

財務回顧

本年度業績

本集團截至2009年12月31日止年度，從持續經營的油田開採業務所得的營業額上升260%至15,200,000港元（2008年：4,200,000港元）。而年度持續業務所致的虧損為32,900,000港元（2008年：40,200,000港元），較去年減少18.2%。而包括出售加氣站業務的溢利，當年度淨虧損則為18,900,000港元（2008年：140,100,000港元），較去年大幅減少86.5%。

2009年的綜合毛損約為5,100,000港元（2008：毛損1,900,000港元）。造成毛損的主因乃如上文所述，由於在美國草徑油田區塊內各油井進行較大規模維修及環境保護工程，所以對這油田於期內的生產造成影響，以致直接拖低年度的綜合毛利狀況。年內，管理層實施嚴格的成本控制，行政費用已減少了31.2%至23,800,000港元（2008年：34,700,000港元）。本集團除了控制成本外，同時亦積極物色可提供穩定現金流的能源業務，其中包括於年內收購了兩個位於陝西省的油田開採項目。

Management Discussion and Analysis

管理層討論及分析

Liquidity, Financial Resources and Capital Structure

As at 31 December 2009, the net assets of the Group were HK\$148.3 million (31 December 2008: HK\$132.4 million) while its total assets were HK\$246.2 million (31 December 2008: HK\$150 million). As at 31 December 2009 and 31 December 2008, the Group's gross borrowings (excluding borrowing from the controlling shareholder) net of cash and bank balances was nil, therefore the gearing ratio based on total assets was 0% accordingly. The current ratio as at 31 December 2009 was 0.8 (31 December 2008: 2.1). In terms of the gearing ratio and current ratio, the financial position of the Group as at 31 December 2009 was slightly inferior to that of last year. However, in view of the anticipating cash flow from the upstream operation, the issue of a 4 year convertible note to Hong Chang Group (the controlling shareholder) for a sum of HK\$25 million during the year; and subsequently in April 2010, with the issue of new shares for a sum of approximately HK\$170 million, the Board is confident that the Group will gradually be back on the track of a healthy financial position. The Group will be able to take advantage of new attractive oil and gas and other energy related investment opportunities that may arise.

Foreign Exchange Fluctuation

The Group is exposed to currency risk primarily through sales and purchases transactions and recognized assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. At 31 December 2009, no related hedges were made by the Group. In respect of trade and other receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2009, the Group employed approximately 82 employees. The remuneration policies of the Group are based on the prevailing remuneration level in the market and the performance of respective companies and individual employees.

流動資金、財務資源及資本結構

於2009年12月31日，本集團的資產淨值為148,300,000港元（2008年12月31日：132,400,000港元），而本集團的總資產值為246,200,000港元（2008年12月31日：150,000,000港元）。於2009年12月31日和2008年12月31日，本集團的總對外借貸扣除現金及銀行結餘均為零，因此負債比例按資產總值計算為0%。於2009年12月31日的流動比率為0.8（2008年12月31日：2.1）。就負債比率及流動比率而言，於2009年12月31日本集團的財務狀況較2008年稍為遜色。但隨着來自上游業務的現金流，再加上於2009年6月，本集團向控股股東鴻昌集團發行4年期票息率為2%的可換股債券，共集資25,000,000港元，及後來於2010年4月份，本集團進行配售新股集資約1.7億港元，董事會有信心集團會逐步恢復健康的財政狀況，並足以把握可能出現的優質的油氣資源及其它能源項目的投資商機。

外匯波動

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之買賣交易及已確認資產之負債。於2009年12月31日，本集團並無作出相關對沖。就以有關業務之功能貨幣以外之貨幣持有之應收款項及應付款項，本集團在必要時按即期匯率買賣外匯以解決短期不均衡，以此確保風險處於可接受水平。

僱員薪酬政策

於2009年12月31日，本集團的僱員約有82人。本集團之薪酬政策主要按現行市場薪酬水平及各有關公司及個別僱員之表現釐訂。

Directors and Senior Management Profiles

董事及高層管理人員簡介

BOARD OF DIRECTORS

Executive Directors

Mr. Kong Siu Tim, aged 44, was appointed as Non-Executive Director of the Company in August 2005 and redesignated as Executive Director of the Company in November 2005. Mr. Kong has been appointed as Chief Executive Officer and Chairman of the Company in January 2008 and March 2009 respectively. Mr. Kong holds a master degree of Economics at University of Warwick, UK. Mr. Kong has years of experience in banking and securities industries and he is a member of the Hong Kong Securities Institute.

Mr. Jiang Rizhong, aged 52, was appointed as Executive Director of the Company in March 2009. Before joining the Group, Mr. Jiang had been the Chief Engineer of Fujian Fengquan Environmental Protection Company responsible for the development and advancement of new products and related technology, the design and implementation of automatic systems and the development of medical waste incinerators. He was also in charge of the medical waste incineration projects in Nangong, Beijing and the household refuse handling project in Zhuji, Zhejiang. Mr. Jiang holds a bachelor degree of mechanical engineering and a master degree in fluid mechanics and machines from Northeastern University, China and a doctoral degree in physical oceanography and limnology from Swiss Federal Institute of Technology in Lausanne, Switzerland. From 1984 to 1990, Mr. Jiang conducted research on general fluid mechanics, two-phase flow theory and its applications. He also carried out design and development of fluid machinery such as ventilators and pumps at the Department of Mechanical Engineering at Northeastern University. From 1990 to 1997, Mr. Jiang had been a research engineer at Swiss Federal Institute of Technology in Lausanne, Switzerland, conducting systematic research on the issues regarding turbulence, mixing and internal waves in stratified flows and energy dissipation with various experiment methods and advanced instruments, and computed the energy dissipation in a hydraulic distribution system for European Nuclear Research Center. He conducted teaching and research work at the Department of Mechanical Engineering, Ryerson Polytechnic University, Toronto, Canada in 1997 and 1998. Mr. Jiang has years of research and working experience in Europe, North America and China and possesses solid knowledge and extensive experiences in resolving technical issues, project management and science research as well.

董事會

執行董事

江少甜先生，44歲，於2005年8月獲委任為本公司之非執行董事，於2005年11月由本公司非執行董事轉職為執行董事，江先生於2008年1月獲委任為本公司行政總裁並於2009年3月出任本公司之主席。江先生持有英國華威大學經濟學碩士學位。江先生於銀行及證券行業有多年經驗。他亦為香港證券專業學會會員。

姜日忠先生，52歲，於2009年3月獲委任為本公司之執行董事。姜先生於加入本集團前曾出任福建省豐泉環保控股有限公司的技術總監，負責技術及新產品開發與改造、自動化系統的設計與實施及醫療垃圾爐爐底的改造，他亦曾負責管理北京南宮醫療垃圾焚燒項目及浙江諸暨生活垃圾處理項目。姜先生持有中國東北大學工程機械設計專業的工學學士學位、流體力學及流體機械專業的工學碩士學位及瑞士洛桑聯邦理工大學物理海洋及湖沼學專業的理學博士學位。姜先生於1984年至1990年在東北大學機械系從事教學及液固、氣固兩相流理論及應用的科研工作，設計並改進流體機械，如風機、水泵等。於1990年至1997年期間，姜先生任瑞士洛桑聯邦理工大學研究員，對分層流體的內波、混合、紊流、擴散及能量損失等問題進行了系統性的研究，使用了多種實驗手段和先進的實驗儀器，對透平機的能量損失以及為歐洲原子能研究中心的冷卻系統進行了研究計算，之後他於1997年至1998年於加拿大多倫多瑞爾森理工大學從事教學及研究工作。姜先生在歐洲、北美及中國有多年的科研及工作經驗，具有扎實的理論基礎知識和豐富的科研及解決工程實際問題的經驗與項目管理經驗。

Directors and Senior Management Profiles

董事及高層管理人員簡介

Mr. Wan Tze Fan Terence, aged 45, was appointed as Executive Director of the Company in March 2009. Mr. Wan has been appointed as financial controller and company secretary of the Company since April 2001. Mr. Wan holds a bachelor degree of commerce and a master degree of business administration. He has years of experience in accounting and financial management and has worked for international accounting firms and listed companies in Hong Kong. He is a fellow member of Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia.

Independent Non-executive Directors

Mr. Ni Zhenwei, aged 73, was appointed as Independent Non-Executive Director of the Company in November 2005. Professor Ni graduated at Tsinghua University in 1959, majoring in mechanical engineering. Since then, he had been teaching and conducting research activities at the Tsinghua University. In 1987, Professor Ni obtained his qualification as an associate researcher in Tsinghua University and retired in 1996. Professor Ni is an independent non-executive director of Hong Kong listed VST Holdings Limited. He is also a senior advisor to Korea's POSCO Group, China Oceanwide Group, STIG Limited, EC Guard Limited and a number of conglomerates.

Mr. Yip Ching Shan, aged 47, was appointed as an Independent Non-Executive Director of the Company in July 2003. He graduated from Jinan University, Guangzhou, PRC in 1988 with a bachelor degree in Finance. He obtained his master degree in Economic from Kobe University of Commerce, Japan in 1991. Mr. Yip also worked for several multi-national banks and securities houses in Japan and Hong Kong. He has over 10 years of experience in financial field.

Mr. Wong Kwok Chuen Peter, aged 50, was appointed as Independent Non-Executive Director of the Company in April 2006. Mr. Wong is currently a practising barrister-at-law of the High Court of the Hong Kong SAR. Mr. Wong holds a master degree of commerce in marketing from University of Strathclyde, UK and a post-graduate certificate in laws from University of Hong Kong. Mr. Wong has more than 16 years of extensive experience in legal practice.

溫子勳先生，45歲，於2009年3月獲委任為本公司之執行董事。溫先生自2001年4月起獲委任為本公司之財務總監及公司秘書。溫先生持有商科學士學位及工商管理碩士學位，溫先生擁有多年會計及財務管理經驗，並曾在國際會計師事務所及香港上市公司等工作。溫先生為香港會計師公會資深會員及澳洲會計師公會註冊會計師。

獨立非執行董事

倪振偉先生，73歲，於2005年11月獲委任為本公司之獨立非執行董事。倪教授於1959年畢業於清華大學，主修動力機械工程。其後留校任教，從事教學科研工作。於1987年，倪教授在清華大學取得副研究員的資格，並於1996年退休。倪教授為香港上市公司偉仕控股有限公司的獨立非執行董事並同時為韓國浦項制鐵公司，中國泛海控股集團、四通巨光控股公司、頤信科技公司等的高級顧問。

葉青山先生，47歲，於2003年7月獲委任為本公司之獨立非執行董事。葉先生於1988年畢業於中國廣州暨南大學，取得金融學士學位；後於1991年畢業於日本神戶商科學大學，取得經濟學研究科碩士學位。葉先生曾在日本及香港任職於多家跨國銀行及證券機構，在金融市場擁有十多年豐富經驗。

黃國全先生，50歲，於2006年4月獲委任為本公司之獨立非執行董事。黃先生現為香港執業大律師，黃先生持有英國University of Strathclyde之商業管理(市場學)碩士學位及香港大學之法律深造證書，黃先生擁有逾十六年豐富法律實務經驗。

Directors and Senior Management Profiles

董事及高層管理人員簡介

Technical Team

Mr. Li Guoyu has joined the Group as Chief Technical Consultant since April 2007. He is a senior engineer at the professor level. Mr. Li graduated from the Geological Department of Lanzhou University. He was elected the academician of Russian Academy of Natural Science in 1988. Mr. Li was also the Head of Crude Oil and Gas Resource Bureau of China National Petroleum Corporation and took part in the discovery of major oilfields in China including Karamay, Daqing, Shengli, North China and Dagang etc.. Mr. Li was awarded the National Special Award for Scientific-technical Progress in Pohai Oilfield. Mr. Li is the author of thirty-five petroleum geology books including “China Atlas of Oil and Gas Basins” and “World Atlas of Oil and Gas Basins” etc. and has published more than 84 research papers and articles in famous professional journals in the United States, Russia, Britain and France. Mr. Li has launched the new school of geological theory called “Sedimentary Basin Theory” in 1978 which was widely recognised by fellow geologists in the following 30th International Geologist Meeting and generally applied by the worldwide petroleum industry in production, scientific research and teaching. Mr. Li was also a professor of China Petroleum University, Xian Petroleum College, Texas University in the United States and Siberian University in Russia.

Dr. Xie Da Jin has joined our Group as the deputy general manager of Xian Hong Chang Petroleum Development and Service Company Ltd. and the Group's Chief Geologist since February 2008. Dr. Xie graduated with a bachelor degree in petroleum exploration from Chang Chun Geology Institute in 1982. He also holds a doctoral degree in geophysics and information technology from Jilin University. Dr. Xie has over 26 years of extensive experience in the oil and gas industry and had been in charge of various petroleum exploration and oilfield construction projects. He was the Deputy Division Chief of the Exploration Technology Department of the Northeast Oil Bureau, Sinopec (the “Oil Bureau”) from 1999 to 2002. Prior to this, he was the head of the exploration/technical department of the Oil Bureau from 1982 to 1987 and then the project director at the Beijing office of the Oil Bureau until 1994.

技術團隊

李國玉先生於2007年4月加入本集團為首席技術顧問，李先生為教授級高級工程師，他畢業於蘭州大學地質系，於1988年被選為俄羅斯自然科學院院士，李先生曾任中國石油天然氣集團公司油氣資源局局長，曾參與克拉瑪依、大慶、勝利、華北、大港等中國主要油田的發現。李先生在渤海灣油區曾獲國家科技進步特等獎，著作有《中國含油氣盆地圖集》及《世界含油氣盆地圖集》等三十五部石油地質巨著，更於美、俄、英、法等多種知名專業期刊發表論文及著作超過八十四篇。李先生於1978年提出「沉積盆地論」(Sedimentary Basin Theory)，其後得到第三十屆國際地質會議同行的廣泛認同，形成地質學上的一個新學派，成為國內外石油界在生產、科研、教學上所廣泛引用。李先生曾任中國石油大學，西安石油學院，美國德克薩斯大學及俄羅斯西伯利亞大學教授。

謝大進博士於2008年2月加入本集團，擔任西安鴻昌石油開發服務有限公司副總經理及集團總地質工程師。謝博士於1982年畢業於長春地質學院石油物探專業，取得學士學位，他並持有吉林大學地探及信息技術專業博士學位。謝博士在油氣行業擁有超過26年的豐富經驗，他曾主持多項大型石油儲量勘探及油田建設工程項目，謝博士於1999年至2002年擔任中石化東北石油局(「石油局」)勘探科技處副處長，在此之前，他於1982年至1987年擔任石油局物探分隊隊長兼技術隊長，其後擔任石油局駐北京項目長直至1994年。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company (the “Board”) is committed to high standards of corporate governance for the purpose of providing a framework and solid foundation for its business operation and development. The Company considers that effective corporate governance with probity, transparency and accountability makes an important contribution to corporate success and to enhancement of shareholders value.

The Company has complied with the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year 2009 except for Code Provisions A.2.1 and A.4.1. Code Provision A.4.1 requires that non-executive directors should be appointed for a specific term and subject to re-election. None of the existing non-executive Directors (including independent non-executive Directors) of the Company is appointed for a specific term. However, as all of them are subject to the retirement provisions of the Bye-laws of the Company, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code. The deviation from Code Provision A.2.1 is detailed in the section headed “Chairman and Chief Executive Officer” below.

THE BOARD

The Board is structured to ensure it is of a high calibre and has a balance of key skills and knowledge. The Board comprises three executive Directors, namely Mr. Kong Siu Tim (Chairman), Mr. Jiang Rizhong and Mr. Wan Tze Fan Terence and three independent non-executive Directors (“INEDs”) required under Rule 3.10(1) of the Listing Rules, namely Mr. Ni Zhenwei, Mr. Yip Ching Shan and Mr. Wong Kwok Chuen Peter. Mr. Yip Ching Shan has appropriate qualifications and accounting related financial expertise required under Rule 3.10(2) of the Listing Rules. There is no financial, business, family or other material/relevant relationship between the Directors. All the three INEDs are independent under these independence criteria, and with their wide range of skills and experience to the Group, they are capable to effectively exercise independent judgment on issues of strategy, performance, risk and people through their contribution at Board and committee meetings.

企業管治常規

本公司董事會（「董事會」）致力維持高標準的企業管治，以為其業務營運及發展提供一個架構及穩固基礎。本公司認為，有效的企業管治，乃通過高度誠信，具透明度及負責任的處事態度，為企業成功作出重要貢獻，並提升股東價值。

本公司於2009年度已一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治常規守則（「管治守則」）之規定，惟管治守則條文第A.2.1條及A.4.1條除外，管治守則條文第A.4.1條規定非執行董事應有特定任期，並須予重選。本公司現時的非執行董事（包括獨立非執行董事）並無特定任期。然而，由於所有該等人士均須遵守本公司細則的退任條文，故本公司認為已採取足夠措施，確保本公司的企業管治常規不會較管治守則寬鬆。就管治守則條文第A.2.1條之有關詳情載於下文「主席及行政總裁」一節。

董事會

董事會的架構確保其具有出眾的能力及擁有各主要範疇的技術和知識。根據上市規則第3.10(1)條的規定，董事會包括三名執行董事，即江少甜先生（主席）、姜日忠先生及溫子勳先生，以及三名獨立非執行董事（「獨立非執行董事」），即倪振偉先生、葉青山先生及黃國全先生。葉青山先生擁有上市規則第3.10(2)條所規定的適當資格及相關會計財務專長。董事間並不存在任何財務、業務、家族或其他重大／相關關係。根據該等獨立性標準，全部三位獨立非執行董事均具獨立性，並在管理本集團方面擁有豐富技能及經驗，彼等可透過於董事會及委員會會議所付出的貢獻，就策略、表現、風險及人員事宜有效作出獨立判斷。

Corporate Governance Report

企業管治報告

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

The biographical details of the Directors are listed in the section of “Directors and Senior Management Profiles” in this annual report and that the INEDs are expressly identified in all of the Company’s publication such as circular, announcement or relevant corporate communications in which the names of Directors of the Company are disclosed.

The Board conducts meeting on a regular basis and on ad hoc basis to meet its business needs. The attendance of individual Directors at board meetings and at two other board committees (the Audit Committee and the Remuneration Committee) during the year is set out as below.

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

董事的履歷詳情載於本年報「董事及高層管理人員簡介」一節，而獨立非執行董事均可在本公司披露本公司董事姓名的所有刊物（如通函、公佈或相關企業通訊）中明確識別。

董事會會因應其業務需求，按定期基準及特殊基準舉行會議。個別董事於本年度內出席董事會會議及其他兩個董事委員會（審核委員會及薪酬委員會）會議的情況載於下文。

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企業管治報告

Meetings Attended/Held during term of office in 2009

出席的會議／於2009年任職期間舉行的會議

		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Number of meetings held during the year	本年度內舉行會議數目	9	2	1
Executive Directors	執行董事			
Kong Siu Tim (<i>Chairman</i>)	江少甜 (主席)	9/9	–	1/1
Jiang Rizhong (appointed on 3 March 2009)	姜日忠	3/5	–	–
Wan Tze Fan Terence (appointed on 3 March 2009)	溫子勳	5/5	–	–
Xing Xiao Jing (resigned on 3 March 2009)	邢曉晶	4/4	–	–
Ma Ji (resigned on 3 March 2009)	馬驥	1/4	–	–
Independent Non-executive Directors	獨立非執行董事			
Ni Zhenwei	倪振偉	2/9	2/2	1/1
Yip Ching Shan	葉青山	3/9	2/2	1/1
Wong Kwok Chuen Peter	黃國全	2/9	1/2	–

Notes:

附註：

- Mr. Jiang Rizhong and Mr. Wan Tze Fan Terence were appointed Executive Directors on 3 March 2009.
- Mr. Kong Siu Tim was appointed Chairman and member of Remuneration Committee on 3 March 2009.
- Ms. Xing Xiao Jing resigned as Chairman, Executive Director and member of Remuneration Committee on 3 March 2009.
- Mr. Ma Ji resigned as Executive Director on 3 March 2009.

- 姜日忠先生及溫子勳先生於2009年3月3日獲委任為執行董事。
- 江少甜先生於2009年3月3日獲委任為主席及薪酬委員會成員。
- 邢曉晶女士於2009年3月3日辭任主席、執行董事及薪酬委員會成員之職務。
- 馬驥先生於2009年3月3日辭任執行董事之職務。

Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be segregated and should not be performed by the same individual. The Company does not have separate Chairman and Chief Executive Officer and Mr. Kong Siu Tim currently holds both positions. In light of the current size and development of the Company, the Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Company with consistent leadership. On the one hand, he can provide leadership to the Board and ensure that the Board discharges its responsibilities effectively, including formulating corporate strategies and plans in conjunction with the Board and ensuring that Directors receive complete, accurate and timely information and are properly briefed on issues arising at Board meetings. On the other hand, he is responsible for the effective management and operation of the Company, including monitoring and controlling the operational and financial performance within the Group and implementing the Company's strategy and policies for achieving its objectives.

APPOINTMENTS, RE-ELECTION AND REMOVAL

The Company's Bye-laws provide that each Director is required to retire by rotation at least once every three years and that one-third (or the number nearest to but not less than one-third) of the Directors shall retire by rotation every year at the Company's annual general meeting. Retiring Directors shall be eligible for re-election at the annual general meeting of the Company. In considering the nomination of a new director, the Board will take into account the qualification, in particular any qualification as required in the Listing Rules, ability, working experience, leadership and professional ethics of the candidates that, in the opinion of the Directors, will enable them to make a positive contribution to the performance of the Board. The Board considers that the existing human resource policy in recruitment of new senior staff is also applicable to nomination of a new director. As the Board is responsible for selection and approval of candidates for appointment as directors to the Board, the Company has not established a nomination committee for the time being.

主席及行政總裁

管治守則條文第A.2.1條要求主席與行政總裁的角色應清楚劃分，並不應由同一人擔任。然而現時，本公司主席及行政總裁之角色並無區分，並由江少甜先生同時兼任。董事會相信，以本公司目前的規模及發展階段，由同一人仕兼任主席及行政總裁可貫徹領導本公司，一方面領導董事會並確保董事會能有效地履行其職責，包括與董事會共同制訂企業策略及規劃，以確保董事獲得完整、準確且及時的資料，並確保所有董事適當地獲悉董事會會議上提出的事宜；與此同時，負責本公司的有效管理及營運，包括監控本集團內的營運及財務表現，並執行本公司為達致其目標而制定的策略及政策。

委任、重選及罷免

本公司公司細則規定各董事須至少每三年輪席告退及三分之一董事（或最接近三分之一但不少於三分之一之數目）須於本公司股東週年大會上輪席告退。輪席告退董事符合資格於本公司股東週年大會上膺選連任。於考慮提名新董事時，董事會將計及候選人的資格（尤其是上市規則規定的任何資格）、能力、工作經驗、領導才能及職業道德操守，董事認為，這將能促使彼等對董事會的表現作出積極貢獻。董事會認為，招聘全新高級員工的現有人力資源政策亦適用於提名新董事。鑒於現由董事會負責遴選及批准董事候選人加入董事會，故本公司現時並無成立提名委員會。

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企業管治報告

RESPONSIBILITIES OF DIRECTORS

Apart from the fiduciary duty and statutory responsibility towards the Company and the Group, the Board is responsible for the management of the business and affairs of the Group with the objective of enhancing the Company and shareholders' value. Key responsibilities include formulation of the Group's overall strategies, setting of corporate and management targets, monitoring of operational and financial matters, approval of major capital expenditures, material acquisitions and disposal of assets, corporate or financial restructuring, material borrowings and any issuing, or buying back, of equity securities. Responsibility for delivering Company's objectives and running the business on a day-to-day basis is delegated to divisional management who have been given clear guidelines and directions as to their authority.

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

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

SUPPLY OF AND ACCESS TO INFORMATION

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

The Company's senior management regularly supplies the Board and its committees with adequate information in a timely manner to enable them to make informed decisions. All Directors have access to Board papers and related materials that will assist them for decision making. Any Director, wishing to do so in the furtherance of his or her duties, may take independent professional advice through the Company's expense.

董事的責任

除本公司及本集團須負的誠信責任及法定責任外，董事會亦負責管理本集團的業務及事務，目的乃提升本公司及股東的價值。主要責任包括制訂本集團的整體策略、設定公司及管理目標、監控營運及財務事宜、批准主要資本開支、重大收購及出售資產、公司或財務重組、重大借貸及任何發行或購回股本證券。各部門管理人員負責實現本公司的目標和本公司業務的日常營運工作，並已就該等人員的權利給予彼等清晰的指引及指示。

本公司已採納上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司監管全體董事買賣本公司證券的操守準則和規則。

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

資料的提供和使用

本公司不時更新與擔任本公司董事相關的法律及法規之發展。本公司亦會鼓勵董事透過就任須知、持續參與董事會會議及委員會會議來提升彼等的技能、知識及對本集團的瞭解。

本公司高級管理人員定期向董事會及其委員會適時提供充足的資料，以令彼等作出知情決定。全體董事均有權使用將有助於彼等作出決定的董事會文件及相關資料。任何董事因履行職責而欲尋求獨立專業意見，由此所產生的費用將由本公司承擔。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. The Board has established a Remuneration Committee which comprises three members with a majority of whom are INEDs, namely Mr. Kong Siu Tim, Mr. Ni Zhenwei, Mr. Yip Ching Shan. The committee is chaired by an INED, Mr. Yip Ching Shan. The Remuneration Committee meets at least once a year. With reference to business needs and company development, individual performance and contribution, changes in relevant markets and general economic situation, the Remuneration Committee reviews and recommends to the Board on the Company's policy and structure for remuneration of the Directors and senior management. During the review process, no individual director is involved in decisions relating to his or her own remuneration. The terms of reference of the Remuneration Committee is made available to the public on request and by including the information on the Company's website to ensure full compliance with the code provision B.1.4 of the Code.

ACCOUNTABILITY AND AUDIT

Financial Reporting

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

Internal Controls

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's system of internal controls to ensure that shareholders' investments and the Group's assets are safeguarded.

薪酬委員會

本公司的薪酬政策旨在根據業務需求及行業慣例維持公平且具競爭力的薪酬計劃。董事會已設立薪酬委員會，包括三名成員，佔大多數成員為獨立非執行董事，即江少甜先生、倪振偉先生及葉青山先生。該委員會的主席是獨立非執行董事葉青山先生。薪酬委員會每年至少舉行會議一次。有關業務需求及公司發展情況、個人表現及貢獻、有關市場及整體經濟狀況的變動，薪酬委員會就本公司董事及高級管理人員的薪酬政策及架構進行檢討，並向董事會提供意見。於檢討過程中，任何董事不會參予有關其本人薪酬的決定。為全面遵守管治守則條文第B.1.4條的規定，薪酬委員會的權責範圍將在公眾要求時向公眾提供，並將有關權責範圍的資料在本公司網站上刊登。

問責及審核

財務報告

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

內部監控

董事會明瞭其有責任設立、維持及檢討本集團內部監控系統的有效性，以確保股東投資及本集團資產受到保障。

Corporate Governance Report

企業管治報告

In order to improve the level of corporate governance and safeguard shareholders' investment and the Group's assets, under the guidance of the Code, the Group has performed a comprehensive review for the internal control system systematically annually with an aim to establish an effective and comprehensive internal control system within the Group.

The Group and its principal subsidiaries are trying to establish a variety of more effective and stringent regulations and management system for corporate internal controls. As such, subject to the requirements of the Group, all principal subsidiaries of the Group will complete the preparation of corporate internal control system in respect of control environment and control procedure with reference to their respective operational and managerial characteristics.

The internal control system of the Group covers all material control requirements, including financial controls, operational controls, compliance controls and risk management functions. The Board of the Company has ongoing comprehensive review on the Group's internal control systems and risk management which with execution in good condition and no significant control failures or weaknesses have been noted. The board considered that these systems of internal controls were effective and sufficient to guarantee the Group in achieving its operation and governance objectives.

The Group will constantly improve and strengthen its corporate control with reference to changes in the operating environment in order to enhance its corporate governance and safeguard the interests of its shareholders. The Board will continue to carry out regular review on the internal control system. The assessment shall cover all material controls and the management will regularly present particular report to the Audit Committee and report to the Board in a timely manner. All these aim at ensuring the efficient utilization of and adding value to the Group's assets, reducing corporate management risk and providing a better protection to shareholders' interests.

