



**新時代能源有限公司\***  
**NEW TIMES ENERGY**  
corporation limited

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock code 股份代號: 0166.HK)



**2018**

**INTERIM REPORT**  
**中期報告**

\* For identification purpose only  
\* 僅供識別

## CONTENTS

### 目錄

- 2 Corporate Information  
公司資料
- 4 Information for Stakeholders  
權益人資料
- 5 Consolidated Statement of Profit or Loss  
綜合損益表
- 7 Consolidated Statement of Profit or Loss and  
Other Comprehensive Income  
綜合損益及其他全面收益表
- 9 Consolidated Statement of Financial Position  
綜合財務狀況表
- 11 Consolidated Statement of Changes in Equity  
綜合權益變動表
- 12 Condensed Consolidated Statement of Cash Flows  
簡明綜合現金流量表
- 14 Notes to the Unaudited Interim Financial Report  
未經審核中期財務報告附註
- 73 Report on Review of Interim Financial Report  
中期財務報告之審閱報告
- 75 Management Discussion and Analysis  
管理層討論及分析
- 95 Other Information  
其他資料



# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### **Executive Directors**

Mr. Cheng Kam Chiu, Stewart (*Chairman*)  
Mr. Tang John Wing Yan (*Chief Executive Officer*)

#### **Independent Non-executive Directors**

Mr. Wong Man Kong, Peter  
Mr. Chan Chi Yuen  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### AUDIT COMMITTEE

Mr. Chiu Wai On (*Chairman*)  
Mr. Wong Man Kong, Peter  
Mr. Chan Chi Yuen  
Mr. Yung Chun Fai, Dickie

### REMUNERATION COMMITTEE

Mr. Chan Chi Yuen (*Chairman*)  
Mr. Cheng Kam Chiu, Stewart  
Mr. Wong Man Kong, Peter  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### NOMINATION COMMITTEE

Mr. Chan Chi Yuen (*Chairman*)  
Mr. Cheng Kam Chiu, Stewart  
Mr. Wong Man Kong, Peter  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### EXECUTIVE COMMITTEE

Mr. Cheng Kam Chiu, Stewart (*Chairman*)  
Mr. Tang John Wing Yan

### 董事會

#### **執行董事**

鄭錦超先生 (*主席*)  
鄧永恩先生 (*行政總裁*)

#### **獨立非執行董事**

王敏剛先生  
陳志遠先生  
翁振輝先生  
招偉安先生

### 審核委員會

招偉安先生 (*主席*)  
王敏剛先生  
陳志遠先生  
翁振輝先生

### 薪酬委員會

陳志遠先生 (*主席*)  
鄭錦超先生  
王敏剛先生  
翁振輝先生  
招偉安先生

### 提名委員會

陳志遠先生 (*主席*)  
鄭錦超先生  
王敏剛先生  
翁振輝先生  
招偉安先生

### 執行委員會

鄭錦超先生 (*主席*)  
鄧永恩先生



**COMPANY SECRETARY**

Mr. Lam Hon Hing  
(resigned on 30 June 2018)  
Ms. Lam Katrina Lai Kuen  
(appointed on 30 June 2018)

**AUDITOR**

KPMG

**LEGAL ADVISERS**

**On Hong Kong law**  
Reed Smith Richards Butler

**On Bermuda law**  
Conyers Dill & Pearman

**On US law**  
Haynes and Boone, LLP

**On Argentina law**  
Nicholson y Cano Abogados  
Saravia Frias Abogados

**PRINCIPAL BANKERS**

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

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Room 1402, 14/F., New World Tower I  
16–18 Queen's Road Central  
Hong Kong

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**公司秘書**

林漢馨先生  
(於二零一八年六月三十日辭任)  
林麗娟女士  
(於二零一八年六月三十日獲委任)

**核數師**

畢馬威會計師事務所

**法律顧問**

**香港法律**  
禮德齊伯禮律師行

**百慕達法律**  
Conyers Dill & Pearman

**美國法律**  
Haynes and Boone, LLP

**阿根廷法律**  
Nicholson y Cano Abogados  
Saravia Frias Abogados

**主要往來銀行**

中國銀行(香港)有限公司  
香港上海滙豐銀行有限公司

**總辦事處及主要營業地點**

香港  
皇后大道中16–18號  
新世界大廈一期14樓1402室

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

# INFORMATION FOR STAKEHOLDERS

## 權益人資料

### SHARE INFORMATION

#### First listed on the Stock Exchange

13 October 1998

#### Place of listing

Main Board of  
The Stock Exchange of Hong Kong Limited

#### Stock Code

0166.HK

#### Board Lot

2,000 shares

#### Financial Year End

31 December

#### As at 30 June 2018

Number of issued shares: 8,865,482,988 shares

Closing price: HK\$0.15 per share

Market capitalisation: HK\$1,329.82 million

### SHARE REGISTRAR AND TRANSFER OFFICE

#### Principal Share Registrar

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### Hong Kong Branch Registrar

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### INVESTOR RELATIONS

Enquiries may be directed to e-mail:  
info@nt-energy.com

### WEBSITE

<http://www.nt-energy.com>

### 股份資料

#### 首次在聯交所上市

一九九八年十月十三日

#### 上市地點

香港聯合交易所有限公司主板

#### 股份代號

0166.HK

#### 每手買賣單位

2,000股

#### 財政年度年結日

十二月三十一日

#### 於二零一八年六月三十日

已發行股份數量：8,865,482,988股

收盤價：每股0.15港元

市值：13.2982億港元

### 股份過戶登記處

#### 股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### 股份過戶登記香港分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 投資者關係

可將查詢發送至電郵：  
info@nt-energy.com

### 網址

<http://www.nt-energy.com>

The board of directors (the “**Board**”) of New Times Energy Corporation Limited (the “**Company**”) announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2018, together with the comparative figures for the corresponding period in 2017.

新時代能源有限公司(「本公司」)董事會(「董事會」)宣佈本公司及其附屬公司(統稱「本集團」)截至二零一八年六月三十日止六個月之未經審核簡明綜合中期業績，連同二零一七年同期之比較數字。

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年	2017 二零一七年 (note) (附註)
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
	Note 附註		
<b>Revenue</b>	<b>收益</b>	<b>3</b>	
Cost of sales	銷售成本	<b>202,227</b>	21,692
		<b>(194,228)</b>	(18,241)
<b>Gross profit</b>	<b>毛利</b>	<b>7,999</b>	3,451
Other income	其他收入	4	11,525
General and administrative expenses	一般行政開支	<b>(26,381)</b>	(25,880)
Assets impairment losses	資產減值虧損	5(c)	<b>(40,009)</b>
Net investment loss	投資虧損淨額	5(d)	<b>(3,450)</b>
Exploration expenses	勘探開支	<b>(1,254)</b>	–
Gain on partial disposal of interest in a joint venture	出售部分合營企業權益之收益	–	3,304
<b>Loss from operations</b>	<b>經營虧損</b>	<b>(85,044)</b>	(211,297)
Finance costs	融資成本	5(a)	<b>(7,786)</b>
Share of losses of joint ventures	應佔合營企業虧損	<b>(2,117)</b>	(1,692)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	<b>5</b>	<b>(94,947)</b>
Income tax	所得稅	6	<b>(2,378)</b>
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(97,325)</b>	946
		<b>(97,325)</b>	(222,910)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年 (note) (附註)
		HK\$'000 千港元	HK\$'000 千港元
	Note 附註		
<b>Attributable to:</b>	<b>應佔:</b>		
Owners of the Company	本公司擁有人	<b>(97,323)</b>	(222,901)
Non-controlling interests	非控股權益	<b>(2)</b>	(9)
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(97,325)</b>	(222,910)
<b>Loss per share</b>	<b>每股虧損</b>		
Basic (HK cent)	基本 (港仙)	<b>(1.10)</b>	(3.05)
Diluted (HK cent)	攤薄 (港仙)	<b>(1.10)</b>	(3.05)

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.

附註：本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。

The notes on pages 14 to 72 form part of this interim financial report. Details of dividends payable to owners of the Company are set out in note 7.

載於第14至72頁之附註為本中期財務報告之一部分。應付本公司擁有人之股息詳情載於附註7。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年 (note (i)) (附註(i))
		HK\$'000 千港元	HK\$'000 千港元
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(97,325)</b>	(222,910)
<b>Other comprehensive income for the period (after tax and reclassification adjustments):</b>	<b>期內其他全面收益 (除稅後及經重新分類調整):</b>		
Item that will not be reclassified to profit or loss:	其後不會重新分類至損益之項目:		
Other investment in equity securities at fair value through other comprehensive income (“FVOCI”) – net movement in fair value reserve (non-recycling)	透過其他全面收益按公允價值列賬(「FVOCI」)之其他股本證券投資—公允價值儲備(不可回轉)變動淨值	<b>(2,146)</b>	—
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:		
Exchange differences on translation of financial statements of overseas and the People’s Republic of China (“PRC”) subsidiaries	換算海外及中華人民共和國(「中國」)附屬公司財務報表產生之匯兌差異	<b>(42,531)</b>	(2,582)
Available-for-sale investments: net movement in fair value reserve (recycling) (note (ii))	可供出售投資: 公允價值儲備(可回轉)變動淨值(附註(ii))	—	223
<b>Other comprehensive income for the period</b>	<b>期內其他全面收益</b>	<b>(44,677)</b>	(2,359)
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	<b>(142,002)</b>	(225,269)



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年	2017 二零一七年
		HK\$'000 千港元	(note (i)) (附註(i)) HK\$'000 千港元
<b>Attributable to:</b>	<b>應佔：</b>		
Owners of the Company	本公司擁有人	<b>(142,000)</b>	(225,260)
Non-controlling interests	非控股權益	<b>(2)</b>	(9)
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	<b>(142,002)</b>	(225,269)

Notes:

- (i) The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.
- (ii) This amount arose under the accounting policies applicable prior to 1 January 2018. As part of the opening balance adjustments as at 1 January 2018, the balance of this reserve has been reclassified to fair value reserve (non-recycling) and will not be reclassified to profit or loss in any future periods. See note 2(b).

附註：

- (i) 本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。
- (ii) 該金額根據於二零一八年一月一日前適用之會計政策產生。作為二零一八年一月一日之期初結餘調整之一部分，該儲備之結餘已重新分類至公允價值儲備（不可回轉），且將不會於任何未來期間重新分類至損益。見附註2(b)。

The notes on pages 14 to 72 form part of this interim financial report.

載於第14至72頁之附註為本中期財務報告之一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 30 June 2018 – unaudited 於二零一八年六月三十日—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

			At 30 June 2018 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日 (note) (附註)
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>				
<b>非流動資產</b>				
Exploration and evaluation assets	9	2,282,111	2,303,481	
Property, plant and equipment	10	29,227	49,301	
Intangible assets		9,658	16,296	
Goodwill		152	234	
Interest in joint ventures		15,804	18,104	
Available-for-sale investments		–	36,617	
Other investment in equity securities		34,471	–	
Prepayments, deposits and other receivables	12	25,754	40,286	
Deferred tax assets		5,514	11,149	
<b>Total non-current assets</b>		<b>2,402,691</b>	2,475,468	
<b>Current assets</b>				
<b>流動資產</b>				
Inventories		11,931	17,144	
Trade and other receivables	12	76,938	74,659	
Promissory note receivable	13	–	42,687	
Current tax recoverable		86	133	
Other financial assets	14	191,795	329,610	
Cash and cash equivalents	15	932,300	843,948	
<b>Total current assets</b>		<b>1,213,050</b>	1,308,181	
<b>Current liabilities</b>				
<b>流動負債</b>				
Trade and other payables	16	72,531	88,142	
Other borrowings	17	2,352	2,380	

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 30 June 2018 – unaudited 於二零一八年六月三十日—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		Note	At 30 June 2018 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日 (note) (附註)
		附註	HK\$'000 千港元	HK\$'000 千港元
Total current liabilities	流動負債總額		<b>74,883</b>	90,522
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,138,167</b>	1,217,659
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>3,540,858</b>	3,693,127
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other borrowings	其他借貸	17	<b>208,400</b>	211,400
Provisions	撥備		<b>14,920</b>	14,411
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>223,320</b>	225,811
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>3,317,538</b>	3,467,316
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	18	<b>88,655</b>	88,655
Reserves	儲備		<b>3,277,570</b>	3,427,346
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔 權益總值</b>		<b>3,366,225</b>	3,516,001
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>(48,687)</b>	(48,685)
<b>TOTAL EQUITY</b>	<b>權益總值</b>		<b>3,317,538</b>	3,467,316

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.

附註：本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。

The notes on pages 14 to 72 form part of this interim financial report.

載於第14至72頁之附註為本中期財務報告之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Capital reserve	Exchange reserve	Fair value reserve (recycling)	Fair value reserve (non-recycling)	Contributed surplus	Warrants reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	外匯儲備	公允價值儲備(可回轉)	公允價值儲備(不可回轉)	實繳盈餘	認股權證儲備	累計虧損	合計	非控股權益	權益總值
		HK\$'000	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	千港元
<b>Balance at 1 January 2017</b>	於二零一七年一月一日之結餘	59,103	4,174,190	9,591	(396,033)	8,393	-	740,880	1,801	(1,897,988)	2,699,937	(48,672)	2,651,265
<b>Changes in equity for the six months ended 30 June 2017:</b>	截至二零一七年六月三十日止六個月之權益變動:												
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(222,901)	(222,901)	(9)	(222,910)
Other comprehensive income	其他全面開支	-	-	-	(2,582)	223	-	-	-	-	(2,359)	-	(2,359)
<b>Total comprehensive income</b>	全面收益總額	-	-	-	(2,582)	223	-	-	-	(222,901)	(225,260)	(9)	(225,269)
Shares issued under open offer (note 18(a))	根據公開發售發行股份(附註18(a))	29,552	706,845	-	-	-	-	-	-	-	736,397	-	736,397
<b>Balance at 30 June 2017</b>	於二零一七年六月三十日之結餘	88,655	4,881,035	9,591	(398,615)	8,616	-	740,880	1,801	(2,120,889)	3,211,074	(48,681)	3,162,393
<b>Balance at 31 December 2017</b>	於二零一七年十二月三十一日之結餘	88,655	4,881,035	9,591	(415,693)	6,010	-	740,880	-	(1,794,477)	3,516,001	(48,685)	3,467,316
Impact on initial application of HKFRS 9 (note 2)	首次應用香港財務報告準則第9號之影響(附註2)	-	-	-	-	(6,010)	(86,587)	-	-	84,821	(7,776)	-	(7,776)
<b>Adjusted balance at 1 January 2018</b>	於二零一八年一月一日之經調整結餘	88,655	4,881,035	9,591	(415,693)	-	(86,587)	740,880	-	(1,709,656)	3,508,225	(48,685)	3,459,540
<b>Changes in equity for the six months ended 30 June 2018:</b>	截至二零一八年六月三十日止六個月之權益變動:												
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(97,323)	(97,323)	(2)	(97,325)
Other comprehensive income	其他全面收益	-	-	-	(42,531)	-	(2,146)	-	-	-	(44,677)	-	(44,677)
<b>Total comprehensive income</b>	全面收益總額	-	-	-	(42,531)	-	(2,146)	-	-	(97,323)	(142,000)	(2)	(142,002)
<b>Balance at 30 June 2018</b>	於二零一八年六月三十日之結餘	88,655	4,881,035	9,591	(458,224)	-	(88,733)	740,880	-	(1,806,979)	3,366,225	(48,687)	3,317,538

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.

附註: 本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法,並無重列比較資料。見附註2。

The notes on pages 14 to 72 form part of this interim financial report.

載於第14至72頁之附註為本中期財務報告之一部分。

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

## 簡明綜合現金流量表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月 – 未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年 (note) (附註)
		HK\$'000 千港元	HK\$'000 千港元
	Note 附註		
<b>Operating activities</b>	<b>經營業務</b>		
Loss before taxation	除稅前虧損	(94,947)	(223,856)
Assets impairment losses	資產減值虧損	40,009	167,986
Net foreign exchange loss/(gain)	匯兌虧損／(收益)淨額	34,553	(815)
Net change in inventories, trade and other receivables, other financial assets, and trade and other payables	存貨、應收貿易賬款及其他應收款項、其他金融資產以及應付貿易賬款及其他應付款項變動淨額	84,141	59,881
Other changes and adjustments	其他變動及調整	2,283	(729)
Income tax paid	已付所得稅	(11)	(11)
<b>Net cash generated from operating activities</b>	<b>經營業務所得現金淨額</b>	<b>66,028</b>	2,456
<b>Investing activities</b>	<b>投資活動</b>		
Payment for purchase of exploration and evaluation assets	購買勘探及評估資產支付之款項	(4,467)	(7,391)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備支付之款項	(6)	(191)
Proceeds from redemption of other financial assets	贖回其他金融資產之所得款項	41,977	–
Payment for purchase of other financial assets	購買其他金融資產支付之款項	(10,000)	–
<b>Net cash generated from/ (used in) investing activities</b>	<b>投資活動所得／(所用)現金淨額</b>	<b>27,504</b>	(7,582)
<b>Financing activities</b>	<b>融資活動</b>		
Repayment of other borrowings	償還其他借貸	(3,000)	(33,843)
Proceeds from issue of new shares, net of transaction costs	發行新股份所得款項(扣除交易成本)	–	736,397
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)／所得現金淨額</b>	<b>(3,000)</b>	702,554



# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

## 簡明綜合現金流量表

For the six months ended 30 June 2018 – unaudited 截至二零一八年六月三十日止六個月—未經審核  
(Expressed in Hong Kong dollars) (以港元列示)

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年	2017 二零一七年 (note) (附註)
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
		Note 附註	
<b>Net increase in cash and cash equivalents</b>	現金及現金等價物增加淨額		
		<b>90,532</b>	697,428
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等價物		
		<b>843,948</b>	398,633
<b>Effect of foreign exchange rates changes</b>	匯率變動影響		
		<b>(2,180)</b>	(206)
<b>Cash and cash equivalents at 30 June</b>	於六月三十日之現金及現金等價物	15	
		<b>932,300</b>	1,095,855

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.

附註：本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。

The notes on pages 14 to 72 form part of this interim financial report.

載於第14至72頁之附註為本中期財務報告之一部分。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company is a limited liability company incorporated in Bermuda and its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 1402, 14/F., New World Tower I, 16-18 Queen's Road Central, Hong Kong respectively. The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 27 August 2018.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2017 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2018 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

### 1. 一般資料及編製基準

本公司為於百慕達註冊成立之有限公司，其註冊辦事處及主要營業地點分別位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港皇后大道中16-18號新世界大廈一期14樓1402室。本公司於香港聯合交易所有限公司（「聯交所」）主板上市。

本中期財務報告乃根據聯交所證券上市規則之適用披露條文（包括遵守香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告）編製。本中期財務報告已於二零一八年八月二十七日獲授權刊發。

中期財務報告乃根據二零一七年之年度財務報表所採納之相同會計政策編製，惟預期將於二零一八年之年度財務報表反映之會計政策變動除外。任何會計政策變動之詳情載於附註2。

於編製符合香港會計準則第34號之中期財務報告時，管理層須作出對政策應用以及資產及負債和年度至該日止之收入和開支之報告金額構成影響之判斷、估計和假設。實際結果可能有別於該等估計。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION (Continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2017 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s independent review report to the Board is included on pages 73 to 74.

The financial information relating to the financial year ended 31 December 2017 that is included in the interim financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements.