為了提升企業管治水平，以及保障股東投資和本集團資產，本集團根據守則下的指引每年對內部監控系統作出有系統的全面檢討，藉以於本集團成立有效而全面的內部監控系統。

本集團及其主要附屬公司正積極制訂多項更有效、更嚴謹的企業內部監控規例及管理系統。因此，本集團所有主要附屬公司將參考其各自的營運及管理特點，完成編製有關監控環境及監控程序的企業內部監控系統，惟須遵守本集團的規定。

本集團的內部監控系統涵蓋一切重大監控要求，包括財務監控、營運監控、合規監控及風險管理職能。本公司董事會持續對本集團的內部監控系統和風險管理作全面檢討，檢討結果認為內部監控系統及風險管理執行順暢，並無發現任何重大監控失當或缺失。董事會認為該等內部監控系統行之有效，足以確保本集團能夠達致其營運及管治目標。

本集團將參考經營環境變動，持續改善及強化其企業監控，藉以提升企業管治水平及保障其股東的權益。董事會將繼續對內部監控系統進行定期檢討。有關評估應涵蓋一切重大監控。管理層將定期向審核委員會遞交特定報告，並按時向董事會匯報。這些都是旨在確保本集團的資產獲有效利用及獲得增值，減低企業管理風險，以及對股東權益提供更佳保障。

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AUDIT COMMITTEE

The Audit Committee assists the Board in discharging its responsibilities for corporate governance, financial reporting and corporate control. The Committee comprises three INEDs, namely Mr. Ni Zhenwei, Mr. Yip Ching Shan and Mr. Wong Kwok Chuen Peter, and is chaired by Mr. Yip Ching Shan. None of the Audit Committee members are members of the former or existing auditors of the Company. The Committee meets at least twice a year. The primary duties of the Audit Committee are to review the completeness, accuracy and fairness of the Company's financial statements, evaluating the Company's auditing scope and procedures as well as its internal control systems and to review the interim and final financial statements before their submission to the Board and the annual general meeting for approval. The Audit Committee is provided with sufficient resources, including independent access to and advice from external auditors. The terms of reference which describes the authorities and duties of the Audit Committee has been adopted with reference to "A Guide for Effective Audit Committees" published by the Hong Kong Institute of Certified Public Accountants and in accordance with Appendix 14 of the Listing Rules. The terms of reference of the Audit Committee is made available to the public on request and by including the information on the Company's website to ensure full compliance with the code provision C.3.4 of the Code.

EXTERNAL AUDITORS

BDO Limited were appointed as external auditors of the Company by shareholders at the 2009 Annual General Meeting until the conclusion of the next annual general meeting.

During the year, the fees paid or payable to the external auditors of the Company, BDO Limited were approximately HK\$700,000 for statutory audit services rendered (excluding disbursement fees) to the Group.

The reporting responsibilities of BDO Limited, the auditors, are stated in the Auditors' Report on page 34 of the Annual Report.

審核委員會

審核委員會負責協助董事會履行企業管治、財務報告及企業監控的責任。審核委員會包括三名獨立非執行董事，即倪振偉先生、葉青山先生及黃國全先生，葉青山先生是審核委員會的主席。審核委員會的成員並非本公司前任或現任核數師。該委員會每年至少舉行兩次會議。審核委員會的主要職責是檢討本公司財務報表的完整性、準確性及公平性、評估本公司的審核範圍和程序以及本公司的內部監控系統及在中期和末期財務報表遞交給董事會並在股東週年大會上批准前對該等報表進行審閱。審核委員會獲提供充足資料來源，包括獨立會晤外聘核數師及獲得外聘核數師的意見。本公司已參照香港會計師公會刊發的「審核委員會有效運作指引」及根據上市規則附錄14編製及採納闡述審核委員會的權責範圍。為全面遵守守則條文第C.3.4條的規定，審核委員會的權責範圍將在公眾要求時向公眾提供，並將有關權責範圍的資料在本公司網站上刊登。

外聘核數師

德豪會計師事務所有限公司已於2009年股東週年大會上經股東批准獲重新委任為本公司外聘核數師，任期直至下屆股東週年大會結束時為止。

於本年度內，就本集團獲提供的法定審核服務（不包括支出費用），已支付或應付予本公司外聘核數師德豪會計師事務所有限公司的酬金約為700,000港元。

核數師德豪會計師事務所有限公司的申報責任載於本年報第34頁的核數師報告。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of good communication with shareholders as well as investors. Information in relation to the Group is disseminated to shareholders and investors in a timely manner through a number of formal channels include interim and annual reports, announcements and circulars. Annual general meetings and special general meetings also provide a useful forum for shareholders to share views with the Board. Members of the Board (including member(s) of the Audit and Remuneration Committees) attend shareholders' meetings and make themselves available to answer shareholders' questions.

與股東的溝通

董事會認識到與股東及投資者保持良好聯繫的重要性。有關本集團的資料乃透過多種正式渠道適時向股東傳達，該等資料包括中期報告及年報、公佈及通函。股東週年大會及股東特別大會亦為股東與董事會交流意見提供了一個有效平台。董事會成員（包括審核委員會及薪酬委員會成員）出席股東大會，並於會議上回答股東提問。

Report of the Directors

董事會報告書

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2009, which are set out on pages 36 to 136.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in exploitation, development and operation of crude oil and natural gas fields in the People's Republic of China and the United States. In July 2009, the Group ceased its business of gas refilling stations.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 22 to the financial statements.

DIVIDENDS

The Board has resolved not to recommend the payment of a dividend for the year ended 31 December 2009 (2008: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 17 to the financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 35(a) to the financial statements.

RESERVES

Details of movements in reserves of the Company and the Group during the year are set out in note 35(b) to the financial statements and the Consolidated Statement of Changes in Equity respectively.

FINANCIAL SUMMARY

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

董事會謹此提呈此年度報告以及載於第36頁至第136頁之截至2009年12月31日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股，而本集團於年內則主要於中國及美國從事開採、開發及經營原油及天然氣田。於2009年7月，本集團終止經營天然氣補給站業務。

附屬公司

本公司附屬公司之詳情分別載於財務報表附註22。

股息

董事會已決議不會建議支付截至2009年12月31日止年度之股息（2008年：無）。

物業、廠房及設備

集團年內物業、廠房及設備之變動詳情載於財務報表附註17。

股本

本公司於年內股本變動之詳情載於財務報表附註35(a)。

儲備

本公司及本集團於年內儲備之變動詳情分別載於財務報表附註35(b)及綜合權益變動表。

財務概要

本集團最近五個財政年度之業績、資產及負債之概要載於第4及5頁。

Report of the Directors

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales to the Group's five largest customers took up 44% of the turnover for the year from continuing and discontinued operations and the largest customer accounted for approximately 40.85% of the Group's turnover for the year from continuing and discontinued operations. The aggregate purchases attributable to the Group's five largest suppliers accounted for 80% and the largest supplier accounted for approximately 43% of the Group's total purchases for the year.

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

DIRECTORS

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

Executive Directors

Mr. Kong Siu Tim (*Chairman*)
Mr. Jiang Rizhong (*appointed on 3 March 2009*)
Mr. Wan Tze Fan Terence (*appointed on 3 March 2009*)
Ms. Xing Xiao Jing (*resigned on 3 March 2009*)
Mr. Ma Ji (*resigned on 3 March 2009*)

Independent Non-executive Directors

Mr. Ni Zhenwei
Mr. Yip Ching Shan
Mr. Wong Kwok Chuen Peter

Pursuant to the Company's bye-law 87(1), Mr. Ni Zhenwei and Mr. Yip Ching Shan will retire by rotation and, being eligible, will offer themselves for re-election. All other remaining directors continue in office.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

DIRECTORS' SERVICE CONTRACTS

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

主要客戶及供應商

本集團五大客戶之總銷售額佔本年度持續及非持續總營業額之44%，而最大客戶之總銷售額則佔本年度持續及非持續總營業額約40.85%。本集團五大供應商及最大供應商分別佔本集團於本年度總採購額80%及約43%。

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

董事

本公司年內及截至本報告刊發日期止之在任董事如下：

執行董事

江少甜先生 (*主席*)
姜日忠先生 (*於2009年3月3日獲委任*)
溫子勳先生 (*於2009年3月3日獲委任*)
邢曉晶女士 (*於2009年3月3日辭任*)
馬驥先生 (*於2009年3月3日辭任*)

獨立非執行董事

倪振偉先生
葉青山先生
黃國全先生

倪振偉先生及葉青山先生將依據本公司細則第87(1)條輪席告退，並合資格及願意重選連任。所有其他董事均仍然留任。

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關彼等的獨立性之規定。本公司認為全體獨立非執行董事均為獨立人士。

董事之服務合約

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

Report of the Directors

董事會報告書

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the interests and short positions of the directors (the "Directors") and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

Long positions in the shares and underlying shares of the Company

Name of Director 董事姓名	Interests in shares/ underlying shares 於股份及相關股份中權益	Nature of interest 權益性質	Number of shares/ underlying shares held 所持股份／相關股份數目
Kong Siu Tim 江少甜	Shares 股份	Beneficial owner 實益擁有人	11,500,000
	Share Options 購股權	Beneficial owner 實益擁有人	61,000,000
Wan Tze Fan Terence 溫子勳	Shares 股份	Beneficial owner 實益擁有人	6,660,000
	Share Options 購股權	Beneficial owner 實益擁有人	40,000,000
Ni Zhenwei 倪振偉	Share Options 購股權	Beneficial owner 實益擁有人	6,000,000
Yip Ching Shan 葉青山	Shares 股份	Beneficial owner 實益擁有人	1,500,000
	Share Options 購股權	Beneficial owner 實益擁有人	6,000,000
Wong Kwok Chuen Peter 黃國全	Share Options 購股權	Beneficial owner 實益擁有人	8,000,000

Note: Particulars of directors' interests in the share options of the Company are set out in the section "Share Option Scheme".

董事於股份及相關股份中之權益

於2009年12月31日，本公司董事（「董事」）及行政總裁於本公司或其任何相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債券中擁有誠如本公司根據證券及期貨條例第352條存置之登記冊所載或根據上市公司董事進行證券交易之標準守則（「標準守則」）而須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

於本公司股份及相關股份中擁有之好倉

附註：董事於本公司購股權的權益詳情載於「購股權計劃」一節。

Report of the Directors

董事會報告書

Save as disclosed above, as at 31 December 2009, none of the Directors nor any of their associates had any interests in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to an ordinary resolution passed by the shareholders of the Company on 6 March 2002. The Scheme is in full compliance with the relevant requirements of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rule"). The purpose of the Scheme is to enable the Company to grant options to the eligible participants of the Group in recognition of their contribution to the Group. Eligible participants of the Scheme include any full-time employees and executive and non-executive directors of the Company or its subsidiaries and any suppliers, consultants, agents and advisers. The Scheme became effective on 6 March 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

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

除上文所披露者外，於2009年12月31日，根據證券及期貨條例第352條存置之登記冊所載，概無董事或彼等之聯繫人士於本公司或其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之證券中擁有任何權益，或擁有須根據標準守則知會本公司及聯交所之任何權益。

購股權計劃

本公司採納的購股權計劃（「計劃」）乃根據於2002年3月6日由本公司股東通過之普通決議案。計劃完全符合聯交所證券上市規則（「上市規則」）第17章之有關規定。計劃之目的為讓本公司向本集團合資格參與者授出購股權，以表揚彼等對本集團之貢獻。計劃之合資格參與者包括本公司或其附屬公司之任何全職僱員及執行及非執行董事及任何供應商、諮詢人、代理及顧問。計劃於2002年3月6日生效，而除非另行註銷或修訂，否則計劃將於該日期起計10年內有效。

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

Report of the Directors

董事會報告書

The maximum entitlement for any eligible person (other than a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates) is that the total number of shares issued and to be issued upon exercise of all options granted and to be granted in any 12-month period up to and including the date of the latest grant does not exceed 1% of the shares of the Company in issue at the relevant time. Any further grant of share options in excess of this limit is subject to shareholders' approval in general meeting. The period within which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised later than 10 years from 6 March 2002.

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

Some further disclosures relating to the Scheme are set out in note 34 to the financial statements.

As at 31 December 2009, the directors and employees of the Group had the following personal interests in options to subscribe for shares of the Company granted at nominal consideration under the Scheme. Each option gives the holder the right to subscribe for one share. Details of share options held by the Directors and employees of the Group and movements in such holdings during the year ended 31 December 2009 are as follows:

任何合資格人士(不包括本公司之主要股東或獨立非執行董事或彼等各自之任何聯繫人士)之配額最多為截至最後授出日期(包括該日)止任何12個月期間內授出及將授出之所有購股權獲行使時發行及將發行之股份總數不得超過於有關時間之本公司已發行股份之1%。任何進一步授出之購股權倘超過此限制,則須得到股東於股東大會上批准。購股權可行使之期間將由董事會絕對酌情釐定,惟購股權不可於2002年3月6日起計10年後行使。

每份購股權之行使價將由董事會絕對酌情釐定,惟於任何情況下均不可低於下列3者中之最高者:(i)股份於授出購股權日期在聯交所每日報價表載列之收市價;(ii)股份於緊接授出購股權日期前5個營業日在聯交所每日報價表載列之平均收市價;及(iii)股份於授出該購股權日期之面值。

有關計劃之若干進一步披露載於財務報表附註34。

於2009年12月31日,本集團董事及僱員於根據計劃以名義上的代價授出可認購本公司股份之購股權中擁有以下之個人權益。每份購股權賦予持有人認購1股股份之權利。本集團董事及僱員於截至2009年12月31日止年度所持購股權及該等持股量之變動詳情載於下表:

Report of the Directors

董事會報告書

	Number of options 購股權數目			Outstanding at 31 December 2009 於2009年 12月31日 尚未行使	Date of grant (D.M.Y) (日.月.年)	Exercise period (D.M.Y) (日.月.年)	Exercise price per share 每股股份之 行使價 HK\$ 港元
	Outstanding at 1 January 2009 於2009年 1月1日 尚未行使	Granted during the year 於年內 授出	Exercised/ lapsed during the year 於年內 行使/失效				
Directors:							
董事：							
Kong Siu Tim 江少甜	5,000,000	-	-	5,000,000	02.11.2005	03.11.2005-02.11.2010	0.035
	25,000,000	-	-	25,000,000	02.11.2006	02.11.2006-01.11.2011	0.053
	17,000,000	-	-	17,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	9,000,000	-	-	9,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	5,000,000	-	-	5,000,000	07.11.2008	07.11.2008-05.03.2012	0.060
Wan Tze Fan Terence 溫子勳	3,000,000	-	-	3,000,000	02.11.2005	03.11.2005-02.11.2010	0.035
	20,000,000	-	-	20,000,000	02.11.2006	02.11.2006-01.11.2011	0.053
	10,000,000	-	-	10,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	5,000,000	-	-	5,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	-	2,000,000	07.11.2008	07.11.2008-05.03.2012	0.060
Ni Zhenwei 倪振偉	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	2,000,000	-	07.11.2008	07.11.2008-05.03.2012	0.060
Yip Ching Shan 葉青山	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	2,000,000	-	07.11.2008	07.11.2008-05.03.2012	0.060
Wong Kwok Chuen Peter 黃國全	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	-	2,000,000	07.11.2008	07.11.2008-05.03.2012	0.060
Employees 僱員	22,000,000	-	3,000,000	19,000,000	02.11.2005	03.11.2005-02.11.2010	0.035
	85,000,000	-	30,000,000	55,000,000	02.11.2006	02.11.2006-01.11.2011	0.053
	295,250,000	-	7,000,000	288,250,000	26.01.2007	26.02.2007-25.02.2012	0.189
	361,000,000	-	(Note 2) 500,000	360,500,000	22.08.2007	22.08.2007-05.03.2012	0.375
	40,000,000	-	7,100,000	32,900,000	21.08.2008	21.08.2008-05.03.2012	0.180
	127,000,000	-	35,700,000	91,300,000	07.11.2008	07.11.2008-05.03.2012	0.060

Notes:

附註：

- During the year, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$0.2347 per share.
- During the year, 500,000 options lapsed due to cessation of employment of participant with the Group.

- 年內，本公司股份於緊接行使日期前行使購股權之加權平均收市價為每股0.2347港元。
- 年內，由於參與者不再受僱於本集團，故500,000股購股權已告失效。

Report of the Directors

董事會報告書

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2009, the following persons, not being a Director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long position in the shares and underlying shares of the Company

董事購買股份或債券之權利

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

主要股東之權益

於2009年12月31日，以下人士（並非本公司董事或行政總裁）於根據證券及期貨條例第336條存置之登記冊所載於本公司之股份及相關股份中擁有權益或淡倉：

於本公司股份及相關股份中擁有之好倉

Name of shareholder	Nature of interest	Number of shares held	Number of underlying shares held	Total number of shares and underlying shares held
股東名稱	權益性質	所持股份數目	所持相關股份數目	所持股份及相關股份總數
Hong Chang China Limited (Note 1) 鴻昌中國有限公司(附註1)	Beneficial owner 實益擁有人	1,592,795,650	–	1,592,795,650
Hong Chang Group Limited (Note 1, 3) 鴻昌集團有限公司(附註1, 3)	Beneficial owner 實益擁有人	61,035,000	54,347,826	115,382,826
	Interest of controlled corporation 受控制公司的權益	1,592,795,650	–	1,592,795,650
Xing Xiao Jing (Note 1, 2 and 3) 邢曉晶(附註1, 2 and 3)	Beneficial owner 實益擁有人	43,000,000	18,000,000	61,000,000
	Interest of controlled corporation 受控制公司的權益	1,653,830,650	54,347,826	1,708,178,476

Report of the Directors

董事會報告書

Notes:

- 1,592,795,650 shares are owned by Hong Chang China Limited, a company wholly owned by Hong Chang Group Limited which in turn is wholly and beneficially owned by Ms. Xing Xiao Jing. In addition, Hong Chang Group Limited directly and beneficially owns 61,035,000 shares in the Company.
- Ms. Xing Xiao Jing is also beneficially interested in options for subscription of 18,000,000 shares of the Company.
- On 30 April 2009, the Company and Hong Chang Group Limited entered into a subscription agreement in respect of the issue by the Company to Hong Chang Group Limited convertible notes (the "Convertible Note") in the principal amount of HK\$25,000,000 due in 2013 carrying an interest of 2% per annum with right to convert the Convertible Note into shares of the Company at a conversion price of HK\$0.46 per share. Based on the conversion price, a maximum number of 54,347,826 shares may be allotted and issued upon exercise of the conversion rights attached to the Convertible Note in full. The issue of Convertible Note was subsequently approved by the shareholders and then completed in July 2009. The Convertible Note has given rise to an interest in 54,347,826 underlying shares of the Company of each of Hong Chang Group Limited and Ms. Xing Xiao Jing.

Saved as disclosed above in this section, as at 31 December 2009, the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

RETIREMENT SCHEMES

The employees of the Group's subsidiaries in the PRC are members of retirement schemes operated by local authorities in the PRC. The Group also operates a defined contribution scheme covering full time employees in Hong Kong. Details of employee retirement benefits are set out in note 33 to the financial statements.

附註：

- 1,592,795,650股股份乃由鴻昌中國有限公司擁有。鴻昌中國有限公司由鴻昌集團有限公司全資擁有，而後者則由邢曉晶女士全資及實益擁有。此外，鴻昌集團有限公司直接及實益擁有61,035,000股股份。
- 邢曉晶女士個人實益持有可認購本公司18,000,000股股份之購股權。
- 於2009年4月30日，本公司與鴻昌集團有限公司就本公司發行予鴻昌集團有限公司本金額為25,000,000港元並於2013年到期、年利率2%及有權以換股價每股0.46港元將可換股債券兌換為本公司股份之可換股債券（「可換股債券」）訂立認購協議。根據換股價每股0.46港元，於悉數行使可換股債券所附之兌換權後將予配發及發行最多54,347,826股股份。發行可換股債券已獲股東批准並於2009年7月完成，鴻昌集團有限公司和邢曉晶女士根據可換股債券各自擁有本公司54,347,826股相關股份權益。

除上文所披露者外，於2009年12月31日，本公司並無接獲任何其他人士（不包括本公司之董事或行政總裁）告知於根據證券及期貨條例第336條存置之登記冊所記錄於本公司股份及相關股份中擁有權益或淡倉。

退休計劃

本集團於中國之附屬公司僱員乃中國地方機關營辦之退休計劃之成員。本集團亦營辦一個定額供款計劃，成員包括香港之全職僱員。僱員退休福利詳情載列於財務報表附註33。

Report of the Directors

董事會報告書

DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

Particulars of the directors' remuneration and highest paid individuals' emoluments are set out in note 10 and note 11 to the financial statements respectively.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 44 to the financial statements, no contracts of significance subsisted at any time during the year to which the Company or any of its subsidiaries was a party and in which a director of the Company had material interest, whether directly or indirectly.

PUBLIC FLOAT

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

AUDITORS

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

By order of the Board
Kong Siu Tim
Chairman

Hong Kong, 16 April 2010

董事及最高薪人士之酬金

有關董事及最高薪人士之酬金之詳情已分別載於財務報表附註10及附註11。

董事於合約中之權益

除財務報表附註44所披露者外，本公司董事概無在本公司或其任何附屬公司於年內任何時間訂立之重大且仍然生效之合約中直接或間接擁有任何重大權益。

公眾持股量

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

購買、贖回或出售上市證券

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

優先購股權

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

核數師

本年度財務報表經德豪會計師事務所有限公司所審核，該核數師現依章卸任，惟願意受聘連任。

承董事會命
主席
江少甜

香港，2010年4月16日

Independent Auditors' Report

獨立核數師報告書



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永安中心25樓

Independent Auditors' Report to the shareholders of Genesis Energy Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Genesis Energy Holdings Limited (the "Company") and its subsidiaries (Collectively referred as to the "Group") set out on pages 36 to 136, which comprise the consolidated and Company statements of financial position as at 31 December 2009, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with the terms of our engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致創新能源控股有限公司 股東之獨立核數師報告書

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「本行」)已審核創新能源控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第36至136頁之綜合財務報表，此綜合財務報表包括於2009年12月31日之綜合及公司財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實公平地列報財務報表相關之內部控制，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇及應用適當之會計政策；及按情況作出合理之會計估計。

核數師之責任

本行之責任是根據本行之審核對該等財務報表作出意見，並根據本行之委聘條款，僅向全體股東報告而不作其他用途。本行不會就本報告之內容，對任何其他人士負責或承擔責任。

Independent Auditors' Report

獨立核數師報告書

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2009 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

16 April 2010

Shiu Hong NG

Practising Certificate Number P03752

Hong Kong

本行乃根據香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定本行遵守道德規範，並規劃與履行審核工作，以合理確保財務報表是否不存有重大錯誤陳述。

審核包括進行獲取有關財務報表內金額及披露事項之審核憑證之程序。所選擇之程序視乎核數師之判斷而定，包括評估財務報表是否存在由於欺詐或錯誤而導致之重大錯誤陳述風險。作出該等風險評估時，核數師考慮與該實體編製及真實公平地列報財務報表相關之內部控制，並按情況設計適當之審核程序，但並非旨在對該實體之內部控制成效表示意見。審核亦包括評估所使用之會計政策是否適當、董事作出之會計估計是否合理，以及評估財務報表之整體列報。

本行認為本行已取得充分及適當之審核憑證，作為本行之審核意見之基準。

意見

本行認為，綜合財務報表已根據香港財務報告準則真實公平地反映 貴公司及 貴集團於2009年12月31日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

德豪會計師事務所有限公司

執業會計師

2010年4月16日

伍兆康

執業證書號碼P03752

香港

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2009 截至2009年12月31日止年度

(Expressed in Hong Kong Dollars) (以港元計算)

		Notes 附註	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
Continuing operations	持續經營業務			
Turnover	營業額	5&16	15,155	4,206
Direct costs	直接成本		(20,241)	(6,120)
Gross loss	毛損		(5,086)	(1,914)
Other revenue	其他收入	6	2,283	1,133
Other gains and (losses), net	其他收益及(虧損)淨額	7	1,049	(357)
Administrative and other operating expenses	行政及其他營運費用		(23,897)	(34,734)
Loss from operations	經營虧損		(25,651)	(35,872)
Finance costs	融資成本	8(a)	(1,767)	–
Share of loss of a jointly controlled entity	應佔共同控權合資公司虧損	21	(5,522)	(4,372)
Loss before income tax expenses	除稅前虧損		(32,940)	(40,244)
Income tax expenses	所得稅開支	9	–	–
Loss for the year from continuing operations	持續經營業務之本年度虧損		(32,940)	(40,244)
Discontinued operations	已終止經營業務			
Profit/(loss) for the year from discontinued operations	已終止經營業務之本年度盈利/(虧損)	12	14,015	(99,904)
Loss for the year	本年度虧損		(18,925)	(140,148)
Other comprehensive income, after tax	其他全面收益，除稅後			
Exchange differences on translating foreign operation	換算海外業務之匯兌差異		364	7,351
Less: Reclassification of exchange reserve to profit or loss upon disposal of a foreign subsidiary	減：出售一間海外附屬公司之匯兌儲備轉入損益賬收益	36(a)	(16,456)	–
Other comprehensive income for the year	本年度其他全面收益		(16,092)	7,351
Total comprehensive income for the year	本年度全面收益總額		(35,017)	(132,797)

Consolidated Statement of Comprehensive Income (continued)

綜合全面收益表(續)

For the year ended 31 December 2009 截至2009年12月31日止年度

(Expressed in Hong Kong Dollars) (以港元計算)

		Notes 附註	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
Loss attributable to:	以下人士應佔虧損：			
Equity holders of the Company	本公司股權持有人	13	(18,784)	(140,148)
Minority interests	少數股東權益		(141)	–
			(18,925)	(140,148)
Total comprehensive income attributable to:	以下人士應佔總全面收益：			
Equity holders of the Company	本公司股權持有人		(34,876)	(132,797)
Minority interests	少數股東權益		(141)	–
			(35,017)	(132,797)
Earnings/(loss) per share	每股盈利／(虧損)			
– Basic and diluted	– 基本及攤薄	15		
– From continuing and discontinued operations	– 來自持續經營及已終止經營業務		(0.43) HK cents	(3.31) HK cents
– From continuing operations	– 來自持續經營業務		(0.75) HK cents	(0.95) HK cents
– From discontinued operations	– 來自已終止經營業務		0.32 HK cents	(2.36) HK cents

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009 於2009年12月31日

(Expressed in Hong Kong Dollars) (以港元計算)

	Notes 附註	2009		2008	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ASSETS AND LIABILITIES					
Non-current assets					
Property, plant and equipment	17	115,805		42,300	
Prepaid lease payments	18	–		1,233	
Intangible assets	19	95,434		48,673	
Goodwill	20	4,230		–	
Interest in a jointly controlled entity	21	9,606		15,128	
Available-for-sale investments	23	–		1,431	
Pledged deposits	24	1,130		2,316	
Deposits paid		2,276		2,084	
Total non-current assets		228,481		113,165	
Current assets					
Inventories	25	446		51	
Trade and other receivables, deposits and prepayments	26	6,740		3,703	
Note receivable	27	–		13,500	
Cash and cash equivalents	28	10,535		19,622	
Total current assets		17,721		36,876	
Total assets		246,202		150,041	
Current liabilities					
Other payables and accruals	29	(21,767)		(16,532)	
Provisions	30	(338)		(338)	
Taxation		–		(742)	
Total current liabilities		(22,105)		(17,612)	
Net current (liabilities)/assets		(4,384)		19,264	
Total assets less current liabilities		224,097		132,429	
資產及負債					
非流動資產					
物業、廠房及設備	17	115,805		42,300	
租賃預付款項	18	–		1,233	
無形資產	19	95,434		48,673	
商譽	20	4,230		–	
於一間共同控權合資公司之權益	21	9,606		15,128	
可供出售投資	23	–		1,431	
已抵押存款	24	1,130		2,316	
已付按金		2,276		2,084	
非流動資產總額		228,481		113,165	
流動資產					
存貨	25	446		51	
應收賬款、其他應收賬款、按金及預付款項	26	6,740		3,703	
應收票據	27	–		13,500	
現金及現金等價物	28	10,535		19,622	
流動資產總額		17,721		36,876	
總資產		246,202		150,041	
流動負債					
其他應付款項及預提費用	29	(21,767)		(16,532)	
撥備	30	(338)		(338)	
稅項		–		(742)	
流動負債總額		(22,105)		(17,612)	
流動(負債)/資產淨值		(4,384)		19,264	
總資產減流動負債		224,097		132,429	

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009 於2009年12月31日

(Expressed in Hong Kong Dollars) (以港元計算)

		Notes 附註	2009		2008	
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債					
Convertible note	可換股票據	31	(16,824)		—	
Deferred tax liabilities	遞延稅項負債	32	(12,461)		—	
Amount due to a controlling equity holder	應付控股股東款項	44(d)	(46,521)		—	
Total non-current liabilities	非流動負債總額			(75,806)		—
NET ASSETS	資產淨值			148,291		132,429
Capital and reserves attributable to equity holders of the Company	本公司股權持有人 應佔資本及儲備					
Share capital	股本	35(a)	43,861		42,269	
Reserves	儲備		104,289		90,038	
Equity attributable to equity holders of the Company	本公司股權持有人 應佔權益		148,150		132,307	
Minority interests	少數股東權益		141		122	
TOTAL EQUITY	總權益		148,291		132,429	

On behalf of the Board

代表董事會

Kong Siu Tim
江少甜
Director
董事

Wan Tze Fan Terence
溫子勳
Director
董事

Statement of Financial Position

財務狀況表

At 31 December 2009 於2009年12月31日

(Expressed in Hong Kong Dollars) (以港元計算)