### 1. 一般資料及編製基準 (續)

本中期財務報告包括簡明綜合財務報表及選定之解釋附註。附註包括對瞭解本集團財務狀況及表現自二零一七年之年度財務報表當日起之變動而言屬重要之事項及交易之解釋。簡明綜合中期財務報表及其中所載附註並不包括根據香港財務報告準則(「香港財務報告準則」)而編製整份財務報表所需之一切資料。

中期財務報告乃未經審核，惟已由畢馬威會計師事務所根據香港會計師公會頒佈之香港審閱委聘準則第2410號實體的獨立核數師對中期財務資料的審閱進行審閱。畢馬威會計師事務所致董事會之獨立審閱報告已載於第73至74頁。

有關載入中期財務報告作為比較資料之截至二零一七年十二月三十一日止財政年度之財務資料並不構成本公司於該財政年度之法定年度綜合財務報表，惟資料來自該等財務報表。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

## 2. CHANGES IN ACCOUNTING POLICIES

### (a) Overview

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 9, *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers*
- HK(IFRIC) 22, *Foreign currency transactions and advance consideration*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The Group has been impacted by HKFRS 9 in relation to classification of financial assets and measurement of credit losses. Details of the changes in accounting policies are discussed in note 2(b) for HKFRS 9.

## 2. 會計政策變動

### (a) 概覽

香港會計師公會已頒佈若干於本集團當前會計期間首次生效之新訂香港財務報告準則及香港財務報告準則修訂。其中，以下發展與本集團之財務報表相關：

- 香港財務報告準則第9號，*金融工具*
- 香港財務報告準則第15號，*來自客戶合約收益*
- 香港（國際財務報告詮釋委員會）詮釋第22號，*外幣交易及預付代價*

本集團並無應用於當前會計期間尚未生效之任何新準則或詮釋。

本集團在金融資產分類及信貸虧損計量方面受香港財務報告準則第9號影響。有關香港財務報告準則第9號之會計政策變動詳情分別於附註2(b)內論述。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (a) Overview (Continued)

Under the transition methods chosen, the Group recognises cumulative effect of the initial application of HKFRS 9 as an adjustment to the opening balance of equity at 1 January 2018. Comparative information is not restated. The following table gives a summary of the opening balance adjustments recognised for each line item in the consolidated statement of financial position that has been impacted by HKFRS 9:

### 2. 會計政策變動 (續)

#### (a) 概覽 (續)

於所選擇之過渡方法下，本集團確認首次應用香港財務報告準則第9號之累計影響作為於二零一八年一月一日之期初餘額之調整。比較資料並無重列。下表概述綜合財務狀況表中受香港財務報告準則第9號影響之各項目所確認之期初餘額調整：

	At 31 December 2017 於 二零一七年 十二月三十一日 HK\$'000 千港元	Impact on initial application of HKFRS 9 首次應用 香港財務報告 準則第9號 之影響 (note 2(b)) (附註2(b)) HK\$'000 千港元	At 1 January 2018 於 二零一八年 一月一日 HK\$'000 千港元
Trade and other receivables	應收貿易賬款及 其他應收款項		
	74,659	(16)	74,643
Promissory note receivable	應收承兌票據		
	42,687	(7,760)	34,927
<b>Total current assets</b>	<b>流動資產總值</b>	<b>(7,776)</b>	<b>1,300,405</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>(7,776)</b>	<b>1,209,883</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>(7,776)</b>	<b>3,685,351</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>(7,776)</b>	<b>3,459,540</b>
Reserves	儲備		
	(3,427,346)	7,776	(3,419,570)
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔 權益總值</b>	<b>7,776</b>	<b>(3,508,225)</b>
<b>Total equity</b>	<b>權益總值</b>	<b>7,776</b>	<b>(3,459,540)</b>

Further details of these changes are set out in sub-section (b) of this note.

此等變動之進一步詳情乃載於本附註之第(b)分節。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments*

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具*

香港財務報告準則第9號將取代香港會計準則第39號，*金融工具：確認及計量*。其列出對確認及計量金融資產、金融負債及買賣非金融項目之若干合約。

本集團根據過渡規定追溯應用香港財務報告準則第9號於二零一八年一月一日已存在之項目。本集團已確認首次應用之累計影響為對於二零一八年一月一日期初權益之調整。因此，比較資料將繼續根據香港會計準則第39號呈報。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

The following table summarises the impact of transition to HKFRS 9 on accumulated losses and reserves and the related tax impact at 1 January 2018.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

下表概述香港財務報告準則第9號於二零一八年一月一日對累計虧損及儲備之影響及之相關稅務影響。

		HK\$'000 千港元
<b>Accumulated losses</b>	<b>累計虧損</b>	
Transferred to fair value reserve (non-recycling) relating to impairment of other investment in equity securities now measured at FVOCI	轉移至有關現時以FVOCI計量之其他股本證券投資減值之公允價值儲備(不可回轉)	92,597
Recognition of additional expected credit losses on:	就以下項目確認之額外預計信貸虧損：	
– trade and other receivables	– 應收貿易賬款及其他應收款項	(16)
– promissory note receivable	– 應收承兌票據	(7,760)
Net decrease in accumulated losses at 1 January 2018	於二零一八年一月一日之累計虧損減少淨額	84,821
<b>Fair value reserve (recycling)</b>	<b>公允價值儲備(可回轉)</b>	
Transferred to fair value reserve (non-recycling) relating to other investment in equity securities now measured at FVOCI at 1 January 2018	轉移至有關於二零一八年一月一日現時以FVOCI計量之其他股本證券投資之公允價值儲備(不可回轉)	(6,010)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

		HK\$'000 千港元
<b>Fair value reserve (non-recycling)</b>	<b>公允價值儲備 (不可回轉)</b>	
Transferred from accumulated losses relating to impairment of other investment in equity securities now measured at FVOCI	轉移自有關現時以FVOCI計量之其他股本證券投資減值之累計虧損	(92,597)
Transferred from fair value reserve (recycling) relating to other investment in equity securities now measured at FVOCI	轉移自有關現時以FVOCI計量之其他股本證券投資之公允價值儲備 (可回轉)	6,010
Net decrease in fair value reserve (non-recycling) at 1 January 2018	於二零一八年一月一日之公允價值儲備 (不可回轉) 減少淨額	(86,587)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

##### (i) **Classification of financial assets and financial liabilities**

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at FVOCI and at fair value through profit or loss (“**FVPL**”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

過往財務政策變動之性質及影響以及過渡方法之進一步詳情乃載列如下：

##### (i) **金融資產及金融負債之分類**

香港財務報告準則第9號將金融資產分為三個主要類別：按攤銷成本計量、FVOCI及透過損益以公允價值列賬（「**FVPL**」）。這些分類取代香港會計準則第39號的持有至到期投資、貸款及應收款項、可供出售金融資產及以FVPL計量的金融資產。根據香港財務報告準則第9號，金融資產的分類乃基於管理金融資產的業務模式及其合約現金流量特徵。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (i) Classification of financial assets and financial liabilities (Continued)

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method;
- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or
- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (i) 金融資產及金融負債之分類 (續)

本集團持有之非股權投資被分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資旨在收取合約現金流量，而其僅代表本金及利息付款。投資之利息收入乃使用實際利息法計算；
- FVOCI—可回轉，倘投資之合約現金流量僅包括本金及利息付款，而業務模式是通過收取合約現金流量及銷售兩者實現。公允價值變動於其他全面收益確認，惟於損益確認預期信貸虧損、利息收入（使用實際利息法計算）及外匯收益及虧損除外。當投資終止確認，於其他全面收益累計之金額從權益重新計入至損益；或
- FVPL，倘投資不符合按攤銷成本或FVOCI（可回轉）之準則。投資（包括利息）之公允價值變動於損益中確認。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (i) Classification of financial assets and financial liabilities (Continued)

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to accumulated losses. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss as other income.

Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (i) 金融資產及金融負債之分類 (續)

股本證券投資分類為 FVPL，除非股本投資並非持作買賣用途及初步確認投資時，本集團選擇指定投資為以 FVOCI 列賬（不可回轉），以致公允價值之其後變動於其他全面收益中確認。該選擇乃以個別工具逐次作出，惟僅從發行人之角度看，該投資符合股本定義時方可作出選擇。倘作出該選擇，於其他全面收益累計之金額保留於公允價值儲備（不可回轉），直至售出投資為止。於出售時，於公允價值儲備累計之金額（不可回轉）轉移至累計虧損。其不會重新計入至損益。股本證券投資之股息（不論分類為 FVPL 或 FVOCI（不可回轉）於損益確認為其他收益。

根據香港財務報告準則第 9 號，倘主合約為該準則範圍內之金融資產，則嵌入合約中之衍生工具不再與主合約分割。取而代之，混合式工具須整體評估以作分類。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (i) Classification of financial assets and financial liabilities (Continued)

The following table shows the original measurement categories for each class of the Group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

		HKAS 39 carrying amount at 31 December 2017 香港會計準則 第39號 於二零一七年 十二月三十一日 之賬面值 HK\$'000 千港元	Reclassification	Remeasurement	HKFRS 9 carrying amount at 1 January 2018 香港財務報告 準則第9號 於二零一八年 一月一日 之賬面值 HK\$'000 千港元
<b>Financial assets carried at amortised cost</b>	<b>按攤銷成本入賬之 金融資產</b>				
Cash and cash equivalents	現金及現金等價物	843,948	-	-	843,948
Trade and other receivables	應收貿易賬款及 其他應收款項	16,319	-	(16)	16,303
Promissory note receivable	應收承兌票據	42,687	-	(7,760)	34,927
		902,954	-	(7,776)	895,178
<b>Financial assets measured at FVOCI (non-recyclable)</b>	<b>以FVOCI計量之 金融資產(不可回轉)</b>				
Other investment in equity securities (note (i))	其他股本證券投資 (附註(i))	-	36,617	-	36,617

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (i) 金融資產及金融負債之分類 (續)

下表呈列根據香港會計準則第39號本集團各類金融資產之原計量分類及根據香港會計準則第39號確認與根據香港財務報告準則第9號確認之該等金融資產之賬面值對賬：

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (i) Classification of financial assets and financial liabilities (Continued)

		HKAS 39 carrying amount at 31 December 2017 香港會計準則 第39號 於二零一七年 十二月三十一日 之賬面值 HK\$'000 千港元	Reclassification	Remeasurement	HKFRS 9 carrying amount at 1 January 2018 香港財務報告 準則第9號 於二零一八年 一月一日 之賬面值 HK\$'000 千港元
Financial assets carried at FVPL	以FVPL列賬之 金融資產				
Other financial assets (note (ii))	其他金融資產 (附註(ii))	329,610	-	-	329,610
Financial assets classified as available-for-sale under HKAS 39 (notes (i))	根據香港會計準則 第39號分類為可供 出售之金融資產 (附註(i))	36,617	(36,617)	-	-

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (i) 金融資產及金融負債之分類 (續)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (i) Classification of financial assets and financial liabilities (Continued)

Notes:

- (i) Under HKAS 39, equity securities not held for trading were classified as available-for-sale financial assets. These equity securities are classified as at FVPL under HKFRS 9, unless they are eligible for and designated at FVOCI by the Group. At 1 January 2018, the Group designated its investment in NordAq Energy Inc. (“**NordAq**”) and investment in Foothills Exploration Inc. (“**Foothills Exploration**”) at FVOCI (non-recycling), as the investments are not held for trading.
- (ii) Other financial assets including listed equity securities and unlisted investment funds, which were classified as financial assets at FVPL, and unlisted equity-linked securities, which were designated as FVPL under HKAS 39. These assets continue to be measured at FVPL under HKFRS 9.

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

Except for the unlisted equity-linked securities described in note (ii) above, the Group did not designate or de-designate any financial asset or financial liability at FVPL at 1 January 2018.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (i) 金融資產及金融負債之分類 (續)

附註：

- (i) 根據香港會計準則第39號，非持作買賣之股本證券乃分類為可供出售金融資產。除非該等股本證券合資格及由本集團指定為以FVOCI列賬，否則其根據香港財務報告準則第9號分類為以FVPL列賬。於二零一八年一月一日，本集團將其於NordAq Energy Inc. (「**NordAq**」)及Foothills Exploration Inc. (「**Foothills Exploration**」)之投資指定為以FVOCI計量(不可回轉)，原因為該等投資並非為持作買賣。
- (ii) 根據香港會計準則第39號，其他金融資產包括上市股本證券及非上市投資基金(分類為以FVPL列賬之金融資產)以及非上市股本掛鈎證券(指定為以FVPL列賬)。根據香港財務報告準則第9號，該等資產繼續以FVPL計量。

所有金融負債之計量類別維持相同。所有金融負債於二零一八年一月一日之賬面值並未受首次應用香港財務報告準則第9號所影響。

除上文附註(ii)所述之非上市股本掛鈎證券外，於二零一八年一月一日，本集團未並指定或取消指定任何以FVPL計量之金融資產或金融負債。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the expected credit loss (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to the following items:

- financial assets measured at amortised cost (including trade and other receivables, and promissory note receivable);

Financial assets measured at fair value, including equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損

香港財務報告準則第9號以預期信貸虧損(「預期信貸虧損」)模式取代香港會計準則第39號的「已產生虧損」模式。預期信貸虧損模式要求對金融資產的相關信貸風險持續計量，所以在此模式下信貸虧損的確認會較香港會計準則第39號的「已產生虧損」會計模式為早。

本集團將新預期信貸虧損模式應用於以下項目：

- 按攤銷成本計量之金融資產(包括應收貿易賬款及其他應收款項以及應收承兌票據)；

以公允價值計量之金融資產，包括以FVPL計量之股本證券、指定為以FVOCI計量之股本證券(不可回轉)及衍生金融資產均毋須進行預期信貸虧損評估。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

###### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- trade and other receivables, and promissory note receivable: effective interest rate determined at initial recognition or an approximation thereof;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

###### *預期信貸虧損計量*

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以所有預期現金不足額（即本集團根據合約應得的現金流量及本集團預期收到的現金流之間的差額）的現值估算。

如果貼現的影響重大，預期現金不足額將使用以下貼現率貼現：

- 應收貿易賬款及其他應收款項以及應收承兌票據：初步確認時的實際利率或其近似值；

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險之最長合約期間。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

## 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

### (b) HKFRS 9, *Financial instruments* (Continued)

#### (ii) Credit losses (Continued)

##### *Measurement of ECLs (Continued)*

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

## 2. 會計政策變動 (續)

### (b) 香港財務報告準則第9號，*金融工具* (續)

#### (ii) 信貸虧損 (續)

*預期信貸虧損計量 (續)*  
在計量預期信貸虧損時，本集團考慮合理及有理據而無需付出不必要之成本或資源獲得的資料。這包括過去事件、當前狀況及未來經濟狀況預測等資料。

預期信貸虧損基於下列其中一個基準計量：

- 12個月的預期信貸虧損：預計在報告日期後12個月內可能發生的違約事件而導致之虧損；及
- 整個生命周期的預期信貸虧損：預計該等採用預期信貸虧損模式的項目在預期生命周期內所有可能發生之違約事件而導致之虧損。

應收貿易賬款之虧損撥備一般是以整個生命周期之預期信貸虧損的金額計量。這些金融資產之預期信貸虧損是利用基於本集團過往信貸虧損經驗的撥備矩陣進行估算，並按在報告日期債務人之個別因素及對當前及預測整體經濟狀況之評估進行調整。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

###### *Measurement of ECLs (Continued)*

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

###### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

###### *預期信貸虧損計量 (續)*

至於所有其他金融工具，本集團會以相等於12個月之預期信貸虧損金額確認虧損撥備，除非自初步確認後該金融工具的信貸風險顯著增加，在此情況下，虧損撥備會以整個生命周期之預期信貸虧損金額計量。

###### *信貸風險顯著增加*

在評估財務工具之信貸風險自初步確認後是否顯著增加時，本集團將於報告日期評估財務工具之違約風險與初步確認時評估的違約風險作比較。在進行這項重新評估時，本集團認為倘(i)於本集團不借助套現抵押品（倘持有任何抵押品）等行動下，借方不太可能向本集團悉數支付信貸責任；或(ii)金融資產已逾期90日，則本集團視為發生違約事件。本集團會考慮合理及有理據的定量和定性資料，包括無需付出不必要的成本或資源獲得的過往經驗及前瞻性資料。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

*Significant increases in credit risk (Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

*信貸風險顯著增加 (續)*

尤其在評估自初步確認後信貸風險是否顯著增加時，會考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具外部或內部的信貸評級（如有）實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 環境（包括技術、市場、經濟或法律）之現有或預測改變對債務人履行其對本集團責任之能力構成重大不利影響。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

*Significant increases in credit risk (Continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

*信貸風險顯著增加 (續)*

根據金融工具的性質，信貸風險顯著增加的評估按個別項目或集體基準進行。當評估以集體基準進行時，會按照財務工具的共同信貸風險特徵（例如過期狀態及信貸風險評級）歸類。

預期信貸虧損於各報告日期重新計量，以反映自初步確認後金融工具信貸風險之變化。預期信貸虧損金額之任何變化均在損益中確認為減值收益或虧損。本集團確認金融工具的減值收益或虧損時，會透過虧損撥備賬對其賬面值進行相應調整。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

## 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

### (b) HKFRS 9, *Financial instruments* (Continued)

#### (ii) Credit losses (Continued)

*Basis of calculation of interest income on credit-impaired financial assets*

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

## 2. 會計政策變動 (續)

### (b) 香港財務報告準則第9號，*金融工具* (續)

#### (ii) 信貸虧損 (續)

*已信貸減值金融資產的利息收入計算基礎*

利息收入按金融資產之賬面總值計算，除非金融資產出現信貸減值，在這種情況下，利息收入按金融資產之攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來現金流的估計有負面影響的事件發生時，金融資產會被視為出現信貸減值。

金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人面對重大財務困難；
- 違反合約，如拖欠或逾期償還利息或本金；
- 借款人有可能申請破產或需要進行其他財務重組安排；



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

*Basis of calculation of interest income on credit-impaired financial assets (Continued)*

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

##### *Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

*已信貸減值金融資產的利息收入計算基礎 (續)*

- 技術、市場、經濟或法律環境的重大變動對債務人構成不利影響；或
- 發行人之財務困難而導致證券之活躍市場消失。

##### *註銷政策*

倘並無實際可回轉的前景，金融資產之賬面總額（部分或全部）會被註銷。一般情況下，註銷金額為本集團認為債務人沒有資產或收入來源可產生足夠的現金流量以償還該款項。

過往註銷之資產之其後回轉在回轉期間被確認為減值撥回計入損益。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (ii) Credit losses (Continued)

###### *Opening balance adjustment*

As a result of this change in accounting policy, the Group has recognised additional ECLs amounting to approximately HK\$7,776,000, which increased accumulated losses by approximately HK\$7,776,000 at 1 January 2018.

The following table reconciles the closing loss allowance determined in accordance with HKAS 39 as at 31 December 2017 with the opening loss allowance determined in accordance with HKFRS 9 as at 1 January 2018.

		HK\$'000 千港元
Loss allowance at 31 December 2017 under HKAS 39	根據香港會計準則第39號於二零一七年十二月三十一日之虧損撥備	3,810
Additional credit loss recognised at 1 January 2018 on:	於二零一八年一月一日於以下項目確認之額外信貸虧損：	
– Trade and other receivables	– 應收貿易賬款及其他應收款項	16
– Promissory note receivable	– 應收承兌票據	7,760
Loss allowance at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號於二零一八年一月一日之虧損撥備	11,586

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (ii) 信貸虧損 (續)

###### *期初結餘調整*

由於會計政策變動所致，本集團已確認約7,776,000港元額外預期信貸虧損，其使於二零一八年一月一日之累計虧損增加約7,776,000港元。

下表為於二零一七年十二月三十一日根據香港會計準則第39號確認之期末虧損撥備與於二零一八年一月一日根據香港財務報告準則第9號確認之期初虧損撥備對賬。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (iii) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in accumulated losses and reserves as at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (iii) 過渡

除下文所述外，因採納香港財務報告準則第9號而引致的會計政策變更已追溯應用：

- 有關比較期間之資料並未重列。於二零一八年一月一日，因採納香港財務報告準則第9號而導致之金融資產賬面值差額在累計虧損及儲備中確認。因此，所呈列之二零一七年資料繼續根據香港會計準則第39號報告，因此可能與本期間之資料不可比較。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (b) HKFRS 9, *Financial instruments* (Continued)

##### (iii) Transition (Continued)

- The following assessments have been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group):
  - the determination of the business model within which a financial asset is held; and
  - the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

### 2. 會計政策變動 (續)

#### (b) 香港財務報告準則第9號，*金融工具* (續)

##### (iii) 過渡 (續)

- 以下評估乃根據於二零一八年一月一日(本集團首次應用香港財務報告準則第9號之日期)存在之事實及情況作出：
  - 釐定所持有金融資產之業務模式；及
  - 指定非持作買賣之若干股本工具投資分類為以FVOCI計量(不可回轉)。
- 倘於首次應用日期，評估自初始確認後信貸風險是否顯著增加會涉及不必要的成本或資源，則該金融工具的整個生命周期預期信貸虧損已被確認。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (c) HKFRS 15, *Revenue from contracts with customers*

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specified the accounting for construction contracts.

The adoption of HKFRS 15 does not have any material impact on the financial position and the financial results of the Group.

### 2. 會計政策變動 (續)

#### (c) 香港財務報告準則第15號，來自客戶合約收益

香港財務報告準則第15號建立了確認來自客戶合約收益及若干成本的全面框架。香港財務報告準則第15號取代香港會計準則第18號收益（包括銷售貨物及提供服務所產生的收益）及香港會計準則第11號建造合約（其訂明建造合約之會計處理）。

採納香港財務報告準則第15號並不會對本集團之財務狀況及財務業績造成任何重大影響。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 2. CHANGES IN ACCOUNTING POLICIES

(Continued)

#### (d) HK(IFRIC) 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC)22 does not have any material impact on the financial position and the financial results of the Group.

### 2. 會計政策變動 (續)

#### (d) 香港（國際財務報告詮釋委員會）詮釋第22號，外幣交易及預付代價

該詮釋為用於釐定於釐定初步確認自實體以外幣預收代價或預付代價之交易所產生之相關資產、開支或收入（或其中一部分）時之匯率之「交易日期」提供指引。

該詮釋澄清「交易日期」為初步確認預付代價或預收代價所產生之非貨幣資產或負債之日期。倘於確認預付款項或預收款項前存在多項相關款項，各支付或收取款項之交易日期應按此詮釋釐定。採納香港（國際財務報告詮釋委員會）詮釋第22號並不會對本集團之財務狀況及財務業績造成任何重大影響。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 3. REVENUE AND SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

Details of the Group's reportable segments are as follows:

**Upstream:** This segment is engaged in the exploration, development, production and sale of crude oil. Currently the Group's activities in this regard are carried out in Argentina.

**Commodities trading:** This segment includes trading of non-ferrous metals and other products.

### 3. 收益及分部報告

本集團按分部（以業務線及地區位置劃分）管理其業務。以就分配資源及評核表現而向本集團主要經營決策者內部呈報資料相符之方式，本集團已呈列下列兩個可呈報分部。下列可呈報分部並無合併任何經營分部。

本集團可呈報分部詳情如下：

**上游：**此分部從事勘探、開發、生產及銷售原油。目前，本集團於阿根廷開展上游業務。

**商品貿易：**本分部包括有色金屬及其他產品之貿易。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 3. REVENUE AND SEGMENT REPORTING

(Continued)

#### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines and geographical location of customers is as follows:

### 3. 收益及分部報告 (續)

#### (a) 收益分拆

以主要產品或服務線及客戶之地理位置分拆之客戶合約收益如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元	2017 二零一七年 HK\$'000 千港元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內之來自客戶合約收益		
Disaggregated by major products of service lines	以主要產品之服務線分拆		
– Sales of oil products under oil exploration and production	– 石油勘探及生產下之石油產品銷售	<b>22,609</b>	21,692
– Sales of non-ferrous metals under commodities trading	– 商品貿易下之有色金屬銷售	<b>179,618</b>	–
		<b>202,227</b>	21,692
Disaggregated by geographical location of customers	以客戶地理位置分拆		
– Singapore	– 新加坡	<b>179,618</b>	–
– Argentina	– 阿根廷	<b>22,609</b>	21,692
		<b>202,227</b>	21,692

Disaggregation of revenue from contracts with customers is disclosed in note 3(b).

分拆來自客戶合約收益乃披露於附註3(b)。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 3. REVENUE AND SEGMENT REPORTING

(Continued)

#### (b) Information about profit or loss, assets and liabilities

Disaggregation of revenue from contracts with customers, as well as information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the period is set out below:

### 3. 收益及分部報告 (續)

#### (b) 損益、資產及負債之資料

期內，分拆來自客戶合約收益以及提供予本集團主要經營決策者用作資源分配及分部表現評估之本集團可呈報分部資料如下：

		Upstream – Argentina 上游 – 阿根廷		Commodities trading 商品貿易		Total 總計	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>For the six months ended 30 June</b>	<b>截至六月三十日止六個月</b>						
Reportable segment revenue (note)	可呈報分部收益 (附註)	22,609	21,692	179,618	–	202,227	21,692
Reportable segment (loss)/profit	可呈報分部 (虧損)/溢利	(39,631)	(8,402)	197	–	(39,434)	(8,402)
Depreciation and amortisation	折舊及攤銷	4,801	3,099	–	–	4,801	3,099
Interest income	利息收入	1	–	–	–	1	–
Interest expense	利息開支	–	36	–	–	–	36
Exploration expenses	勘探開支	1,254	–	–	–	1,254	–
Assets impairment losses	資產減值虧損						
– exploration and evaluation assets	– 勘探及評估資產	–	155,462	–	–	–	155,462
<b>At 30 June 2018 and 31 December 2017</b>	<b>於二零一八年六月三十日 及二零一七年 十二月三十一日</b>						
Reportable segment assets	可呈報分部資產	2,400,658	2,469,723	–	–	2,400,658	2,469,723
Reportable segment liabilities	可呈報分部負債	(34,654)	(47,601)	(101)	(201)	(34,755)	(47,802)

Segment (loss)/profit represents the (loss)/profit resulted by each segment without allocation of assets impairment losses, share of losses of joint ventures, unallocated interest income and expense and other net expense in corporate head office. This is the measure reported to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment.

Note: Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during both the current and prior periods.

分部 (虧損)/溢利指各分部在並無分配資產減值虧損、應佔合營企業之虧損、未分配利息收入及開支以及公司總部其他開支淨額之情況下產生之 (虧損)/溢利。其為就分配資源及評核表現向本集團主要經營決策者呈報之計量。

附註：上文所報之分部收益指來自外部客戶之收益。於本期間及過往期間，並無分部間銷售額。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 3. REVENUE AND SEGMENT REPORTING

(Continued)

#### (c) Reconciliations of reportable segment revenue and profit or loss

### 3. 收益及分部報告 (續)

#### (c) 可呈報分部收益及損益之對賬表

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue	可呈報分部收益	<b>202,227</b>	21,692
<b>Loss</b>	<b>虧損</b>		
Reportable segment loss	可呈報分部虧損	<b>(39,434)</b>	(8,402)
Unallocated interest expense	未分配利息開支	<b>(7,786)</b>	(10,831)
Unallocated interest income	未分配利息收入	<b>9,481</b>	7,654
Other net expenses in corporate head office	公司總部其他開支淨額	<b>(11,632)</b>	(10,192)
Share of losses of joint ventures	應佔合營企業之虧損	<b>(2,117)</b>	(1,692)
Net investment loss	投資虧損淨額	<b>(3,450)</b>	(35,711)
Assets impairment losses	資產減值虧損	<b>(40,009)</b>	(167,986)
Gain on partial disposal of interest in a joint venture	出售部分合營企業權益之收益	-	3,304
Consolidated loss before taxation	除稅前綜合虧損	<b>(94,947)</b>	(223,856)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 4. OTHER INCOME

### 4. 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank interest income	銀行利息收入	5,562	2,733
Interest income on promissory note receivable	應收承兌票據之 利息收入	3,920	3,263
Other interest income	其他利息收入	–	1,658
Total interest income on financial assets not at fair value through profit or loss	並非透過損益以公允價值 列賬的金融資產利息 收入總額	9,482	7,654
Net foreign exchange (loss)/gain	匯兌(虧損)/收益淨額	(34,553)	815
Others	其他	3,122	3,056
		<b>(21,949)</b>	11,525

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

### 5. 除稅前虧損

除稅前虧損乃經扣除／(計入)下列各項：

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on other borrowings	其他借貸利息	<b>7,786</b>	10,831
Other interest	其他利息	–	36
		<b>7,786</b>	10,867

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(b) Staff costs (including directors' remuneration)</b>	<b>(b) 員工成本(包括董事酬金)</b>		
Salaries, wages and other benefits	薪金、津貼及其他福利	<b>9,573</b>	9,371
Contributions to defined contribution retirement plan	定額退休計劃供款	<b>2,599</b>	2,409
		<b>12,172</b>	11,780



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 5. LOSS BEFORE TAXATION (Continued)

### 5. 除稅前虧損 (續)

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年	2017 二零一七年 (note) (附註)
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
<b>(c) Assets impairment losses</b>	<b>(c) 資產減值虧損</b>		
Promissory note receivable (see note 13)	應收承兌票據 (見附註13)	<b>38,846</b>	—
Trade and other receivables	應收貿易賬款及 其他應收款項	<b>1,163</b>	—
Exploration and evaluation assets (see note 9)	勘探及評估資產 (見附註9)	—	155,462
Available-for-sale investments	可供出售投資	—	12,524
		<b>40,009</b>	167,986

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2.

附註：本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 5. LOSS BEFORE TAXATION (Continued)

### 5. 除稅前虧損 (續)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(d) Net investment loss</b>	<b>(d) 投資虧損淨額</b>		
Listed equity securities at fair value	以公允價值列賬之 上市股本證券	<b>3,560</b>	35,711
Unlisted investment funds at fair value	以公允價值列賬之 非上市投資基金	<b>2,016</b>	–
Unlisted equity-linked securities	非上市股本掛鈎證券	<b>(2,126)</b>	–
		<b>3,450</b>	35,711

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 5. LOSS BEFORE TAXATION (Continued)

### 5. 除稅前虧損 (續)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(e) Other items</b>	<b>(e) 其他項目</b>		
Amortisation of intangible assets	無形資產攤銷	<b>1,202</b>	1,496
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>3,685</b>	1,711
Operating leases charges:	經營租賃費用：		
Minimum lease payments	最低租賃付款		
– leasehold land and buildings	– 租賃土地及樓宇	<b>1,466</b>	1,287
Exploration expenses	勘探開支	<b>1,254</b>	–
Cost of inventories	存貨成本	<b>194,228</b>	18,241

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 6. INCOME TAX

### 6. 所得稅

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元	2017 二零一七年 HK\$'000 千港元
<b>Current tax – Hong Kong Profits Tax</b>	<b>即期稅項 – 香港利得稅</b>		
Provision for the period	期內撥備	–	–
<b>Current tax – Overseas</b>	<b>即期稅項 – 海外</b>		
Provision for the period	期內撥備	–	–
<b>Deferred taxation</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	臨時差額之產生及撥回	–	–
		<b>2,378</b>	(946)
		<b>2,378</b>	(946)

Pursuant to the rules and regulations of Bermuda and the British Virgin Islands (“BVI”), the Company and its subsidiaries incorporated in Bermuda and BVI are not subject to any income tax in these respective jurisdictions during both the current and prior periods.

Hong Kong profits tax is calculated at the rate of 16.5% on the estimated assessable profit for both periods.

No Hong Kong profits tax has been provided for in the condensed consolidated interim financial statements as the Company and its subsidiaries incorporated or operated in Hong Kong did not have any assessable profits arising in Hong Kong during both the current and prior periods.

根據百慕達及英屬處女群島（「英屬處女群島」）之規則及法規，本公司及其附屬公司（於百慕達及英屬處女群島註冊成立）於本期間及過往期間均毋須繳納該等各自司法權區之任何所得稅。

香港利得稅乃以兩個期間內估計應課稅溢利按16.5%之稅率計算。

由於本公司及其於香港註冊成立或經營之附屬公司於本期間及過往期間均無於香港產生任何應課稅溢利，故並無就香港利得稅於簡明綜合中期財務報表計提撥備。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 6. INCOME TAX (Continued)

Subsidiaries of the Group in PRC are subject to PRC enterprise income tax at 25% (2017: 25%).

Subsidiaries of the Group in Argentina are subject to Argentina corporate income tax ("CIT") at 30% (2017: 35%) and minimum presumed income tax ("MPIT"). MPIT is supplementary to CIT and is chargeable at the applicable tax rate of 1% on the tax basis of certain assets. The tax liabilities of subsidiaries of the Group in Argentina is the higher of either CIT or MPIT.

### 7. DIVIDENDS

The Board does not recommend the payment of any interim dividends for the six months ended 30 June 2018 (six months ended 30 June 2017: nil).

### 8. LOSS PER SHARE

#### (a) Basic loss per share

- (i) Loss attributable to owners of the Company (basic)

### 6. 所得稅 (續)

本集團中國附屬公司按稅率25% (二零一七年: 25%) 繳納中國企業所得稅。

本集團位於阿根廷之附屬公司須按稅率30% (二零一七年: 35%) 繳納阿根廷企業所得稅(「企業所得稅」)及推測最低所得稅(「推測最低所得稅」)。推測最低所得稅為企業所得稅之補充，並就若干資產之稅基按1%實際稅率徵收。本集團位於阿根廷之附屬公司之稅項負債為企業所得稅或推測最低所得稅之較高者。

### 7. 股息

董事會不建議就截至二零一八年六月三十日止六個月派付任何中期股息(截至二零一七年六月三十日止六個月: 無)。

### 8. 每股虧損

#### (a) 每股基本虧損

- (i) 本公司擁有人應佔(基本)虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(97,323)	(222,901)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 8. LOSS PER SHARE (Continued)

#### (a) Basic loss per share (Continued)

#### (ii) Weighted average number of ordinary shares (basic)

		2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行普通股	8,865,483	5,910,322
Effect of shares issued under open offer (note 18(a))	根據公開發售而發行股份之影響(附註18(a))	-	1,322,475
Effect of bonus element on shares issued under open offer	根據公開發售所發行股份之紅利因素之影響	-	86,911
Weighted average number of ordinary shares (basic) at 30 June	於六月三十日之普通股(基本)加權平均數	8,865,483	7,319,708

#### (b) Diluted loss per share

For the six months ended 30 June 2018, basic and diluted loss per share was the same as there were no potential ordinary shares in issue during the period.

For the six months ended 30 June 2017, basic and diluted loss per share was the same as the effect of the potential ordinary shares outstanding was anti-dilutive.

### 8. 每股虧損(續)

#### (a) 每股基本虧損(續)

#### (ii) 普通股(基本)加權平均數

#### (b) 每股攤薄虧損

截至二零一八年六月三十日止六個月，由於期內並無已發行潛在普通股，故每股基本及攤薄虧損相同。

截至二零一七年六月三十日止六個月，由於並無潛在普通股具有反攤薄之影響，故每股基本及攤薄虧損相同。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 9. EXPLORATION AND EVALUATION ASSETS

### 9. 勘探及評估資產

		Exploration rights 勘探權 HK\$'000 千港元	Exploratory drilling 勘探鑽井 HK\$'000 千港元	Geological studies 地質研究 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>					
At 1 January 2017	於二零一七年一月一日	3,229,499	105,589	106,404	34,495	3,475,987
Additions	添置	894	33,739	-	-	34,633
Write off	撇銷	-	(35,544)	-	-	(35,544)
Exchange adjustments	匯兌調整	(1,222)	(10,920)	(10,210)	(504)	(22,856)
At 31 December 2017	於二零一七年十二月三十一日	3,229,171	92,864	96,194	33,991	3,452,220
At 1 January 2018	於二零一八年一月一日	<b>3,229,171</b>	<b>92,864</b>	<b>96,194</b>	<b>33,991</b>	<b>3,452,220</b>
Additions	添置	<b>280</b>	<b>4,187</b>	-	-	<b>4,467</b>
Write off (note (c))	撇銷(附註(c))	-	<b>(1,254)</b>	-	-	<b>(1,254)</b>
Exchange adjustments	匯兌調整	<b>(2,933)</b>	<b>(25,774)</b>	<b>(23,469)</b>	<b>(1,160)</b>	<b>(53,336)</b>
At 30 June 2018	於二零一八年六月三十日	<b>3,226,518</b>	<b>70,023</b>	<b>72,725</b>	<b>32,831</b>	<b>3,402,097</b>
<b>Accumulated impairment</b>	<b>累計減值</b>					
At 1 January 2017	於二零一七年一月一日	1,261,385	6,802	106,404	34,495	1,409,086
Reversal of impairment loss (note (b))	減值虧損回撥(附註(b))	(248,040)	-	-	-	(248,040)
Exchange adjustments	匯兌調整	200	(1,793)	(10,210)	(504)	(12,307)
At 31 December 2017	於二零一七年十二月三十一日	1,013,545	5,009	96,194	33,991	1,148,739
At 1 January 2018	於二零一八年一月一日	<b>1,013,545</b>	<b>5,009</b>	<b>96,194</b>	<b>33,991</b>	<b>1,148,739</b>
Exchange adjustments	匯兌調整	-	<b>(4,124)</b>	<b>(23,469)</b>	<b>(1,160)</b>	<b>(28,753)</b>
At 30 June 2018	於二零一八年六月三十日	<b>1,013,545</b>	<b>885</b>	<b>72,725</b>	<b>32,831</b>	<b>1,119,986</b>
<b>Net book value</b>	<b>賬面淨值</b>					
At 30 June 2018	於二零一八年六月三十日	<b>2,212,973</b>	<b>69,138</b>	-	-	<b>2,282,111</b>
At 31 December 2017	於二零一七年十二月三十一日	2,215,626	87,855	-	-	2,303,481

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 9. EXPLORATION AND EVALUATION ASSETS

(Continued)

(a) As at 30 June 2018, the Group holds 69.25% interest in the Tartagal concession and Morillo concession (collectively the “**T&M concessions**”) which are the concessions in the province of Salta in northern Argentina, through an Union of Temporary Enterprise (“**T&M UTE**”). Exploration permits were granted for oil and developments of hydrocarbons in the T&M concessions for an initial period of four years starting from 29 December 2006 and additional extensions up to an aggregate of nine years may be obtained. The Group submitted applications to the Secretary of Energy of Province of Salta, Argentina (“**Salta SOE**”) for extensions of the exploration permits and obtained the approvals in July 2010, July 2011, December 2013 and March 2016 respectively. On 13 September 2017, the exploration permits expired and in March 2018 the Group obtained the extension of the exploration permits to 13 September 2019. If successful hydrocarbon discoveries are made, the exploration permits can be converted to exploitation permits for a term of 25 years with a possible extension of 10 years.