	Notes 附註	2009		2008	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ASSETS AND LIABILITIES					
Non-current assets					
Interests in subsidiaries	22		92,983		124,910
Current assets					
Other receivables, deposits and prepayments	26		562		625
Cash and cash equivalents	28		55		1,536
Total current assets			617		2,161
Total assets			93,600		127,071
Current liabilities					
Other payables and accruals	29		(2,185)		(1,778)
Net current (liabilities)/assets			(1,568)		383
Non-current liabilities					
Convertible note	31		(16,824)		–
NET ASSETS			74,591		125,293
Capital and reserves attributable to equity holders of the Company					
Share capital	35(a)		43,861		42,269
Reserves	35(b)		30,730		83,024
TOTAL EQUITY			74,591		125,293

On behalf of the Board

代表董事會

Kong Siu Tim
江少甜
Director
董事

Wan Tze Fan Terence
溫子勳
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2009 截至2009年12月31日止年度

(Expressed in Hong Kong Dollars) (以港元計算)

		Attributable to equity holders of the Company (note 35(c)) 本公司股權持有人應佔(附註35(c))										
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Capital reserve	Accumulated losses	Total	Minority interests	Total equity
		股本	股份溢價	繳納盈餘	購股權儲備	股本儲備	匯兌儲備	資本儲備	累計虧損	共計	少數股東權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2008	於2008年1月1日之結餘	42,249	364,389	81,043	18,589	-	18,466	-	(263,887)	260,849	-	260,849
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	7,351	-	(140,148)	(132,797)	-	(132,797)
Capital contribution by a minority equity holder of a subsidiary	附屬公司之少數股權持有人之股本注資	-	-	-	-	-	-	-	-	-	122	122
Shares issued under share option scheme (note 35(a)(ii))	按購股權計劃發行之股份(附註35(a)(ii))	20	391	-	(33)	-	-	-	-	378	-	378
Equity-settled share-based transactions (note 34(c))	股本結算以股份支付之交易(附註34(c))	-	-	-	3,877	-	-	-	-	3,877	-	3,877
At 31 December 2008 and at 1 January 2009	於2008年12月31日及2009年1月1日	42,269	364,780	81,043	22,433	-	25,817	-	(404,035)	132,307	122	132,429
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(16,092)	-	(18,784)	(34,876)	(141)	(35,017)
Capital contribution by a minority equity holder of a subsidiary	附屬公司之少數股權持有人之股本注資	-	-	-	-	-	-	-	-	-	160	160
Share issued under share option scheme (note 35(a)(ii))	按購股權計劃發行之股份(附註35(a)(ii))	868	7,111	-	(1,301)	-	-	-	-	6,678	-	6,678
Shares issued for acquisitions (note 35(a)(iii))	根據收購發行股份(附註35(a)(iii))	724	26,087	-	-	-	-	-	-	26,811	-	26,811
Issue of convertible note (note 31)	發行可換股票據(附註31)	-	-	-	-	9,489	-	-	-	9,489	-	9,489
Contribution from controlling equity holder in the form of interest free loans (note 35(c)(vi))	控股股東以免息貸款形式作出之注資(附註35(c)(vi))	-	-	-	-	-	-	7,741	-	7,741	-	7,741
At 31 December 2009	於2009年12月31日	43,861	397,978	81,043	21,132	9,489	9,725	7,741	(422,819)	148,150	141	148,291

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2009 截至2009年12月31日止年度

(Expressed in Hong Kong Dollars) (以港元計算)

		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (Restated) (經重列)
Operating activities	經營業務		
Loss before income tax expenses	除稅前虧損		
From continuing operations	來自持續經營業務	(32,940)	(40,244)
From discontinued operations	來自已終止經營業務	14,666	(97,074)
		(18,274)	(137,318)
Adjustments for:	調整項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,365	16,126
Amortisation of prepaid lease payments	租賃預付款項攤銷	155	306
Amortisation of intangible assets	無形資產攤銷	122	218
Imputed interest on convertible note	可換股票據之應計利息	1,555	-
Interest income	利息收入	(198)	(743)
(Gain)/loss on disposal of subsidiaries	出售附屬公司(收益)/虧損	(11,593)	87,531
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	(1,902)
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	914
Impairment loss on prepaid lease payment	租賃預付款項之減值虧損	-	2,417
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	-	8,337
Impairment loss on goodwill	商譽減值虧損	4,000	-
Loss on fair value adjustment on note receivable	應收票據公平值調整虧損	1,000	-
Gain on disposal of available-for-sales investments	出售可供出售投資收益	(1,056)	-
Equity-settled share-based payment expenses	股本結算以股份支付之支出	-	3,877
Share of loss of a jointly controlled entity	應佔共同控權合資公司虧損	5,522	4,372
Excess of Group's share of net fair value of the interests acquired over the cost of acquisition	集團購入權益所佔之淨公平價值高於購入成本之淨額	(4,585)	-
Operating loss before changes in working capital	營運資金變動前經營虧損	(13,987)	(15,865)
(Increase)/decrease in inventories	存貨(增加)/減少	(485)	74
Decrease in trade and other receivables, deposits and prepayments	應收賬款、其他應收賬款、按金及預付款項減少	1,518	59
(Decrease)/increase in other payables and accruals	其他應付款項及預提費用(減少)/增加	(2,391)	4,408
Effect of foreign exchange rate changes	匯率變動之影響	(171)	(424)
Cash used in operations	經營業務所用之現金	(15,516)	(11,748)
Tax paid	已繳稅項		
PRC tax paid	已繳中國稅項	(963)	(2,479)
Net cash used in operating activities	經營業務所用之現金淨額	(16,479)	(14,227)

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 December 2009 截至2009年12月31日止年度

(Expressed in Hong Kong Dollars) (以港元計算)

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元 (Restated) (經重列)
Investing activities	投資活動		
Payment for purchase of property, plant and equipment	購入物業、廠房及設備付款	(3,723)	(21,046)
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備所得款項	-	3,471
Payment for purchase of intangible assets	購入無形資產付款	-	(5,838)
Decrease/(increase) in pledged deposits	已抵押存款減少/(增加)	1,186	(1,263)
Disposal of subsidiaries, net of cash disposed of	出售附屬公司，扣除所出售現金	36	1,500
Acquisitions, net of cash acquired	收購，扣除所收購現金	37	-
Interest received	已收利息	37	743
Payment for purchase of available-for-sale investments	購入可供出售投資付款	-	(2,346)
Proceeds from sale of available-for-sale investments	出售可供出售投資所得款項	2,487	-
Investment in a jointly controlled entity	於共同控權合資公司之投資	-	(19,500)
Net cash used in investing activities	投資活動所用之現金淨額	(88,424)	(44,279)
Financing activities	融資活動		
Proceeds from convertible note issued	發行可換股票據所得款項	31	25,000
Proceeds from shares issued under share option scheme	按購股權計劃發行股份所得款項	6,678	378
Contribution from minority interest	來自少數股東之注資	160	122
Advance from/(repayment to) a controlling equity holder	控股股東之墊款/(還款)	63,642	(33,114)
Advance from/(repayment to) a minority equity holder of a subsidiary	附屬公司少數股權持有人的墊款/(還款)	378	(797)
Net cash generated from/(used in) financing activities	融資活動產生/(所用)之現金淨額	95,858	(33,411)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(9,045)	(91,917)
Cash and cash equivalents at 1 January	於1月1日之現金及現金等價物	19,622	111,224
Effect of foreign exchange rate changes	匯率變動之影響	(42)	315
Cash and cash equivalents at 31 December, representing cash and bank balances	於12月31日，即現金及銀行結餘之現金及現金等價物	10,535	19,622

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

1. GENERAL

Genesis Energy Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in Bermuda on 2 November 1999 under the Companies Act 1981 of Bermuda (as amended) and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 February 2000. The registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Suite 3707-3708, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, respectively.

The Company’s parent is Hong Chang China Limited and the directors’ consider the ultimate parent to be Hong Chang Group Limited, both companies were incorporated in the British Virgin Islands.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 22.

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

(a) The Group has adopted the following new/revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are effective for the current accounting period.

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKAS 1 (Revised)

香港會計準則第1號(經修訂)

HKAS 23 (Revised)

香港會計準則第23號(經修訂)

HKAS 32 and 1 (Amendments)

香港會計準則第32號及第1號(修訂本)

Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009

2008年頒佈之香港財務報告準則之改進，於2009年7月1日或之後開始之年度期間生效之香港財務報告準則第5號修訂本除外

Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

2009年頒佈之香港財務報告準則之改進，乃有關香港會計準則第39號第80段之修訂

Presentation of Financial Statements

財務報表之呈報

Borrowing Costs

借貸成本

Puttable Financial Instruments and Obligations Arising on Liquidation

可沽售金融工具與清盤產生之責任

1. 一般資料

創新能源控股有限公司(「本公司」)根據百慕達一九八一年公司法(修訂本)於1999年11月2日在百慕達註冊成立為受豁免有限公司，其股份於2000年2月9日於香港聯合交易所有限公司主板上市。本公司之註冊辦事處及主要營業地點分別位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港干諾道中168-200號信德中心西座3707-3708室。

本公司之母公司為鴻昌中國有限公司，董事認為最終母公司為鴻昌集團有限公司，兩間公司均於英屬處女群島註冊成立。

本公司為一家投資控股公司，而其附屬公司之主要業務載於附註22。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 本集團已採納以下香港會計師公會(「香港會計師公會」)頒佈並於本會計期間生效之新訂/經修訂香港財務報告準則。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



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

(Continued)

(a) The Group has adopted the following new/revised HKFRSs issued by HKICPA that are effective for the current accounting period. (Continued)

HKFRS 1 and HKAS 27 (Amendments)

香港財務報告準則第1號及香港會計準則第27號(修訂本)

HKFRS 2 (Amendment)

香港財務報告準則第2號(修訂本)

HKFRS 7 (Amendment)

香港財務報告準則第7號(修訂本)

HKFRS 8

香港財務報告準則第8號

HK(IFRIC) – Int 9 and HKAS 39 (Amendments)

香港(國際財務報告詮釋委員會)–詮釋第9號及香港會計準則第39號(修訂本)

HK(IFRIC) – Interpretation 13

香港(國際財務報告詮釋委員會)

– 詮釋第13號

HK(IFRIC) – Interpretation 15

香港(國際財務報告詮釋委員會)

– 詮釋第15號

HK(IFRIC) – Interpretation 16

香港(國際財務報告詮釋委員會)

– 詮釋第16號

HK(IFRIC) – Interpretation 18

香港(國際財務報告詮釋委員會)

– 詮釋第18號

The adoption of the above new/revised HKFRSs had no material effect on the reported results or financial position of the Group for both the current and prior reporting periods, except for the following changes. Comparative figures have been restated or included in these financial statements in order to achieve a consistent presentation.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 本集團已採納以下香港會計師公會頒佈並於本會計期間生效之新訂／經修訂香港財務報告準則。(續)

Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

附屬公司、共同控權合資公司或聯營公司之投資成本

Vesting Conditions and Cancellations

歸屬條件及註銷

Improving Disclosures about Financial Instruments

金融工具披露之改進

Operating Segments

經營分部

Embedded derivatives

嵌入式衍生工具

Customer Loyalty Programmes

客戶忠誠計劃

Agreements for the Construction of Real Estate

房地產建造協議

Hedges of a Net Investment in a Foreign Operation

對沖海外業務投資淨額

Transfers of Assets from Customers

轉讓客戶之資產

除以下變動外，採納上述新訂／經修訂香港財務報告準則對本集團現時及過往報告期間已呈報業績或財務狀況並無重大影響。比較數字已重列或納入本財務報表以達致一致之呈報。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

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

(Continued)

HKAS 1 (Revised), Presentation of Financial Statements – The revised standard affects certain disclosures of financial statements. Under the revised standard, the Income Statement, the Balance Sheet and the Cash Flow Statement are renamed as the “Statement of Comprehensive Income”, the “Statement of Financial Position” and the “Statement of Cash Flows” respectively. All income and expenses arising from transaction with non-owners are presented under the “Statement of Comprehensive Income”; while the owners’ changes in equity are presented in the “Statement of Changes in Equity”.

HKFRS 8, Operating Segments – HKFRS 8 replaces HKAS 14 “Segment Reporting”, and requires operating segments to be identified on the basis of internal reports of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to the segments and to assess their performance. As the business segments reported by the Group in accordance with the requirements of HKAS 14 are the same as the operating segments provided to the chief operating decision-maker as required by HKFRS 8, there are no changes to the operating segments and the relevant segment information on the adoption of HKFRS 8.

The amendments to HKFRS 7 expand the disclosures relating to fair value measurements for financial instruments that are measured at fair value and liquidity risk of financial liabilities. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(經修訂), 財務報表之呈報—經修訂準則影響財務報表之若干披露事項。根據經修訂準則, 損益表、資產負債表及現金流量表分別更名為「全面收益表」、「財務狀況報表」及「現金流量表」。與非擁有人之交易產生之所有收入及開支於「全面收益表」呈列; 擁有人之權益變動於「權益變動表」呈列。

香港財務報告準則第8號, 經營分部—香港財務報告準則第8號取代香港會計準則第14號「分部報告」, 要求按主要經營決策者為向各分部分配資源並評估其表現而定期檢討之本集團內部報告來確定經營分部。由於本集團按照香港會計準則第14號申報的業務分部與根據香港財務報告準則第8號提供予主要經營決策者的經營分部相同, 故採納香港財務報告準則第8號並無導致經營分部及相關分部資料變動。

香港財務報告準則第7號之修訂本擴大了有關金融工具之公平值計量及財務負債之流動風險的披露範圍。本集團並無根據過渡條文就擴大披露規定呈列比較資料。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

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

(Continued)

(b) Potential impact arising on HKFRSs not yet effective

The following new or revised HKFRSs, potentially relevant to the Group’s operations, have been issued but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)
香港財務報告準則(修訂本)

HKFRSs (Amendments)

香港財務報告準則(修訂本)

Amendments to HKFRS 2

香港財務報告準則第2號(修訂本)

HKAS 27 (Revised)

香港會計準則第27號(經修訂)

HKFRS 3 (Revised)

香港財務報告準則第3號(經修訂)

HK(IFRIC) – Interpretation 17

香港(國際財務報告詮釋委員會)–詮釋第17號

HK(IFRIC) – Interpretation 19

香港(國際財務報告詮釋委員會)–詮釋第19號

HKAS 24 (Revised)

香港會計準則第24號(經修訂)

HKFRS 9

香港財務報告準則第9號

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 尚未生效之香港財務報告準則可能造成之影響

本集團尚未提早採納以下已頒佈但尚未生效之新訂或經修訂香港財務報告準則，但有關準則可能與本集團之經營相關。

Amendment to HKFRS 5 as part of Improvements to HKFRSs¹
香港財務報告準則改進之一部分—修訂香港財務報告準則第5號¹

Improvements to HKFRSs 2009, except for amendments to HKFRS 5²

2009年香港財務報告準則之改進，香港財務報告準則第5號修訂本除外²

Share-based Payment – Group Cash-settled Share-based Payment Transactions³

股份付款—集團以現金結算之股份付款交易³

Consolidated and Separate Financial Statements¹

綜合及獨立財務報表¹

Business Combinations¹

業務合併¹

Distributions of Non-cash Assets to Owners¹

向擁有人分派非現金資產¹

Extinguishing Financial Liabilities with Equity Instruments⁴

以股本工具抵銷金融負債⁴

Related Party Disclosures⁵

關聯人士披露⁵

Financial Instruments⁶

金融工具⁶

¹ Effective for annual periods beginning on or after 1 July 2009

² Effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.

³ Effective for annual periods beginning on or after 1 January 2010

⁴ Effective for annual periods beginning on or after 1 July 2010

⁵ Effective for annual periods beginning on or after 1 January 2011

⁶ Effective for annual periods beginning on or after 1 January 2013

¹ 於2009年7月1日或之後開始之年度期間生效

² 於2009年7月1日及2010年1月1日(視乎適當情況而定)或之後開始之年度期間生效。

³ 於2010年1月1日或之後開始之年度期間生效

⁴ 於2010年7月1日或之後開始之年度期間生效

⁵ 於2011年1月1日或之後開始之年度期間生效

⁶ 於2013年1月1日或之後開始之年度期間生效

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

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

(Continued)

(b) Potential impact arising on HKFRSs not yet effective (Continued)

The adoption of HKFRS 3 (Revised) may affect the Group's accounting for business combinations for which the acquisition dates are on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary. Changes in the Group's ownership interest that do not result in loss of control of the subsidiary will be accounted for as equity transactions.

The amendment to HKAS 17 made under “Improvements to HKFRSs 2009”, mandatory for accounting periods beginning on or after 1 January 2010, removes the specific guidance which stated that land held under a lease should be classified as an operating lease unless title to the land is expected to pass at the end of the lease term. It provides new guidance which indicates that entity should use judgement to decide whether the lease transfers the significant risks and rewards of ownership of the land in accordance with the criteria set out in HKAS 17. The Group will reassess the classification of land elements of unexpired leases at the date it adopts the amendment on the basis of information existed at the inception of the lease and retrospectively recognise the lease as a finance lease if the criteria of a finance lease is met.

The Group is in the process of making an assessment of the potential impact of other new/revised HKFRSs and the directors so far concluded that the application of the other new/revised HKFRSs will have no material impact on the results and the financial position of the Group.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 尚未生效之香港財務報告準則可能造成之影響(續)

採納香港財務報告準則第3號(經修訂)可能影響本集團對收購日期為2010年1月1日或之後業務合併之會計處理。香港會計準則第27號(經修訂)將影響對本集團於附屬公司之所有權權益變動之會計處理。本集團於附屬公司之所有權權益變動如未導致喪失控制權，則將視為權益交易。

根據「2009年香港財務報告準則之改進」對香港會計準則第17號所進行之修訂(強制規定於2010年1月1日或之後開始之會計期間採納)刪除了除非土地之擁有權預期將於租期結束時轉讓，否則根據租賃持有之土地須分類為經營租賃此一特定指引。有關修訂定下新指引，指出實體須根據香港會計準則第17號所載之標準，運用判斷以決定租賃有否轉讓土地擁有權之重大風險及回報。本集團將根據租賃開始之時已存在之資料，重新評估於採納有關修訂當日尚未屆滿之租賃之土地分類，且倘若符合融資租賃之標準，可確認經過新分類之租賃為融資租賃，且具追溯效力。

本集團現正評估其他新訂／經修訂香港財務報告準則之潛在影響，而董事迄今認為，採納其他新訂／經修訂香港財務報告準則不會對本集團之業績及財務狀況構成重大影響。

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(Expressed in Hong Kong Dollars) (以港元計算)



3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements comply with the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention as modified by the inclusion of certain financial instruments at fair value.

(c) Functional and presentational currency

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise of the financial statements of the Company and its subsidiaries ("the Group"). Inter-company transactions and balances between group companies are eliminated in full in preparing the consolidated financial statements.

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interests of minority equity holders are stated at the minority's proportion of the fair values of the assets and liabilities recognised.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or to the effective dates of disposal, as appropriate.

3. 編製基準

(a) 合規聲明

本財務報表乃按照香港公認之所有適用香港財務報告準則，會計原則及香港公司條例之披露規定編製。此外，本財務報表符合香港聯合交易所有限公司證券上市規則之適用披露規定。

(b) 計量基準

本財務報表乃採用經若干按公平值列賬之金融工具調整後之歷史成本慣例編製。

(c) 功能及呈報貨幣

本財務報表乃以港元（即本公司之功能貨幣）呈報。

4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司（「本集團」）之財務報表。集團內公司間之交易及結餘於編製綜合財務報表時已全數對銷。

於收購時，相關附屬公司之資產及負債按收購日期之公平值計量。少數股權持有人權益則按少數股東佔已確認資產及負債公平值之比例列賬。

於年內收購或出售之附屬公司之業績，乃由收購生效日期起或截至出售生效日期止（如適當）列入綜合全面收益表。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

Minority interests represent the portion of profit or loss and net assets of subsidiaries attributable to equity interests that are not owned directly or indirectly through subsidiaries by the Company. Minority interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss for the year between minority interests and the owners of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

(b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

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

4. 主要會計政策 (續)

(a) 綜合基準 (續)

少數股東權益指並非由本公司擁有(不論直接或間接透過附屬公司)之股本權益應佔附屬公司損益及資產淨值部分。少數股東權益在綜合財務狀況表之權益內，與本公司股權持有人應佔權益分開呈列。少數股東權益應佔本集團業績於綜合全面收益表賬面呈列，作為少數股東與本公司擁有人之年內損益總額分配。

倘少數股東應佔虧損超出附屬公司權益之少數股東權益，則其差額及該少數股東應佔任何進一步虧損乃自本集團權益扣除，惟倘少數股東須承擔具約束力責任，並有能力作出額外投資彌補虧損之情況則除外。倘附屬公司其後錄得盈利，則該盈利會悉數分配予本集團之權益，直至收回本集團早前承擔之少數股東應佔虧損為止。

(b) 附屬公司

附屬公司指本公司能對其行使控制權之實體。倘本公司直接或間接有權監控一間實體之財務及經營政策，並藉此從其活動中取得利益，即本公司具有控制權。在評估控制權時，已考慮現時可行使之潛在投票權。

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

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Business combinations

Acquisition of subsidiaries and businesses is accounted for using the purchase method. The cost of the acquisition is measured as the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised in accordance with the accounting policy set out in note 4(d) below.

The interest of minority equity holders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised and is subsequently measured in accordance with the accounting policy set out in Note 4(a) above.

(d) Goodwill

Goodwill represents the excess of the cost of a business combination over the interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair values of assets given, liabilities assumed and equity instruments issued, plus any direct costs of acquisition.

Goodwill is capitalised as a separate asset with any impairment in carrying amount being recognised in profit or loss.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

4. 主要會計政策 (續)

(c) 業務合併

收購附屬公司及業務採用收購法入賬。收購成本按交換當日所給予之資產、所產生或承擔之負債及本集團為換取被收購方控制權而發行之股本工具之總公平值，加上業務合併直接應佔之任何成本計算。被收購方之可辨別資產、負債及或有負債乃按有關各項於收購日期之公平值確認。

因收購而產生之商譽根據下列附註4(d)之會計政策而確認。

少數股權持有人所佔之被收購方權益初步按所佔已確認資產、負債及或有負債公平淨值之比例計算，其後根據上文附註4(a)所載之會計政策計算。

(d) 商譽

商譽指業務合併之成本超出於所收購可辨別資產、負債及或有負債之公平值中所佔權益之部分。成本包括所給予資產、所承擔負債及所發行股本工具之公平值，另加任何直接收購成本。

商譽作為獨立資產予以資本化，其賬面值之任何減值會於損益賬中確認。

倘可辨別資產、負債及或有負債之公平值超出已付代價之公平值，則超出部分於重估後於收購日期在損益賬中確認。



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財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Goodwill (Continued)

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(e) Jointly controlled entity

A jointly controlled entity is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

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

4. 主要會計政策 (續)

(d) 商譽 (續)

就減值測試而言，因收購而產生之商譽分配至相關預期受惠於收購所帶來協同效益之各現金產生單位。獲分配商譽之現金產生單位每年及每當有跡象顯示單位可能出現減值時均測試減值。

就於某一財政年度進行收購產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值，則本集團首先會分配減值虧損以減少分配予該單位之任何商譽之賬面值，再根據該單位之各項資產之賬面值按比例分配至該單位之其他資產。商譽之任何減值虧損於損益賬中確認，且不會在其後期間撥回。

(e) 共同控權合資公司

共同控權合資公司指本集團與其他有關方在共同控制下進行經濟活動之合約安排，合營各方不能單方面控制合營企業之經濟活動。

共同控權合資公司採用權益法列賬，初步按成本確認，此後其賬面值就本集團應佔共同控權合資公司收購後之資產淨值變動作出調整，惟超出本集團所佔共同控權合資公司權益之虧損不予確認，除非有責任補償該等虧損則除外。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Jointly controlled entity (Continued)

Unrealised profits and losses resulting from transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are immediately recognised in profit or loss.

The Company's interests in jointly controlled entities are stated at cost less impairment losses, if any. Results of jointly controlled entities are accounted for by the Company on the basis of dividends received and receivable.

(f) Property, plant and equipment

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

- buildings held for own use which are situated on leasehold land, where the fair value of the buildings could be measured separately from the fair value of the leasehold land at the inception of the lease; and
- other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

4. 主要會計政策 (續)

(e) 共同控權合資公司 (續)

本集團與其共同控權合資公司進行交易時所產生之未變現盈利及虧損，將按本集團所佔共同控權合資公司之權益對銷，但假如未變現虧損顯示已轉讓資產出現減值，則這些未變現虧損會即時在損益賬中確認。

本公司於共同控權合資公司之權益按成本扣除減值虧損(如有)列賬。共同控權合資公司之業績按已收及應收股息由本公司入賬。

(f) 物業、廠房及設備

下列各物業、廠房及設備項目乃按照成本扣除累計折舊及減值虧損於綜合財務狀況表列賬。

- 持作自用而建於租賃土地上之樓宇，且其公平值在租賃開始時可與租賃土地之公平值分開計量；及
- 其他廠房及設備項目。

自建物業、廠房及設備成本包括材料成本、直接勞工成本、拆卸及搬遷項目以及恢復項目所在地原貌(倘有關)之初步估計成本及適當比例之生產經常費用及借貸成本。

報廢或出售一項物業、廠房及設備所產生之損益以出售所得款項淨額與該項目之賬面值之間之差額釐定，並於報廢或出售當日在損益賬確認。



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財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

- buildings situated on leasehold land are depreciated over the shorter of the unexpired term of the lease and their estimated useful lives of not more than 50 years after the date of completion.
- leasehold improvements are depreciated over the shorter of their estimated useful lives or the lease term.
- natural gas pipeline network and ancillary facilities are depreciated over the shorter of the unexpired term of the joint venture enterprise and their estimated useful lives.
- refilling stations 10 years
- oil and gas properties 10 – 14 years
- furniture, fixtures and office equipment 5 – 7 years
- motor vehicles 5 – 8 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

4. 主要會計政策 (續)

(f) 物業、廠房及設備 (續)

折舊是在各項物業、廠房及設備之估計可使用年限內，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本值。估計可使用年限、剩餘價值及折舊法會於各報告日檢討，任何估計變動之影響按預期基準入賬。

- 座落在租賃土地之樓宇乃按其餘下之租賃年期及估計可使用年限(完成日期起計不超過50年)(以較短者為準)折舊。
- 租賃物業裝修按估計可使用年限或租賃期間(以較短者為準)折舊。
- 天然氣管道網絡及配套設施按合營公司之剩餘年期及其估計可使用年限(以較短者為準)折舊。
- 補給站 10年
- 油氣資產 10至14年
- 傢俬、固定裝置及辦公室設備 5至7年
- 汽車 5至8年

當一項物業、廠房及設備之各部分有不同之可使用年限，此項目各部分之成本將按合理基礎分配，而每部分將作個別折舊。資產之可使用年限及其剩餘價值(如有)於每年進行檢討。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Intangible assets

Oil exploitation rights

Oil exploitation rights are stated at cost less accumulated amortisation and any impairment losses and are amortised on the units of production method utilising only proven and probable oil reserves in the depletion base.

Exploration and evaluation assets

Exploration and evaluation assets comprise costs which are directly attributable to: researching and analysing existing exploration data; conducting geological studies, exploratory drilling and sampling; examining and testing extraction and treatment methods; and compiling pre-feasibility and feasibility studies. Exploration and evaluation assets also include the payment to acquire the rights to explore, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Assets used in exploration and evaluation activities are classified as oil and gas properties within property, plant and equipment.

During the initial stage of a project, exploration and evaluation costs are expensed as incurred. Expenditure on a project after it has reached a stage at which there is a high degree of confidence in its viability is capitalised as exploration and evaluation assets and not amortised, and transferred to oil exploitation rights if the project proceeds. If a project does not prove viable, all irrecoverable costs associated with the project are expensed in profit or loss. Exploration and evaluation assets are stated at cost less impairment losses, if any.