### 9. 勘探及評估資產 (續)

(a) 於二零一八年六月三十日，本集團透過Union of Temporary Enterprise (「**T&M UTE**」)持有位於阿根廷北部薩爾塔省的Tartagal特許權區及Morillo特許權區(統稱「**T&M特許權區**」) 69.25%之權益。授出之勘探許可證為T&M特許權區內之石油及碳氫化合物開發之勘探許可證，自二零零六年十二月二十九日起最初為期4年，並可額外續期合共9年。本集團向阿根廷薩爾塔省能源部長(「**薩爾塔省能源部長**」)遞交延長勘探許可證期限之申請且申請已分別於二零一零年七月、二零一一年七月、二零一三年十二月及二零一六年三月獲批。於二零一七年九月十三日，勘探許可已屆滿，本集團於二零一八年三月獲延長勘探許可至二零一九年九月十三日。倘成功發現碳氫化合物，勘探許可證可轉為開採許可證，為期25年，並可延期10年。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 9. EXPLORATION AND EVALUATION ASSETS

(Continued)

(b) As at 31 December 2017, on the basis that the extension of the exploration permits in the T&M Concessions were to be obtained in a reasonable period of time, the Group reversed impairment loss of HK\$248,040,000 for exploration and evaluation assets in respect of T&M UTE. The reversal of impairment loss was provided based on the calculations with reference to a valuation report issued by an independent appraisal firm, Roma Appraisals Limited. These calculations used cash flow projections based on financial forecasts prepared by management with reference to technical reports issued by Netherland, Sewell & Associates, Inc., an independent qualified technical consultant.

The cash flow projections covered the remaining life of the oil fields for a 22-year period for Tartagal concession and a 23-year period for Morillo concession. Pre-tax discount rates of 25.23% and 25.00% for Tartagal concession and Morillo concession respectively were applied in the cash flow projections. The reversal of impairment loss was mainly attributable to a decrease in pre-tax discount rate driven by the lower country risk premium of Argentina and lower systematic risk of oil and gas companies.

As at 30 June 2018, the management of the Group had determined that there was no indicator of impairment or reversal of impairment for the exploration and evaluation assets. As a result, no impairment loss of exploration and evaluation assets has been recognised or reversed.

### 9. 勘探及評估資產 (續)

(b) 於二零一七年十二月三十一日，基於延期T&M特許權區勘探許可將於合理時期內取得，本集團就T&M UTE的勘探及評估資產撥回減值虧損248,040,000港元。該減值虧損撥回乃基於參考獨立估值公司羅馬國際評估有限公司發出的估值報告所作出之計算而計提撥備。該等計算採用基於管理層經參考由獨立合資格技術顧問Netherland, Sewell & Associates, Inc.所發出之技術報告而按財務預測編製的現金流量預測。

Tartagal特許權區及Morillo特許權區的現金流量預測涵蓋油田餘下使用年期分別為22年及23年。Tartagal特許權區及Morillo特許權區的現金流量預測分別應用25.23%及25.00%的除稅前貼現率。減值虧損撥回主要由於受阿根廷較低國家風險溢價及油氣公司較低系統性風險而使除稅前貼現率下降所致。

於二零一八年六月三十日，本集團管理層已釐定並無跡象顯示勘探及評估資產減值之減值或撥回。因此，概無確認或撥回勘探及評估資產減值虧損。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 9. EXPLORATION AND EVALUATION ASSETS

(Continued)

(c) During the six months ended 30 June 2018, exploration and evaluation assets of HK\$1,254,000 (for the six months ended 30 June 2017: nil) in respect of an exploration well in T&M UTE, which has been determined to be non-commercial, has been recognised as exploration expenses for dry hole.

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, total additions to the cost of property, plant and equipment were approximately HK\$6,000 (for the six months ended 30 June 2017: HK\$191,000) which mainly comprised furniture, fixtures and office equipment. Other changes during the current period represented the effect of exchange rate changes between Argentine Peso and Hong Kong Dollar.

### 9. 勘探及評估資產 (續)

(c) 截至二零一八年六月三十日止六個月，有關T&M UTE勘探井的勘探及評估資產1,254,000港元(截至二零一七年六月三十日止六個月：無)已被釐定為不具商業性並已確認為乾井的勘探支出。

### 10. 物業、廠房及設備

截至二零一八年六月三十日止六個月，物業、廠房及設備合共添置成本約6,000港元(截至二零一七年六月三十日止六個月：191,000港元)，其中主要包括傢私、裝置及辦公室設備。本期間之其他變動表示阿根廷披索兌港元之匯率變動影響。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 11. INTEREST IN JOINT OPERATION

### 11. 於合營業務之權益

Significant joint operation	Country of operation	Principal activity	At	At
			30 June 2018	31 December 2017
重大合營業務	營運所在國家	主要業務	於二零一八年六月三十日	於二零一七年十二月三十一日
Palmar Largo UTE Interest	Argentina	Exploration, development and exploitation of hydrocarbons	38.15%	38.15%
Palmar Largo UTE權益	阿根廷	碳氫化合物勘探、開發及開採		

On 26 February 2014, the Group acquired 38.15% participating interest in Palmar Largo Union of Temporary Enterprise (the “**Palmar Largo UTE Interest**”). The Palmar Largo UTE Interest consists of (i) rights and obligations arising from the joint venture contract that aims at the exploration, development and exploitation of hydrocarbons in the Palmar Largo concession area and (ii) interest in the production equipment and facilities required to perform and execute the exploitation work. The hydrocarbons exploitation rights on the Palmar Largo concession area have a term of 25 years from 23 December 1992 to 23 December 2017, extendible for another 10 years up to 23 December 2027 upon the unanimous decision of the Palmar Largo UTE parties and the approval of the relevant local government.

於二零一四年二月二十六日，本集團收購Palmar Largo Union of Temporary Enterprise的38.15%參與權益（「**Palmar Largo UTE權益**」）。Palmar Largo UTE權益包括(i)合營企業合約旨在勘探、開發及開採Palmar Largo特許權區內碳氫化合物之權利及責任以及(ii)於實施及執行開採作業所需之生產設備及設施中所佔權益。Palmar Largo特許權區之碳氫化合物開採權為期25年，自一九九二年十二月二十三日至二零一七年十二月二十三日，於Palmar Largo UTE參與方一致決定及相關當地政府批准後可延期10年至二零二七年十二月二十三日。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 11. INTEREST IN JOINT OPERATION (Continued)

In regards to the Palmar Largo concession, the Group's exploitation rights were expired on 23 December 2017. At the date of the issuance of the condensed consolidated interim financial statements, the Group has yet to receive a formal extension decree from the Secretary of Energy of Province of Formosa, Argentina. Extensive dialogue is ongoing with a view to either brokering a mutually acceptable investment plan, in return for the granting of a further 10 years term, or some other commercially viable plan on the way forward. In the meantime, whilst discussions continue, the Group remains as the operator of the production facilities in the Palmar Largo concession during the six months ended 30 June 2018.

Pursuant to Palmar Largo UTE agreement, all the participants in the joint operation approve the operating and capital budgets and therefore the Group has joint control over the relevant activities of Palmar Largo UTE. According to Palmar Largo UTE agreement, the participants in Palmar Largo UTE have joint control over the rights to the assets and obligations for the liabilities relating to Palmar Largo UTE. Accordingly, Palmar Largo UTE Interest is accounted for as a joint operation.

As at 30 June 2018, the Group recognised its share of assets and liabilities held jointly in the Palmar Largo UTE, including property, plant and equipment of approximately HK\$144,000 (31 December 2017: HK\$590,000), intangible assets of approximately HK\$9,658,000 (31 December 2017: HK\$16,296,000) and goodwill of approximately HK\$152,000 (31 December 2017: HK\$234,000).

### 11. 於合營業務之權益 (續)

就Palmar Largo特許權區而言，本集團的開採權於二零一七年十二月二十三日已經屆滿。於刊發簡明綜合中期財務報表當日，本集團尚未獲得由阿根廷福摩薩省能源部長批出的正式延期法令。本集團與有關機構就此事現正進行廣泛溝通，務求促成雙方均可接納的投資規劃，從而獲批額外10年期，或日後在商業上可行的其他計劃。在雙方協商期間，本集團於截至二零一八年六月三十日止六個月依然為Palmar Largo特許權區內生產設施的營運商。

根據Palmar Largo UTE協議，合營業務各參與方批准營運及資本預算，因此本集團於Palmar Largo UTE相關活動具有共同控制權。根據Palmar Largo UTE協議，Palmar Largo UTE參與方就Palmar Largo UTE相關資產及負債之責任享有共同控制權，因此，Palmar Largo UTE權益入賬列作共同經營。

於二零一八年六月三十日，本集團確認其分佔於Palmar Largo UTE共同持有的資產及負債，包括物業、廠房及設備約144,000港元（二零一七年十二月三十一日：590,000港元）、無形資產約9,658,000港元（二零一七年十二月三十一日：16,296,000港元）及商譽約152,000港元（二零一七年十二月三十一日：234,000港元）。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 12. TRADE AND OTHER RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade receivables based on the invoice date and net of loss allowance, is as follows:

### 12. 應收貿易賬款及其他應收款項

於報告期末，應收貿易賬款（扣除虧損撥備）按發票日期呈列之賬齡分析如下：

		<b>At 30 June 2018</b> 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日 (note (a)) (附註(a))
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
0-30 days	0至30日	<b>10,942</b>	7,461
31-60 days	31至60日	<b>6,794</b>	-
Trade receivables, net of loss allowance (note (b))	應收貿易賬款（扣除虧損撥備）（附註(b)）	<b>17,736</b>	7,461
Other debtors	其他應收款項	<b>7,144</b>	8,528
Amount due from joint ventures	應收合營企業款項	<b>314</b>	330
Financial assets measured at amortised cost	按攤銷成本計量之金融資產	<b>25,194</b>	16,319
VAT recoverable	可收回增值稅	<b>29,245</b>	48,396
Other tax recoverable	其他可收回稅項	<b>6,029</b>	8,484
Other prepayment and deposits	其他預付款項及按金	<b>42,224</b>	41,746
		<b>102,692</b>	114,945
<b>Reconciliation to the consolidated statement of financial position:</b>	<b>與綜合財務狀況表之對賬：</b>		
Non-current	非流動	<b>25,754</b>	40,286
Current (note (c))	流動（附註(c)）	<b>76,938</b>	74,659
		<b>102,692</b>	114,945

Notes:

- (a) The Group has initially applied HKFRS 9 at 1 January 2018. Under the transition method chosen, comparative information is not restated. See note 2.
- (b) Trade receivables are due within 30 days (2017: 30 days) from the date of billing.
- (c) All of the current trade and other receivables are expected to be recovered or recognised as expense within one year.

附註：

- (a) 本集團已於二零一八年一月一日首次應用香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。見附註2。
- (b) 應收貿易賬款自發票日期起30日（二零一七年：30日）內到期。
- (c) 所有流動應收貿易賬款及其他應收款項預期於一年內收回或確認為開支。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 13. PROMISSORY NOTE RECEIVABLE

### 13. 應收承兌票據

		<b>At 30 June 2018</b>	At 31 December 2017
		於二零一八年 六月三十日	於二零一七年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Promissory note receivable	應收承兌票據	<b>46,606</b>	42,687
Less: impairment loss	減：減值虧損	<b>(46,606)</b>	-
		-	42,687

The promissory note was issued by Foothills Exploration Operating, Inc. ("Foothills") and guaranteed by Foothills Exploration, the indirect holding company of Foothills, as part of the consideration of the disposal of its subsidiaries in the United States of America (the "US"), and is bearing no interest and repayable on 30 June 2018. The promissory note carries effective interest rate of 19.18% per annum.

The Group has initially applied HKFRS 9 at 1 January 2018, under the transition method chosen, comparative information is not restated. The Group has recognised additional ECLs amounting to HK\$7,760,000 as an adjustment to the opening balance of equity at 1 January 2018. See note 2(b).

承兌票據由Foothills Exploration Operating, Inc. (「Foothills」)發行並由Foothills Exploration (Foothills之間接控股公司)擔保，為出售其於美利堅合眾國(「美國」)之附屬公司之部分代價，不計息並須於二零一八年六月三十日償還。承兌票據按每年實際利率19.18%計息。

本集團已於二零一八年一月一日首次應用香港財務報告準則第9號，根據所選擇之過渡方法，比較資料不予重列。本集團已確認額外預期信貸虧損7,760,000港元為對二零一八年一月一日之權益期初結餘之調整。見附註2(b)。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 13. PROMISSORY NOTE RECEIVABLE (Continued)

Subsequent to 30 June 2018, the Group did not receive any repayment in respect of the outstanding promissory note and the said event constituted a default in repayment by Foothills. The Group is currently in negotiation with Foothills for the repayment of the past due promissory note. Foothills's principal activities are the acquisition and development of oil and gas properties in the US. In view of the adverse financial and operating circumstances of Foothills Exploration and its subsidiaries, and the recent default, the Group provided additional impairment loss of approximately HK\$38,846,000 on the past due balance of promissory note receivable at 30 June 2018.

### 14. OTHER FINANCIAL ASSETS

### 13. 應收承兌票據 (續)

於二零一八年六月三十日後，本集團並無就尚未償還承兌票據收到任何還款，上述事項構成Foothills拖欠還款。本集團目前正就償還逾期承兌票據之尚未償還金額與Foothills進行磋商。Foothills之主要業務為於美國收購及開發油氣資產。鑑於Foothills Exploration及其附屬公司之不利財務及營運狀況以及近期拖欠事件，於二零一八年六月三十日，本集團就應收承兌票據之逾期結餘計提額外減值虧損約38,846,000港元。

### 14. 其他金融資產

		At 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元	At 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元
Listed equity securities at fair value (note (a))	以公允價值列賬之上市 股本證券 (附註(a))	191,795	198,972
Unlisted investment funds at fair value (note (b))	以公允價值列賬之非上市 投資基金 (附註(b))	-	100,778
Unlisted equity-linked securities (note (c))	非上市股本掛鈎證券 (附註(c))	-	29,860
		<b>191,795</b>	<b>329,610</b>

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 14. OTHER FINANCIAL ASSETS (Continued)

Notes:

- (a) The listed equity securities at fair value represent listed shares of Beijing Gas Blue Sky Holdings Limited (“Blue Sky”) from conversion of convertible notes issued by Blue Sky.
- (b) The unlisted investment funds at fair value represent investments in a wide range of equity or debt investment products, which were disposed during the six months ended 30 June 2018.
- (c) During the year ended 31 December 2017, the Group acquired equity-linked securities which contain embedded derivative, the return of which were determined with reference to the closing price of certain equity securities listed on the Stock Exchange. The unlisted equity-linked securities were designated as at FVPL at initial recognition. During the six months ended 30 June 2018, the unlisted equity-linked securities have been redeemed.

### 14. 其他金融資產 (續)

附註：

- (a) 以公允價值列賬之上市股本證券為北京燃氣藍天控股有限公司(「藍天」)發行的可轉換票據轉換後的藍天上市股份。
- (b) 按公允價值列賬之非上市投資基金指於廣泛的股權或債務投資產品的投資，其已於截至二零一八年六月三十日止六個月被出售。
- (c) 截至二零一七年十二月三十一日止年度，本集團收購包含嵌入式衍生工具之股本掛鈎證券，其回報乃參考若干於聯交所上市之股本證券之收市價釐定。非上市股本掛鈎證券於初步確認時指定為以FVPL列賬。截至二零一八年六月三十日止六個月，非上市股本掛鈎證券已被贖回。

### 15. CASH AND CASH EQUIVALENTS

### 15. 現金及現金等價物

		At 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元	At 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元
Cash and cash equivalents in the consolidated statement of financial position and condensed consolidated cash flow statement	綜合財務狀況表及簡明綜合現金流量表中之現金及現金等價物	<b>932,300</b>	843,948

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 16. TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade payables (which are included in trade and other payables), based on the invoice date, is as follows:

		At 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元	At 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元
0-30 days	0至30日	6,639	15,050
31-60 days	31至60日	615	10,342
61-90 days	61至90日	201	1,393
Over 90 days	90日以上	2,029	1,292
Trade payables	應付貿易賬款	9,484	28,077
Other creditors and accrued charges	其他應付款項及應計費用	14,133	11,130
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	23,617	39,207
Deposit received (note (b))	已收按金(附註(b))	48,880	48,880
Receipt in advance	預收款項	34	55
		<b>72,531</b>	<b>88,142</b>

Notes:

- (a) All of the trade and other payables are expected to be settled within one year or are repayable on demand.
- (b) The amount represented a total deposit of HK\$48,880,000 received from two independent third parties which appointed a subsidiary of the Company as trustee to pursue an acquisition, which was under negotiation as at 30 June 2018.

附註：

- (a) 預期所有應付貿易賬款及其他應付款項須於一年內償付或按要求償還。
- (b) 該金額指從兩名獨立第三方收到合共48,880,000港元的按金，該等第三方委任本公司一間附屬公司為受託人以尋求一項收購，該收購於二零一八年六月三十日正在進行磋商。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 17. OTHER BORROWINGS

### 17. 其他借貸

		At 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元	At 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元
Term loans due for repayment within 1 year	1年內到期償還之定期貸款	2,352	2,380
Term loans due for repayment after 1 year:	1年後到期償還之定期貸款：		
After 1 year but within 2 years	1年後但2年內	54,400	54,400
After 2 years but within 5 years	2年後但5年內	154,000	157,000
		<b>208,400</b>	211,400
		<b>210,752</b>	213,780
<b>Reconciliation to the consolidated statement of financial position:</b>	<b>與綜合財務狀況表之對賬：</b>		
Current liabilities	流動負債	2,352	2,380
Non-current liabilities	非流動負債	208,400	211,400
		<b>210,752</b>	213,780

Note: Certain of the Group's other borrowings are subject to the fulfilment of covenants relating to the Company's assets/liabilities ratio and the Group's consolidated adjusted tangible net assets, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the other borrowings would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 30 June 2018 and 31 December 2017, none of the covenants relating to other borrowings had been breached.

附註：本集團之若干其他借貸須受達成本公司資產／負債比率以及本集團綜合經調整有形資產淨值有關的契約所限，有關契約常見於與金融機構作出之借貸安排。倘本集團違反契約，其他借貸須按要求償付。本集團定期監控其遵守該等契約的情況。於二零一八年六月三十日及於二零一七年十二月三十一日，概無違反任何有關其他借貸之契約。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 18. SHARE CAPITAL

#### Authorised and issued share capital

### 18. 股本

#### 法定及已發行股本

		2018 二零一八年		2017 二零一七年	
		No. of shares 股份數目	HK\$'000 千港元	No. of shares 股份數目	HK\$'000 千港元
		'000 千股		'000 千股	
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股	200,000,000	2,000,000	200,000,000	2,000,000
<b>Ordinary shares, issued and fully paid:</b>	<b>普通股·已發行及繳足：</b>				
At 1 January	於一月一日				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股	8,865,483	88,655	5,910,322	59,103
Shares issued under open offer (note (a))	根據公開發售發行股份 (附註(a))	-	-	2,955,161	29,552
At 30 June 2018 / 31 December 2017	於二零一八年 六月三十日/二零一七年 十二月三十一日				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股	8,865,483	88,655	8,865,483	88,655

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 general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股擁有人有權收取不時宣派之股息及有權於本公司股東大會上就每股股份投一票。就本公司之剩餘資產而言，所有普通股均享有同等地位。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 18. SHARE CAPITAL (Continued)

#### Authorised and issued share capital (Continued)

Notes:

##### (a) Shares issued under open offer

In April 2017, the Company completed an open offer of 2,955,160,996 ordinary shares of the Company at a subscription price of HK\$0.25 per share for net proceeds of approximately HK\$736,397,000, of which approximately HK\$29,552,000 and approximately HK\$706,845,000 were credited to the share capital and the share premium accounts respectively.