4. 主要會計政策 (續)

(g) 無形資產

石油開採權

石油開採權按成本減累計攤銷及任何減值虧損列賬，並按消耗基礎，僅按探明及推斷石油儲量以生產單位法攤銷。

勘探及評估資產

勘探及評估資產包括以下項目之直接應佔成本：研究及分析現有勘探數據；進行地質研究、勘探鑽井及採樣、檢查及測試萃取及處理方法，以及編製預可行性研究及可行性研究。勘探及評估資產亦包括購入勘探權之付款、進入有關區域而支付的進場費及就收購現有項目之權益而應向第三方支付之金額。勘探及評估活動所用之資產分類為物業、廠房及設備中之油氣資產。

於項目之初期，勘探及評估成本乃於產生時列為支出。當確信項目達到高可行性之階段後，其支出則予以資本化為勘探及評估資產，並不予攤銷；倘項目落實進行，其支出則轉入開採權。倘證明項目不可行，所有與項目有關之不可收回成本於損益賬列作開支。勘探及評估資產按成本扣除減值虧損（如有）列賬。

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(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Leases

(i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

(i) Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

4. 主要會計政策 (續)

(h) 租賃

(i) 租賃予本集團資產之分類

就本集團根據租賃而持有之資產，如有關租賃將擁有資產之絕大部分風險及回報轉移至本集團，則有關資產會分類為根據融資租賃持有。不會轉移擁有資產之絕大部分風險及回報至本集團之租賃乃分類為經營租賃。

(ii) 經營租賃開支

假如本集團使用經營租賃持有資產，則根據租賃作出之付款會在租賃期所涵蓋之會計期間內，以等額分期在損益賬扣除；惟倘有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。租賃所涉及之激勵措施均在損益賬中確認為租賃淨付款總額之組成部分。或有租金在其產生之會計期間內在損益賬扣除。

以經營租賃持有土地之收購成本是按直線法在租賃期內攤銷。

(i) 金融工具

(i) 財務資產

本集團於初步確認時視乎收購資產之目的將財務資產分類。按公平值計入損益賬之財務資產初步按公平值計量，而所有其他財務資產則初步按公平值加收購財務資產之應佔直接交易成本計量。所有按常規購買或出售之財務資產乃按交易日基準確認及終止確認。所謂按常規購買或出售，指根據合約購買或出售財務資產，而該合約條款規定須一般按有關市場之規則或慣例所設時限內交付資產。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Financial instruments (Continued)

(i) Financial assets (Continued)

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available for sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised directly in equity.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, are measured at cost less any identified impairment losses.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(i) 財務資產 (續)

貸款及應收款項

該等資產為沒有活躍市場報價並具固定或可確定收款金額之非衍生財務資產，主要透過向客戶（貿易債務人）提供貨品及服務而產生，亦涵蓋其他具有合約性之貨幣資產類別。於初步確認後，該等資產採用實際利率法按攤銷成本減任何已確定之減值虧損列賬。

可供出售財務資產

該等資產為指定為可供出售或並無包括在其他財務資產類別內之非衍生財務資產。於初步確認後，該等資產按公平值列賬，而公平值變動直接於權益中確認。

就於活躍市場並無已報市價及公平值不能作可靠計量之可供出售股本投資，以及與該等無報價股本工具掛鉤並必須以該等股本工具結算之衍生工具而言，乃按成本減任何已確定之減值虧損計量。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtors' financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

For loans and receivables

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(ii) 財務資產之減值

本集團於每個報告期間結束時評估是否存在客觀跡象顯示財務資產出現減值。倘於初步確認資產後發生一項或多項事件導致存在客觀減值跡象，而該項事件對財務資產之估計未來現金流量造成之影響能夠可靠地估計，則有關財務資產為出現減值。減值跡象包括：

- 債務人有重大財務困難；
- 違反合約，如違約或拖欠償還利息或本金付款；
- 由於債務人出現財務困難而給予債務人優惠條件；
- 債務人可能破產或進行其他財務重組

就貸款及應收款項而言

減值虧損於有客觀證據顯示資產已減值時在損益賬中確認，並按資產賬面值與以原實際利率折現之估計未來現金流量現值之差額計量。財務資產之賬面值透過使用準備賬目減少。倘財務資產之任何部分被釐定為無法收回，則與相關財務資產之準備賬目撇銷。

倘資產可收回金額之增加客觀上可與確認減值後發生之事件有關，則減值虧損於其後期間撥回，惟該資產於撥回減值當日之賬面值不得超出倘並無確認減值原應有之攤銷成本。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

For available-for-sale financial assets

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised directly in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.

(iii) Financial liabilities

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

Financial liabilities at amortised cost

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

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

4. 主要會計政策 (續)

(i) 金融工具 (續)

(ii) 財務資產之減值 (續)

就可供出售財務資產而言

倘若公平值下跌形成減值之客觀證據，則虧損金額會從權益中轉出，並在損益賬中確認。

倘投資之公平值增加客觀上可與確認減值虧損後發生之事件有關，則其後於損益賬中撥回可供出售債務投資之任何減值虧損。

就可供出售股本投資而言，減值虧損後之任何公平值增加直接於其他全面收益中確認。

就按成本列賬之可供出售股本投資而言，減值虧損金額以資產之賬面值與以類似財務資產當前之市場回報率對預期未來現金流量進行折現後之現值兩者之間的差額計量。有關減值虧損不予撥回。

(iii) 財務負債

本集團視乎產生負債之目的將其財務負債分類。按公平值計入損益賬之財務負債初步按公平值計量，而按攤銷成本計量之財務負債則初步按公平值減直接應佔所產生之成本計量。

按攤銷成本計量之財務負債

按攤銷成本計量之財務負債包括應付賬款及其他應付款項、借貸及本集團所發行可換股債項之債務部分，其後使用實際利率法按攤銷成本計量。相關利息支出於收益賬確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損在損益賬中確認。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Financial instruments (Continued)

(iv) Convertible notes containing liability and equity components

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

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

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

4. 主要會計政策 (續)

(i) 金融工具 (續)

(iv) 包括負債及權益部分之可換股票據

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

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

於其後期間，可換股票據之負債部分使用實際利率法按攤銷成本列賬。權益部分（即將負債部分兌換為本公司普通股之選擇權）保留於可換股票據權益儲備，直至兌換權行使為止，屆時可換股票據權益儲備之結餘將轉撥至股份溢價。倘選擇權於到期日仍未行使，可換股票據權益儲備之結餘將轉撥至累計虧損。選擇權兌換或到期時不會確認任何收益或虧損。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Financial instruments (Continued)

(v) Effective interest method

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

(vi) Equity instruments

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

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(v) 實際利率法

實際利率法乃財務資產或財務負債攤銷成本及於有關期間分配利息收入或利息支出之計算方法。實際利率乃於財務資產或負債之預期年期或(倘適用)較短期間用作準確折現估計未來現金收款或付款之利率。

(vi) 股本工具

由本公司發行之股本工具按收取之款項扣除直接發行成本入賬。

(vii) 終止確認

倘涉及財務資產之未來現金流量之合約權利屆滿，或倘財務資產已經轉讓，而有關轉讓符合香港會計準則第39號之終止確認標準，則本集團可終止確認該項財務資產。

財務負債於有關合約內指定之責任獲履行、取消或到期時終止確認。

(j) 現金及現金等價物

現金及現金等價物包括手頭現金及銀行通知存款以及其他具高流動性之短期投資，此等投資可隨時變現為可知數量之現金，而所須承受之價值變動之風險輕微。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Inventories

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

(l) Provisions and contingent liabilities

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

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

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

Provision for future decommissioning and restoration is recognised in full on the installation of oil and gas properties. The amount recognised is the present value of the estimated future expenditure determined in accordance with local conditions and requirements. A corresponding addition to the related oil and gas properties of an amount equivalent to the provision is also created. This is subsequently depreciated as part of the costs of the oil and gas properties. Any change in the present value of the estimated expenditure other than due to passage of time which is regarded as interest expense, is reflected as an adjustment to the provision and oil gas properties.

4. 主要會計政策 (續)

(k) 存貨

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

(l) 準備及或有負債

倘若本集團須就已發生事件承擔現有法律或推定責任，而本集團有可能須履行有關責任，且能夠可靠估計有關責任數額，便會確認準備。

已確認為準備之數額為計及有關責任之風險及不確定因素後，於結算日履行現有責任所需代價之最佳估計數額。倘準備以預期履行現有責任之現金流量計算，則其賬面值為該等現金流量之現值。

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

有關未來停止運作及復原之準備於設置油氣資產形成時全額確認。確認金額為根據當地條件及要求確定之預計未來支出之現值。同時產生與準備數額相等之有關油氣資產之相應增加部分。該增加部分隨後作為油氣資產成本之一部分進行折舊。除由於時間推移而視作利息支出外，預計支出現值之任何變化均應反映為準備及油氣資產之調整。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Provisions and contingent liabilities (Continued)

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

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

(m) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

4. 主要會計政策 (續)

(l) 準備及或有負債 (續)

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

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

(m) 所得稅

所得稅支出指現時應付稅項及遞延稅項之總和。

即期稅項乃按已就毋須就利得稅課稅或不可扣減利得稅之項目作出調整之日常業務損益，按報告期間結束時已頒佈或實際頒佈之稅率計算。

遞延稅項乃就財務報告之資產及負債之賬面值與就稅務所用相應數值間之暫時差額確認。除不影響會計或應課稅盈利之商譽及已確認資產及負債外，會就所有暫時差額確認遞延稅項負債。遞延稅項資產僅在應課稅盈利可供可扣減暫時差額抵銷時確認。遞延稅項乃按預期適用於清償負債或變現資產期間之稅率，按報告期間結束時已頒佈或實際頒佈之稅率計量。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Income tax (Continued)

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

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

(n) Foreign currencies

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

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

4. 主要會計政策 (續)

(m) 所得稅 (續)

除本集團可控制暫時差額之撥回而暫時差額有可能在可預見未來不予撥回之情況外，因投資附屬公司、聯營公司及共同控權合資公司而引致之應課稅暫時差額會確認遞延稅項負債。

所得稅乃於損益賬中確認，惟所得稅與直接於其他全面收益確認之項目有關則除外，在此情況下，所得稅亦直接於其他全面收益確認。

(n) 外幣

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

因結算及換算貨幣項目所產生之匯兌差異，於產生期間之損益賬內確認。重新換算按公平值列賬之非貨幣項目所產生之匯兌差異計入期內損益賬，惟重新換算有關收益及虧損直接於其他全面收益確認之非貨幣項目所產生之匯兌差異，亦直接於其他全面收益內確認。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Foreign currencies (Continued)

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

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

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

4. 主要會計政策 (續)

(n) 外幣 (續)

綜合賬目時，海外業務之業績以年內平均匯率換算為本集團之呈報貨幣（即港元），除非期內匯率大幅波動，在此情況下，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期間結束時之匯率換算。按期初匯率換算期初資產淨值及按實際匯率換算海外業務業績所產生之匯兌差異，直接於其他全面收益確認，並累計入賬為外匯儲備。於換算構成本集團於所涉海外業務之部分投資淨額之長期貨幣項目時，在本集團旗下各實體獨立財務報表之損益賬內確認之匯兌差異則重新分類至外匯儲備。

出售海外業務時，外匯儲備內確認該業務截至出售日期止之累計匯兌差異將轉至損益賬，作為出售損益之一部分。

於2005年1月1日或之後，於收購海外業務時產生之有關所收購可辨別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按報告期間結束時之適用匯率進行換算。產生之匯兌差異乃於外匯儲備內確認。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Employees' benefits

(i) *Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) *Share-based payments*

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

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

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

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

4. 主要會計政策 (續)

(o) 僱員福利

(i) *短期僱員福利及界定供款退休計劃之供款*

薪金、年度花紅、有薪年假、界定供款退休計劃供款及非貨幣福利成本在僱員提供相關服務之年度內累計。如屬遞延付款或結算，而其影響可能很大，則這些數額會以現值列示。

(ii) *以股份支付之款項*

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

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

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

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

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Employees' benefits (Continued)

(iii) Retirement benefits scheme

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

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

(p) Impairment of other assets

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

- property, plant and equipment under cost model;
- interests in leasehold land held for own use under operating lease; and
- investments in subsidiaries, and jointly controlled entity.

4. 主要會計政策 (續)

(o) 僱員福利 (續)

(iii) 退休福利計劃

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

本集團已為若干僱員參加由中國政府管理之強制性中央退休金計劃，計劃資產與本集團資產分開持有。供款乃以合資格僱員之薪金百分比作出，並根據計劃之規則於應付時在損益賬內扣除。僱主供款於作出供款時即全數歸屬僱員。

(p) 其他資產之減值

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

- 成本模式下之物業、廠房及設備；
- 於經營租賃下持作自用之租賃土地之權益；及
- 於附屬公司及共同控權合資公司之投資



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Impairment of other assets (Continued)

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that other HKFRS.

(q) 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.

(r) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

4. 主要會計政策 (續)

(p) 其他資產之減值 (續)

倘資產之可收回金額(即公平值減銷售成本之差額或使用價值之較高者)估計低於賬面值,則資產之賬面值會調低至其可收回金額。減值虧損即時確認為開支,惟倘有關資產根據另一項香港財務報告準則以重估金額列賬,則減值虧損根據該項香港財務報告準則視作重估價值減少處理。

倘減值虧損其後撥回,則資產之賬面值增加至經修訂之估計可收回金額,惟增加後之賬面值不可超過倘資產於過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損撥回即時確認為收入,惟倘有關資產根據另一項香港財務報告準則以重估金額列賬,則減值虧損撥回根據該項其他香港財務報告準則視作重估價值增加處理。

(q) 借貸成本

需要相當長時間才可以投入原定用途或銷售之合資格資產在購入、建設或生產過程中直接引致之借貸成本,均列入該等資產之成本,直至該等資產大致上可作其原定用途或銷售。

所有其他借貸成本均於發生期間於損益賬內確認。

(r) 已終止經營業務

已終止經營業務為本集團業務一部分,其營運及現金流量可明確地與本集團其他業務區分。已終止經營業務代表一項按業務或經營地區劃分之獨立主要業務,或作為出售一項按業務或經營地區劃分之獨立主要業務之單一統籌計劃之一部分,或為一間純粹為轉售而收購之附屬公司。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Discontinued operations (Continued)

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs when the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

(s) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;

4. 主要會計政策 (續)

(r) 已終止經營業務 (續)

倘業務被出售或符合列為持作出售項目之準則(以較早者為準),則分類為已終止經營業務。撤出業務時,有關業務亦會分類為已終止經營業務。

倘業務分類為已終止經營,則全面收益表上會呈列單一數額,當中包含:

- 已終止經營業務之除稅後損益;及
- 就構成已終止經營業務之資產或出售組合計算公平值減銷售成本或計算出售時公平值之時,所確認之除稅後收益或虧損。

(s) 關聯人士

就本財務報表而言,任何一方如屬以下情況,即視為本集團之關聯人士:

- (i) 該方能夠透過一家或多家中介公司,直接或間接控制本集團或對本集團之財務或經營決策發揮重大影響力,或共同控制本集團;
- (ii) 本集團與該方均受制於共同控制;
- (iii) 該方為本集團之聯營公司或本集團為合資方之合營公司;
- (iv) 該方為本集團或本集團母公司一名主要管理人員,或為該人士直屬家族成員,或為受該等人士所控制、共同控制或重大影響之實體;



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Related parties (Continued)

- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(t) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances and exclude value added tax or other sales related taxes.

(i) Sale of crude oil

Revenue is recognised when crude oil is delivered at the customers' premises which is taken to be the point in time when the customer has accepted the crude oil delivered and the related risks and rewards of ownership.

(ii) Sale of natural gas

Revenue from sale of liquefied petroleum gas ("LPG") and natural gas in refilling stations is recognised upon completion of the gas filling transactions.

(iii) Rental/pipeline leasing income from operating leases

Rental/pipeline leasing income receivable under operating leases is recognised in income statement in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

4. 主要會計政策 (續)

(s) 關聯人士 (續)

- (v) 該方為(i)所述者之直屬家族成員或為受該等人士控制、共同控制或重大影響之實體；或
- (vi) 該方是本集團或作為本集團關聯人士之任何實體為僱員福利而設之離職後福利計劃。

某人士之直屬家族成員為預期於該人士與該實體往來時，可能影響該人士或受該人士影響之家族成員。

(t) 收入確認

收入乃以已收或應收代價之公平值計量。收入已就估計客戶退貨、回扣及其他類似津貼作出扣減，惟不包括增值稅或其他銷售稅。

(i) 銷售原油

收入在原油送達客戶物業時(即視為客戶接收已送達原油及其所有權相關之風險及回報時)確認。

(ii) 銷售天然氣

補給站之液化石油氣(「液化石油氣」)及天然氣銷售收入乃於氣體供應交易完成時確認。

(iii) 來自經營租賃之租金／管道租賃收入

根據經營租賃可收取之租金／管道租賃收入於損益表確認，並平均分攤至租期涵蓋之期間，惟倘有其他會計方式更能代表使用租賃資產所得利益之模式則另作別論。已授出租賃優惠於損益賬確認為總應收租金淨額之不可分割部分。或有租金於賺取會計期間確認為收入。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Revenue recognition (Continued)

(iv) Interest income

Interest income is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

5. TURNOVER

The principal activities of the Group are operation of oil exploitation and sale of crude oil. The activities relating to the operation of refilling stations supplying natural gas and LPG for vehicle use and sale of LPG in cylinders were discontinued during the year as a result of the disposal of Excellent Century Limited and its subsidiaries (note 12).

The amount of each significant category of revenue recognised in turnover during the year was as follows:

4. 主要會計政策 (續)

(t) 收入確認 (續)

(iv) 利息收入

利息收入就未償還本金額使用實際利率法按時間比例基準累計。

5. 營業額

本集團之主要業務是經營石油開採及銷售原油。由於出售耀暉世紀有限公司及其附屬公司，有關經營供應汽車用天然氣及液化石油氣之補給站及銷售罐裝液化石油氣之業務已於年內終止經營(附註12)。

年內在營業額確認之每項主要收益類別之款額如下：

		2009 HK\$'000 千港元	2008 HK\$'000 千港元 (restated) (經重列)
Continuing operations	持續經營業務		
Sale of crude oil	銷售原油	15,155	4,206
		15,155	4,206
Discontinued operations (note 12)	已終止經營業務 (附註12)		
Natural gas and LPG	天然氣及液化石油氣		
– sale of natural gas and LPG at refilling stations	– 在補給站銷售天然氣及液化石油氣	19,279	35,858
Pipeline leasing income	管道租賃收入	–	2,674
		19,279	38,532
		34,434	42,738

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

6. OTHER REVENUE

6. 其他收入

		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
Continuing operations	持續經營業務		
Interest income on bank deposits	銀行存款利息收入	193	675
Rental income	租金收入	583	407
Compensation (note)	賠償(註)	1,481	-
Others	其他	26	51
		<u>2,283</u>	<u>1,133</u>
Discontinued operations (note 12)	已終止經營業務(附註12)		
Interest income on bank deposits	銀行存款利息收入	5	68
Others	其他	-	9
		<u>5</u>	<u>77</u>
		<u>2,288</u>	<u>1,210</u>

Note: During the year, the Group received compensation of HK\$4,443,000 (2008: HK\$Nil) from an operating consultant for causing a technical fault in the production of crude oil which resulted in less crude oil being produced from the Liuluoyu oil field since it was acquired by the Group. The fault was only temporary and production has now been resumed to the normal level. The Group expects it will take approximately up to 36 months to make up the loss in production caused by the fault. Accordingly, the directors are of the opinion that it would be appropriate to recognise the compensation received as other income over a period of three years from February 2009. Accordingly, HK\$1,481,000 (2008: HK\$Nil) has been recognised during the year as other revenue.

註：年內，本集團從一個營運顧問獲得賠償4,443,000港元(2008年：無)，因為自本集團收購柳洛峪油田以來其原油生產技術失誤導致產油量下降。有關失誤只是短暫和產量已經回復正常水平。本集團預期將需要約36個月以彌補有關失誤所導致產量下降之損失。因此，董事的意見認為從2009年2月開始以3年期確認已收取之賠償為其他收入是適當的。因此，於本年度已確認之其他收入為1,481,000港元(2008年：無)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

7. OTHER GAINS AND (LOSSES), NET

7. 其他收益及(虧損)淨額

		2009 HK\$'000 千港元	2008 HK\$'000 千港元 (restated) (經重列)
Continuing operations	持續經營業務		
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	(914)
Impairment loss on goodwill (note 20)	商譽之減值虧損(附註20)	(4,000)	-
Fair value loss on note receivable (note 27)	應收票據之公平值虧損(附註27)	(1,000)	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	(88)
Exchange gains, net	匯兌收益淨額	408	645
Excess of the Group's share of net fair value of interests acquired over the cost of acquisition (note 37(b))	集團購入權益所佔之淨公平價值高於購入成本之淨額(附註37(b))	4,585	-
Gain on disposal of available-for-sale investments (note 23)	出售可供出售投資之收益(附註23)	1,056	-
		<u>1,049</u>	<u>(357)</u>
Discontinued operations (note 12)	已終止經營業務(附註12)		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	1,990
Impairment loss on prepaid lease payments (note 18)	租賃預付款項之減值虧損(附註18)	-	(2,417)
Impairment loss on property, plant and equipment (note 17)	物業、廠房及設備之減值虧損(附註17)	-	(8,337)
Exchange losses, net	匯兌虧損淨額	-	(446)
		<u>-</u>	<u>(9,210)</u>
		<u>1,049</u>	<u>(9,567)</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

8. LOSS BEFORE INCOME TAX EXPENSES

Loss before income tax expenses is arrived at after charging/(crediting):

8. 除稅前虧損

除稅前虧損已扣除／(計入)：

	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
(a) Finance costs		
Continuing operations		
Imputed interest on convertible note (note 31)	1,555	-
Interest on borrowing repayable within one year	212	-
	<u>1,767</u>	<u>-</u>
(b) Staff costs (including directors' remuneration in note 10)		
Continuing operations		
Salaries, wages and other benefits	10,612	10,497
Equity-settled share-based payment expenses (note 34(c))	-	3,877
Contributions to defined contribution retirement plan	169	172
	<u>10,781</u>	<u>14,546</u>
Discontinued operations (note 12)		
Salaries, wages and other benefits	599	1,146
Contributions to defined contribution retirement plan	-	15
	<u>599</u>	<u>1,161</u>
	<u>11,380</u>	<u>15,707</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

8. LOSS BEFORE INCOME TAX EXPENSES

(Continued)

Loss before income tax expenses is arrived at after charging/(crediting) (continued):

8. 除稅前虧損(續)

除稅前虧損已扣除/(計入): (續)

		2009 HK\$'000 千港元	2008 HK\$'000 千港元 (restated) (經重列)
(c) Other items	(c) 其他項目		
Continuing operations	持續經營業務		
Auditors' remuneration	核數師酬金		
– current year	– 本年度	913	686
– overprovision in prior year	– 上年度超額準備	–	(10)
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊 (附註17)	7,741	3,707
Amortisation of intangible assets # (note 19)	無形資產之攤銷# (附註19)	122	218
Operating lease charges minimum lease payments	經營租賃開支最低租賃款項		
– property rentals	– 物業租金	2,527	3,022
Provision for assets retirement obligations (note 30)	資產棄置報廢準備 (附註30)	–	338
		<u>–</u>	<u>338</u>
Discontinued operations (note 12)	已終止經營業務 (附註12)		
Cost of inventories	存貨成本	9,717	18,605
Auditors' remuneration	核數師酬金	62	56
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊 (附註17)		
– assets held for use under operating leases	– 按經營租賃持作使用之資產	–	9,221
– other assets	– 其他資產	1,624	3,198
Amortisation of prepaid lease payment (note 18)	租賃預付款項攤銷 (附註18)	155	306
		<u>155</u>	<u>306</u>

Included in "direct costs" as disclosed in the consolidated statement of comprehensive income.

計入綜合全面收益表之「直接成本」。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

9. INCOME TAX EXPENSES

- (i) No provision for Hong Kong profits tax has been made as the group companies comprising the continuing operations did not have any estimated assessable profits subject to Hong Kong profits tax during the years ended 31 December 2009 and 2008. The subsidiaries in the PRC are subject to statutory tax rate of 25%. During the years ended 31 December 2009 and 2008, the PRC subsidiaries have no assessable income subject to PRC income tax. The subsidiaries in the United States are subject to a tax rate of 34%. These subsidiaries incurred losses for tax purpose during the years ended 31 December 2009 and 2008.
- (ii) Reconciliation between tax expense and accounting loss at applicable tax rates:

9. 所得稅支出

- (i) 截至2009年及2008年12月31日止年度內，由於含有持續經營業務之集團公司並毋須繳納香港利得稅之估計應課稅溢利，故並無計提香港利得稅準備。位於中國之附屬公司按法定稅率25%繳納稅項。於2009年及2008年12月31日止年度內，有關中國之附屬公司並沒有中國所得稅之應課稅收入。位於美國之附屬公司按稅率34%繳納稅項。有關之附屬公司於2009年及2008年12月31日止年度內產生稅項虧損。
- (ii) 按適用稅率計算之稅務支出及會計虧損對賬如下：

		2009 HK\$'000 千港元	2008 HK\$'000 千港元 (restated) (經重列)
Loss before income tax expenses	除稅前虧損	(32,940)	(40,244)
Notional tax on loss before taxation, calculated at the applicable tax rates	按適用稅率計算之除稅前虧損名義稅項	(8,270)	(11,752)
Tax effect of non-deductible expenses	不可扣除支出之稅務影響	6,526	8,043
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(3,962)	(1,126)
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	(54)	-
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	5,760	4,835
Actual income tax expense	實際稅務支出	-	-

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

10. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

10. 董事酬金

根據香港公司條例第161條披露之董事酬金如下：

		Salaries, allowances and Retirement scheme	Share- based payments (note)	2009 Total			
Directors' fees	benefits in kind	contributions	Sub-total	2009 Total			
董事袍金	薪金、津貼 及實物利益	退休 計劃供款	小計	2009年 總額			
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元			
Executive directors		執行董事					
Xing Xiao Jing [#]	邢曉晶 [#]	-	345	3	348	-	348
Ma Ji [#]	馬驥 [#]	-	42	-	42	-	42
Kong Siu Tim	江少甜	-	1,118	12	1,130	-	1,130
Jiang Ri Zhong	姜日忠	-	511	-	511	-	511
Wan Tze Fan Terence	溫子勳	-	812	10	822	-	822
		-	2,828	25	2,853	-	2,853
Independent non-executive directors		獨立非執行董事					
Yip Ching Shan	葉青山	144	-	-	144	-	144
Ni Zhenwei	倪振偉	144	-	-	144	-	144
Wong Kwok Chuen	黃國全	144	-	-	144	-	144
		432	-	-	432	-	432
		432	2,828	25	3,285	-	3,285

[#] Resigned on 3 March 2009

[#] 於2009年3月3日辭任

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

10. DIRECTORS' REMUNERATION (Continued)

10. 董事酬金 (續)

	Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments (note)	2008 Total	
	董事袍金	薪金、津貼及實物利益	退休計劃供款	小計	以股份支付之款項 (附註)	2008年總額	
	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	
	千港元	千港元	千港元	千港元	千港元	千港元	
Executive directors	執行董事						
Xing Xiao Jing*	邢曉晶*	-	1,593	12	1,605	430	2,035
Ma Ji#	馬驥#	-	260	-	260	-	260
Kong Siu Tim	江少甜	-	1,118	12	1,130	361	1,491
		-	2,971	24	2,995	791	3,786
Independent non-executive directors	獨立非執行董事						
Yip Ching Shan	葉青山	144	-	-	144	92	236
Ni Zhenwei	倪振偉	144	-	-	144	92	236
Wong Kwok Chuen	黃國全	144	-	-	144	92	236
		432	-	-	432	276	708
		432	2,971	24	3,427	1,067	4,494

During the year, no emoluments (2008: HK\$Nil) were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. None of the directors waived or agreed to waive any remuneration for the years ended 31 December 2009 and 2008.

Note: These represented the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options was measured according to the Group's accounting policy for share-based payment transactions as set out in note 4(o)(ii) and, in accordance with that policy, included adjustments to reverse amounts accrued in previous years where grants of equity instruments were forfeited prior to vesting.

The details of the Company's share option scheme, including the principal terms and number of options granted, are disclosed in the directors' report and note 34.

* Resigned on 3 March 2009

年內，本集團並無向任何董事支付酬金 (2008年：無) 作為彼等加入或於加入本集團時之獎勵或作為離職之補償。截至2009年及2008年12月31日止年度，概無董事放棄或同意放棄任何酬金。

附註：以股份支付之款項指根據本公司購股權計劃授予董事之購股權之估計價值。此等購股權之價值乃根據附註4(o)(ii)所載以股份支付之交易之本集團會計政策計量，而根據該政策，購股權之價值並包括對於歸屬前沒收之所授出股本工具在過往年度應計之撥回金額之調整。

本公司購股權之詳情 (包括所授出購股權之主要條款及數目) 已於董事會報告及附註34披露。

於2009年3月3日辭任

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2008: two) were directors of the Company whose emoluments are included in the disclosure in note 10. The emoluments of the remaining two (2008: three) individuals are as follows:

		2009	2008
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(經重列)
Salaries and other emoluments	薪金及其他酬金	1,492	2,055
Share-based payments	以股份支付之款項	-	1,189
Retirement scheme contributions	退休計劃供款	-	19
		1,492	3,263

The emoluments of the two (2008: three) non-director individuals with the highest emoluments are within the following bands:

		2009	2008
		Number of	Number of
		individuals	individuals
		人數	人數
Below HK\$1,000,000	1,000,000港元以下	2	1
HK\$1,000,000 – HK\$1,500,000	1,000,000港元 – 1,500,000港元	-	2
		2	3

During the year, no emoluments (2008: HK\$Nil) were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office.