##### (b) Warrants reserve

On 16 July 2012, pursuant to the conditional warrant subscription agreement dated 29 May 2012 entered into between the Company and Max Sun Enterprises Limited, a total of 100,000,000 unlisted warrants was issued by the Company to Max Sun Enterprises Limited at an issue price of HK\$0.02 conferring the rights to subscribe for an aggregate of 100,000,000 ordinary shares of the Company at an exercise price of HK\$1.05 per share. The issuance costs of the unlisted warrants were approximately HK\$199,000. Upon the completion of open offer in January 2015, the exercise price of the unlisted warrants was adjusted from HK\$1.05 to HK\$0.86 per share. As a result, the rights attached to the unlisted warrants to subscribe ordinary shares of the Company were adjusted from 100,000,000 ordinary shares to 122,093,023 ordinary shares. On 15 July 2017, all unlisted warrants in issue were lapsed and accordingly warrants reserve of HK\$1,801,000 was released to accumulated losses.

##### (c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

##### (d) Fair value reserve (recycling)

Prior to 1 January 2018, this reserve included the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period in accordance with HKAS 39. This amount has been reclassified to fair value reserve (non-recycling) upon the initial adoption of HKFRS 9 at 1 January 2018 (see note 2(b)).

##### (e) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 2(b)(i)).

### 18. 股本 (續)

#### 法定及已發行股本 (續)

附註:

##### (a) 根據公開發售發行股份

於二零一七年四月，本公司按每股0.25港元之認購價完成公開發售2,955,160,996股本公司普通股，所得款項淨額約736,397,000港元，其中約29,552,000港元及約706,845,000港元分別計入股本及股份溢價賬。

##### (b) 認股權證儲備

於二零一二年七月十六日，根據本公司與萬新企業有限公司簽訂的日期為二零一二年五月二十九日之有條件認股權證認購協議，本公司按0.02港元的發行價向萬新企業有限公司發行共計100,000,000份非上市認股權證，賦予其以每股1.05港元的行使價認購本公司共計100,000,000股普通股的權利。非上市認股權證發行成本約為199,000港元。在二零一五年一月的公開發售完成後，非上市認股權證的行使價由每股1.05港元調整至每股0.86港元。因此，非上市認股權證附帶認購本公司普通股的權利範圍亦由100,000,000股普通股調整至122,093,023股普通股。所有已發行的非上市認股權證於二零一七年七月十五日失效，因此認股權證儲備1,801,000港元已撥至累計虧損。

##### (c) 外匯儲備

匯兌儲備包括換算海外業務財務報表所產生的所有外幣換算差額。

##### (d) 公允價值儲備 (可回轉)

於二零一八年一月一日前，按照香港會計準則第39號，該儲備包括於報告期末所持可供出售金融資產的公允價值累計變動淨額。於二零一八年一月一日首次採納香港財務報告準則第9號後，該金額已重新分類至公允價值儲備 (不可回轉) (見附註2(b))。

##### (e) 公允價值儲備 (不可回轉)

公允價值儲備 (不可回轉) 包括於報告期末所持根據香港財務報告準則第9號指定為FVOCI的股本投資公允價值的累計變動淨額 (見附註2(b)(i))。



# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

#### (a) Financial assets and liabilities measured at fair value

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 19. 金融工具之公允價值計量

#### (a) 按公允價值計量之金融資產及負債

##### 公允價值等級

下表呈列本集團於報告期末按經常性基準計量之金融工具之公允價值，根據香港財務報告準則第13號公允價值計量之定義分類為三層公允價值等級。公允價值計量之層級分類乃經參考估值技術中採用之輸入數據之可觀察性及重要性釐定如下：

- 第一層估值：僅採用第一層輸入數據計量之公允價值，即於計量日期在活躍市場上相同資產或負債之未經調整報價。
- 第二層估值：採用第二層輸入數據（即不符合第一層公允價值之可觀察輸入數據）計量之公允價值，而非採用重大不可觀察輸入數據。不可觀察輸入數據指並無市場數據可作參考之輸入數據。
- 第三層估值：採用重大不可觀察輸入數據計量之公允價值。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Financial assets and liabilities measured at fair value (Continued)

##### Fair value hierarchy (Continued)

		Fair value measurements as at 30 June 2018 categorised into 於二零一八年六月三十日之公允價值計量分類為			
		Fair value at 30 June 2018 於二零一八年 六月三十日之 公允價值 HK\$'000 千港元	Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元
<b>Recurring fair value measurement</b>	<b>經常性公允價值計量</b>				
Assets:	資產:				
Other investment in equity securities:	其他股本證券投資:				
- Unlisted equity investments	- 非上市股權投資	34,471	-	34,471	-
Other financial assets:	其他金融資產:				
- Listed equity securities at fair value	- 以公允價值列賬的 上市股本證券	191,795	191,795	-	-

		Fair value measurements as at 31 December 2017 categorised into 於二零一七年十二月三十一日之公允價值計量分類為			
		Fair value at 31 December 2017 於二零一七年 十二月三十一日 之公允價值 HK\$'000 千港元	Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元
<b>Recurring fair value measurement</b>	<b>經常性公允價值計量</b>				
Assets:	資產:				
Available-for-sale investments	可供出售投資:				
- Unlisted equity investments	- 非上市股權投資	36,617	-	36,617	-
Other financial assets:	其他金融資產:				
- Listed equity securities at fair value	- 以公允價值列賬的 上市股本證券	198,972	198,972	-	-
- Unlisted investment funds at fair value	- 以公允價值列賬的 非上市投資基金	100,778	100,778	-	-
- Unlisted equity-linked securities	- 非上市股權掛鈎證券	29,860	-	29,860	-

During the six months ended 30 June 2018 and year ended 31 December 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一八年六月三十日止六個月及截至二零一七年十二月三十一日止年度，第一層與第二層之間並無轉移，第三層並無轉入或轉出。本集團政策為於報告期末公允價值等級發生轉移時確認有關轉移。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS *(Continued)*

#### (a) Financial assets and liabilities measured at fair value *(Continued)*

##### Valuation techniques and inputs used in Level 2 fair value measurements

The equity interest in NordAq is classified as equity investment and carried at fair value. The fair value is valued using the market approach with reference to the private placing of shares and warrants by NordAq and the average share price fluctuations of comparable companies.

The equity interest in Foothills Exploration is classified as equity investment and carried at fair value. The fair value is valued using the market approach with reference to the market price of shares of Foothills Exploration.

The unlisted equity-linked securities were classified as other financial assets and carried at fair value. The fair value were determined based on quoted market prices provided by bank.

From 1 January 2018, any gains or losses arising from the remeasurement of the Group's other investment in equity securities are recognised in the fair value reserve (non-recycling) in other comprehensive income. Upon disposal of these equity investments, the amount accumulated in other comprehensive income is transferred directly to accumulated losses.

### 19. 金融工具之公允價值計量 *(續)*

#### (a) 按公允價值計量之金融資產及負債 *(續)*

##### 第二層公允價值計量採用之估值技術及輸入數據

於NordAq之股權被分類為股權投資，並按公允價值入賬。公允價值乃經參考NordAq之股份及認股權證私募配售以及可資比較公司之平均股價波動採用市場法進行評估。

Foothills Exploration之股權分類為股權投資，並按公允價值入賬。公允價值乃經參考Foothills Exploration之股份市價採用市場法估值。

非上市股權掛鈎證券乃分類為其他金融資產並按公允價值入賬。公允價值乃按銀行提供的市場報價而釐定。

自二零一八年一月一日起，重新計量本集團其他股本證券投資產生之任何收益或虧損於其他全面收益中之公允價值儲備（不可回轉）內確認。於出售該等股權投資後，其他全面收益中之累計金額會直接轉撥至累計虧損。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS *(Continued)*

#### (b) Fair value of financial assets and liabilities carried other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 30 June 2018 and 31 December 2017.

### 19. 金融工具之公允價值計量 (續)

#### (b) 按公允價值以外方式入賬之金融資產及負債之公允價值

於二零一八年六月三十日及二零一七年十二月三十一日，本集團按攤銷成本入賬之金融工具的賬面值與其公允價值並無重大差異。

### 20. MATERIAL RELATED PARTY TRANSACTIONS

The Group has a related party relationship with the following parties:

#### Name of party 關連方名稱

#### Relationship 關係

New World Tower  
Company Limited

The company is an associate of Chow Tai Fook (Holding) Limited, an intermediate parent of the Company.  
該公司為本公司之中間母公司周大福(控股)有限公司之聯營公司。

CiF Solutions Limited  
創庫系統有限公司

The company is an associate of Chow Tai Fook (Holding) Limited, an intermediate parent of the Company.  
該公司為本公司之中間母公司周大福(控股)有限公司之聯營公司。

China Venturetechno  
International Co., Ltd.  
中國新技術創業國際  
有限公司

Mr. Cheng Kam Chiu, Stewart, the chairman and executive director of the Company, is a common director.  
本公司主席兼執行董事鄭錦超先生為共同董事。

### 20. 重大關連方交易

本集團與下列公司擁有關連方關係：

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 20. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

### 20. 重大關連方交易 (續)

Name of party 關連方名稱	Relationship 關係
Blue Sky 藍天	Mr. Cheng Ming Kit, who was the non-executive director of the Company, was a common director until he resigned as the non-executive director of the Company with effect from 13 April 2018. 鄭明傑先生(曾為本公司非執行董事)為共同董事,直至其於二零一八年四月十三日辭任本公司非執行董事。
盤錦遼河曙光實業有限公司	The company is a subsidiary of Full Charming Limited, which is a joint venture of the Group. 該公司為本集團合營企業Full Charming Limited之附屬公司。
Max Sun Enterprises Limited 萬新企業有限公司	The company is an indirect non-wholly owned subsidiary of Chow Tai Fook (Holding) Limited, an intermediate parent of the Company. 該公司為本公司之中間母公司周大福(控股)有限公司之間接非全資附屬公司。

Save as disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

除該等財務報表其他地方所披露者外,本集團曾訂立以下重大關連方交易:

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and senior management, is as follows:

#### (a) 主要管理層人員酬金

本集團主要管理層人員酬金(包括已付予本公司董事及高級管理人員之款項)如下:

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	5,230	4,514
Post-employment benefits	離職後福利	29	47
		<b>5,259</b>	<b>4,561</b>

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 20. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### (b) Other related party transactions

Related parties 關連方	Nature of transactions 交易性質	Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(i) New World Tower Company Limited	Rent and management fee 租金及管理費	1,146	1,025
(ii) CiF Solutions Limited 創庫系統有限公司	IT management and support 資訊科技管理及支援	60	57
(iii) Max Sun Enterprises Limited 萬新企業有限公司	Underwriting commission 包銷佣金	–	2,394

### 20. 重大關連方交易 (續)

#### (b) 其他關連方交易

### 21. CAPITAL COMMITMENTS

Capital commitments outstanding at 30 June 2018 not provided for in the condensed consolidated interim financial statements were as follows:

### 21. 資本承擔

於二零一八年六月三十日尚未償還且尚未於簡明綜合中期財務報表撥備之資本承擔如下：

	At 30 June 2018 於二零一八年 六月三十日 HK\$'000 千港元	At 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元
Authorised but not contracted for 已授權但未訂約	176,075	175,393

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外所有金額均以港元列示)

### 22. COMPARATIVE FIGURES

The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2.

### 22. 比較數字

本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡方法，並無重列比較資料。有關會計政策變更之進一步詳情披露於附註2。



# REPORT ON REVIEW OF INTERIM FINANCIAL REPORT

## 中期財務報告之審閱報告



**Review report to the board of directors of  
New Times Energy Corporation Limited**  
(incorporated in Bermuda with limited liability)

致新時代能源有限公司  
董事會之審閱報告  
(於百慕達註冊成立之有限公司)

### INTRODUCTION

We have reviewed the interim financial report set out on pages 5 to 72 which comprises the consolidated statement of financial position of New Times Energy Corporation Limited (the “**Company**”) as of 30 June 2018 and the related consolidated statement of profit or loss, statement of profit or loss and other comprehensive income and statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 緒言

我們已審閱新時代能源有限公司(「貴公司」)載於第5至72頁之中期財務報告，當中包括截至二零一八年六月三十日之綜合財務狀況表及截至該日止六個月期間之相關綜合損益表、損益及其他全面收益表、權益變動表及簡明綜合現金流量表及解釋附註。香港聯合交易所有限公司證券上市規則規定，編製中期財務報告必須符合以上規則之相關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

我們的責任是根據審閱對此中期財務報告作出結論，並按照協定的委聘條款僅向整體董事會報告結論，除此以外並無其他用途。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

# REPORT ON REVIEW OF INTERIM FINANCIAL REPORT

## 中期財務報告之審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2018 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

27 August 2018

### 審閱範圍

我們已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。中期財務報告審閱工作包括作出查詢（對象主要為負責財務及會計事宜的人士）及進行分析及其他審閱程序。審閱範圍遠小於根據香港核數準則進行審核的範圍，故無法令我們保證我們將知悉在審核中可能發現的所有重大事項。因此，我們不會發表審核意見。

### 結論

根據我們的審閱，我們概無發現任何事宜促使我們相信於二零一八年六月三十日的中期財務報告在所有重大方面未有按照香港會計準則第34號「中期財務報告」編製。

### 畢馬威會計師事務所

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二零一八年八月二十七日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### GENERAL REVIEW

During the six month period to June 2018, the Group's main activities were oil and gas exploration and production in Argentina, and commodities trading.

Despite the lifting of the import ban of foreign oil into Argentina, and the move towards a free market oil economy by the incumbent government, the full financial effects of the recovering world oil price have not benefited the producers of Northern Argentina, where the Group is situated. As the only refinery in the region, Refinor is able to offer a price significantly lower than prevailing world oil prices to the oil producers in the area, knowing they have no other economically viable alternative. This situation has created a major adverse effect on oil exploration activities in the region.

Hoping for a possible improvement to the current situation, the Group continues to lobby its concerns with the provincial governments, warning them of the potential irreversible damage that the refineries' unfair market practices may cause to the region's oil and gas industry in the long term, and its ability to attract future investment.

In the meantime, the Group remains focused on managing its operating costs, as well as maintaining production levels at the Palmar Largo Concessions (the "**PL Concessions**"), in an effort to preserve operating margins in a mature, marginal and declining oilfield.

### 整體回顧

直至二零一八年六月的六個月期間，本集團的主要業務為於阿根廷勘探及生產石油及天然氣，以及商品貿易。

儘管已取消對阿根廷的外國石油進口禁運，且現任政府轉向石油經濟的自由市場，不過即使全球石油價格復甦，對於本集團的所在地，即阿根廷北部的生產商而言，所帶來的全面財務影響未能令其受惠。Refinor是當地唯一的煉油廠，由於當地的石油生產商並無其他於經濟上可行的替代煉油廠，故其能夠向該等石油生產商提供遠低於現行國際油價的價格。此一局面已經對當地的石油勘探活動造成重大衝擊。

為了盡可能改善現狀，本集團不斷向省政府表示關注此情況，對各煉油廠造成不公平的市場環境作出預警，提醒省政府長遠而言有可能對當地的石油及天然氣行業，甚至在未來對吸引投資的能力造成潛在不可逆轉的損害。

同時，本集團一直著重管理營運成本，並維持Palmar Largo特許權區（「**PL特許權區**」）的生產水平，即使油田已趨成熟、貧瘠且產量下滑，亦盡力保持營運利潤。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

With respect to the Group's permits on its concessions, both the exploratory permits of the Tartagal Oriental and Morillo Concessions (the "T&M Concessions"), and Chirete Concession were renewed and extended by a further 24 months from 13 September 2017, and 12 months from 18 November 2017, respectively. This was after 12 to 18 months of persistent effort and lobbying with the government. As a condition for the granting of the extension decrees by the Salta provincial regulatory authorities on 19 March 2018, the Group was required to submit accompanying performance bond insurance, which it duly did in early April 2018.

In regards to the PL Concessions, the Group's production permit as previously reported expired on 23 December 2017. The Group to date has yet to receive a formal extension decree from the Formosa provincial regulatory authorities, or notification on how they wish to proceed with those concessions. Extensive dialogue is ongoing with a view to either brokering a mutually acceptable investment plan, in return for the granting of a further 10 year term, or some other commercially viable plan on the way forward. In the meantime, whilst discussions continue, the Group continues to operate the production facilities in the concessions, for and on behalf of the Union of Temporary Enterprise (the "UTE") in which it is the owner of a 38.15% participating interest.

In an effort to complete its exploration commitment with the Provisional Government of Salta, Argentina, the Group is scheduled to spud its next exploration well in the Chirete Concession, HLG.st.LB.x-2001 in October 2018.

During the six months to June 2018, the Group was also engaged in the business of commodities trading. This was in line with the Group's objective to broaden its revenue base, as well as seek additional source of profit generation. For the period, the Group was solely involved in the trading of non-ferrous metals.

就本集團於其特許權區的許可證而言，包括Tartagal Oriental及Morillo特許權區（「T&M特許權區」），以及Chirete特許權區的勘探許可證已分別重續及延期，由二零一七年九月十三日延長24個月，以及由二零一七年十一月十八日延長12個月。這是經過12至18個月時間，堅持不懈遊說政府的成果。於二零一八年三月十九日，薩爾塔省監管機構批出有關延期的法令，條件是本集團須提交隨附的保證金履約保險，而本集團於二零一八年四月初已正式提交。

誠如先前所述，本集團於PL特許權區的生產許可證於二零一七年十二月二十三日已經屆滿。至今本集團仍無接獲由福摩薩省監管機構批出的正式延期法令，有關機構可能對特許權區處理做法的通知亦付之闕如。本集團與有關機構就此事現正進行廣泛溝通，務求促成雙方均可接納的投資規劃，從而獲批額外10年期，或日後在商業上可行的其他計劃。在雙方協商期間，本集團仍代表Union of Temporary Enterprise（「UTE」）繼續經營特許權區內的生產設施，而UTE於該特許權區擁有38.15%的參與權益。

為了努力完成對阿根廷薩爾塔臨時政府的勘探承諾，本集團將如期於二零一八年十月在Chirete特許權區的勘探井HLG.st.LB.x-2001進行新一輪鑽井工程。

直至二零一八年六月的六個月，本集團亦從事商品貿易業務，與本集團擴大收益基礎、發掘其他溢利來源的目標一致。期內，本集團只進行有色金屬交易。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The political and financial risks associated with doing business in Argentina including, but not limited to, the rapid devaluation of the Argentine Peso, the high inflation rates, the exceptionally high key commercial lending rates are all of concerns to the Group and are being monitored closely.

### REVIEW OF BUSINESS OPERATION

#### Northwest Basin, Argentina Exploration, Development and Production Activities *Tartagal Oriental and Morillo Concessions (the “T&M Concessions”)*

As previously reported in the Group’s 2017 Annual Report, the EP.x-2001 exploration well was drilled to its target drill depth of 2,853 meters on 28 October 2017. This was significantly later than the Group had planned due to a number of factors beyond control of the Group including late issuance of drill permit by local authority, labour union disruption and inclement weather. Despite the presence of hydrocarbons, post logging analysis and petro-physical studies concluded the well and geological structure was incapable of being commercially viable for further development and production. EP.x-2001 well was subsequently plugged and abandoned in early November 2017, and since been subject to routine environmental audits by Salta provincial regulatory authorities for which no issues were noted during the six month period to June 2018.