11. 最高薪人士

5位最高薪人士中，3位(2008年：2位)為本公司之董事，其酬金已在附註10披露。其餘2位(2008年：3位)最高薪人士之酬金總額如下：

	2009	2008
	HK\$'000	HK\$'000
	千港元	千港元
		(restated)
		(經重列)
Salaries and other emoluments	1,492	2,055
Share-based payments	-	1,189
Retirement scheme contributions	-	19
	1,492	3,263

最高薪之2位(2008年：3位)非董事人士之酬金介乎下列範圍：

	2009	2008
	Number of	Number of
	individuals	individuals
	人數	人數
Below HK\$1,000,000	2	1
HK\$1,000,000 – HK\$1,500,000	-	2
	2	3

本集團於年內概無支付任何酬金(2008年：無)予任何5位最高薪人士，作為彼等加入或於加入本集團時之獎勵或作為離職之補償。

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財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

12. DISCONTINUED OPERATIONS

On 11 May 2009, the Group entered into a sale agreement to dispose of Excellent Century Limited and its subsidiaries (“Excellent Group”) which was engaged in sale of natural gas and LPG at refilling stations to an independent third party for a consideration of HK\$21,000,000. The disposal was effected to streamline the non-core business. The disposal was completed on 8 July 2009, the date on which the control of the Excellent Group was passed to the acquirer.

On 18 December 2008, the Group completed the disposal of its natural gas pipeline network business to an independent third party for a consideration of HK\$15,000,000 through disposal of the subsidiary, namely Statemoon Limited (“Statemoon”).

The profit/(loss) for the period from the discontinued operations is analysed as follows:

12. 已終止經營業務

2009年5月11日，本集團訂立一份出售協議作價以21,000,000港元出售耀暉世紀有限公司及其附屬公司（「耀暉集團」）給一名獨立第三者。耀暉集團從事於補給站銷售天然氣及液化石油氣。該項出售實現精簡非核心業務。該項出售於2009年7月8日完成，即耀暉集團之控制權轉讓予收購方之日期。

於2008年12月18日，本集團透過出售附屬公司國滿有限公司（「國滿」）完成向獨立第三者出售天然氣管道網絡業務，代價為15,000,000港元。

期內已終止經營業務之盈利／（虧損）分析如下：

	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
Gain/(loss) on disposal of Excellent Group/Statemoon (note 36)	11,593	(87,531)
Profit/(loss) for the period on		
– Natural gas pipeline network	–	(3,898)
– Sale of natural gas and LPG at refilling stations	2,422	(8,475)
	<u>14,015</u>	<u>(99,904)</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

12. DISCONTINUED OPERATIONS (Continued)

(a) The results of the discontinued operations are as follows:

		Notes 附註	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (Restated) (經重列)
Turnover	營業額	5&16	19,279	38,532
Cost of sales and services	銷售及服務成本		(11,462)	(31,294)
Gross profit	毛利		7,817	7,238
Other revenue	其他收入	6	5	77
Other losses, net	其他虧損淨額	7	-	(9,210)
Selling expenses	銷售開支		(3,693)	(5,752)
Administrative expenses	行政費用		(1,056)	(1,896)
Profit/(loss) before income tax expenses	除稅前收益/(虧損)		3,073	(9,543)
Income tax expenses	所得稅支出		(651)	(2,830)
Profit/(loss) for the period	期內收益/(虧損)		2,422	(12,373)

(b) The cash flows of the discontinued operations are as follows:

			2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (Restated) (經重列)
Net cash inflow from operating activities	經營業務所產生之現金淨額		17,246	8,787
Net cash (outflow)/inflow from investing activities	投資活動(所用)/所產生之現金淨額		(310)	2,457
Net cash outflow from financing activities	融資活動所用之現金淨額		(13,230)	(1,337)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		3,706	9,907

12. 已終止經營業務(續)

(a) 已終止經營業務之業績如下：

		Notes 附註	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (Restated) (經重列)
Turnover	營業額	5&16	19,279	38,532
Cost of sales and services	銷售及服務成本		(11,462)	(31,294)
Gross profit	毛利		7,817	7,238
Other revenue	其他收入	6	5	77
Other losses, net	其他虧損淨額	7	-	(9,210)
Selling expenses	銷售開支		(3,693)	(5,752)
Administrative expenses	行政費用		(1,056)	(1,896)
Profit/(loss) before income tax expenses	除稅前收益/(虧損)		3,073	(9,543)
Income tax expenses	所得稅支出		(651)	(2,830)
Profit/(loss) for the period	期內收益/(虧損)		2,422	(12,373)

(b) 已終止經營業務之現金流量如下：

			2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (Restated) (經重列)
Net cash inflow from operating activities	經營業務所產生之現金淨額		17,246	8,787
Net cash (outflow)/inflow from investing activities	投資活動(所用)/所產生之現金淨額		(310)	2,457
Net cash outflow from financing activities	融資活動所用之現金淨額		(13,230)	(1,337)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		3,706	9,907

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財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

12. DISCONTINUED OPERATIONS (Continued)

(b) (Continued)

The carrying amounts of the assets and liabilities of Excellent Group and Statemoon at the dates of disposal are disclosed in note 36.

A gain of HK\$11,593,000 arose on the disposal of subsidiaries (2008: loss on disposal of Statemoon of HK\$87,531,000), being the disposal proceeds less the carrying amount of the subsidiaries' net assets. No tax charge or credit arose from the disposal.

- (c) For the purpose of presenting discontinued operations, the comparatives in the consolidated statement of comprehensive income, the consolidated statement of cash flows and related notes to the financial statements have been re-presented as if the operations discontinued during the year had been discontinued at the beginning of the comparative period.

13. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to equity holders of the Company includes a loss of HK\$7,882,000 (2008: loss of HK\$13,062,000) which has been dealt with in the financial statements of the Company.

14. DIVIDEND

The directors do not recommend the payment of any dividend for the year ended 31 December 2009 (2008: HK\$Nil).

12. 已終止經營業務 (續)

(b) (續)

耀暉集團及國滿於出售日期之資產及負債之賬面值於附註36披露。

出售附屬公司產生盈利11,593,000港元(2008年:出售國滿之虧損87,531,000港元),即出售所得款項減附屬公司資產淨值之賬面值。該項出售並無產生任何稅務支出或抵免。

- (c) 就已終止經營業務之呈列而言,可供比較之綜合全面收益表,綜合現金流量表及相關財務報表附註亦已重新呈列,猶如年內已終止經營業務於比較期間開始時已終止經營。

13. 本公司股權持有人應佔虧損

本公司股權持有人應佔綜合虧損包括已載於本公司財務報表之虧損7,882,000港元(2008年:虧損13,062,000港元)。

14. 股息

董事並不建議派發截至2009年12月31日止年度之任何股息(2008年:無)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

15. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the loss attributable to equity holders of the Company of HK\$18,784,000 (2008: HK\$140,148,000) and the weighted average number of 4,360,388,000 ordinary shares (2008: 4,226,179,000 ordinary shares) in issue during the year, calculated as follows:

(i) (Loss)/profit attributable to equity holders of the Company

Continuing operations 持續經營業務
Discontinued operations 已終止經營業務

(ii) Weighted average number of ordinary shares

Issued ordinary shares at 1 January 於1月1日已發行普通股
Effect of shares issued for acquisition (note 35(a)(iii)) 根據收購發行股份之影響(附註35(a)(iii))
Effect of share options exercised (note 35(a)(ii)) 已行使購股權之影響(附註35(a)(ii))

Weighted average number of ordinary shares at 31 December 於12月31日之普通股加權平均數

(b) Diluted loss per share

Diluted loss per share for the years ended 31 December 2009 and 2008 is not presented as the Company's outstanding share options and convertible note during the years had an anti-dilutive effect on the basic loss per share.

15. 每股盈利／(虧損)

(a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)乃根據本公司股權持有人應佔虧損18,784,000港元(2008年：140,148,000港元)，以及年內已發行普通股之加權平均數4,360,388,000股普通股(2008年：4,226,179,000股普通股)計算，方式如下：

(i) 本公司股權持有人應佔(虧損)／盈利

	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元 (restated) (經重列)
Continuing operations	(32,799)	(40,244)
Discontinued operations	14,015	(99,904)
	<u>(18,784)</u>	<u>(140,148)</u>

(ii) 普通股加權平均數

	2009 ' 000 千股	2008 ' 000 千股
Issued ordinary shares at 1 January	4,226,884	4,224,884
Effect of shares issued for acquisition (note 35(a)(iii))	63,133	—
Effect of share options exercised (note 35(a)(ii))	70,371	1,295
	<u>4,360,388</u>	<u>4,226,179</u>

(b) 每股攤薄虧損

截至2009年及2008年12月31日止年度，由於本公司於該等年度尚未行使之購股權及可換股票據之每股基本虧損構成反攤薄影響，故並無呈列該等年度每股攤薄虧損。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

16. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has two (2008: three) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

Oil exploitation: Exploitation and sale of crude oil

Discontinued operations

Natural gas and LPG: Operation of gas refilling stations
supplying natural gas and LPG
for vehicle use and sale of
LPG in cylinders

Operation of natural Leasing of the natural gas
gas pipeline network: pipeline network

There are no sales or trading transactions between the business segments. Central revenue and expenses are not allocated to the operating segments as they are not included in the measurement of the segments' result used by the chief operating decision-maker in the assessment of segment performance.

16. 分部報告

本集團按主要經營決策者審閱並用以作出策略性決策之報告釐定其經營分部。

本集團擁有兩個(2008年:三個)可報告分部。由於各自業務提供不同產品及服務需要不同業務策略,故分部須獨立管理。以下為本集團各可報告分部營運之概要:

持續經營業務

石油開採: 開採及銷售原油

已終止經營業務

天然氣及 經營供應汽車用天然氣
液化石油氣: 及液化石油氣之補給
站及銷售罐裝液化
石油氣

經營天然氣 租賃天然氣管道網絡
管道網絡:

業務分部間並無出售或買賣交易。中央收益及開支不分配至各經營分部,原因是主要經營決策者評估分部表現的分部業績計算並無包括有關收益及開支在內。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

16. SEGMENT REPORTING (Continued)

(a) Business segments

Segment information about these businesses is set out as follows:

For the year ended 31 December 2009

16. 分部報告 (續)

(a) 業務分部

有關該等業務之分部資料載列如下：

截至2009年12月31日止年度

		Continuing	Discontinued	Consolidated
		operations	operations	
		持續經營業務	已終止經營業務	
		Oil	Natural gas	
		exploitation	and LPG	
		石油開採	天然氣及	綜合
		HK\$'000	液化石油氣	HK\$'000
		千港元	千港元	千港元
Results	業績			
Revenue from external customers	來自外界客戶之收益	15,155	19,279	34,434
Segment results	分部業績	(5,086)	7,817	2,731
Unallocated operating income and expenses	未分配經營收入及費用	(20,565)	(4,744)	(25,309)
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	(25,651)	3,073	(22,578)
Finance costs	融資成本	(1,767)	-	(1,767)
Gain on disposal of subsidiaries	出售附屬公司收益	-	11,593	11,593
Share of loss of a jointly controlled entity	應佔共同控制權合資公司虧損	(5,522)	-	(5,522)
(Loss)/profit before income tax expenses	除稅務開支前(虧損)/溢利	(32,940)	14,666	(18,274)
Income tax expenses	所得稅開支	-	(651)	(651)
(Loss)/profit for the year	本年度(虧損)/溢利	(32,940)	14,015	(18,925)
Assets and liabilities	資產及負債			
Reportable segment assets	可報告分部資產	226,302	-	226,302
Unallocated assets	未分配資產	19,900	-	19,900
Total assets	總資產	246,202	-	246,202
Reportable segment liabilities	可報告分部負債	54,362	-	54,362
Unallocated liabilities	未分配負債	43,549	-	43,549
Total liabilities	負債總額	97,911	-	97,911

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

16. SEGMENT REPORTING (Continued)

(a) Business segments (Continued)

Segment information about these businesses is set out as follows: (Continued)

For the year ended 31 December 2009 (Continued)

Other segment information	其他分部資料	Continuing operations	Discontinued operations	Consolidated
		持續經營業務	已終止經營業務	
		Oil exploitation	Natural gas and LPG	
		石油開採	天然氣及液化石油氣	
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Depreciation and amortisation	折舊及攤銷	7,377	1,779	9,156
Unallocated depreciation and amortisation	未分配折舊及攤銷	486	-	486
		7,863	1,779	9,642
Capital expenditure incurred during the year	年內產生之資本支出	134,553	-	134,553
Unallocated capital expenditure incurred during the year	年內產生之未分配資本支出	132	-	132
		134,685	-	134,685

For the year ended 31 December 2008

Results	業績	Continuing operations	Discontinued operations		Consolidated
		持續經營業務	已終止經營業務		
		Oil exploitation	Natural gas and LPG	Operation of natural gas pipeline network	Subtotal
		石油開採	天然氣及液化石油氣	經營天然氣管道網絡	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
					(Restated)
					(經重列)
Revenue from external customers	來自外界客戶之收益	4,206	35,858	2,674	38,532
Segment results	分部業績	(1,914)	13,785	(6,547)	7,238
Unallocated operating income and expenses	未分配經營收入及費用	(33,958)			(16,781)
Reportable segment loss	可報告分部虧損	(35,872)			(9,543)
Loss on disposal of subsidiaries	出售附屬公司之虧損	-			(87,531)
Share of loss of a jointly controlled entity	應佔共同控制權合資公司虧損	(4,372)			-
					(4,372)

16. 分部報告 (續)

(a) 業務分部 (續)

有關該等業務之分部資料載列如下：(續)

截至2009年12月31日止年度 (續)

Other segment information	其他分部資料	Continuing operations	Discontinued operations	Consolidated
		持續經營業務	已終止經營業務	
		Oil exploitation	Natural gas and LPG	
		石油開採	天然氣及液化石油氣	
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Depreciation and amortisation	折舊及攤銷	7,377	1,779	9,156
Unallocated depreciation and amortisation	未分配折舊及攤銷	486	-	486
		7,863	1,779	9,642
Capital expenditure incurred during the year	年內產生之資本支出	134,553	-	134,553
Unallocated capital expenditure incurred during the year	年內產生之未分配資本支出	132	-	132
		134,685	-	134,685

截至2008年12月31日止年度

Results	業績	Continuing operations	Discontinued operations		Consolidated
		持續經營業務	已終止經營業務		
		Oil exploitation	Natural gas and LPG	Operation of natural gas pipeline network	Subtotal
		石油開採	天然氣及液化石油氣	經營天然氣管道網絡	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
					(Restated)
					(經重列)
Revenue from external customers	來自外界客戶之收益	4,206	35,858	2,674	38,532
Segment results	分部業績	(1,914)	13,785	(6,547)	7,238
Unallocated operating income and expenses	未分配經營收入及費用	(33,958)			(16,781)
Reportable segment loss	可報告分部虧損	(35,872)			(9,543)
Loss on disposal of subsidiaries	出售附屬公司之虧損	-			(87,531)
Share of loss of a jointly controlled entity	應佔共同控制權合資公司虧損	(4,372)			-
					(4,372)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

16. SEGMENT REPORTING (Continued)

(a) Business segments (Continued)

Segment information about these businesses is set out as follows: (Continued)

For the year ended 31 December 2008 (Continued)

16. 分部報告 (續)

(a) 業務分部 (續)

有關該等業務之分部資料載列如下：(續)

截至2008年12月31日止年度(續)

		Continuing operations	Discontinued operations		Subtotal	Consolidated
		持續經營業務	已終止經營業務			
		Oil exploitation	Natural gas and LPG	Operation of natural gas pipeline network		
		石油開採	天然氣及液化石油氣	經營天然氣管道網絡	總額	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
					(Restated)	
					(經重列)	
Loss before income tax expenses	除稅前虧損	(40,244)			(97,074)	(137,318)
Income tax expenses	所得稅開支	-			(2,830)	(2,830)
Loss for the year	本年度虧損	(40,244)			(99,904)	(140,148)
Assets and liabilities	資產及負債					
Reportable segment assets	可報告分部資產	86,095	22,537	-	22,537	108,632
Unallocated assets	未分配資產	41,409	-	-	-	41,409
Total assets	總資產	127,504	22,537	-	22,537	150,041
Reportable segment liabilities	可報告分部負債	4,482	1,500	-	1,500	5,982
Unallocated liabilities	未分配負債	11,630	-	-	-	11,630
Total liabilities	負債總額	16,112	1,500	-	1,500	17,612
Other segment information	其他分部資料					
Depreciation and amortisation	折舊及攤銷	3,365	3,342	9,221	12,563	15,928
Unallocated depreciation and amortisation	未分配折舊及攤銷	722	-	-	-	722
		4,087	3,342	9,221	12,563	16,650
Capital expenditure incurred during the year	年內產生之資本支出	23,693	2,127	-	2,127	25,820
Unallocated capital expenditure incurred during the year	年內產生之未分配資本支出	1,064	-	-	-	1,064
		24,757	2,127	-	2,127	26,884

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

16. SEGMENT REPORTING (Continued)

(b) Geographical information and major customers

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than financial instruments, deferred tax assets and post-employment benefit assets ("specified non-current assets").

16. 分部報告 (續)

(b) 地區資料及主要客戶

下表就本集團來自外界客戶之收益及除金融工具、遞延稅項資產及離職後福利資產以外之非流動資產(「指定非流動資產」)進行分析。

	Revenue from external customers		Specified non-current assets	
	來自外界客戶之收益		指定非流動資產	
	2009	2008	2009	2008
	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
	千港元	千港元	千港元	千港元
Hong Kong (place of domicile)	-	-	1,122	1,570
The Peoples' Republic of China ("the PRC")	33,345	38,532	133,807	9,550
The United States	1,089	4,206	80,540	81,086
	34,434	42,738	214,347	90,636
	34,434	42,738	215,469	92,206

During the year, revenue from the Group's largest customer amounted to HK\$14,066,000 (2008: HK\$3,612,000), being 93% (2008: 86%) of the Group's total revenue from the oil exploitation segment.

For years 2009 and 2008, revenue from the Group's largest customer of the natural gas and LPG segment amounted to less than 10% of the Group's total revenue from the natural gas and LPG Segment.

年內，來自本集團最大客戶之收益達14,066,000港元(2008年：3,612,000港元)，佔本集團石油開採分部收益總額之93%(2008年：86%)。

於2009及2008年度內，就天然氣及液化石油氣分部而言，來自本集團最大單一客戶佔本集團天然氣及液化石油氣分部收益總額少於10%。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

17. PROPERTY, PLANT AND EQUIPMENT The Group

17. 物業、廠房及設備 本集團

		Buildings held for own use	Leasehold improvements	Natural gas pipeline network and ancillary facilities 天然氣 管道網絡 及配套設施	Refilling stations 補給站 (note a) (附註a)	Oil and gas properties 油氣資產 (note b) (附註b)	Furniture, fixtures and office equipment 傢俬、固定 裝置及 辦公室設備	Motor vehicles 汽車	Total 總額
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	
Cost:	成本:								
At 1 January 2008	於2008年1月1日	5,122	140	197,797	32,276	20,157	976	258,934	
Exchange adjustments	匯兌調整	325	-	12,514	2,045	(187)	24	14,754	
Additions	添置	186	23	-	2,127	17,855	264	21,046	
Disposals	出售	(3,443)	(140)	(11,212)	(2,228)	-	(182)	(17,627)	
Disposal of subsidiaries (note 36(b))	出售附屬公司 (附註36(b))	-	-	(199,099)	-	-	-	(199,099)	
At 31 December 2008	於2008年12月31日	2,190	23	-	34,220	37,825	1,082	78,008	
Exchange adjustments	匯兌調整	4	-	-	73	197	1	276	
Additions	添置	-	16	-	300	3,291	116	3,723	
Acquired through business combination (note 37)	通過業務合併之收購 (附註37)	-	-	-	-	84,233	-	84,233	
Disposals	出售	-	-	-	-	-	(295)	(295)	
Disposal of subsidiaries (note 36(a))	出售附屬公司 (附註36(a))	(2,194)	-	-	(34,593)	-	(212)	(37,271)	
At 31 December 2009	於2009年12月31日	-	39	-	-	125,546	692	128,674	
Accumulated depreciation and impairment:	累計折舊及減值:								
At 1 January 2008	於2008年1月1日	1,598	33	93,337	17,381	1,008	764	114,659	
Exchange adjustments	匯兌調整	102	-	5,999	1,128	(21)	17	7,245	
Charge for the year (note 8)	年內支出(附註8)	97	32	9,221	3,036	3,147	131	16,126	
Written back on disposal	出售時撥回	(1,043)	(56)	(2,916)	(564)	-	(120)	(5,018)	
Disposal of subsidiaries (note 36(b))	出售附屬公司 (附註36(b))	-	-	(105,641)	-	-	-	(105,641)	
Impairment loss	減值虧損	-	-	-	8,337	-	-	8,337	
At 31 December 2008	於2008年12月31日	754	9	-	29,318	4,134	792	35,708	
Exchange adjustments	匯兌調整	2	-	-	47	5	1	55	
Charge for the year (note 8)	年內支出(附註8)	49	12	-	1,540	7,117	140	9,365	
Written back on disposal	出售時撥回	-	-	-	-	-	(295)	(295)	
Disposal of subsidiaries (note 36(a))	出售附屬公司 (附註36(a))	(805)	-	-	(30,905)	-	(208)	(31,964)	
At 31 December 2009	於2009年12月31日	-	21	-	-	11,256	430	12,869	
Carrying amount:	賬面值:								
At 31 December 2009	於2009年12月31日	-	18	-	-	114,290	262	115,805	
At 31 December 2008	於2008年12月31日	1,436	14	-	4,902	33,691	1,967	42,300	

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

17. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group (Continued)

- (a) The refilling stations were disposed of in July 2009. During the year ended 31 December 2008, the Group carried out a review of the recoverable amount of its refilling gas stations belonging to the natural gas and LPG segment. The review led to the recognition of an impairment loss of HK\$8,337,000, which had been recognised in profit or loss. The recoverable amount of the relevant assets had been determined on the basis of their value in use. The discount rate used in measuring value in use was 16.385% per annum. The impairment was included in "Other gains and losses" (note 7).
- (b) Cost at the end of the reporting period included exploration and evaluation assets of HK\$1,336,000 (2008: HK\$1,200,000) in respect of an oil exploitation project in Shaanxi Province, the PRC.

17. 物業、廠房及設備 (續)

本集團 (續)

- (a) 補給站於2009年7月出售。於截至2008年12月31日止年度內，本集團檢討了屬於天然氣及液化石油氣分部之補給站之可收回金額。有關檢討導致確認減值虧損8,337,000港元，已於損益賬確認。有關資產之可收回金額按使用價值釐定。用於計量使用價值之折現率為每年16.385%。減值虧損已計入「其他收益及虧損」(附註7)。
- (b) 於結算日位於中國陝西省開採項目之石油勘探及評估資產成本為1,336,000港元(2008年：1,200,000港元)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

18. PREPAID LEASE PAYMENTS

The Group

		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Carrying amount at 1 January	於1月1日之賬面值	1,420	3,904
Exchange adjustments	匯兌調整	8	239
Amortisation charge for the year (note 8)	本年度之攤銷支出 (附註8)	(155)	(306)
Disposal of subsidiaries (note 36(a))	出售附屬公司(附註36(a))	(1,273)	-
Impairment loss (note 7)	減值虧損(附註7)	-	(2,417)
		<hr/>	<hr/>
Carrying amount at 31 December	於12月31日之賬面值	-	1,420
Current portion of prepaid lease payments (included in other receivables, deposits and prepayments (note 26))	租賃預付款項之即期部分 (計入其他應收款項、 按金及預付款項 (附註26))	-	(187)
		<hr/>	<hr/>
Non-current portion	非即期部分	-	1,233

The leasehold land is held under a medium-term lease and situated in the PRC. The leasehold land was disposed of with the Excellent Group during the year as set out in note 36(a).

During the year ended 31 December 2008, the Group carried out a review of the recoverable amount of its prepaid lease payment belonging to the natural gas and LPG segment. The review led to the recognition of an impairment loss of HK\$2,417,000, which was recognised in profit or loss included in "Other gains and losses" (note 7).

18. 租賃預付款項

本集團

	2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Carrying amount at 1 January	1,420	3,904
Exchange adjustments	8	239
Amortisation charge for the year (note 8)	(155)	(306)
Disposal of subsidiaries (note 36(a))	(1,273)	-
Impairment loss (note 7)	-	(2,417)
	<hr/>	<hr/>
Carrying amount at 31 December	-	1,420
Current portion of prepaid lease payments (included in other receivables, deposits and prepayments (note 26))	-	(187)
	<hr/>	<hr/>
Non-current portion	-	1,233

租賃土地乃按中期租賃持有並位於中國。年內，租賃土地與附註36(a)所載之耀暉集團一併出售。

於截至2008年12月31日止年度內，本集團檢討了屬於天然氣及液化石油氣分部之租賃預付款項之可收回金額。有關檢討導致確認減值虧損2,417,000港元，已於損益賬之「其他收益及虧損」內確認(附註7)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

19. INTANGIBLE ASSETS

The Group

19. 無形資產

本集團

Oil
exploitation
rights
石油開採權
HK\$'000
千港元

Cost:

At 1 January 2008

Additions

Exchange differences

At 31 December 2008

Acquired through business
combinations (note 37)

Exchange differences

At 31 December 2009

Accumulated amortisation:

At 1 January 2008

Charge for the year (note 8)

At 31 December 2008

Charge for the year (note 8)

At 31 December 2009

Carrying amount:

At 31 December 2009

At 31 December 2008

成本：

於2008年1月1日

添置

匯兌調整

於2008年12月31日

通過業務合併之收購
(附註37)

匯兌調整

於2009年12月31日

累計攤銷：

於2008年1月1日

年內支出(附註8)

於2008年12月31日

年內支出(附註8)

於2009年12月31日

賬面值：

於2009年12月31日

於2008年12月31日

43,382

5,838

(309)

48,911

46,729

154

95,794

20

218

238

122

360

95,434

48,673

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

19. INTANGIBLE ASSETS (Continued)

The Group (Continued)

Details of the Group's oil exploitation rights are as follows:

	Oil fields 油田	Location 地點	Expiry date 到期日
1	Grassy Trails Oil Field 草徑油田	Carbon County and Emery County, Utah, USA 美國猶他州卡本郡及艾美莉郡	Note 附註
2	Squaw Canyon Oil Field 史科峽谷油田	San Juan County, Utah, USA 美國猶他州珊祖安郡	Note 附註
3	Liuluoyu Oil Field 柳洛峪油田	Shaanxi Province, PRC 中國陝西省	17 September 2023 2023年9月17日
4	Yanjiawan Oil Field 閻家灣油田	Shaanxi Province, PRC 中國陝西省	17 September 2023 2023年9月17日

Note: The exploitation rights of the oil field in USA do not have a termination date and are valid as long as oil and or natural gas are produced from the reserves.

The exploitation rights were initially recognised at their fair values on acquisition by reference to professional valuation prepared by Assets Appraisal Limited, an independent firm of professional valuers which have the relevant professional qualification and experience. Thereafter, the exploitation rights are measured using the cost model.

Amortisation is provided to write off the cost of the exploitation rights using the units of production method based on the proven and probable oil and gas reserves. The amortisation was charged to "direct costs" in the consolidated statement of comprehensive income.

19. 無形資產 (續)

本集團 (續)

本集團之石油開採權詳情如下：

附註：位於美國之油田之開採權並無終止日期，只要儲量仍能出產油氣則繼續有效。

開採權初步按收購時之公平值經參考資產評估顧問有限公司（一間獨立專業估值公司，具有相關專業資格及經驗）進行之專業估值後確認。此後，開採權用成本模式計量。

撇銷開採權成本乃按探明及推斷油氣儲量以生產單位法進行攤銷。攤銷在綜合全面收益表之「直接成本」內扣除。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

20. GOODWILL

At 1 January 2009 and 2008
Acquired through business
combinations (note 37(a))
Impairment (note 7)

於2009年及2008年1月1日
通過業務合併之收購
(附註37(a))
減值(附註7)

2009
HK\$'000
千港元

-

8,230

(4,000)

Carrying amount as at
31 December 2009

於2009年12月31日之
賬面值

4,230

Impairment testing on Goodwill

For the purpose of impairment testing, goodwill is allocated to the cash generating units ("CGU") of oil exploitation.

The recoverable amounts of the CGU have been determined from value in use calculations based on cash flow projections from formally approved budgets.

The following key assumptions have been made for the purpose of analysis:

1	Discount rate	15%
2	Operating margin	39%
3	Growth rate	5%
4	Wage inflation	3%

The discount rate used is pre-tax and reflect specific risks relating to the relevant segment. The operating margin and growth rate within the budgeted period have been based on past experience. Wage inflation has been based on the expected long term inflation rate set by the PRC Government.