On 19 March 2018, the Group successfully secured a 24 month extension on its exploration permit at the T&M Concessions from the Salta provincial regulatory authorities, effective from the expiry date of 13 September 2017. This extension of 18 months took 12 months to secure. A key condition for granting of the extension was that the Group provide performance bond insurance coverage for the remainder outstanding work commitments on the concessions, which it duly did in early April 2018 in full compliance.

本集團非常關注與於阿根廷進行業務有關的政治及金融風險（包括但不限於阿根廷披索急速貶值、通脹率高企，以及主要商業貸款利率特高等），並一直密切監察情況。

### 業務回顧

#### 阿根廷西北盆地 勘探、開發及生產活動 *Tartagal Oriental及Morillo特許權區 (「T&M特許權區」)*

誠如先前於本集團二零一七年年報所述，於二零一七年十月二十八日，EP.x-2001勘探井已鑽探至目標鑽探深度2,853米。由於本集團無法控制的若干因素，包括當地機構延遲發出鑽探許可證、工會運動造成工程中斷，以及惡劣天氣等，令鑽井工程大幅落後本集團早前擬定的時間。儘管有碳氫化合物，惟後期測井記錄分析及石油物理研究均斷定該勘探井及地理結構不適宜作進一步商業開發及生產。其後於二零一七年十一月初，EP.x-2001勘探井已封堵及廢棄，自此由薩爾塔省監管機構定期進行環境審核。直至二零一八年六月的六個月期間，概無發現任何事宜。

於二零一八年三月十九日，本集團已成功從薩爾塔省監管機構取得T&M特許權區勘探許可證延期24個月，由屆滿日期二零一七年九月十三日起生效。是次延期18個月，耗時12個月方能獲得延期。批出是次延期的關鍵條件是本集團為特許權區餘下尚未完成的工作承諾提供履約保證金保險，而本集團於二零一八年四月初已全面遵照辦理。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Furthermore, the Group has already requested from the Salta provincial authorities, an extension beyond 13 September 2019 for the purposes of realistically completing the remainder work commitments on the T&M Concessions. An additional 6 months application until March 2020 was submitted by the Group, along with detailed drilling plans, schedules and analysis in support.

Concurrently, the Group has an outstanding commitment of 4,488 Work Units, and has submitted its application for the reduction of its total Work Unit commitments balance almost to its entirety in the Salta Province based on previous unclaimed qualifying expenditures. Subject to a lengthy detailed audit by the provincial regulatory bodies, the Group anticipates the official recognition of those previous expenditures as qualifying expenditures.

When the Salta Government agrees to the reduction in its total work commitments balance, the Group will approach its insurers for a reduced performance bond insurance coverage.

Assuming that most of the Work Unit commitments are recognised by the Salta Government, the Group would still have an outstanding commitment of drilling 2 exploration wells under the T&M Concessions.

The T&M Concessions are presently at an exploration stage with no existing development or production activities currently being performed.

### *Palmar Largo Concessions (the “PL Concessions”)*

The PL Concessions comprise three blocks, namely the Palmar Largo block located in the Province of Formosa, together with the Balbuena Este block and the El Chorro block located in the Province of Salta. The concessions’ 25 year term expired on 23 December 2017. The Group owns a 38.15% interest the PL Concessions and is the operator of the production facilities.

此外，本集團早前已向薩爾塔省監管機構提出要求，將期限延至二零一九年九月十三日之後，以確保能夠完成於T&M特許權區的餘下工作承諾。本集團已將詳細鑽探計劃、時間表及分析等支持文件連同延期申請一併提交，以延期額外6個月至二零二零年三月。

同時本集團尚未完成的承諾有4,488個工作單位，而本集團已提交申請，根據先前尚未申索而合資格的開支，將其於薩爾塔省的工作單位餘額接近全數扣減。省級監管機構的審核需時且複雜，本集團預期待完成後，有關先前的開支將被正式確認為合資格的開支。

當薩爾塔政府同意減少其全部工作承諾的餘額後，本集團將通知其承保人有關履約保證金保險的涵蓋範圍已被減少。

假設薩爾塔政府確認大部分工作單位的承諾，本集團於T&M特許權區鑽探2個勘探井的承諾仍有待完成。

目前T&M特許權區處於勘探階段，現時並無進行任何開發或生產活動。

### *Palmar Largo特許權區 (「PL特許權區」)*

PL特許權區包括三個區塊，即位於福摩薩省的Palmar Largo區塊，以及另外2個位於薩爾塔省的Balbuena Este區塊及El Chorro區塊。特許權區為25年期，於二零一七年十二月二十三日已經屆滿。本集團擁有PL特許權區的38.15%權益，並為生產設施的營運商。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

During the six month period to 30 June 2018, the Group continued active dialogue with the Formosa provincial regulatory authority with a view to securing a further 10 year production permit, or some other mutually acceptable and economically viable arrangement.

Presently, the Formosa authority has given no indication on the direction they wish to proceed with the Palmar Largo block. The Group understands that the Formosa authority is considering the possibility of reassuming the legal ownership of the block, and may potentially (but there is no assurance whatsoever) retain the services of the Group in a capacity as an operator for a further 3 to 5 year period, and in return for operating the block, the Group may be compensated possibly by a percentage share of oil production, or by way of a fixed service income arrangement.

To date, no definitive offer has been presented to the Group or the UTE for consideration by the Formosa authority. In the meantime, whilst discussions are ongoing, the Group continues to operate the production facilities in the Palmar Largo block, for and on behalf of the UTE.

With increasing frequency, the Group on behalf of the UTE is pushing the Formosa provincial authorities for a swift and definitive answer regarding its intention for the future of the block. In the meantime, the Group has no option but to suspend and defer its significant discretionary investments/expenditures, originally planned for the second half of 2017, until this matter is first resolved.

Operationally, in the past six months to 30 June 2018, the Group conducted a number of slickline unit interventions on certain oil wells in order to maintain their production rates. Essential planned maintenance was also performed during the period to ensure continued safe working conditions. No workover interventions were undertaken, or contemplated. Such discretionary expenditure will be deferred until the over 20 month discussion with the Formosa authority is concluded, since it involved significant amounts and longer payback periods.

直至二零一八年六月三十日的六個月期間，本集團一直主動與福摩薩省監管機構保持溝通，以求取得額外10年期的生產許可證，或促成雙方均可接納且經濟上可行的其他安排。

目前，福摩薩當局並無表示其有意繼續處理Palmar Largo區塊的意向。本集團明白福摩薩當局正考慮重新取回該區塊的法定擁有權的可能性，並且可能（但並無任何保證）於額外3至5年期間內維持由本集團作為營運商，且本集團將可能以分佔石油產量若干百分比或固定服務收入安排方式獲得經營該區塊的回報。

迄今，本集團或UTE概無獲提呈最終要約，以供福摩薩當局考慮。在持續進行討論的同時，本集團仍代表UTE繼續經營Palmar Largo區塊內的生產設施。

本集團正代表UTE加緊催促福摩薩省當局盡快落實有關該區塊的未來發展意向並給予最終答覆。與此同時，本集團別無選擇，唯有暫停並推遲原定於二零一七年下半年進行的重大全權委託投資／開支，直至此事獲解決為止。

營運上，於直至二零一八年六月三十日的過去六個月，本集團對部分油井進行若干鋼絲單元項目，以維持彼等生產率。期內亦已進行必要的規劃維護，以確保工作環境維持安全。概無進行或擬進行修復項目。有關酌情作出的開支將延遲直至與福摩薩當局逾20個月的討論達成結論為止，原因為有關開支牽涉的金額重大且其回報期更長。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

With respect to the Balbuena Este block and El Chorro block located in the Province of Salta, the Group has informed the Salta Government of its intention to relinquish both concessions. The office of the Secretary of Energy for the Province of Salta is establishing communication with the concession owner, YPF, for any activities that may be required on the concession. Furthermore, as the operator for the UTE, the Group is seeking to understand the extent of site remediation required by the authorities.

During the period under review, the average daily production rate of the Group's 38.15% participating interest in the PL Concessions was approximately 266 barrels of oil per day ("BOPD") (2017: 312 BOPD). The Group's share of production for the period under review equated close to 56.5 thousand barrels of oil ("MBBL") (2017: 57.4 MBBL).

Sales of crude oil from the Group's 38.15% participating interest in the PL Concessions for the six month period, contributed HK\$22.61 million in revenue (2017: HK\$21.69 million). The average selling price the Group received during the period under review was US\$54.89 (2017: US\$50.48) per barrel.

There were no exploration and development activities in the PL Concessions during the period under review.

### *Chirete Concession*

During the period under review, the Group made steady progress with the preparations of the exploratory drill of the HLG.st.LB.x-2001 well, the spud date of which is scheduled for late October, 2018. The construction of access road and location drill site were at an advanced stage and according to schedule, as well as the tendering of periphery drilling services for their formal award and engagement.

就位於薩爾塔省的Balbuena Este區塊及El Chorro區塊而言，本集團已知會薩爾塔政府其有意放棄該兩個特許權區。薩爾塔省能源部長辦公室正在嘗試與特許權區擁有人YPF就可能須於特許權區進行的任何活動進行溝通。此外，作為UTE之營運商，本集團正試圖了解當局所要求的土地修復程度。

於回顧期間內，本集團於PL特許權區的38.15%參與權益的日均產量約為每日266桶石油（「桶石油／每日」）（二零一七年：每日312桶石油）。本集團於回顧期內所分佔的產量相當於接近56.5千桶石油（「千桶石油」）（二零一七年：57.4千桶石油）。

於六個月期間，本集團於PL特許權區的38.15%參與權益的原油銷售收益為22,610,000港元（二零一七年：21,690,000港元）。本集團於回顧期內的平均售價為每桶54.89美元（二零一七年：50.48美元）。

於回顧期內，概無於PL特許權區進行任何勘探及開發活動。

### *Chirete特許權區*

於回顧期內，本集團之HLG.st.LB.x-2001勘探井的籌備工作平穩進展，預定鑽探日期為二零一八年十月底。道路及鑽探地點之建設已踏入最後階段並如期進行，且已就正式授出及委聘外圍鑽探服務進行招標。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Subject to the agreement of Pampa Energia, the 50% participating and funding partner of the LB.x-2001 well, the Group intends to drill this latest well utilising the divisions' own rig and crew, where it successfully drilled the EP.x-2001 well in Q4 2017 with no major mechanical downtimes or health and safety incident.

The Group is in the midst of finalising the operational and financial conditions of the division's LB.x.2001 drilling service contract with Pampa Energia. It is presently experiencing some delays which will inevitably impact and shift the original spud date. However, the Group is hopeful that these contractual terms and conditions will be imminently resolved to the mutual satisfaction of both parties.

With respect to the exploratory permit on the Chirete Concession, the Group received an extension on 19 March 2018 which will expire on 18 November 2018. This extension with an effective period of only 6 months came after 12 months of lobbying efforts. By December 2018, the Group and Pampa Energia should be in a position to make a decision on the future of its mutual participation on the concession following the conclusion of drilling of the LB.x.2001 well, and assessment of its economic viability for possible development and production.

The Chirete Concession is presently at an exploration stage with no existing development or production activities currently being performed; except for oils accumulating naturally from the LB x-1002 well drilled in December 2015 of approximately 1 BOPD (2017: 5 BOPD).

### Commodities Trading

During the six month period to June 2018, the Group successfully engaged and closed out a number of commodities trades involving non-ferrous metals. In line with the Group's broad objective to diversify its revenue base and source of profit generation, further commodities trades are anticipated for the remainder of the year.

在Pampa Energia (LB.x-2001勘探井之50%參與及出資夥伴)之協議之規限下,本集團擬運用分部自身之鑽探設備及團隊鑽探此最新的勘探井,其已於二零一七年第四季成功鑽探EP.x-2001勘探井且概無重大機件故障或健康及安全事故。

本集團正與Pampa Energia落實分部之LB.x.2001鑽探服務合約之經營及財務條件。其目前有所延誤,並將無可避免地影響及順延原定的鑽探日期。然而,本集團期望雙方能盡快議定互相信納的該等合約條款及條件。

在Chirete特許權區的勘探許可證方面,本集團於二零一八年三月十九日獲得延期批准,其將於二零一八年十一月十八日到期。經過12個月努力遊說,是次延期的有效期僅為6個月。於二零一八年十二月前,本集團及Pampa Energia應能夠於LB.x.2001勘探井之鑽探完成後,對其未來於特許權區之互相參與作出決定,並評估可能發展及生產在經濟上的可行性。

Chirete特許權區目前處於勘探階段,且現時並未進行任何現有開發及生產活動,惟於二零一五年十二月從LB x-1002鑽井天然產出之約每日1桶石油(二零一七年:每日5桶石油)除外。

### 商品貿易

於直至二零一八年六月之六個月期間,本集團已成功從事並完成若干宗有色金屬商品貿易。預期本集團將因應令收益基礎及溢利來源多元化之宏大目標而於年度餘下時間將進行進一步商品貿易。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FUTURE PROSPECTS AND DEVELOPMENTS

The objective of the Group is to maximise profitability and increase cash flows for the purpose of funding its exploration and development activities, whilst at the same time ensuring its obligations for health, safety and the environment are uncompromised.

With the recent lifting of the import ban of foreign oil into Argentina by the government, and the move towards a free market oil economy by the incumbent government, the full financial benefit of the recovering world oil price has not been reciprocated in Northern Argentina, where it is dominated by Refinor, the only major refinery and where the Group's concessions are situated. The Group continues to work closely with the regions' provincial governments in the hope of finding a solution to address this position of the refineries, and for the long term health and prosperity of the oil and gas industry in the area.

With no immediate prospect for a significant rebound in the Northern Argentine oil and gas price, the business outlook for the Group and the regions' producers in the area is expected to continue to be challenging in the next 6 to 12 months at least.

However thankfully, the Group has a strong cash position as a result of its previous fund-raising activities in the form of subscription share issue and open offer, as well as diligent treasury management. This will enable the Group to weather through these difficult trading conditions in Argentina, whilst it seeks for value adding and complimentary investment opportunities in the energy sector, wherever that may be in the world.

### 未來前景與發展

本集團的目標是盡力提升盈利能力及增加現金流，為本集團的勘探開發工程提供資金，同時對於健康、安全及環境的責任絕不退讓。

近期政府取消對阿根廷的外國石油進口禁運，且現任政府轉向石油經濟的自由市場。全球石油價格復甦帶來的全面財務裨益卻未能令阿根廷北部受益。當地是本集團特許權區的所在地，由唯一主要煉油廠Refinor壟斷。本集團繼續與當地省政府緊密合作，企盼覓得解決方案以解決煉油廠的情況，為當地的石油及天然氣行業實現長期穩健繁榮。

鑑於阿根廷北部的石油及天然氣價格不會即時大幅反彈，預期本集團及當地生產商於未來至少6至12個月的業務前景依然嚴峻。

可幸的是，本集團先前透過認購股份發行及公開發售的方式進行集資活動，加上資金管理完善，現時現金狀況充裕，故本集團將能夠在阿根廷艱難的營商環境下展現抗逆力，同時放眼全球，在能源行業尋求得以增值的投資良機。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

The Group's revenue for the six months ended 30 June 2018 was approximately HK\$202.23 million, as compared to approximately HK\$21.69 million for the corresponding period in 2017. The increase in revenue was mainly attributable to the revenue generated from commodities trading. The revenue derived from commodities trading for the six months ended 30 June 2018 was approximately HK\$179.62 million (2017: Nil). Additionally, revenue derived from the sale of oil products under the Group's oil exploration and production business for the six months ended 30 June 2018 was approximately HK\$22.61 million. This represents an increase of approximately 4.24% as compared to the HK\$21.69 million revenue generated for the corresponding period in 2017. During the period under review, the Group reported a gross profit of approximately HK\$8.00 million (2017: HK\$3.45 million). The increase in gross profit was mainly contributed by the increase in gross profit of the Group's oil exploration and production business.

General and administrative expenses of the Group for the six months ended 30 June 2018 was approximately HK\$26.38 million, which represents an increase of approximately 1.93% as compared to approximately HK\$25.88 million for the corresponding period in 2017.

The Group recognised an impairment loss on promissory note receivable, and trade and other receivables of approximately HK\$38.85 million (2017: Nil) and approximately HK\$1.16 million (2017: Nil) respectively for the six months ended 30 June 2018. For the six months ended 30 June 2017, the Group recognised an impairment loss on available-for-sale investments of approximately HK\$12.52 million; whilst there was no such impairment loss recognised for the six months ended 30 June 2018.

### 財務回顧

截至二零一八年六月三十日止六個月，本集團的收益約為202,230,000港元，而二零一七年同期則約為21,690,000港元。有關收益增加乃主要由於產生自商品貿易的收益所致。截至二零一八年六月三十日止六個月，自商品貿易產生的收益約為179,620,000港元（二零一七年：無）。此外，截至二零一八年六月三十日止六個月，自銷售本集團石油勘探及生產業務的石油產品產生的收益約為22,610,000港元。此乃較二零一七年同期產生的收益21,690,000港元增加約4.24%。回顧期內，本集團呈報毛利約8,000,000港元（二零一七年：3,450,000港元）。毛利增加主要由本集團石油勘探及生產業務之毛利增加所貢獻。

截至二零一八年六月三十日止六個月，本集團的一般及行政開支約為26,380,000港元，較二零一七年同期的約25,880,000港元增加約1.93%。

截至二零一八年六月三十日止六個月，本集團確認應收承兌票據以及應收貿易賬款及其他應收款項之減值虧損分別約38,850,000港元（二零一七年：無），以及約1,160,000港元（二零一七年：無）。截至二零一七年六月三十日止六個月，本集團確認可供出售投資減值虧損約12,520,000港元；而截至二零一八年六月三十日止六個月並無確認有關減值虧損。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

For the six months ended 30 June 2017, the Group recognised an impairment loss on exploration and evaluation assets in respect of the Union of Temporary Enterprise in Tartagal Oriental and Morillo Concessions of approximately HK\$155.46 million; whilst there was no such impairment loss recognised for the six months ended 30 June 2018.

The Group recognised a net investment loss in respect of financial instruments of approximately HK\$3.45 million (2017: HK\$35.71 million) for the six months ended 30 June 2018.

For the six months ended 30 June 2018, the Group recognised exploration expenses in relation to a dry hole of approximately HK\$1.25 million; whilst there were no such expenses incurred for the six months ended 30 June 2017.

For the six months ended 30 June 2017, the Group recorded a gain of approximately HK\$3.30 million on the partial disposal of interest in a joint venture of the Group (the “**Partial Disposal**”). The Partial Disposal was completed in January 2017 resulting in the Group’s interest in the joint venture being decreased from 42.10% to 29.92%.

Finance costs of the Group for the six months ended 30 June 2018 was approximately HK\$7.79 million, which represents a decrease of approximately 28.33% as compared to approximately HK\$10.87 million for the corresponding period in 2017.

Share of losses of joint ventures of the Group for the six months ended 30 June 2018 were approximately HK\$2.12 million, representing an increase of approximately 25.44%, as compared to approximately HK\$1.69 million for the corresponding period in 2017.