20. 商譽

商譽之減值測試

就減值測試而言，商譽分配至石油開採之現金產生單位(「現金產生單位」)。

現金產生單位之可收回金額乃根據使用價值釐定，而使用價值則根據正式獲批准預算之現金流量預測計算。

為進行分析，已作出下列重要假設：

1	折現率	15%
2	經營利潤率	39%
3	增長率	5%
4	工資通脹	3%

所使用之折現率為反映相關分部之特定風險之稅前折現率。經營利潤率及預算期內之增長率乃根據過往經驗釐定。工資通脹乃根據中國政府之預期長期通脹率而定。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

21. INTEREST IN A JOINTLY CONTROLLED ENTITY

The Group has a 50% interest in a jointly controlled entity which is accounted for using the equity method of accounting.

Particulars of the Group's jointly controlled entity are as follows:

Name of company	Form of business structure	Place of incorporation	Percentage of ordinary shares indirectly held 間接持有普通股百分比	Principal activity
公司名稱	業務架構形式	註冊成立地點	百分比	主要業務
Smart Win International Limited 凱智國際有限公司	Limited company 有限公司	The British Virgin Islands 英屬處女群島	50% 50%	Investment holding 投資控股

The following amounts have been recognised in the consolidated statement of financial position and consolidated statement of comprehensive income relating to this jointly controlled entity.

21. 於一間共同控權合資公司之權益

按權益法計算，本集團於一間共同控權合資公司擁有50%權益。

本集團之共同控權合資公司之詳情如下：

該共同控權合資公司之下列金額已於綜合財務狀況報表及綜合全面收益表中予以確認。

		2009 HK\$'000 千港元	2008 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本		
As at 1 January	於1月1日	15,128	19,500
Less: share of post acquisition losses	減：分佔收購後虧損	(5,522)	(4,372)
		9,606	15,128
Total assets	總資產	19,293	30,403
Total liabilities	負債總額	(80)	(147)
Net assets	資產淨值	19,213	30,256
Group's share of net assets	本集團分佔資產淨值	9,606	15,128
Turnover	營業額	-	-
Expenses	支出	(11,044)	(8,744)
Loss for the year	本年度虧損	(11,044)	(8,744)
Group's share of loss for the year	本年度本集團分佔虧損	(5,522)	(4,372)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

22. INTERESTS IN SUBSIDIARIES

The Company

		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Unlisted equity investments, at cost	非上市股本投資，按成本	81,148	81,147
Less: impairment loss (note 22(b))	減：減值虧損(附註22(b))	(81,143)	(81,143)
		5	4
Amounts due from subsidiaries (note 22(c))	應收附屬公司款項 (附註22(c))	92,978	124,906
		92,983	124,910

22. 於附屬公司之權益

本公司

		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Unlisted equity investments, at cost	非上市股本投資，按成本	81,148	81,147
Less: impairment loss (note 22(b))	減：減值虧損(附註22(b))	(81,143)	(81,143)
		5	4
Amounts due from subsidiaries (note 22(c))	應收附屬公司款項 (附註22(c))	92,978	124,906
		92,983	124,910

(a) Details of principal subsidiaries as at 31 December 2009 are listed below. The class of shares held is ordinary unless stated otherwise.

(a) 於2009年12月31日主要附屬公司之詳情如下。除另有說明者外，所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation/ operation 註冊成立 ／經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Proportion of ownership interest 擁有權百分比			Principal activity 主要業務
			Group's effective holding 本集團實際 持股量	Held by the Company 由本公司 持有	Held by a subsidiary 由附屬 公司持有	
Elite Ascend Holdings Limited 怡陞控股有限公司	The British Virgin Islands ("BVI") 英屬處女群島	690 shares of US\$1 each 690股每股1美元	100%	100%	–	Investment holding 投資控股
Chuang Xin Management Services Limited 創新管理服務有限公司	Hong Kong 香港	2 shares of HK\$1 each 2股每股1港元	100%	100%	–	Provision of management services to group companies 向集團公司提供管理服務
Genesis Energy (Hong Kong) Limited 創新能源(香港)有限公司	Hong Kong 香港	2 shares of HK\$1 each 2股每股1港元	100%	–	100%	Provision of administrative services to group companies 向集團公司提供行政服務
Grand Rise Development Limited ² 浩晉發展有限公司 ²	Hong Kong 香港	100 shares of HK\$1 each 100股每股1港元	100%	100%	–	Investment holding 投資控股

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

22. INTERESTS IN SUBSIDIARIES (Continued)

(a) Details of principal subsidiaries as at 31 December 2009 are listed below. The class of shares held is ordinary unless stated otherwise. (Continued)

22. 於附屬公司之權益 (續)

(a) 於2009年12月31日主要附屬公司之詳情如下。除另有說明者外，所持股份類別為普通股。(續)

Name of company 公司名稱	Place of incorporation/ 註冊成立 /經營地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比			Principal activity 主要業務
			Group's effective holding 本集團實際持股量	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Toppace Limited ² 達迅有限公司 ²	BVI 英屬處女群島	100 shares of US\$1 each 100股每股1美元	100%	100%	-	Investment holding 投資控股
Genesis Petroleum US, Inc. ⁴	Utah, the USA 美國猶他州	10,000 shares of US\$0.01 each 10,000股每股0.01美元	90%	-	90%	Oil exploitation and sale of crude oil 石油開採及銷售原油
Xian Hong Chang Co., Ltd. ¹	The PRC 中國	Registered capital RMB5,000,000 註冊股本人民幣5,000,000元	95%	-	95%	Consultation and technical support of oil wells 油井諮詢及技術支持
Shenzhen Bi Yuan Technology Development Co., Ltd. ^{1,2,3} 深圳佰源科技開發有限公司 ^{1,2,3}	The PRC 中國	Nil 無	90%	-	90%	Inactive 暫無業務
Bi Tuo Yuan Technology (Shenzhen) Co., Ltd. ^{2,5} 佰拓源科技(深圳)有限公司 ^{2,5}	The PRC 中國	Registered capital RMB500,000 註冊股本人民幣500,000元	100%	-	100%	Participation in oil exploitation 參與石油開採
G Energy US Holdings Inc.	Utah, the USA 美國猶他州	500 shares of US\$375 each 500股每股375美元	100%	-	100%	Investment holding 投資控股
Nathan Oil LLC ⁴	Nevada, the USA 美國內華達州	Capital contribution US\$750,000 股本注資750,000美元	51%	-	51%	Participation in oil exploitation and sale of crude oil 參與石油開採及銷售原油

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

22. INTEREST IN SUBSIDIARIES (Continued)

(a) Details of principal subsidiaries as at 31 December 2009 are listed below. The class of shares held is ordinary unless stated otherwise. (Continued)

- ¹ : registered under the laws of the PRC as a sino-foreign equity enterprise
- ² : newly incorporated/acquired in 2009
- ³ : in process of liquidation
- ⁴ : not audited by BDO Limited
- ⁵ : registered under the laws of the PRC as a wholly-owned foreign enterprise.

(b) Impairment on investments in subsidiaries

The movement in the provision for impairment loss during the year was as follows:

At 1 January	於1月1日
Impairment loss recognised	已確認減值虧損
At 31 December	於12月31日

Provision for impairment loss is made based on the directors' annual assessment by reference to the net assets of the subsidiaries.

(c) Amounts due from subsidiaries

An analysis of the amounts due from subsidiaries is listed below:

Due from subsidiaries	應收附屬公司款項
Less: impairment loss	減: 減值虧損

22. 於附屬公司之權益 (續)

(a) 於2009年12月31日主要附屬公司之詳情如下。除另有說明者外，所持股份類別為普通股。(續)

- ¹ : 根據中國法律登記為中外合資企業
- ² : 於2009年新註冊成立
- ³ : 正進行清算
- ⁴ : 未經德豪會計師事務所有限公司審核
- ⁵ : 根據中國法律登記為外資獨資企業

(b) 於附屬公司之投資減值

本年度減值準備之變動如下:

		The Company 本公司	
		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
At 1 January	於1月1日	81,143	52,805
Impairment loss recognised	已確認減值虧損	-	28,338
At 31 December	於12月31日	81,143	81,143

減值虧損準備乃參考附屬公司之資產淨值根據董事每年之評估而作出。

(c) 應收附屬公司款項

應收附屬公司款項之分析如下:

		The Company 本公司	
		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Due from subsidiaries	應收附屬公司款項	405,441	351,571
Less: impairment loss	減: 減值虧損	(312,463)	(226,665)
		92,978	124,906

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

22. INTEREST IN SUBSIDIARIES (Continued)

(c) Amounts due from subsidiaries (Continued)

The amounts due from subsidiaries are unsecured, interest-free and in substance represent the Company's investments in the subsidiaries in the form of quasi-equity loans.

The movements in the provision for impairment loss during the year were as follows:

		The Company	
		本公司	
		2009	2008
		HK\$' 000	HK\$' 000
		千港元	千港元
At 1 January	於1月1日	226,665	134,670
Additional provision	額外準備	100,712	93,446
Reversal of provision	準備撥回	(14,914)	(1,451)
At 31 December	於12月31日	312,463	226,665

The impairment loss on amounts due from subsidiaries is made by the directors by reference to the net assets of the subsidiaries.

23. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments represent investments in listed shares in Hong Kong and are stated at fair value. During the year, the investments were disposed of resulting in a gain of HK\$1,056,000 which was included in other gains and (losses) (note 7).

24. PLEDGED DEPOSITS

The amount represents fixed deposits pledged to cover the estimated future assets retirement costs for the exploitation of crude oil in the USA as required under the laws and regulations of the USA (note 30).

22. 於附屬公司之權益 (續)

(c) 應收附屬公司款項 (續)

應收附屬公司款項為無抵押、免息，實質上指本公司於附屬公司以準股權性質貸款形式作出之投資。

年內減值虧損準備之變動如下：

		The Company	
		本公司	
		2009	2008
		HK\$' 000	HK\$' 000
		千港元	千港元
At 1 January	於1月1日	226,665	134,670
Additional provision	額外準備	100,712	93,446
Reversal of provision	準備撥回	(14,914)	(1,451)
At 31 December	於12月31日	312,463	226,665

應收附屬公司款項之減值虧損乃由董事參考附屬公司之資產淨值而作出。

23. 可供出售投資

可供出售投資指於香港上市股份之投資，乃按公平值入賬。年內，有關投資已出售，並產生收益1,056,000港元，已計入其他收益及(虧損)(附註7)。

24. 已抵押存款

有關款項指根據美國法例及法規之規定用以支付開採美國原油估計未來資產棄置成本作出抵押之定期存款(附註30)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

25. INVENTORIES

		The Group 本集團	
		2009	2008
		HK\$' 000	HK\$' 000
		千港元	千港元
Crude oil	原油	446	—
Spare parts, consumables and others	零備件、消耗品及其他	—	51
		446	51

25. 存貨

26. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		The Group 本集團		The Company 本公司	
		2009	2008	2009	2008
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
Trade receivables	應收賬款	3,117	—	—	—
Bills receivable	應收票據	1,707	—	—	—
Other receivables	其他應收款項	937	1,026	480	471
Amount due from a minority equity holder of a subsidiary (note 44(d))	應收一間附屬公司少數股權持有人款項 (附註44(d))	160	1,690	—	—
		5,921	2,716	480	471
Utility and other deposits	水電及其他按金	599	384	—	—
Prepayments	預付款項	220	416	82	154
Prepaid lease payments (note 18)	租賃預付款項 (附註18)	—	187	—	—
		819	987	82	154
		6,740	3,703	562	625

26. 應收賬款、其他應收賬款、按金及預付款項

Prepayments and prepaid lease payment are expected to be recovered or recognised as expenses within one year.

預計預付款項及租賃預付款項可於一年內收回或確認為開支。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

26. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The ageing analysis of trade receivables as of the end of reporting period is as follows:

	The Group 本集團		The Company 本公司	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元
< 30 days 少於30天	2,606	-	-	-
30 – 60 days 30至60天	511	-	-	-
	3,117	-	-	-

The average credit period granted to customers is 30 days from the invoice date.

All the trade receivables are less than one month past due and not impaired.

The Group recognised impairment loss on individual assessment based on the accounting policy stated in note 4(i)(ii).

27. NOTE RECEIVABLE

The note receivable as at 31 December 2008 represented the unpaid consideration for the disposal of Statemoon as set out in note 36(b). The note with a carrying value of HK\$12,661,000 was assigned during the year to settle the consideration for the acquisition of a subsidiary (note 37(a)).

26. 應收賬款、其他應收賬款、按金及預付款項(續)

應收賬款於報告期間結束時之賬齡分析如下：

集團給客戶的平均信貸期為開單日起30天。

所有應收賬款為期到後一個月內，故沒有作減值。

本集團根據附註4(i)(ii)所載之會計政策，通過個別評估確認減值虧損。

27. 應收票據

於2008年12月31日之應收票據指出售國滿(載於附註36(b))之未付代價。年內轉讓賬面值為12,661,000港元之票據用於支付收購一間附屬公司之代價(附註37(a))。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

28. CASH AND CASH EQUIVALENTS

Cash and bank balances, 以下列貨幣計值之現金
denominated in 及銀行結餘
– Hong Kong dollars 及美元
and United States
dollars
– Renminbi – 人民幣

28. 現金及現金等價物		The Group		The Company	
		本集團		本公司	
		2009	2008	2009	2008
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
		5,324	6,651	55	1,536
		5,211	12,971	–	–
		10,535	19,622	55	1,536

Cash and cash equivalents of HK\$5,211,000 (equivalent to RMB4,579,000 (2008: HK\$12,971,000, equivalent to RMB11,421,000) were denominated in Renminbi. Renminbi is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC Government.

5,211,000港元(相當於人民幣4,579,000元)之現金及現金等價物(2008年: 12,971,000港元, 相當於人民幣11,421,000元)以人民幣計值。人民幣並非自由兌換貨幣, 從中國匯出資金須受中國政府之外匯限制所規限。

29. OTHER PAYABLES AND ACCRUALS

Other payables 其他應付款項及預提費用
and accruals
Amount due to a minority 應付一間附屬公司少數
equity holder of a 股權持有人款項
subsidiary (note 44(d)) (附註44(d))
Amount due to a 應付控股股東款項
controlling equity (附註44(d))
holder (note 44(d))
Amounts due to 應付董事款項
directors (note 44(d)) (附註44(d))

29. 其他應付款項及預提費用		The Group		The Company	
		本集團		本公司	
		2009	2008	2009	2008
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
		21,330	6,910	2,018	877
		270	–	–	–
		–	8,721	–	–
		167	901	167	901
		21,767	16,532	2,185	1,778

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

30. PROVISIONS

Balance at 1 January	於1月1日之結餘
Additional provision (note 8(c))	額外準備(附註8(c))
Balance at 31 December	於12月31日之結餘

The provision represents directors' estimated assets retirement obligations relating to oil and gas properties located in the USA.

31. CONVERTIBLE NOTE

The Group and Company

The Company issued a convertible note with a 2% coupon rate on 30 April 2009. The convertible note is denominated in Hong Kong dollars. The note matures in four years from the issue date at its nominal value of HK\$25,000,000 and can be converted into ordinary shares of the Company at the holder's option at the rate of 54,347,826 shares at HK\$0.46 per share.

The fair values of the liability component and the equity conversion component were determined at the date of issue of the convertible note. The fair value of the liability component, included as non-current financial liabilities, was calculated using the market interest rate for an equivalent non-convertible note. The residual amount, representing the value of the equity conversion component, is included in equity net of deferred income taxes, if any.

30. 準備

		The Group 本集團	
		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Balance at 1 January	於1月1日之結餘	338	—
Additional provision (note 8(c))	額外準備(附註8(c))	—	338
Balance at 31 December	於12月31日之結餘	338	338

該項準備指與位於美國之油氣資產有關之董事估計資產棄置報廢。

31. 可換股票據

本集團及本公司

本公司於2009年4月30日發行票息率為2%之可換股票據。可換股票據以港元計值。票據面值為25,000,000港元，自發行日期起計四年內到期，並可依據持有人之選擇以每股0.46港元之價格轉換為本公司54,347,826股普通股。

負債部分及權益轉換部分之公平值乃於可換股票據發行日期釐定。負債部分之公平值作為非流動財務負債入賬，使用同等不可換股票據之市場利率計算。餘額指權益轉換部分之價值，扣除遞延所得稅(如有)後計入權益。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

31. CONVERTIBLE NOTE (Continued)

The Group and Company (Continued)

The convertible note recognised in the statement of financial position is calculated as follows:

		The Group and the Company
		本集團及 本公司
		2009
		HK\$' 000
		千港元
Face value of convertible note issued on 30 April	於4月30日發行之可換股 票據面值	25,000
Equity component (note 35(c)(v))	權益部分(附註35(c)(v))	9,489
Liability component on initial recognition at 30 April	於4月30日初步確認之 負債部分	15,511
Imputed interest expense (note 8(a))	應計利息支出(附註8(a))	1,555
Interest paid	已付利息	(242)
Liability component at 31 December	於12月31日之負債部分	16,824

Imputed interest expense on the convertible note is calculated using the effective interest method by applying the effective interest rate of 14.12%.

Pursuant to the terms and conditions of the convertible note, the Company may, at any time before the maturity date by serving at least seven days' prior written notice on the note holder, redeem the note at 100% of the outstanding principal amount (in whole or in part). This redemption right constituted as an embedded derivative in accordance with HKAS 32. In the opinion of an independent professional valuer, Asset Appraisal Limited, the fair value of this embedded derivative is closed to nil as at the issue date and 31 December 2009.

31. 可換股票據(續)

本集團及本公司(續)

於財務狀況表確認之可換股票據計算如下：

		The Group and the Company
		本集團及 本公司
		2009
		HK\$' 000
		千港元
Face value of convertible note issued on 30 April	於4月30日發行之可換股 票據面值	25,000
Equity component (note 35(c)(v))	權益部分(附註35(c)(v))	9,489
Liability component on initial recognition at 30 April	於4月30日初步確認之 負債部分	15,511
Imputed interest expense (note 8(a))	應計利息支出(附註8(a))	1,555
Interest paid	已付利息	(242)
Liability component at 31 December	於12月31日之負債部分	16,824

可換股票據之應計利息支出乃按實際利率14.12%使用實際利息法計算。

根據可換股票據之條款及條件，本公司可於到期日之前之任何時間通過向票據持有人發出至少七天之事先書面通知，以100%之未償還本金額(全部或部分)贖回票據。根據香港會計準則第32號，該贖回權構成嵌入式衍生工具。根據獨立專業估值師—資產評值顧問有限公司之意見，於發行日期及2009年12月31日，該嵌入式衍生工具之公平值接近零。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

32. DEFERRED TAX

Details of the deferred tax liabilities recognised and movements during the year:

At 1 January 2009
Arising from business
combination during the
year and at 31 December
2009 (note 37)

於2009年1月1日
年內及於2009年12月31日
進行業務合併之收購
(附註37)

In accordance with the accounting policy set out in note 4(m), the Group has unused tax losses and deductible temporary differences of HK\$35,510,000 (2008: HK\$13,864,000) and HK\$Nil (2008: HK\$2,689,000) respectively at the end of reporting period. No deferred tax assets for the unused tax losses is recognised as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses will expire in twenty years from the year in which they were incurred under current tax legislation.

33. EMPLOYEE RETIREMENT BENEFITS

(a) The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, both the employer and each employee are required to make contributions to the plan at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$20,000 by each party. Contributions to the plan vest immediately.

32. 遞延稅項

年內確認之遞延稅項負債及資產之詳情及變動：

	Revaluation of property, plant and equipment 重估物業、 廠房及設備	Intangible assets 無形資產	Total 總額
	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 January 2009	-	-	-
Arising from business combination during the year and at 31 December 2009 (note 37)	(779)	(11,682)	(12,461)
	<u>(779)</u>	<u>(11,682)</u>	<u>(12,461)</u>

根據附註4(m)所載之會計政策，本集團於結算日有分別為35,510,000港元（2008年：13,864,000港元）及零港元（2008年：2,689,000港元）之未動用稅項虧損及可扣除暫時差額。由於相關稅務司法權區及實體不可能產生用作抵銷虧損之日後應課稅盈利，故並無確認未動用稅項虧損之遞延稅項資產。根據現時之稅務法例，該等稅項虧損將自其產生之年度起計二十年後屆滿。

33. 僱員退休福利

(a) 本集團根據香港強制性公積金計劃條例，為根據香港僱傭條例受僱之僱員設定強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主及各僱員各自須按僱員之有關收入之5%作出供款，惟各方每月有關收入以20,000港元為上限。向計劃作出之供款即時歸僱員所有。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

33. EMPLOYEE RETIREMENT BENEFITS

(Continued)

(b) Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities, whereby the Group is required to make contributions to the Schemes at a rate ranging from 18% to 22% of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to retired employees which are calculated based on a certain percentage of the basic payroll.

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 6 March 2002 for a period of ten years commencing from 6 March 2002 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any companies within the Group, to take up options to subscribe for shares of the Company. The terms and conditions of the grant are determined by the Board at the time of grant. In any event, the exercisable period of an option must not exceed a period of ten years commencing on 6 March 2002. The options give the holder the right to subscribe for ordinary shares in the Company. A nominal consideration of HK\$1 is payable by the grantee upon acceptance of an option. Options are forfeited if the employee leaves the Group.

33. 僱員退休福利 (續)

(b) 根據中國相關勞動規則及法規，本集團參與由有關當地政府機關管理之定額供款退休福利計劃（「該等計劃」）。據此，本集團須按合資格僱員薪金介乎18%至22%向該等計劃作出供款。當地政府機關須對應付退休僱員之全部退休金責任負責，該等退休金乃根據基本薪金之某個百分比計算。

34. 股本結算以股份支付之交易

本公司於2002年3月6日採納一項購股權計劃，自2002年3月6日起為期10年，據此，本公司董事獲授權酌情向本集團僱員（包括本集團任何成員公司之董事）授出購股權，以認購本公司股份。授出之條款及條件由董事會於授出時釐定。在任何情況下，購股權之可予行使期不得超過自2002年3月6日起計十年。購股權賦予持有人權利認購本公司普通股。獲授購股權之人士於接納購股權時，須支付象徵式代價1港元。倘僱員離開本集團，則沒收有關購股權。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(a) The terms and conditions of the share options that existed during the years ended 31 December 2009 and 2008 were as follows and all options are settled by physical delivery of shares:

Date of grant	Vesting condition	Exercise period	Contractual Exercise price	Number of Options	Contractual Life of options
授出日期	歸屬條件	行使期限	合約行使價	購股權數目	合約年期
Options granted to directors:					
授予董事之購股權：					
- on 2 November 2005	Immediately	3 November 2005 to 2 November 2010	HK\$0.035	23,000,000	5 years
- 於2005年11月2日	即時	2005年11月3日至2010年11月2日	0.035港元	23,000,000	5年
- on 2 November 2006	Immediately	2 November 2006 to 1 November 2011	HK\$0.053	70,000,000	5 years
- 於2006年11月2日	即時	2006年11月2日至2011年11月1日	0.053港元	70,000,000	5年
- on 22 August 2007	Immediately	22 August 2007 to 5 March 2012	HK\$0.375	48,000,000	4.5 years
- 於2007年8月22日	即時	2007年8月22日至2012年3月5日	0.375港元	48,000,000	4.5年
- on 21 August 2008	Immediately	21 August 2008 to 5 March 2012	HK\$0.180	29,000,000	3.5 years
- 於2008年8月21日	即時	2008年8月21日至2012年3月5日	0.180港元	29,000,000	3.5年
- on 7 November 2008	Immediately	7 November 2008 to 5 March 2012	HK\$0.060	9,000,000	3 years
- 於2008年11月7日	即時	2008年11月7日至2012年3月5日	0.060港元	9,000,000	3年
Option granted to employees:					
授予僱員之購股權：					
- on 2 November 2005	Immediately	3 November 2005 to 2 November 2010	HK\$0.035	4,000,000	5 years
- 於2005年11月2日	即時	2005年11月3日至2010年11月2日	0.035港元	4,000,000	5年
- on 2 November 2006	Immediately	2 November 2006 to 1 November 2011	HK\$0.053	30,000,000	5 years
- 於2006年11月2日	即時	2006年11月2日至2011年11月1日	0.053港元	30,000,000	5年
- on 26 January 2007	Immediately	26 February 2007 to 25 February 2012	HK\$0.189	288,250,000	5 years
- 於2007年1月26日	即時	2007年2月26日至2012年2月25日	0.189港元	288,250,000	5年
- on 22 August 2007	Immediately	22 August 2007 to 5 March 2012	HK\$0.375	351,500,000	4.5 years
- 於2007年8月22日	即時	2007年8月22日至2012年3月5日	0.375港元	351,500,000	4.5年
- on 21 August 2008	Immediately	21 August 2008 to 5 March 2012	HK\$0.180	23,900,000	2.5 years
- 於2008年8月21日	即時	2007年8月21日至2012年3月5日	0.180港元	23,900,000	2.5年
- on 7 November 2008	Immediately	7 November 2008 to 5 March 2012	HK\$0.060	91,300,000	3 years
- 於2008年11月7日	即時	2008年11月7日至2012年3月5日	0.060港元	91,300,000	3年
Total share options 購股權總數				967,950,000	

34. 股本結算以股份支付之交易

(續)

(a) 以下為截至2009年及2008年12月31日止年度存在購股權之條款及條件，所有購股權均透過實際交付股份結算：

Notes to the Financial Statements

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(Expressed in Hong Kong Dollars) (以港元計算)

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) The number and weighted exercise prices of share options are as follows:

		2009		2008	
		Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$	'000	HK\$	'000
		港元	千股	港元	千股
Outstanding at beginning of the year	於年初尚未行使	0.221	1,055,250	0.250	857,250
Granted during the year	年內授出	-	-	0.096	200,000
Exercised during the year	年內行使	0.077	(86,800)	0.189	(2,000)
Lapsed during the year	年內失效	0.375	(500)	-	-
Outstanding at the end of the year	於年末尚未行使	0.233	967,950	0.221	1,055,250
Exercisable at the end of the year	於年末可予行使	0.233	967,950	0.221	1,055,250

The weighted average share price at the date of exercise of the shares options during the year was HK\$0.24 (2008: HK\$0.29).

The options outstanding at 31 December 2009 had exercise prices of HK\$0.035, HK\$0.053, HK\$0.189, HK\$0.375, HK\$0.18 and HK\$0.06 (2008: HK\$0.035, HK\$0.053, HK\$0.189, HK\$0.375, HK\$0.18 and HK\$0.06) respectively and a weighted average remaining contractual life of 2.1 years (2008: 3.1 years).

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted are measured with reference to the fair value of share options granted. The estimate of the fair values of the services received is measured based on the Black-Scholes option pricing model. Lives of the options are incorporated into the model.

34. 股本結算以股份支付之交易

(續)

(b) 購股權之數目及加權行使價如下：

		2009		2008	
		Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$	'000	HK\$	'000
		港元	千股	港元	千股
Outstanding at beginning of the year	於年初尚未行使	0.221	1,055,250	0.250	857,250
Granted during the year	年內授出	-	-	0.096	200,000
Exercised during the year	年內行使	0.077	(86,800)	0.189	(2,000)
Lapsed during the year	年內失效	0.375	(500)	-	-
Outstanding at the end of the year	於年末尚未行使	0.233	967,950	0.221	1,055,250
Exercisable at the end of the year	於年末可予行使	0.233	967,950	0.221	1,055,250

年內，購股權獲行使當日之加權平均股價為0.24港元(2008年：0.29港元)。

於2009年12月31日，尚未行使購股權之行使價分別為0.035港元、0.053港元、0.189港元、0.375港元、0.18港元及0.06港元(2008年：0.035港元、0.053港元、0.189港元、0.375港元、0.18港元及0.06港元)，而加權平均餘下合約年期為2.1年(2008年：3.1年)。

(c) 購股權之公平值及假設

換取授出購股權所獲得服務之公平值乃參考所授出購股權之公平值計量。所獲得服務之公平值乃根據畢蘇購股權訂價模式估計。該模式已將購股權之年期計算在內。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

34. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(c) Fair value of share options and assumptions

(Continued)

Date of grant	7 November 2008	21 August 2008	22 August 2007	26 January 2007	2 November 2006	2 November 2005
授出日期	2008年 11月7日	2008年 8月21日	2007年 8月22日	2007年 1月26日	2006年 11月2日	2005年 11月2日
Fair value at measurement date 於計量日期之公平值	HK\$0.014 0.014港元	HK0.032 0.032港元	HK\$0.035 0.035港元	HK\$0.011 0.011港元	HK\$0.013 0.013港元	HK\$0.011 0.011港元
Share price 股價	HK\$0.06 0.06港元	HK\$0.18 0.18港元	HK\$0.375 0.375港元	HK\$0.189 0.189港元	HK\$0.053 0.053港元	HK\$0.035 0.035港元
Exercise price 行使價	HK\$0.18 0.18港元	HK\$0.18 0.18港元	HK\$0.375 0.375港元	HK\$0.189 0.189港元	HK\$0.053 0.053港元	HK\$0.035 0.035港元
Expected volatility 預期波幅	58.06%	50.73%	56.02%	33.69%	85.73%	91.42%
Expected life 預期年期	1 year 1年	1 year 1年	0.17 year 0.17年	0.16 year 0.16年	0.75 year 0.75年	0.74 year 0.74年
Expected dividends 預期股息	0%	0%	0%	0%	0%	0%
Risk-free interest rate (based on the yields to maturity of Hong Kong Exchange Fund Note) 無風險利率(按香港外匯基金票據到期收益率計算)	0.48%	1.63%	4.00%	3.73%	3.60%	3.90%

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option granted.

The Group recognised total expenses of HK\$Nil (2008: HK\$3,877,000) related to equity-settled share-based payment transactions during the year (note 8).

34. 股本結算以股份支付之交易

(續)

(c) 購股權之公平值及假設

(續)

22 August 2007	26 January 2007	2 November 2006	2 November 2005
2007年 8月22日	2007年 1月26日	2006年 11月2日	2005年 11月2日
預期波幅乃以歷史波幅為基準(按購股權之加權平均剩餘年期計算), 並按就公開可得資料之預期未來波動變動作出調整。預期股息乃按歷史股息為依據。主觀假設之變動可能對公平值估計構成重大影響。			

購股權按服務條件授出。該項條件並未計入所獲得服務於授出日期之公平值。授出購股權與市況條件並無關係。

於年內, 本集團確認股本結算以股份支付之交易之總開支零港元(2008年: 3,877,000港元)(附註8)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

35. CAPITAL AND RESERVES

(a) Share capital

(i) Authorised and issued share capital

		2009		2008	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised	法定				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 普通股	10,000,000	100,000	10,000,000	100,000
Issued and fully paid	已發行及繳足				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 普通股				
At beginning of the year	於年初	4,226,884	42,269	4,224,884	42,249
Shares issued under share option scheme (ii)	按購股權計劃 發行股份(ii)	86,800	868	2,000	20
Shares issued for acquisitions (iii)	就收購發行 股份(iii)	72,464	724	–	–
At end of the year	於年末	4,386,148	43,861	4,226,884	42,269

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally regard to the Company's residual assets.

(ii) *Shares issued under share option scheme*

During 2009, options were exercised to subscribe for 86,800,000 (2008: 2,000,000) ordinary shares in the Company at a consideration of HK\$6,678,000 (2008: HK\$378,000) of which HK\$868,000 (2008: HK\$20,000) was credited to share capital and the balance of HK\$5,810,000 (2008: HK\$358,000) was credited to the share premium account. HK\$1,301,000 (2008: HK\$33,000) has been transferred from the share option reserve to the share premium account in accordance with accounting policy set out in note 4(o) (ii).

35. 資本及儲備

(a) 股本

(i) 法定及已發行股本

The Company
本公司

		2009		2008	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised	法定				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 普通股	10,000,000	100,000	10,000,000	100,000
Issued and fully paid	已發行及繳足				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 普通股				
At beginning of the year	於年初	4,226,884	42,269	4,224,884	42,249
Shares issued under share option scheme (ii)	按購股權計劃 發行股份(ii)	86,800	868	2,000	20
Shares issued for acquisitions (iii)	就收購發行 股份(iii)	72,464	724	–	–
At end of the year	於年末	4,386,148	43,861	4,226,884	42,269

普通股持有人有權收取不時宣派之股息，並在本公司大會上每股可獲一票投票權。所有普通股對本公司之餘下資產享有同等權益。

(ii) *按購股權計劃發行股份*

於2009年，購股權已獲行使以認購本公司86,800,000股（2008年：2,000,000股）普通股，代價為6,678,000港元（2008年：378,000港元），其中約868,000港元（2008年：20,000港元）計入股本，餘下約5,810,000港元（2008年：358,000港元）計入股份溢價賬。根據附註4(o)(ii)所載之會計政策，1,301,000港元（2008年：33,000港元）已自購股權儲備轉撥至股份溢價賬。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

35. CAPITAL AND RESERVES (Continued)

(a) Share capital (Continued)

(iii) Shares issued for acquisitions

On 17 February 2009, the Company's issued share capital was increased by HK\$724,000 as a result of the issue of 72,463,768 shares as part of the consideration for the acquisition of Toppace Limited as set out in note 37(a). The fair value of the consideration shares as determined by the closing market price of HK\$0.37 per share on 17 February 2009 (being the date of completion) was HK\$26,811,000. The premium on the issue of new shares amounted to HK\$26,087,000 was credited to the share premium account.

(b) The Company

35. 資本及儲備 (續)

(a) 股本 (續)

(iii) 就收購發行股份

於2009年2月17日，由於發行72,463,768股股份以作為收購達迅有限公司(載於附註37(a))之部分代價，本公司之已發行股本增加724,000港元。代價股份之公平值為26,811,000港元，乃按2009年2月17日(即完成日期)之收市價每股0.37港元釐定。發行新股份之溢價為26,087,000港元，已計入股份溢價賬。

(b) 本公司

		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Accumulated losses	Total
	Notes	股本	股份溢價	繳納盈餘	購股權儲備	股本儲備	累計虧損	總額
	附註	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
At 1 January 2008	於2008年1月1日	42,249	364,389	81,043	18,589	-	(251,837)	254,433
Share options exercised	已行使購股權	35(a)(i) 20	391	-	(33)	-	-	378
Equity settled share-based transactions	股本結算以股份支付之交易	-	-	-	3,877	-	-	3,877
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(133,395)	(133,395)
At 31 December 2008	於2008年12月31日	42,269	364,780	81,043	22,433	-	(385,232)	125,293
Issue of convertible note	發行可換股票據	31 -	-	-	-	9,489	-	9,489
Share options exercised	已行使購股權	35(a)(i) 868	7,111	-	(1,301)	-	-	6,678
Shares issued for acquisitions	收購發行股份	37(a) 724	26,087	-	-	-	-	26,811
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(93,680)	(93,680)
At 31 December 2009	於2009年12月31日	43,861	397,978	81,043	21,132	9,489	(478,912)	74,591

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

35. CAPITAL AND RESERVES (Continued)

(c) Nature and purpose of reserves

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the equity holders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Contributed surplus

Contributed surplus of the Company arises when the Company issues shares in exchange for the shares of subsidiaries being acquired, and represents the difference between the nominal value of the Company's shares issued and the value of net assets of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution to equity holders. However, the Company cannot declare or pay a dividend, or make distributions out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(iii) Share option reserve

Share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with accounting policy adopted for share-based payments in note 4(o)(ii).

(iv) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong which are dealt with in accordance with the accounting policy as set out in note 4(n).

35. 資本及儲備 (續)

(c) 儲備性質及用途

(i) 股份溢價

股份溢價指以超出股份每股面值價格發行股份而產生之不可分派溢價，但可用作繳清本公司將作為繳足紅股向本公司股權持有人發行之未發行股份或作為就購回股份之應付溢價。

(ii) 繳納盈餘

本公司之繳納盈餘來自本公司發行股份以交換所購入附屬公司之股份。該盈餘相當於本公司已發行股份面值與所購入附屬公司資產淨值之間之差額。根據百慕達一九八一年公司法(經修訂)，繳納盈餘可供分派予股權持有人。然而，倘發生下列情況，本公司不可宣派或派付股息或自繳納盈餘作出分派：

- 派付導致無法或可能無法償還到期負債；或
- 導致資產之可變現價值低於負債、已發行股本及股份溢價賬之總額。

(iii) 購股權儲備

購股權儲備為已向本公司僱員授出之實際或估計數目之尚未行使購股權之公平值，已按照附註4(o)(ii)就以股份支付之款項所採納會計政策確認入賬。

(iv) 匯兌儲備

匯兌儲備包括因換算香港以外業務之財務報表所引起之所有外匯差額，乃按照附註4(n)所載之會計政策處理。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



35. CAPITAL AND RESERVES (Continued)

(c) Nature and purpose of reserves (Continued)

(v) Convertible note equity reserve

The reserve represents the equity component (i.e. option to convert the note into shares) of the convertible note issued by the Company.

(vi) Capital reserve

Capital reserve represents capital contribution from a controlling equity holder in the form of interest-free loans. The amounts are estimated by discounting the nominal value of the non-interest bearing loans to the Group at current market interest rate for similar financial instruments.

35. 資本及儲備 (續)

(c) 儲備性質及用途 (續)

(v) 可換股票據股本儲備

儲備代表公司發出之可換股票據之權益部分 (即將票據轉換為股份之選擇權)。

(vi) 資本儲備

資本儲備指控股股東以免息貸款之方式作出之股本注資。該等金額按類似金融工具現行市場利率折現其向本集團作出之無息貸款之面值進行估計。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

36. DISPOSAL OF SUBSIDIARIES

(a) Disposal of subsidiaries during the year ended 31 December 2009

As referred to in note 12, on 11 May 2009, the Group disposed of Excellent Group which is engaged in the operation of refilling stations supplying natural gas and LPG. The net assets of Excellent Group as at the completion date of disposal were as follows:

36. 出售附屬公司

(a) 截至2009年12月31日止年度內出售附屬公司

如附註12所述，於2009年5月11日，本集團出售從事經營供應天然氣及液化石油氣之補給站之耀暉集團。耀暉集團於出售完成日期之資產淨值如下：

		2009 HK\$' 000 千港元
Property, plant and equipment (note 17)	物業、廠房及設備(附註17)	5,307
Land lease prepayment (note 18)	土地租賃預付款項(附註18)	1,273
Inventories	存貨	90
Amount due from a minority equity owner	應收少數股權持有人款項	1,425
Other receivables	其他應收款項	148
Cash and cash equivalents	現金及現金等價物	16,383
Other payables	其他應付款項	(653)
Tax payable	應付稅項	(431)
		<hr/>
Net assets disposed of	所出售資產淨值	23,542
Release of exchange reserve	匯兌儲備撥回	(16,456)
Direct costs incurred on disposal	出售所產生之直接成本	877
		<hr/>
		7,963
		<hr/>
Gain on disposal (note 12)	出售之收益(附註12)	11,593
		<hr/>
Total consideration	總代價	19,556
		<hr/> <hr/>
Satisfied by:	支付方式：	
Cash consideration received	已收現金代價	1,500
Note receivable	應收票據	18,056
		<hr/> <hr/>
Net cash outflow arising on disposal:	出售所產生之現金流出淨額：	
Cash consideration received	已收現金代價	1,500
Cash and cash equivalents balances disposed of	所出售現金及現金等價物結餘	(16,383)
Cash paid for direct costs incurred	就所產生直接成本支付之現金	(877)
		<hr/> <hr/>
		(15,760)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

36. DISPOSAL OF SUBSIDIARIES (Continued)

(a) Disposal of subsidiaries during the year ended 31 December 2009 (Continued)

The subsidiary disposed of contributed HK\$19,279,000 to the Group's turnover and profit of HK\$2,422,000 during the year up to the date of disposal.

(b) Disposal of subsidiaries during the year ended 31 December 2008

On 4 November 2008, the Group entered into an agreement with National Top Holdings Limited ("NTH"), an independent third party, to dispose of the entire equity shares of Statemoon, a subsidiary of the Group to NTH for a consideration of HK\$15,000,000. Statemoon is engaged in the operation of natural gas pipeline network. The transaction was completed on 18 December 2008. The disposal was disclosed as discontinued operations set out in note 12.

Details of the net assets of Statemoon as at the completion date of disposal were as follows:

		2008 HK\$' 000 千港元
Property, plant and equipment (note 17)	物業、廠房及設備(附註17)	93,458
Amounts due from related parties	應收關聯人士款項	3,586
Amount due from an equity owner	應收股權持有人款項	5,487
Net assets disposed of	所出售資產淨值	102,531
Loss on disposal (note 12)	出售之虧損(附註12)	(87,531)
Total consideration	總代價	15,000
Satisfied by:	支付方式:	
Cash consideration received	已收現金代價	1,500
Note receivable (note 27)	應收票據(附註27)	13,500
Net cash inflow arising on disposal	出售所產生之現金流入淨額	
Cash consideration received	已收現金代價	1,500

The subsidiary disposed of contributed HK\$2,674,000 to the Group's turnover and a loss of HK\$3,898,000 during the year up to the date of disposal.

36. 出售附屬公司(續)

(a) 截至2009年12月31日止年度內出售附屬公司(續)

年內直至出售日期，出售附屬公司為本集團營業額貢獻19,279,000港元，並帶來盈利2,422,000港元。

(b) 截至2008年12月31日止年度內出售附屬公司

於2008年11月4日，本集團與獨立第三者國鼎集團有限公司(「國鼎集團」)訂立協議，向國鼎集團出售本集團之附屬公司國滿之全部股份，代價為15,000,000港元。國滿從事天然氣管道網絡經營業務。是項交易於2008年12月18日完成。該出售披露為附註12所載之已終止經營業務。

國滿於出售完成日期之資產淨值詳情如下：

		2008 HK\$' 000 千港元
Property, plant and equipment (note 17)	物業、廠房及設備(附註17)	93,458
Amounts due from related parties	應收關聯人士款項	3,586
Amount due from an equity owner	應收股權持有人款項	5,487
Net assets disposed of	所出售資產淨值	102,531
Loss on disposal (note 12)	出售之虧損(附註12)	(87,531)
Total consideration	總代價	15,000
Satisfied by:	支付方式:	
Cash consideration received	已收現金代價	1,500
Note receivable (note 27)	應收票據(附註27)	13,500
Net cash inflow arising on disposal	出售所產生之現金流入淨額	
Cash consideration received	已收現金代價	1,500

年內直至出售日期，出售附屬公司為本集團營業額貢獻2,674,000港元，並導致虧損3,898,000港元。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

37. ACQUISITIONS DURING THE YEAR

(a) Toppace Limited

On 17 February 2009, the Company acquired 100% of the issued capital of Toppace Limited. On the same date, a subsidiary of Toppace Limited entered into a transfer agreement with Shenzhen Yong You Investment Development Company Limited (“Yong You”), an independent third party, which was established in the PRC. Pursuant to the transfer agreement, the subsidiary acquired all the rights and obligations of Yong You under a development contract which enabled the subsidiary to participate in an oil exploitation project for exploitation and development of a number of oil wells located in Ganquan County, Shaanxi Province, the PRC (the “Liuluoyu oil field”) for a period up to 2023. The subsidiary also acquired, under the transfer agreement, the business assets and liabilities of Yong You associated with the operation of the oil wells and the rights to use the on site plant, machinery and facilities for the exploration, evaluation and exploitation of the oil wells.

As supported by a legal opinion issued by a firm of PRC lawyers, the directors are of the opinion that the Group is entitled to the rights and obligations of the development contract and participate in the exploitation and production of crude oil in the Liuluoyu oil field. Since the Group has in practice the power to govern the financial and operational policies of the exploitation and production operations, the Group has consolidated the results of oil production of the Liuluoyu oil field from 17 February 2009.

37. 年內收購

(a) 達迅有限公司

本公司於2009年2月17日收購達迅有限公司之全部已發行股本。於同日，達迅有限公司的一間附屬公司與一間於中國成立之獨立第三者—深圳市擁友投資發展有限公司(「擁友」)訂立讓渡協議。根據讓渡協議，該附屬公司收購開發合同內擁友之所有權利及責任，使該附屬公司可參與開採及開發位於中國陝西省甘泉縣之多個油井之石油開採項目(「柳洛峪油田」)至2023年。該附屬公司亦根據讓渡協議收購擁友與油井營運有關之業務資產及負債以及就勘探、評估及開採油井使用廠房、器械及設施之權利。

在中國律師事務所出具之法律意見支持下，董事認為本集團擁有開發合同下之權利及責任，並可參與柳洛峪油田原油開採及生產。由於本集團擁有實際權力監管開採及生產營運之財務及營運政策，因此本集團已由2009年2月17日起將柳洛峪油田之石油生產業績綜合入賬。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

37. ACQUISITIONS DURING THE YEAR (Continued)

(a) Toppace Limited (Continued)

The fair value of identifiable assets and liabilities acquired, purchase consideration and goodwill were as follows:

		HK\$' 000 千港元	HK\$' 000 千港元
Fair value of assets and liabilities acquired	所收購資產及負債之公平值		
Property, plant and equipment (note 17)	物業、廠房及設備 (附註17)	46,441	
Intangible assets	無形資產		
– participation in oil exploitation (note 19)	– 參與石油開採 (附註19)	42,531	
Cash at banks	銀行現金	11	
Trade and other receivables	應收賬款及其他應收款項	5,661	
Trade and other payables	應付賬款及其他應付款項	(16,070)	
Deferred tax liabilities	遞延稅項負債	(10,932)	
			67,642
Satisfied by:	支付方式:		
Cash	現金	36,400	
Issue of ordinary shares at fair value (note 35 (a)(iii))	按公平值發行普通股 (附註35(a)(iii))	26,811	
Assignment of a note receivable at carrying value (notes 27 and 38)	按賬面值轉讓應收票據 (附註27及38)	12,661	
			75,872
Goodwill (note 20)	商譽 (附註20)		8,230
Net cash outflow arising from acquisition:	收購所產生之現金流出淨額:		
Cash consideration paid	已付現金代價		(36,400)
Cash and cash equivalents acquired	所收購現金及現金等價物		11
			(36,389)

The fair value of the shares issued was determined by reference to the quoted market price of at the date of acquisition. The fair value of receivables and payables were the same as the carrying amounts immediately prior to the acquisition.

37. 年內收購 (續)

(a) 達迅有限公司 (續)

所收購可辨別資產及負債之公平值、購買代價及商譽如下:

	HK\$' 000 千港元	HK\$' 000 千港元
Fair value of assets and liabilities acquired		
Property, plant and equipment (note 17)	46,441	
Intangible assets		
– participation in oil exploitation (note 19)	42,531	
Cash at banks	11	
Trade and other receivables	5,661	
Trade and other payables	(16,070)	
Deferred tax liabilities	(10,932)	
		67,642
Satisfied by:		
Cash	36,400	
Issue of ordinary shares at fair value (note 35 (a)(iii))	26,811	
Assignment of a note receivable at carrying value (notes 27 and 38)	12,661	
		75,872
Goodwill (note 20)		8,230
Net cash outflow arising from acquisition:		
Cash consideration paid		(36,400)
Cash and cash equivalents acquired		11
		(36,389)

已發行股份之公平值乃參考於收購日期之已報市價釐定。應收款項及應付款項之公平值與緊接收購前之賬面值相同。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

37. ACQUISITIONS DURING THE YEAR (Continued)

(a) Toppace Limited (Continued)

Included in turnover and loss of the Group for the year is approximately turnover of HK\$10,206,000 and profit of HK\$2,261,000 attributable to the additional business generated by Toppace Limited and its subsidiaries since they were acquired by the Group in February 2009.

Had this business combination been effected at the beginning of the year, the turnover of the Group would have been increased by HK\$11,319,000, and the loss for the year would have been reduced by HK\$2,521,000.

(b) Yanjiawan Oil Field

On 7 September 2009, a subsidiary of the Group entered into an assignment agreement with Shenzhen Feng Yuan Information Consultants Limited, an independent third party which was established in the PRC (the "Assignor"), pursuant to which the subsidiary acquired all the rights and obligations under a development contract which enabled the subsidiary to participate in an oil exploitation project for the exploitation of a number of oil wells located in Yanjiawan, Shaanxi Province, the PRC for a period to 2023. The subsidiary also acquired under the assignment agreement, the business assets and liabilities of the Assignor associated with the Yanjiawan oil field operation and the rights to use the on site plant, machinery and facilities for the exploration, evaluation and exploitation of the oil wells.

As supported by a legal opinion issued by a firm of PRC lawyers, the directors are of the opinion that the Group is entitled to the rights and obligations of the development contract and participate in the exploitation and production of crude oil in the Yanjiawan oil field. Since the Group has in practice the power to govern the financial and operational policies of the exploitation and production operations, the Group has consolidated the results of oil production of the Yanjiawan oil field from 7 September 2009.

37. 年內收購 (續)

(a) 達迅有限公司 (續)

年內營業額及本集團之虧損分別包括自2009年2月以來收購達迅有限公司及其附屬公司所產生額外業務應佔之營業額10,206,000港元及盈利2,261,000港元。

倘該業務合併於年初生效，本集團之營業額增加了11,319,000港元，而本年度虧損則減少了2,521,000港元。

(b) 閻家灣油田

於2009年9月7日，本集團一間附屬公司與一間於中國成立之獨立第三者即深圳市豐源信息諮詢有限公司（「轉讓人」）訂立轉讓協議，據此，該附屬公司收購開發合同內之所有權利及責任，使該附屬公司可參與開採位於中國陝西省閻家灣多個油井之石油開採項目，開採年期至2023年屆滿。該附屬公司亦根據轉讓協議收購轉讓人與閻家灣油田有關之業務資產及負債以及就勘探、評估及開採油井使用廠房、器械及設施之權利。

在中國律師事務所出具之法律意見支持下，董事認為本集團擁有開發合同下之權利及責任，並可參與閻家灣油田原油開採及生產。由於本集團擁有實際權力監管開採及生產營運之財務及營運政策，因此本集團已由2009年9月7日起將閻家灣油田之石油生產業績綜合入賬。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

37. ACQUISITIONS DURING THE YEAR (Continued)

(b) Yanjiawan Oil Field (Continued)

The fair value of identifiable assets and liabilities acquired, purchase consideration and discount on acquisition were as follows:

		HK\$'000 千港元
Fair value of assets and liabilities acquired 所收購資產及負債之公平值		
Property, plant and equipment (note 17)	物業、廠房及設備(附註17)	37,792
Intangible assets	無形資產	
– participation in oil exploitation (note 19)	– 參與石油開採(附註19)	4,198
Trade and other receivables	應收賬款及其他應收款項	759
Trade and other payables	應付賬款及其他應付款項	(373)
Deferred tax liabilities	遞延稅項負債	(1,529)
		<hr/> 40,847
Satisfied by:	支付方式:	
Cash	現金	36,262
Excess of the Group's share of net fair value of the interests acquired over the cost of acquisition (note 7)		集團購入權益所佔之 淨公平價值高於購入成本之 淨額(附註7) (4,585)

Included in turnover and loss of the Group for the year is approximately turnover of HK\$3,860,000 and profit of HK\$650,000 attributable to the additional business generated by the Yanjiawan oil field project since it was acquired by the Group in September 2009.

It was not practical for the Group to obtain accurate information on the revenue and result of the Yanjiawan oil field operation for the period from 1 January 2009 to the date of acquisition.

37. 年內收購(續)

(b) 閩家灣油田(續)

所收購可辨別資產及負債之公平值、購買代價及收購折現如下:

年內本集團之營業額及虧損分別包括自2009年9月公司收購閩家灣油田項目以來所產生額外業務應佔之營業額約3,860,000港元及盈利650,000港元。

本集團不大可能取得閩家灣油田由2009年1月1日至收購日期間之營運收益及業績之準確資料。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

38. SIGNIFICANT NON-CASH TRANSACTIONS

- (a) During the year, the Group acquired a subsidiary at a consideration of HK\$75,872,000, of which HK\$26,881,000 was settled by the issuance of 72,463,768 shares of the Company (note 35 (a)(iii)) and an assignment of a note receivable with a carrying value of HK\$12,661,000 (note 27).
- (b) During the year, the Group disposed of a subsidiary for a consideration of HK\$19,556,000, of which HK\$18,056,000 is to be settled by a note receivable. (Note 36(a)) This note was subsequently assigned to the controlling equity holder as settlement of part of the loans from the controlling equity holder.

39. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity holder and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity holder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the capital structure of the Group consists of net debts, which include other payables and accruals, convertible note and loans from a controlling equity holder, net of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with class of capital. Based on recommendations of the directors, Group will balance its overall capital structure through the payment of dividends, new share issue as well as the issue of new debts or the repayment of existing debts.

38. 重大非現金交易

- (a) 年內，本集團以代價75,872,000,000港元收購一間附屬公司，其中26,881,000港元以發行本公司72,463,768股股份(附註35(a)(iii))及轉讓賬面值為12,661,000港元之應收票據(附註27)支付。
- (b) 年內，本集團以代價19,556,000港元出售附屬公司，其中18,056,000港元將以應收票據支付(附註36(a))。該票據其後轉讓予控股股東，用於支付部分控股股東貸款。

39. 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續以持續經營基準經營，從而透過與風險水平相對應之產品及服務定價以及獲得合理成本之融資，繼續為股權持有人創造回報及向其他利益相關者帶來利益。

本集團積極及定期對資本架構開展檢討及管理，從而使較高借貸水平情況下可能產生之較高股權持有人回報與良好資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

在遵從行業慣例之情況下，本集團之資本架構包括淨債務，其中包括扣除現金及現金等價物及本公司股權持有人應佔權益(包括已發行股本及儲備)之其他應付款項及預提費用，可換股票據及控股股東之貸款。

董事定期對資本架構進行檢討。檢討之工作之一為董事對資本成本及各類資本之相關風險進行審議。根據董事之建議，本集團將透過支付股息、新股發行、發行新增債務或償還現有債務，使整體資本架構保持平衡。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

39. CAPITAL MANAGEMENT (Continued)

The net debts-to-equity ratios at 31 December 2009 and 2008 were as follows:

		The Group 本集團	
		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Total debts:	負債總額：		
Other payables and accruals	其他應付款項及預提費用	21,767	16,532
Convertible note	可換股票據	16,824	—
Amount due to a controlling equity holder	應付控股股東款項	46,521	—
		<u>85,112</u>	<u>16,532</u>
Less: Cash and cash equivalents	減：現金及現金等價物	(10,535)	(19,622)
		<u>74,577</u>	<u>(3,090)</u>
Net debts/(excess of cash and cash equivalents over debts)	債務淨值／(現金及現金等價物超出債務差額)		
Equity	權益	148,291	132,429
Net debts-to-equity ratio	債務淨值對權益比率	50%	N/A 不適用

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

39. 資本管理(續)

於2009年及2008年12月31日之債務淨值對權益比率如下：

		The Group 本集團	
		2009 HK\$' 000 千港元	2008 HK\$' 000 千港元
Total debts:	負債總額：		
Other payables and accruals	其他應付款項及預提費用	21,767	16,532
Convertible note	可換股票據	16,824	—
Amount due to a controlling equity holder	應付控股股東款項	46,521	—
		<u>85,112</u>	<u>16,532</u>
Less: Cash and cash equivalents	減：現金及現金等價物	(10,535)	(19,622)
		<u>74,577</u>	<u>(3,090)</u>
Net debts/(excess of cash and cash equivalents over debts)	債務淨值／(現金及現金等價物超出債務差額)		
Equity	權益	148,291	132,429
Net debts-to-equity ratio	債務淨值對權益比率	50%	N/A 不適用

本公司及其任何附屬公司並不受外部實施之資本規定所規限。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

40. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

(a) Critical judgement in applying the Group's accounting policies

(i) Recognition of share-based expenses

The Company has granted share options to employees. Management has used valuation model to determine the total fair value of the options granted, which is to be expensed over the vesting period. Significant judgement, such as risk free rate, dividend yield and expected volatility and expectations of early exercise, is required to be made by management as the parameters for applying the valuation model. Accordingly, any changes to the variables adopted may materially affect the estimation of the fair value of share options.

(ii) Participation in oil exploitation in the PRC

By way of a transfer agreement and an assignment agreement, the Group has acquired the rights and obligations of two development contracts. Each development contract enables the Group to participate in an oil exploitation project to produce crude oil in an oil field in the PRC. Significant judgement is required from the directors that the Group has the rights to participate in, and the power to govern the financial and operational policies of the exploitation and production of crude oil in oil fields in the PRC so that the Group is entitled to consolidate the results from the operation of these oil exploitation projects into the results of the Group.

40. 重大會計判斷及估計不明朗因素之主要理據

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

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

(a) 本集團會計政策所應用之重大會計判斷

(i) 確認以股份支付之開支

本公司已向其僱員授出購股權。管理層乃採用估值模式，釐定已授出購股權之總公平值，並將於歸屬期間支銷。管理層須作出重大判斷，作為採用該估值模式之參數，如無風險利率、股息率，預期波動及預期提早行使。因此，所採納之可變因素發生任何變動將對購股權公平值之估計造成重大影響。

(ii) 於中國參與石油開採

透過讓渡協議及轉讓協議，本集團已分別收購兩份開發合同之權利及責任。每份開發合同使本集團可參與石油開採項目，於中國之油田生產原油。董事須作出重大判斷，認為本集團有權參與，並有權利監管中國油田原油開採及生產之財務及營運政策。因此，本集團有權將有關石油開採項目之業績列入綜合報表之業績內。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

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

(b) Key sources of estimation uncertainty

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

(i) Impairment of property, plant and equipment and prepaid lease payments

The recoverable amount of an asset is the greater of its net selling price 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, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(ii) Impairment of receivables

The Group maintains impairment allowance for doubtful accounts based upon evaluation of the recoverability of the trade receivables and other receivables, where applicable, at each the end of reporting period. The estimates are based on the ageing of the trade receivable and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required.