截至二零一七年六月三十日止六個月，本集團就於Tartagal Oriental及Morillo特許權區的Union of Temporary Enterprise確認勘探及評估資產減值虧損約155,460,000港元，而於截至二零一八年六月三十日止六個月並無確認有關減值虧損。

截至二零一八年六月三十日止六個月，本集團就金融工具確認投資虧損淨額約3,450,000港元（二零一七年：35,710,000港元）。

截至二零一八年六月三十日止六個月，本集團確認有關乾井之勘探開支約1,250,000港元；而截至二零一七年六月三十日止六個月並無產生有關開支。

截至二零一七年六月三十日止六個月，本集團就出售本集團合營企業之部分權益（「**部分出售事項**」）錄得收益約3,300,000港元。部分出售事項已於二零一七年一月完成，導致本集團於合營企業之權益由42.10%減少至29.92%。

截至二零一八年六月三十日止六個月，本集團的融資成本約為7,790,000港元，較二零一七年同期的約10,870,000港元減少約28.33%。

截至二零一八年六月三十日止六個月，本集團應佔合營企業虧損約為2,120,000港元，較二零一七年同期之約1,690,000港元增加約25.44%。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Income tax charge of the Group for the six months ended 30 June 2018 was approximately HK\$2.38 million; whilst it was an income tax credit of approximately HK\$0.95 million for the corresponding period in 2017.

For the six months ended 30 June 2018, the Group recorded a loss for the period of approximately HK\$97.33 million (2017: HK\$222.91 million).

Basic loss per share for the six months ended 30 June 2018 was approximately HK1.10 cents (2017: HK3.05 cents).

### CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES, AND CHANGE IN USE OF PROCEEDS

In respect of the aggregate net proceeds of approximately HK\$557.23 million (“**2016 Subscription Shares Proceeds**”) raised from the subscription of shares in July 2016 and November 2016, amongst which approximately HK\$305.93 million had been utilised up to 31 December 2017 towards its intended use as stated in the circular of the Company dated 28 June 2016 and the announcement of the Company dated 28 October 2016. As at 31 December 2017, the unutilised balance of the 2016 Subscription Shares Proceeds was approximately HK\$251.3 million. The actual use of the 2016 Subscription Shares Proceeds during the six months ended 30 June 2018 was, as to approximately HK\$31.12 million, for Argentina operational purposes as intended. As at 30 June 2018, the unutilised balance of the 2016 Subscription Shares Proceeds was approximately HK\$220.18 million.

截至二零一八年六月三十日止六個月，本集團之所得稅開支約為2,380,000港元；而二零一七年同期則為所得稅抵免約950,000港元。

截至二零一八年六月三十日止六個月，本集團錄得期內虧損約97,330,000港元（二零一七年：222,910,000港元）。

截至二零一八年六月三十日止六個月，每股基本虧損約為1.10港仙（二零一七年：3.05港仙）。

### 資本結構、流動資金及財務資源，以及所得款項用途變更

就於二零一六年七月及二零一六年十一月認購股份籌集的所得款項淨額合共約557,230,000港元（「**二零一六年認購股份所得款項**」）而言，直至二零一七年十二月三十一日，其中約305,930,000港元已用於本公司日期為二零一六年六月二十八日的通函及本公司日期為二零一六年十月二十八日的公告所述的擬定用途。於二零一七年十二月三十一日，二零一六年認購股份所得款項的尚未動用結餘約為251,300,000港元。截至二零一八年六月三十日止六個月，二零一六年認購股份所得款項的實際用途為約31,120,000港元按擬定用於阿根廷營運目的。於二零一八年六月三十日，二零一六年認購股份所得款項的尚未動用結餘約為220,180,000港元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The following table summarises the use of net proceeds for the 2016 Subscription Shares Proceeds during the six months ended 30 June 2018.

下表概述截至二零一八年六月三十日止六個月之二零一六年認購股份所得款項之所得款項淨額用途。

Intended use	擬定用途	Unutilised amount	Utilised amount	Unutilised amount
		of net proceeds brought forward as at 31 December 2017	of net proceeds during the six months ended 30 June 2018	
		於二零一七年十二月三十一日結轉之所得款項淨額 尚未動用金額	截至二零一八年六月三十日止六個月之所得款項淨額 已動用金額	於二零一八年六月三十日之所得款項淨額 尚未動用金額
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Argentina operational purposes	阿根廷營運目的	251.30	(31.12)	220.18

In respect of the net proceeds of approximately HK\$736.40 million (“**Open Offer Proceeds**”) raised from the open offer in April 2017, amongst which approximately HK\$66.11 million had been utilised up to 31 December 2017 towards its intended use as stated in the circular of the Company dated 28 February 2017 and the offering memorandum dated 27 March 2017. As at 31 December 2017, the unutilised balance of the Open Offer Proceeds was approximately HK\$670.29 million. The actual use of the Open Offer Proceeds during the six months ended 30 June 2018 was, as to approximately HK\$11.00 million, for general working capital requirements including the repayment of loan and payment of overhead expenses as intended. As at 30 June 2018, the unutilised balance of Open Offer Proceeds was approximately HK\$659.29 million.

就於二零一七年四月自公開發售籌集的所得款項淨額約736,400,000港元（「**公開發售所得款項**」）而言，直至二零一七年十二月三十一日，其中約66,110,000港元已用於本公司日期為二零一七年二月二十八日的通函及日期為二零一七年三月二十七日的發售備忘錄所述的擬定用途。於二零一七年十二月三十一日，公開發售所得款項的尚未動用結餘約為670,290,000港元。截至二零一八年六月三十日止六個月，公開發售所得款項的實際用途為約11,000,000港元按擬定者用作一般營運資金需求，包括償還貸款及支付經常開支。於二零一八年六月三十日，公開發售所得款項的尚未動用結餘約為659,290,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The following table summarises the use of net proceeds for the Open Offer Proceeds during the six months ended 30 June 2018.

下表概述截至二零一八年六月三十日止六個月之公开发售所得款項之所得款項淨額用途。

Intended use	擬定用途	Unutilised amount of net proceeds brought forward as at 31 December 2017	Utilised amount of net proceeds during the six months ended 30 June 2018	Unutilised amount of net proceeds as at 30 June 2018
		於二零一七年 十二月三十一日 結轉之 所得款項淨額 尚未動用金額 HK\$ million 百萬港元	截至二零一八年 六月三十日止 六個月之 所得款項淨額 已動用金額 HK\$ million 百萬港元	於二零一八年 六月三十日之 所得款項淨額 尚未動用金額 HK\$ million 百萬港元
General working capital requirements	一般營運資金需求	11.00	(11.00)	–
Argentina operational purposes	阿根廷營運目的	59.29	–	59.29
Investment for oil and gas portfolio	投資油氣組合	600.00	–	600.00
		670.29	(11.00)	659.29

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### *Change in use of proceeds*

As at 30 June 2018, the Open Offer Proceeds intended to be used for the said general working capital requirements had been fully utilised. The unutilised balance of the Open Offer Proceeds were designated for specific uses (being, as to approximately HK\$59.29 million, for Argentina operational purposes and, as to HK\$600.00 million, for investment for oil and gas portfolio). As at 30 June 2018, the net proceeds of HK\$600.00 million to be used for investment for oil and gas portfolio were unutilised due to lack of suitable target for such purpose. As at the date of this report, the Group has outstanding borrowings in the principal amount of approximately HK\$208.40 million, of which HK\$54.40 million will be repayable on 30 July 2019. In order to cope with the funding requirements for general and administrative expenses to be incurred in the Group's ordinary and usual course of business, and for the repayment of interest and debts that will soon fall due. On 27 August 2018, the Board resolved to change the use of net proceeds of HK\$600.00 million originally designated for investment for oil and gas portfolio as follows:

- (i) HK\$100.00 million for general working capital requirements (including approximately HK\$30.00 million for the general and administrative expenses and approximately HK\$70.00 million for the repayment of interest and debts upon due), which is expected to be utilised within the next twelve months from the date of this report; and
- (ii) HK\$500.00 million for investment for oil and gas portfolio, when suitable opportunities arise.

The Board considered that the above change in use of proceeds will enhance the allocation of financial resources and are in the interests of the Company and its shareholders as a whole.

### *所得款項用途變更*

於二零一八年六月三十日，擬定用作上述一般營運資金要求之公開發售所得款項已獲悉數動用。公開發售所得款項之未動用結餘已指定用於特定用途（即約59,290,000港元用於阿根廷營運目的及600,000,000港元用於投資油氣組合）。於二零一八年六月三十日，將用作投資油氣組合之所得款項淨額600,000,000港元未獲動用，原因為就此而言並無合適目標。於本報告日期，本集團尚未償還借貸之本金額約為208,400,000港元，當中54,400,000港元將於二零一九年七月三十日償還。為應付本集團一般及日常業務過程中將予產生之一般行政開支之資金需求以及償還即將到期之利息及債務，於二零一八年八月二十七日，董事會議決變更原指定用於投資油氣組合之所得款項淨額600,000,000港元之用途如下：

- (i) 100,000,000港元用作一般營運資金需求（包括約30,000,000港元用於一般行政開支及約70,000,000港元用於償還即將到期之利息及債務），預期將自本報告日期起計未來12個月內動用；及
- (ii) 500,000,000港元用於合適的機會出現時投資油氣組合。

董事會認為，上述所得款項用途變更將有助分配財務資源，並符合本公司及其股東之整體利益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group maintained a treasury policy (as reviewed or modified from time to time when deemed necessary) for the investment of surplus cash. Surplus cash is mainly maintained in the form of term deposits with the licensed banks. The management of the Group closely monitors the Group's liquidity position to ensure that the Group has sufficient financial resources to meet its funding requirements from time to time.

As at 30 June 2018, the Group's net current assets amounted to approximately HK\$1,138.17 million (31 December 2017: HK\$1,217.66 million) and the Group had cash and cash equivalents of approximately HK\$932.30 million (31 December 2017: HK\$843.95 million).

Cash and cash equivalents of the Group as at 30 June 2018 were mainly denominated in Hong Kong Dollar, United States Dollar and Argentine Peso.

As at 30 June 2018, total equity of the Group was approximately HK\$3,317.54 million (31 December 2017: HK\$3,467.32 million). Net asset value per share equated to approximately HK\$0.37 (31 December 2017: HK\$0.39). Debt ratio, calculated as total liabilities divided by total assets, was approximately 8.25% (31 December 2017: 8.36%).

The Group financed its operations generally from a combination of working capital, borrowings and proceeds from the issuance of new shares of the Company.

本集團維持以盈餘現金進行投資之庫務政策（在被視為必要時不時檢討或修改）。盈餘現金主要以持牌銀行定期存款的方式存置。本集團的管理層密切監察本集團之流動資金狀況，以確保本集團有足夠財務資源以應付其不時之資金需求。

於二零一八年六月三十日，本集團的流動資產淨值約為1,138,170,000港元（二零一七年十二月三十一日：1,217,660,000港元），而本集團的現金及現金等價物約為932,300,000港元（二零一七年十二月三十一日：843,950,000港元）。

本集團於二零一八年六月三十日之現金及現金等價物主要以港元、美元及阿根廷披索計值。

於二零一八年六月三十日，本集團權益總值約為3,317,540,000港元（二零一七年十二月三十一日：3,467,320,000港元）。每股資產淨值相等於約0.37港元（二零一七年十二月三十一日：0.39港元）。債項比率（按負債總額除以資產總值計算）約為8.25%（二零一七年十二月三十一日：8.36%）。

本集團一般以其營運資金、借貸及本公司發行新股之所得款項為營運撥付資金。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Borrowings

As at 30 June 2018, total borrowings of the Group was approximately HK\$210.75 million (31 December 2017: HK\$213.78 million), which comprised of debt securities in issue.

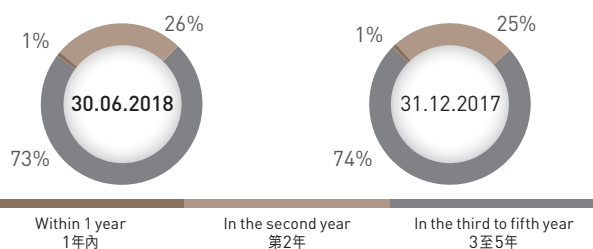
As at 30 June 2018, the debt profile of the Group is detailed below:

### 借貸

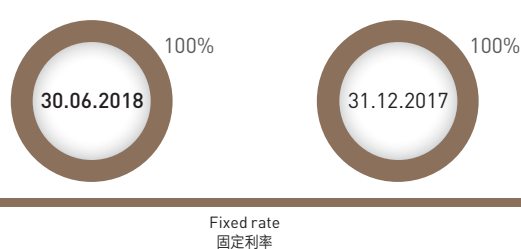
於二零一八年六月三十日，本集團之借貸總額約為210,750,000港元（二零一七年十二月三十一日：213,780,000港元），由已發行債務證券組成。

於二零一八年六月三十日，本集團的借貸組合詳述如下：

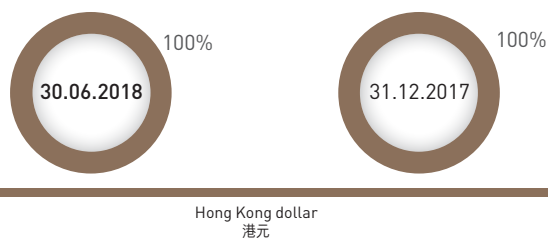
**Debt Profile by Maturity**  
按到期日劃分之債務組合



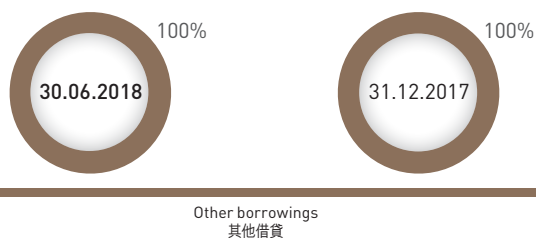
**Debt Profile by Interest Rate Structure**  
按利率結構劃分之債務組合



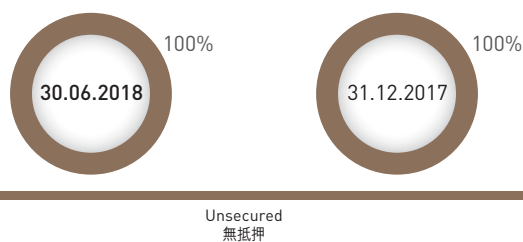
**Debt Profile by Currencies**  
按貨幣劃分之債務組合



**Debt Profile by Types of Borrowings**  
按借貸類別劃分之債務組合



**Debt Profile by Security Nature**  
按抵押性質劃分之債務組合



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial covenants

As at 30 June 2018, the Group's other borrowings of approximately HK\$54.4 million (31 December 2017: HK\$54.40 million) are subject to the fulfilment of financial covenants relating to the Company's assets/liabilities ratio and the Group's consolidated adjusted net tangible assets, as are commonly found in lending arrangements with financial institutions. If the Group were to be in breach these financial covenants, the Group's other borrowings would become payable on demand. As at 30 June 2018 and 31 December 2017, none of the financial covenants relating to other borrowing were breached.

### Gearing ratio

As at 30 June 2018, gearing ratio, calculated on the basis of interest bearing borrowings divided by total equity, was approximately 6.35% (31 December 2017: 6.17%).

### Charge on Assets

As at 30 June 2018, the Group did not have any charge on its assets (31 December 2017: Nil).

### Contingent Liabilities

As at 30 June 2018, the Group did not have any material contingent liabilities (31 December 2017: Nil).

### Capital Commitments

Details of the capital commitments of the Group as at 30 June 2018 are set out in note 21 to the unaudited interim financial report.

### 財務契約

於二零一八年六月三十日，本集團之其他借貸約54,400,000港元（二零一七年十二月三十一日：54,400,000港元）須履行與本公司的資產／負債比率及本集團綜合經調整有形資產淨值相關的財務契約，此類財務契約常見於金融機構的借貸安排中。倘本集團違反該等財務契約，則本集團之其他借貸將成為須按要求償還。於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無違反有關其他借貸的財務契約。

### 資產負債比率

於二零一八年六月三十日，以計息借貸除以權益總值計算的資產負債比率約為6.35%（二零一七年十二月三十一日：6.17%）。

### 資產抵押

於二零一八年六月三十日，本集團並無任何資產抵押（二零一七年十二月三十一日：無）。

### 或然負債

於二零一八年六月三十日，本集團並無任何重大或然負債（二零一七年十二月三十一日：無）。

### 資本承擔

本集團於二零一八年六月三十日的資本承擔詳情載於未經審核中期財務報告附註21。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Foreign Exchange Exposure

Assets and liabilities of the Group are mainly denominated in Hong Kong Dollar, United States Dollar and Argentine Peso. Most of these assets and liabilities are in the functional currency of the operations to which the transactions relate. The currencies giving rise to foreign exchange risk is primarily those from our exploration and production activities in Argentina and investments in foreign companies. The Group currently does not have a foreign currency hedging policy. However, the management of the Group will monitor the foreign exchange exposures on an on-going basis and will consider hedging instruments should the need arise.

### Employees

As at 30 June 2018, the Group employed a total of 54 (31 December 2017: 51) permanent employees in Hong Kong and Argentina. Total employee remuneration from continuing operations (including directors' remuneration and benefits) for the six months ended 30 June 2018 amounted to approximately HK\$12.17 million (2017: HK\$11.78 million). The Group provides its employees with competitive remuneration packages which were commensurate to their personal performance, qualifications, experience, and relevant market conditions in the respective geographical locations and businesses in which the Group operates.

### Material Acquisition and Disposals

The Group did not have material acquisitions or disposals of subsidiary, associated company and joint venture, which would have been required to be disclosed under the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") during the period under review.

### 外匯風險

本集團資產及負債主要以港元、美元及阿根廷披索計值。大部分此等資產及負債均以與交易有關之業務的功能貨幣計值。貨幣外匯風險主要來自於阿根廷進行勘探及生產活動以及投資於外國公司。本集團現時並無外幣對沖政策。然而，本集團管理層將持續監察外匯風險，並將於有需要時考慮對沖工具。

### 僱員

於二零一八年六月三十日，本集團於香港及阿根廷僱用合共54名（二零一七年十二月三十一日：51名）長期僱員。截至二零一八年六月三十日止六個月，持續經營業務的僱員薪酬總額（包括董事酬金及福利）約為12,170,000港元（二零一七年：11,780,000港元）。本集團向其僱員提供具競爭力的薪酬方案，乃與彼等的個人表現、資歷及經驗相符，以及按本集團營運所在各地區及業務的相關市況釐定。

### 重大收購及出售事項

於回顧期內，本集團並無根據香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）須予以披露之附屬公司、關聯公司及合營企業之重大收購或出售事項。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Significant Investments

As at 30 June 2018, the Group held other investment in equity securities and other financial assets amounting to approximately HK\$34.47 million and HK\$191.80 million respectively.

#### (i) Other investment in equity securities

As at 30 June 2018, the Group's other investment in equity securities comprised of unlisted equity investments in NordAq Energy Inc. ("**NordAq**") and Foothills Exploration Inc. ("**Foothills Exploration**") amounting to approximately HK\$31.36 million and HK\$3.11 million respectively.

NordAq is an oil and gas company based in Anchorage, Alaska and is mainly engaged in exploration, appraisal and development of hydrocarbon reserves in the State of Alaska, the United States of America. For the six months ended 30 June 2018, the Group recognised a gain of approximately HK\$0.12 million on the change in fair value of the equity investment in NordAq in the statement of other comprehensive income.

Foothills Exploration is an oil and gas exploration and production company engaged in the acquisition and development of oil and natural gas properties in the United States of America. For the six months ended 30 June 2018, the Group recognised an impairment loss of approximately HK\$2.27 million on the equity investment in Foothills Exploration in the statement of other comprehensive income.