40. 重大會計判斷及估計不明朗因素之主要理據 (續)

(b) 估計不明朗因素之主要理據

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

(i) 物業、廠房及設備及租賃預付款項減值

資產之可收回金額為其淨售價及使用價值之較高者。在評估使用價值時,按除稅前折現率將估計之日後現金流量折現至現值,而有關折現率須反映現時市場所評估之金額之時間值及與資產相關之特定風險,當中須對收入水準及經營成本金額作出重大判斷。本集團利用所有現有資料對可收回金額作合理估算,包括基於合理及可支持之假設以及對收入及經營費用之推算。估計金額之變動可能對資產之賬面值造成重大影響,並可能導致在未來期間計提額外減值開支或作出減值撥回。

(ii) 應收款項減值

於每個報告期間結束時,本集團根據對應收賬款及其他應收款項(倘適用)可收回性之評估就呆賬計提減值準備。該等估計乃根據應收賬款及其他應收款項結餘之賬齡及過往撇銷經驗作出,並扣除收回之款項。倘債務人之財務狀況轉差,可能需要作出額外減值準備。

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

(b) Key sources of estimation uncertainty

(Continued)

(iii) Income taxes and deferred taxation

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. There may exist transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax in the periods in which such estimate is changed.

(iv) Contingencies

Periodically, the Group assesses potential liabilities related to any lawsuits or claims brought against the Group or any asserted claims. Although it is typically very difficult to determine the timing and ultimate outcome of such actions, the Group uses its best judgement to determine if it is probable that it will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In accordance with HKAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, the Group accrues a liability when it believes a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation, although the Group believes that the estimates and judgements are reasonable, it is possible that certain matters may be resolved for amounts materially different from any estimated provisions or previous disclosures.

40. 重大會計判斷及估計不明朗因素之主要理據 (續)

(b) 估計不明朗因素之主要理據 (續)

(iii) 所得稅及遞延稅項

本集團須繳納若干司法權區之所得稅。釐定所得稅準備時需要作出重大判斷。許多交易及計算方法在日常業務過程中難以確定最終稅項。本集團按照會否出現額外應繳稅項之估計確認預期稅務審核事宜所產生之負債。倘該等事宜之最終稅務結果與起初記賬之金額不同，該等差額將會影響作出有關決定期間之所得稅及遞延稅項準備。

由於管理層認為日後應課稅盈利可能用於抵銷暫時差額或稅項虧損，故確認與若干暫時差額及稅項虧損有關之遞延稅項資產。倘預期有別於原本估計，有關差異將於有關估計變動之期間影響遞延稅項資產及稅項之確認。

(iv) 或有事項

本集團定期評估任何有關向本集團提出之訴訟或申索或任何聲稱申索之潛在負債。儘管一般而言難以確定該等事宜之時間及最終結果，本集團將作出最佳判斷確定會否因和解或最終判決該等事宜而產生開支，以及能否就該等可能虧損（如有）作出合理估計。根據香港會計準則第37號準備、或有負債及或有資產，本集團於其相信有可能出現虧損並可合理估計虧損金額時產生負債。由於訴訟最終結果內在之不穩定因素，儘管本集團相信估計及判斷屬合理，仍可能導致若干事宜獲解決金額與估計準備或先前披露者出現重大差異。

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(Expressed in Hong Kong Dollars) (以港元計算)



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

(b) Key sources of estimation uncertainty

(Continued)

(v) Oil reserves

Engineering estimates of the Group's oil reserves are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil reserves can be designated as 'proven' and 'probable'. Proven and probable oil reserve estimates are updated on regular intervals taking into account recent production and technical information about each oil field. In addition, as prices and cost levels change from year to year, the estimate of proven and probable oil reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related amortisation of intangible assets rate.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining amortisation charges and impairment losses. The capitalised costs of oil exploitation rights are amortised using the units of production method based on the proven and probable oil reserves. The useful lives are reviewed annually in accordance with the production plans of the Group and the proven and probable reserves of the oil fields.

(vi) Estimation of assets retirement obligations

Provision is recognised for the future decommissioning and restoration of oil properties. The amounts of the provision recognised are the present values of the estimate future expenditure. The estimation of the future expenditure is based on current local conditions and requirements, including legal requirements, technology, price level, etc. In addition to these factors, the present values of these estimated future expenditure are also impacted by the estimation of the economic lives of oil properties. Changes in any of these estimates will impact the operating results and the financial position of the Group over the remaining economic lives of the oil properties.

40. 重大會計判斷及估計不明朗因素之主要理據 (續)

(b) 估計不明朗因素之主要理據 (續)

(v) 石油儲量

鑒於編製有關資料涉及主觀判斷，本集團石油儲量之工程估計存有內在不精確性，並僅屬相若數額。在估計石油儲量可確定為「探明儲量」及「推斷儲量」之前，需要遵從若干有關工程標準之權威性指引。探明及推斷石油儲量之估計須定期更新，並計入各個油田最近之生產及技術資料。此外，由於價格及成本水平按年變更，因此，探明及推斷石油儲量之估計也會出現變動。就會計目的而言，該變動視為估計變更處理，並按預期基準反映於有關無形資產攤銷率中。

儘管工程估計存有內在之不精確性，但該等估計可用作釐定攤銷費用及減值虧損。資本化石油開採權成本按探明及推斷石油儲量以生產單位法攤銷。可使用年限根據本集團之生產計劃及油田之探明及推斷儲量，每年審閱一次。

(vi) 對資產棄置報廢之估計

本集團就石油資產未來之棄置及重置確認準備，其金額為估計未來開支之現值。未來開支之估計乃基於當地現有狀況及有關規定作出，包括法律規定、技術及價格水平等。除該等因素外，對石油資產經濟年期之估計亦會影響估計未來開支之現值。任何該等估計之變動將影響本集團於石油資產之剩餘經濟年期內之經營業績及財務狀況。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

41. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises primarily from the Group's trade and other receivables and cash with banks.

(i) Trade and other receivables

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, in the statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group to credit risk.

As at 31 December 2009 and 2008, the Group had a certain concentration of credit risk as 49% (2008: 65%) of total trade and other receivables was from a single debtor. Subsequently, the amount was fully settled.

(ii) Cash with banks

The Group limits its exposure to credit risk by placing cash and deposits with financial institutions that meet the established credit rating or other criteria. Given these high credit ratings, management does not expect any counterparty to fail to meet its obligations.

As at 31 December 2009 and 2008, the Group had a certain concentration of credit risk as 48% (2008: 59%) of total cash and cash equivalents were deposited at one financial institution in Hong Kong with high credit ratings.

41. 財務風險管理

信貸、流動資金、利率及外幣風險會於本集團之日常業務過程中產生。該等風險乃透過本集團之財務管理政策及常規(見下文)得以限制。

(a) 信貸風險

信貸風險指倘客戶或金融工具交易方不能履行合約責任而導致本集團財務虧損之風險，有關風險主要來自本集團之應收賬款及其他應收款項及銀行現金。

(i) 應收賬款及其他應收款項

本集團之信貸風險主要來自應收賬款及其他應收款項。管理層有既定之信貸政策，並會持續監控所承受之該等信貸風險。

所承受之最大信貸風險為財務狀況表上各財務資產之賬面值減去任何減值準備。本集團並沒有作出任何擔保，致使本集團承受信貸風險。

於2009年及2008年12月31日，由於49% (2008年：65%)之應收賬款及其他應收款項總額均來自單一債務人，因此本集團面對若干信貸集中風險。其後，該金額已全數清償。

(ii) 銀行現金

本集團存放現金及存款於財務機構以減低信貸風險，該等財務機構均達到受認可信貸評級或其他標準。鑒於該等財務機構獲得信貸評級較高，管理層預期並無任何交易方不能履行其責任。

於2009年及2008年12月31日，本集團有若干信貸集中風險，因為48% (2008年：59%)之現金及現金等價物總額乃存放於香港一家具較高信貸評級之財務機構內。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

41. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The contractual maturities of financial liabilities are shown as below:

		Total contractual Carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		undiscounted cash flow 合約未折現 現金流量	1 year or 1年內或 按要求	1 year but less than 2 years 1年以上 但2年以下	2 years but less than 5 years 2年以上 但5年以下
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2009	2009年				
Non-derivatives:	非衍生：				
Other payables and accruals	其他應付款項及預提費用	21,330	21,330	21,330	-
Amount due to a minority equity holder of a subsidiary	應付一間附屬公司少數 股東款項	270	270	270	-
Amount due to a controlling equity holder - non current	應付控股股東款項 - 非即期	46,521	54,262	-	54,262
Amount due to directors	應付董事款項	167	167	167	-
Convertible note	可換股票據	16,824	27,000	500	500
		<u>85,112</u>	<u>103,029</u>	<u>22,267</u>	<u>54,762</u>
					<u>26,000</u>

41. 財務風險管理 (續)

(b) 流動資金風險

流動資金風險乃本集團未能於財務責任到期時履行有關責任之風險。本集團管理流動資金之方法是盡量確保具備足夠流動資金應付到期負債，令本集團無須承擔不能接受之虧損及聲譽受損。

本集團旗下個別經營實體自行負責現金管理，包括現金盈餘之短期投資及借貸以彌補預期現金需求，惟倘借貸金額超過預先釐定之授權限額時須經本公司董事會批准。本集團之政策為定期監察其流動資金需求及其有否遵守借貸契約，以確保其維持足夠之現金儲備及隨時可變現之有價證券，以及在主要財務機構之信貸額度足夠應付其短期及長期流動資金需要。

財務負債之合約到期情況如下：

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財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

41. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

	Carrying amount	Total contractual undiscouted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		合約未折現現金流量	1年內或按要 求	1年以上 但2年以下	2年以上 但5年以下
	賬面值	現金流量	按要 求	但2年以下	但5年以下
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
2008					
Non-derivatives:	2008年 非衍生：				
Other payables and accruals	其他應付款項及預提費用	6,910	6,910	-	-
Amount due to a controlling equity holder	應付控股股東款項	8,721	8,721	-	-
Amount due to director	應付董事款項	901	901	-	-
		16,532	16,532	-	-

(c) Interest rate risk

Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate risk arises primarily from its convertible note and amount due to controlling equity holders which bears a fixed coupon rate of 2% per annum and interest free respectively. The Group has no cash flow interest rate risk as there are no borrowings which bear floating interest rates. The Group has not used any financial instruments to hedge potential fluctuations in interest rates. Details of the interest rate and term of repayment of the convertible note and amounts due to a controlling equity holder are set out in notes 31 and 44(d) respectively.

(d) Currency risk

The Group is exposed to currency risk primarily through recognised assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. At 31 December 2009 and 2008, no related hedges were made by the Group.

In respect of other receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

41. 財務風險管理 (續)

(b) 流動資金風險 (續)

	Carrying amount	Total contractual undiscouted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		合約未折現現金流量	1年內或按要 求	1年以上 但2年以下	2年以上 但5年以下
	賬面值	現金流量	按要 求	但2年以下	但5年以下
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
2008					
Non-derivatives:	2008年 非衍生：				
Other payables and accruals	其他應付款項及預提費用	6,910	6,910	-	-
Amount due to a controlling equity holder	應付控股股東款項	8,721	8,721	-	-
Amount due to director	應付董事款項	901	901	-	-
		16,532	16,532	-	-

(c) 利率風險

本集團因按可變動利率及固定利率發放之借貸分別承受現金流量利率風險及公平值利率風險。本集團之利率風險主要來自其可換股票據及應付控股股東款項，分別按固定年票息率2%計息及免息。由於本集團並無按浮息利率計息之借貸，因此本集團並無現金流量利率風險。本集團並無使用任何金融工具對沖利率之潛在波動。可換股票據之利率及償還年期以及應付控股股東款項之詳情分別載於附註31及44(d)。

(d) 貨幣風險

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之已確認資產及負債。於2009年及2008年12月31日，本集團並無作出相關對沖。

就以有關業務之功能貨幣以外之貨幣持有之其他應收款項及應付款項，本集團在必要時按即期匯率買賣外匯以解決短期不均衡，以此確保淨風險處於可接受水平。

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41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The sensitivity analysis includes balances between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

The Group

		2009			2008		
		United States			United States		
		Australian dollars	Renminbi	Australian dollars	dollars	Renminbi	
		澳元	人民幣	澳元	美元	人民幣	
		'000	'000	'000	'000	'000	'000
		千元	千元	千元	千元	千元	千元
Trade and other receivables	應收賬款及其他應收款項	-	14	573	-	-	483
Note receivable *	應收票據*	1,943	-	-	1,943	-	-
Cash and cash equivalents	現金及現金等價物	1	1	11	-	3	12
Amounts due from group companies	應收集團公司款項	-	8,091	1,871	-	11,946	11,349
Trade and other payables	應付賬款及其他應付款項	-	-	(42)	-	-	(42)
Amount due to a controlling equity holder	應付控股股東款項	-	-	(12,361)	-	-	(3,188)
Amounts due to group companies	應付集團公司款項	-	(2,539)	-	-	-	-
Overall net exposure	整體風險淨值	1,944	5,567	(9,948)	1,943	11,949	8,614

* Included in Interest in a jointly controlled entity

41. 財務風險管理 (續)

(d) 貨幣風險 (續)

(i) 所承受之貨幣風險

下表載列本集團於報告期間結束日期因確認以有關實體之功能貨幣以外之貨幣計值之資產或負債而承受之貨幣風險詳情。敏感度分析包括集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。

本集團

		2009			2008		
		United States			United States		
		Australian dollars	Renminbi	Australian dollars	dollars	Renminbi	
		澳元	人民幣	澳元	美元	人民幣	
		'000	'000	'000	'000	'000	'000
		千元	千元	千元	千元	千元	千元
Trade and other receivables	應收賬款及其他應收款項	-	14	573	-	-	483
Note receivable *	應收票據*	1,943	-	-	1,943	-	-
Cash and cash equivalents	現金及現金等價物	1	1	11	-	3	12
Amounts due from group companies	應收集團公司款項	-	8,091	1,871	-	11,946	11,349
Trade and other payables	應付賬款及其他應付款項	-	-	(42)	-	-	(42)
Amount due to a controlling equity holder	應付控股股東款項	-	-	(12,361)	-	-	(3,188)
Amounts due to group companies	應付集團公司款項	-	(2,539)	-	-	-	-
Overall net exposure	整體風險淨值	1,944	5,567	(9,948)	1,943	11,949	8,614

* 納入於共同控權合資公司之投資。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the approximate change in the Group's loss after income tax expenses (and accumulated losses) and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates an increase in loss and other equity where the HKD strengthens against the relevant currency. For a weakening of the HKD against the relevant currency, there would be an equal and opposite impact on the loss and other equity, and the balances below would be negative.

The Group

	2009			2008		
	Strengthening in HKD	Decrease/ (increase) in loss after taxation and accumulated losses	Effect on other components of equity	Strengthening in HKD	Increase in loss after taxation and accumulated losses	Effect on other components of equity
	港元升值	減少/(增加)	之影響	港元升值	增加	之影響
	%	HK\$'000	HK\$'000	%	HK\$'000	HK\$'000
	%	千港元	千港元	%	千港元	千港元
Renminbi 人民幣	3%	366	-	3%	362	-
Australian dollars 澳元	10%	(1,058)	-	10%	1,056	-

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the Group entities' exposure to currency risk for the financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

41. 財務風險管理 (續)

(d) 貨幣風險 (續)

(ii) 敏感度分析

下表顯示於報告期間結束時對本集團構成重大風險之外匯匯率可能之合理變動造成本集團除稅後虧損(及累計虧損)以及綜合權益其他組成部分之概約變動。敏感度分析包括集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。倘港元較相關貨幣之匯率強勁，以下正數表示虧損及其他權益增加。當港元較有關貨幣之匯率疲弱，則可能對虧損及其他權益造成金額等同但相反之影響，故以下結餘可能會為負數。

本集團

敏感度分析乃假設外匯匯率之變動於報告期間結束時已發生及已對本集團旗下各實體應用該日存續之金融工具所涉及之貨幣風險，而所有其他變數(尤其是利率)保持不變。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Group entities' loss after income tax expenses and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2008.

(e) Commodity price risk

The Group engages in petroleum-related activities. The oil market is affected by global and regional demands and supplies. Prices of onshore crude oil are determined with reference to the prices of crude oil on the international markets. A decline in the prices of crude oil and refined products could adversely affect the Group's financial position. The Group historically has not used derivative financial instruments to hedge against potential price fluctuations of crude oil.

(f) Fair values

The fair values of all financial assets and liabilities are not materially different from their carrying amounts except for the liability component of the convertible note. The fair value of the liability component of the convertible note at the end of reporting period is HK\$20,438,000 (2008: HK\$Nil) whereas its carrying amount is HK\$16,824,000 (2008: HK\$Nil).

Fair value has been determined either by reference to the market value at the end of reporting period or by discounting the relevant cash flows using current interest rates for similar instruments.

41. 財務風險管理 (續)

(d) 貨幣風險 (續)

(ii) 敏感度分析 (續)

所述之變動指管理層對直至下一個報告期間結束止期間之外匯匯率可能合理之變動之評估。就此而言，假定港元及美元之聯繫匯率不會受到美元兌換其他貨幣之任何價值變動之重大影響。上表列示之分析結果指對本集團旗下各實體按各功能貨幣計算並按報告期間結束時之現行匯率換算為港元以供呈列之用之除稅後虧損及權益之影響總額。該分析乃按與2008年相同之基準進行。

(e) 商品價格風險

本集團從事與石油相關之業務。石油市場受全球及地區供求關係之影響。陸上原油價格乃參照國際市場之原油價格確定。原油及精煉產品價格下降可能對本集團財務狀況造成不利影響。因為本集團於2009年及2008年所承受之原油價格波動並不顯著，故本集團過往並未採用商品衍生工具對沖原油潛在價格波動。

(f) 公平值

所有財務資產及負債之公平值與其賬面價值之間並沒有重大差異，除可換股票據之負債部份。可換股票據之負債部份於結算日之公平值為20,438,000港元(2008年：無)而有關賬面值為16,824,000港元(2008年：無)。

公平值透過參考報告期間結束時之市值，或使用類似工具之當前利率對相關現金流量進行折現之方式釐定。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

42. COMMITMENTS

At 31 December 2009 and 2008, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		The Group 本集團	
		2009	2008
Within 1 year	1年內	1,656	2,415
After 1 year but within 5 years	1年後但5年內	1,656	85
		3,312	2,500

The Group is the lessee of a number of properties held under operating leases. The leases typically run for an initial period of one to two years without an extension option. None of the leases includes contingent rentals.

The Group is committed to develop in total 19 new oil wells under the development contracts as mentioned in notes 37(a) and 37(b). The estimated total capital expenditure for developing these new oil wells is HK\$17.3 million.

43. CONTINGENT LIABILITIES

Environmental liabilities

The Group has oil exploitation operation in the United States of America (the "USA") and the PRC. Both the USA and the PRC have adopted environmental laws and regulations that affect the operation of the oil industry. The outcome of environmental liabilities under proposed or future environmental legislation cannot reasonably be estimated at present, and could be material. Under existing legislation, however, management believes that there are no probable liabilities that will have a material adverse effect on the financial position of the Group.

42. 承擔

於2009年及2008年12月31日，應付不可撤銷經營租賃之最低租賃款項總額如下：

		The Group 本集團	
		2009	2008
Within 1 year	1年內	1,656	2,415
After 1 year but within 5 years	1年後但5年內	1,656	85
		3,312	2,500

本集團為根據經營租賃持有多項物業之承租人。一般而言，該等租賃之初步期間介乎1至2年，並無續期選擇權。所有租賃概無包括或有租金。

本集團致力如附註37(a)及37(b)所述開發開發合同內合共19個油井。估計開發該等油井之資本支出總額為17,300,000港元。

43. 或有負債

有關環保之負債

本集團於美國及中國經營石油開採業務。美國及中國已實行環保法律及法規，該等法律及法規影響到石油工業之經營。建議中或未來之環保立法所引致之有關環保之負債目前尚無法合理地估計，負債可能重大。然而，根據現有立法，管理層認為，並不存在任何可能對本集團財務狀況產生重大負面影響之負債。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)



44. MATERIAL RELATED PARTY TRANSACTIONS

The directors consider that the following are related parties of the Group in the years ended 31 December 2009 and 2008.

Name of party 關聯人士名稱

Relationship with the Group 與本集團之關係

Hong Chang Group Limited
("Hong Chang Group")

Controlling equity holder of the Company, which is a company controlled by Ms. Xing Xiao Jing, a former director of the Company

鴻昌集團有限公司(「鴻昌集團」)

本公司之控股股東，由本公司之前董事邢曉晶女士控制

Hong Chang China Limited ("HCC")
鴻昌中國有限公司(「鴻昌中國」)

A wholly-owned subsidiary of Hong Chang Group
鴻昌集團之全資附屬公司

庫爾勒市燃氣公司

Minority equity holder of a subsidiary which was disposed of during the year (note 36)
一間於年中出售之附屬公司之少數股權持有人(附註36)

Surplus Way Investments Limited ("SWI")
盈威投資有限公司(「盈威投資」)

A wholly-owned subsidiary of Hong Chang Group
鴻昌集團之全資附屬公司

Mar/Reg Oil Company

Operator of a subsidiary
一間附屬公司營運商

(a) Recurring transactions

(i) Sale of crude oil

During the year, the Group sold crude oil of HK\$584,000 (2008: HK\$594,000) to Mar/Reg Oil Company in the USA.

(ii) Rental income

During the year, the Group received rental income of HK\$582,422 (2008: HK\$407,000) from a related company. The spouse of Ms Xing Xiao Jing, a controlling equity holder of the Company, is a director of that related company.

The directors are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary course of business.

44. 重大關聯人士交易

截至2009年及2008年12月31日止年度內，董事認為，本集團之關聯人士如下：

(a) 經常性交易

(i) 銷售原油

年內，本集團向位於美國之Mar/Reg Oil Company出售原油584,000港元(2008年：594,000港元)。

(ii) 租金收入

年內，本集團向一間關聯公司收取租金收入582,422港元(2008年：407,000港元)。本公司控股股東邢曉晶女士之配偶為該關聯公司之董事。

董事認為，上述關聯人士交易均於日常業務過程中按正常商業條款進行。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

44. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Non-recurring transactions

(i) During the year, the Company issued a convertible note with nominal value of HK\$25,000,000 to Hong Chang Group. Details are set out in note 31 to the financial statement.

(ii) *Disposal of property, plant and equipment*

In 2008, the Group disposed of property, plant and equipment to 庫爾勒市燃氣公司 with carrying value of HK\$12,521,000.

(iii) *Indemnity*

Ms. Xing Xiao Jing, a controlling equity holder and the former director of the Company, had given undertakings to indemnify the Group in connection with all losses the Group might incur relating to alleged loans and the alleged interest thereon of a former subsidiary disposed of in 2007. The directors are of the opinion that the risk of losses associated with alleged loans and alleged interest as mentioned above is now minimal. At the request of Ms. Xing, the Company has agreed to release Ms. Xing from the indemnity with effect from September 2009.

The directors are of the opinion that the above non-recurring related party transactions, excluding items (iii) above, were conducted on normal commercial terms and in the ordinary course of business.

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10 and all of the highest paid employees as disclosed in note 11, is as follows:

		2009 HK\$'000 千港元	2008 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	4,909	6,011
Post-employment benefits	離職後福利	27	62
Equity settled share-based payments	股本結算以股份支付之款項	-	2,745
		<u>4,936</u>	<u>8,818</u>

Total remuneration is included in "staff costs" (see note 8(b)).

44. 重大關聯人士交易 (續)

(b) 非經常性交易

(i) 於年內，本公司以面值 25,000,000 港元發出可換股票據給鴻昌集團。詳情於財務報表之附註 31 中披露。

(ii) *出售物業、廠房及設備*

於 2008 年，本集團按賬面值 12,521,000 港元出售物業、廠房及設備予庫爾勒市燃氣公司。

(iii) *彌償保證*

本公司控股股東兼前董事邢曉晶女士曾經承諾，無論基於任何原因，倘本集團因一間附屬公司（已於 2007 年出售）有關之指稱貸款及其所附帶之指稱利息而遭受損失，其會彌償本集團所承受之所有損失。董事認為以上有關之指稱貸款及其所附帶之指稱利息現有風險甚低。按邢女士要求，本公司同意由 2009 年 9 月開始解除有關之彌償保證。

董事認為，上述非經常性關聯人士交易（上文第(iii)項除外）均於日常業務過程中按正常商業條款進行。

(c) 主要管理人員酬金

本集團主要管理人員酬金（包括附註 10 所披露之已向本公司董事支付之款項及附註 11 所披露之已向全體最高薪僱員支付之款項）如下：

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Short-term employee benefits	4,909	6,011
Post-employment benefits	27	62
Equity settled share-based payments	-	2,745
	<u>4,936</u>	<u>8,818</u>

酬金總額乃計入「員工成本」中（見附註 8(b)）。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

44. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(d) Financing arrangements

44. 重大關聯人士交易 (續)

(d) 融資安排

	The Group		The Company	
	Amounts due to/(from) related parties		Amounts due to related parties	
	As at 31 December		Year ended 31 December	
	本集團應付關聯人士款項		本公司應付關聯人士款項	
	於12月31日		截至12月31日止年度	
	2009	2008	2009	2008
	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
	千港元	千港元	千港元	千港元
Amount due to/(from) minority equity holders of a subsidiary, net	110	(1,690)	-	-
Amount due to a controlling equity holder	46,521	8,721	-	-
Amounts due to directors	167	901	167	901
	46,798	7,932	167	901

Amount due to a controlling equity holder as at 31 December 2009 represented loans of HK\$54,262,000 which are unsecured, interest free and repayable in December 2011. The loans were stated at fair value as of the end of the reporting period which was estimated by discounting the nominal value of the loans at current market interest rate of similar financial instruments. Imputed interest at 8% per annum of HK\$7,741,000 (2008: HK\$Nil) was credited to capital reserve during the year (note 35(c)(vi)).

The outstanding balances with other related parties are unsecured, interest-free and repayable on demand. The amounts due (from)/to related parties are included in "other receivables, deposits and prepayments" and "other payables and accruals" (notes 26 and 29).

於2009年12月31日應付控股股東款項54,262,000港元為無抵押、免息，並須於2011年12月償還。該等貸款於報告期間結束時按公平值列賬，而公平值按類似金融工具之現行市場利率折現貸款面值進行估計。於年內，應計每年為8%之利息7,741,000港元（2008年：無）計入資本儲備（附註35(c)(vi)）。

與其他關聯人士之尚未結清結餘為無抵押、免息及按要求償還。（應收）／應付關聯人士款項乃計入「其他應收款項、按金及預付款項」及「其他應付款項及預提費用」（附註26及29）。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong Dollars) (以港元計算)

45. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2009 and 2008 may be categorised as follows:

		2009 HK\$'000 千港元	2008 HK\$'000 千港元
Financial assets	財務資產		
Loans and receivables (including cash and bank balances)	貸款及應收款項 (包括現金及銀行結餘)	19,862	40,238
Available-for-sale financial assets	可供出售財務資產	-	1,431
		<u>19,862</u>	<u>41,669</u>
Financial liabilities	財務負債		
Financial liabilities measured at amortised cost	按攤銷成本計量 之財務負債	85,112	16,532
		<u>85,112</u>	<u>16,532</u>

46. EVENT AFTER THE REPORTING PERIOD

On 26 March 2010, the Company entered into subscriptions agreements with not less than six subscribers pursuant to which the subscribers have conditionally agreed to subscribed for and the Company has conditionally agreed to allot and issue a total of 874,000,000 shares at a price of HK\$0.198 per share. The net proceeds of HK\$172,800,000 are intended to be used for general working capital and/or possible investment opportunities. Details of these share subscriptions are set out in the Company's announcements dated 26 March 2010 and 14 April 2010.

47. COMPARATIVE FIGURES

As a result of the separate presentation of the discontinued operations, certain comparative figures have been adjusted or re-classified to conform with changes in disclosures in the current year.

48. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 16 April 2010.

45. 財務資產及財務負債之分類概要

於2009年及2008年12月31日確認之本集團財務資產及財務負債之賬面值分類如下：

46. 報告期間後事項

於2010年3月26日，本公司與不少於六名認購人訂立認購協議，據此認購方有條件同意認購及本公司有條件同意配發及發行合共874,000,000股股份，作價每股股份0.198港元。所得款項淨額172,800,000港元擬用作一般營運資金及／或撥付可能投資機會。該等股份認購事項之詳情載於本公司日期為2010年3月26日及2010年4月14日之公佈。

47. 比較數字

已就獨立呈列已終止經營業務對若干比較數字進行調整或重新分類，以符合本年度之披露變動。

48. 財務報表之審批

財務報表已由董事會於2010年4月16日審批及授權刊發。



Genesis Energy Holdings Limited
創 新 能 源 控 股 有 限 公 司