### 重大投資

於二零一八年六月三十日，本集團持有其他股本證券投資及其他金融資產分別約為34,470,000港元及191,800,000港元。

#### (i) 其他股本證券投資

於二零一八年六月三十日，本集團的其他股本證券投資包括於NordAq Energy Inc. (「**NordAq**」) 及Foothills Exploration Inc. (「**Foothills Exploration**」) 的非上市股權投資分別約為31,360,000港元及3,110,000港元。

NordAq為一間總部設於阿拉斯加安克雷奇之油氣公司，主要在美利堅合眾國阿拉斯加州從事勘探、評估及開發碳氫化合物儲量。截至二零一八年六月三十日止六個月，本集團於其他全面收益表中就於NordAq之股權投資之公允價值變動確認收益約120,000港元。

Foothills Exploration為一間在美利堅合眾國從事石油及天然氣財產收購及開發的油氣勘探及生產公司。截至二零一八年六月三十日止六個月，本集團於其他全面收益表中就於Foothills Exploration的股權投資確認減值虧損約2,270,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### (ii) Other financial assets

As at 30 June 2018, the Group's other financial assets comprised of listed equity securities at fair value amounting to approximately HK\$191.80 million. During the six months ended 30 June 2018, the Group disposed all of unlisted investment funds which were held and classified as other financial assets as at 31 December 2017. Additionally, the Group's unlisted equity-linked securities, which were held and classified as other financial assets as at 31 December 2017, were early redeemed by the issuer. For the six months ended 30 June 2018, the Group recognised a net investment loss of approximately HK\$1.87 million in respect of these investments in the statement of profit or loss.

As at 30 June 2018, listed equity securities at fair value represented shares in Beijing Gas Blue Sky Holdings Limited (Stock Code: 6828) ("**Blue Sky**"). The principal activity of Blue Sky is investment holding and Blue Sky's subsidiaries are principally engaged in sales and distribution of natural gas and other related products. For the six months ended 30 June 2018, the Group recognised a net investment loss of approximately HK\$3.56 million in respect of the shares in Blue Sky in the statement of profit or loss.

### Compliance with Relevant Laws and Regulations

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the period under review, there was no material breach of or noncompliance with the applicable laws and regulations by the Group.

### (ii) 其他金融資產

於二零一八年六月三十日，本集團其他金融資產包括按公允價值列賬的上市股本證券約191,800,000港元。截至二零一八年六月三十日止六個月，本集團出售所有於二零一七年十二月三十一日持有及分類為其他金融資產的非上市投資基金。此外，本集團於二零一七年十二月三十一日持有及分類為其他金融資產的非上市股本掛鈎證券獲發行人提前贖回。截至二零一八年六月三十日止六個月，本集團於損益表中就該等投資確認投資虧損淨額約1,870,000港元。

於二零一八年六月三十日，按公允價值列賬的上市股本證券指北京燃氣藍天控股有限公司（股份代號：6828）（「**藍天**」）的股份。藍天之主要業務為投資控股，而藍天之附屬公司則主要從事天然氣及其他相關產品銷售及分銷。截至二零一八年六月三十日止六個月，本集團於損益表中就藍天的股份確認投資虧損淨額約3,560,000港元。

### 遵守相關法律及規例

就董事會及管理層所知悉，本集團已遵守對本集團業務及經營有重大影響的相關法律及規例的重大方面。於回顧期間，本集團並無重大違反或未有遵守適用之法律及規例的情況。

### SHARE OPTION SCHEME

At the annual general meeting of the Company held on 17 May 2011, the shareholders of the Company (the “Shareholders”) approved the adoption of a new share option scheme (the “Share Option Scheme”) in place of the old share option scheme adopted on 30 August 2002 (the “Old Scheme”). No further share options may be granted under the Old Scheme upon its termination and share options granted and unexercised prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Old Scheme.

The Share Option Scheme is adopted under the relevant requirements of Chapter 17 of the Listing Rules and its purpose is to provide incentives or rewards to the eligible participants thereunder for their contribution or would be contributions to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants include any Director (including Non-executive Director and Independent Non-executive Director), employee (whether full time or part time), any supplier of goods or services to the Group, any customer of the Group, any agent or consultant that provides research, development, technological support or other services to the Group, any shareholder or any member of the Group or any holder of any securities issued by the Group. The Share Option Scheme, unless otherwise terminated or amended, will remain in force for 10 years from the date of coming into effect.

### 購股權計劃

於本公司二零一一年五月十七日舉行之股東週年大會上，本公司股東（「股東」）批准採納新購股權計劃（「購股權計劃」）以取代於二零零二年八月三十日採納之舊購股權計劃（「舊計劃」）。舊計劃終止後，不可再據此授出其他購股權，而終止前已授出而未行使購股權則繼續有效及根據舊計劃的條文可予行使。

購股權計劃乃根據上市規則第17章的有關規定而採納，其旨在向為本集團作出貢獻或將會作出貢獻之合資格參與者提供獎勵或回報及／或讓本集團招聘及挽留優秀僱員及吸引對本集團而言屬寶貴之人力資源。合資格參與者包括本集團任何董事（包括非執行董事及獨立非執行董事）、僱員（不論全職或兼職）、向本集團提供貨物或服務之任何供應商、本集團任何客戶、向本集團提供研究、開發、技術支援或其他服務之任何代理或顧問、本集團任何股東或任何成員公司或本集團所發行任何證券之任何持有人。除非另行終止或修訂，購股權計劃於生效日期起計10年內有效。

## OTHER INFORMATION 其他資料

The maximum number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company 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 the Shareholders in general meeting. In addition, the total maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of all share options granted and to be granted (including both exercised and outstanding options) under the Share Option Scheme to each eligible participants (other than an Independent Non-executive Director or a substantial Shareholder of the Company or any of their respective associates) in any 12-month period up to and including the date of the latest grant of share options must not exceed 1% of the shares in issue at such date. Any further grant of share options under the Share Option Scheme in excess of this limit is subject to Shareholders' approval in a general meeting of the Company.

因行使根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權而可能發行的最高股份數目合計不得超過批准限額日期本公司已發行股份的10%，而該限額可由股東於股東大會上更新。此外，於根據購股權計劃及本公司任何其他購股權計劃發行在外而未行使的購股權倘獲行使而可予發行的最高股份數目，不得超過不時已發行股份的30%。

於截至及包括購股權最後授出日期的任何12個月期間內，因行使根據購股權計劃向各合資格參與者（除本公司獨立非執行董事或主要股東，或彼等各自的任何聯繫人士）授出及將授出的全部購股權（包括已行使及尚未行使購股權）而發行及將發行的股份總數，不得超過當日已發行股份的1%。倘根據購股權計劃進一步授出購股權，而超出此限額，則須於本公司股東大會上取得股東批准。



Under the Share Option Schemes, any grant of share options to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates are subject to approval by the Independent Non-executive Directors. In addition, any share options granted to an Independent Non-executive Director or a substantial Shareholder of the Company, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all share options already granted or to be granted under the Share Option Scheme (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value (based on the closing price of the shares at the date of grant) in excess of HK\$5 million, such grant of share options by the Board must be approved by Shareholders in general meeting of the Company.

The period within which share options may be exercised under the Share Option Scheme will be determined by the Board in its absolute discretion save that such period shall not be more than 10 years from the date of grant of the share options and that the Board may at its discretion determine the minimum period for which the share options have to be held before the exercise of the subscription right attaching thereto.

The exercise price of the share options under the Share Option Scheme is determinable 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 Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of such share options; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of such share options; and (iii) the nominal value of the Company's shares.

根據購股權計劃，倘授出任何購股權予本公司董事、主要行政人員或主要股東或彼等各自的任何聯繫人士，須由獨立非執行董事批准。此外，倘授出任何購股權予本公司獨立非執行董事或主要股東，或彼等各自的任何聯繫人士，將導致於截至及包括有關授出日期的12個月期間內，因行使根據購股權計劃已授出及將授出的全部購股權（包括已行使、註銷或未行使購股權）而發行及將發行的股份(i)合計超過已發行股份的0.1%；及(ii)總值超過5,000,000港元（根據授出日期股份的收市價計算），由董事會授出之有關購股權須於本公司股東大會上取得股東批准。

根據購股權計劃，購股權可行使之期限將由董事會以絕對酌情權釐定，惟該行使期不得超過自購股權授出日期起計10年，董事會可酌情釐定行使購股權所附帶之認購權前須持有購股權之最短期間。

根據購股權計劃，購股權的行使價由董事會以絕對酌情權釐定，但無論如何不得低於以下各項中的最高者：(i)本公司股份於授出該等購股權日期於聯交所日報表所報的收市價；(ii)本公司股份於緊接授出該等購股權日期前五個營業日於聯交所日報表所報的平均收市價；及(iii)本公司股份的面值。



## OTHER INFORMATION

### 其他資料

The offer of a grant of share options under the Share Option Scheme may be accepted within 28 days from the date of the offer upon payment of a consideration of HK\$1 by the grantee.

During the period under review, no share options were granted, lapsed nor cancelled under the Share Option Scheme. As at 30 June 2018, the Company had no other outstanding share options.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' Interests in Securities" and "Share Option Scheme", at no time during the period under review was the Company or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2018, as recorded in the register kept by the Company under section 352 of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (the "SFO") in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or chief executive of the Company pursuant to the SFO or to the Model Code for Securities Transactions by Directors of Listed Issuers (or any other applicable code), there were no interests, whether long or short positions, held or deemed to be interested by any of the Directors or chief executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held or deemed to be interested by any of them as at 30 June 2018.

獲授予人士可於授出購股權計劃項下購股權的日期起計28日內接納購股權，並支付代價1港元。

於回顧期間，根據購股權計劃，並無購股權獲授出、已失效或遭註銷。於二零一八年六月三十日，本公司並無其他尚未行使購股權。

### 董事購買股份或債券之權利

除「董事於證券之權益」及「購股權計劃」兩節所披露者外，於回顧期內任何時間，本公司或其附屬公司或控股公司或本公司控股公司之附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

### 董事於證券之權益

於二零一八年六月三十日，根據本公司按香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條而存置的登記冊所載錄，就涉及根據證券及期貨條例或上市發行人董事進行證券交易的標準守則（或任何其他適用守則）本公司的董事及／或主要行政人員須向本公司及聯交所發出通知的資料而言，任何本公司的董事或主要行政人員皆無持有或被當作持有本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證的好倉或淡倉權益，彼等於二零一八年六月三十日亦無持有或被當作持有可認購本公司及其相聯法團任何股份、相關股份或債權證的任何權利。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2018, other than the interests of the Directors and Chief Executive as disclosed above, the following persons/corporations had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO and in accordance with information received by the Company.

### Long position of substantial Shareholders' interests in issued ordinary shares of the Company

## 主要股東之權益

於二零一八年六月三十日，除上文所披露董事及主要行政人員的權益外，以下人士／法團於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記入本公司根據證券及期貨條例第336條須予存置登記冊及符合本公司所接獲之資料的權益或淡倉。

### 主要股東於本公司已發行普通股之好倉

Name of Shareholders	Capacity/ Nature of interests	Number of issued ordinary shares held	Approximate percentage of the total issued share capital
股東名稱	身份／權益性質	所持已發行 普通股數目	佔已發行 股本總額 概約百分比 (note (vii)) (附註(vii))
Max Sun (note (i)) 萬新 (附註(i))	Beneficially owned 實益擁有	5,737,129,098	64.71%
Chow Tai Fook Nominee Limited ("CTFNL") (note (ii)) 周大福代理人有限公司 ("周大福代理人") (附註(ii))	Interests in a controlled corporation 受控法團權益	5,737,129,098	64.71%
Chow Tai Fook (Holding) Limited ("CTFHL") (note (iii)) 周大福(控股)有限公司 ("周大福控股") (附註(iii))	Interests in a controlled corporation 受控法團權益	5,761,900,848	64.99%

## OTHER INFORMATION

### 其他資料

Name of Shareholders	Capacity/ Nature of interests	Number of issued ordinary shares held	Approximate percentage of the total issued share capital
股東名稱	身份／權益性質	所持已發行 普通股數目	佔已發行 股本總額 概約百分比 (note (vii)) (附註(vii))
Chow Tai Fook Capital Limited ("CTFC") (note (iv))	Interests in a controlled corporation	5,761,900,848	64.99%
Chow Tai Fook Capital Limited ("CTFC") (附註(iv))	受控法團權益		
Cheng Yu Tung Family (Holdings) Limited ("CYTFH") (note (v))	Interests in a controlled corporation	5,761,900,848	64.99%
Cheng Yu Tung Family (Holdings) Limited ("CYTFH") (附註(v))	受控法團權益		
Cheng Yu Tung Family (Holdings II) Limited ("CYTFH-II") (note (vi))	Interests in a controlled corporation	5,761,900,848	64.99%
Cheng Yu Tung Family (Holdings II) Limited ("CYTFH-II") (附註(vi))	受控法團權益		
Elberta Holdings Limited	Beneficially owned 實益擁有	794,850,000	8.97%

## OTHER INFORMATION 其他資料

Notes:

As at 30 June 2018:

- (i) The entire issued share capital of Max Sun was legally and beneficially owned by CTFNL.
- (ii) CTFNL held 100% direct interest in Max Sun and was accordingly deemed to have an interest in the shares held by Max Sun.
- (iii) CTFHL held 99.80% direct interest in CTFNL and was accordingly deemed to have an interest in the shares of CTFNL.
- (iv) CTFC held 81.03% direct interest in CTFHL and was accordingly deemed to have an interest in the shares of CTFHL.
- (v) CYTFH held 48.98% direct interest in CTFC and was accordingly deemed to have an interest in the shares of CTFC.
- (vi) CYTFH-II held 46.65% direct interest in CTFC and was accordingly deemed to have an interest in the shares of CTFC.
- (vii) The approximate percentage of interests held was calculated on the basis of 8,865,482,988 ordinary shares of the Company in issue.

Save as disclosed above, there is no other interest recorded in the register that is required to be kept under Section 336 of the SFO as at 30 June 2018.

### CHANGES OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry and confirmations from each of the Directors, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules since the Company's last published annual report.

附註：

於二零一八年六月三十日：

- (i) 萬新之全部已發行股本由周大福代理人合法及實益擁有。
- (ii) 周大福代理人直接持有萬新之100%權益，因此被視為於萬新所持之股份中擁有權益。
- (iii) 周大福控股直接持有周大福代理人之99.80%權益，因此被視為於周大福代理人之股份中擁有權益。
- (iv) CTFC直接持有周大福控股之81.03%權益，因此被視為於周大福控股之股份中擁有權益。
- (v) CYTFH直接持有CTFC之48.98%權益，因此被視為於CTFC之股份中擁有權益。
- (vi) CYTFH-II直接持有CTFC之46.65%權益，因此被視為於CTFC之股份中擁有權益。
- (vii) 所持權益概約百分比乃按本公司之8,865,482,988股已發行普通股之基準計算。

除上文披露者外，於二零一八年六月三十日，概無其他權益須記入根據證券及期貨條例第336條置存之登記冊。

### 根據上市規則第13.51B(1)條董事變更資料

根據向每位董事作出特別查詢及各董事的確認，自本公司發出上年度年報後，概無其他董事資料之變更須按上市規則第13.51B條作出披露。

# OTHER INFORMATION

## 其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### Corporate Governance Code

The Group strives to attain and maintain high standards of corporate governance best suited to the needs of its businesses and the best interests of its stakeholders as the Board believes that effective governance is essential to the maintenance of the Group's competitiveness and to its healthy growth. The Company has adopted and applied the principles of the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules. The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code. In the opinion of the Directors, the Company was in compliance with the applicable code provisions of the CG Code for the six months ended 30 June 2018 and, where appropriate, the applicable recommended best practices of the CG Code, save and except for the following deviations:

#### Code Provision A.4.1

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. During the period under review, all non-executive Director and independent non-executive Directors were not appointed for a specific term. They were, however, subject to the requirements of retirement and re-election at least once every three years at the annual general meetings of the Company in accordance with the relevant provisions of the Company's bye-laws (the "Bye-laws") and code provision A.4.2 of the CG Code. As such, the Company considers that sufficient measures were taken to ensure that the Company's corporate governance practices were no less exacting than those in the code provisions of the CG Code.

### 企業管治及其他資料

#### 企業管治守則

董事會相信有效的管治是本集團保持競爭力及穩健發展的要素。因此，本集團務求符合企業管治並保持在高水平，從而最切合其業務需要，並為權益人謀求最大利益。本公司已採納及應用上市規則附錄十四所載企業管治守則（「企業管治守則」）守則條文的原則。本公司定期檢討其企業管治常規，以確保其持續遵守企業管治守則。董事認為截至二零一八年六月三十日止六個月，本公司一直遵守企業管治守則的適用守則條文，以及（如適用）企業管治守則的適用建議最佳常規，惟下文偏離者除外：

#### 守則條文第A.4.1條

根據企業管治守則的守則條文第A.4.1條，非執行董事的委任應有指定任期，並須接受重新選舉。於回顧期內，所有非執行董事及獨立非執行董事的委任並無指定任期。然而，根據本公司細則（「細則」）的相關條文及企業管治守則的守則條文第A.4.2條，彼等須至少每3年於本公司股東週年大會上輪值告退及重選連任一次。因此，本公司認為已採取足夠措施，確保本公司的企業管治常規比企業管治守則的守則條文所訂的標準相同或更高。

### Code Provision A.6.7

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors, as equal board members, should attend general meetings. During the period under review, an independent non-executive Director was unable to attend the annual general meeting of the Company as he had other business engagements.

### Code Provision C.1.2

Under code provision C.1.2 of the CG Code, management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules. During the period under review, the management of the Company did not provide monthly updates to all members of the Board as required by the code provision C.1.2 of the CG Code, as all the executive Directors were involved in the daily operations of the Group and were fully aware of the performance, position and prospects of the Company, and the management of the Company had provided to all Directors (including independent non-executive Directors) quarterly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient details prior to the regular board meetings. In addition, the management of the Company had provided all members of the Board, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient background or explanatory information for matters brought before the Board.

### 守則條文第A.6.7條

根據企業管治守則的守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為擁有同等地位的董事會成員，均應出席股東大會。於回顧期內，一名獨立非執行董事由於需要處理其他事務而未能出席本公司的股東週年大會。

### 守則條文第C.1.2條

根據企業管治守則的守則條文第C.1.2條，管理層應每月向董事會全體成員提供載列有關本公司的表現、狀況及前景的公正及易於理解的評估之更新資料，內容足以讓董事會整體及各董事履行上市規則第3.08條及第十三章所規定的職責。於回顧期內，由於所有執行董事均有參與本集團的日常運作，故彼等均對本公司的表現、狀況及前景具充份了解，且本公司管理層已於常規董事會會議舉行前向全體董事（包括獨立非執行董事）提供詳細載列有關本公司的表現、狀況及前景的公正及易於理解的評估之季度更新資料，故本公司管理層並無按照企業管治守則的守則條文第C.1.2條的規定，向董事會全體成員提供每月更新資料。此外，本公司管理層已於其表現、狀況及前景有任何重大變動時，及時向董事會全體成員提供有關的更新資料，以及董事會商議事宜的詳細背景或說明資料。



## OTHER INFORMATION 其他資料

### MODEL CODE FOR DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the six months ended 30 June 2018.

### REVIEW OF INTERIM RESULTS

The interim report of the Group for the six months ended 30 June 2018 has been reviewed by the audit committee of the Company. The interim financial report of the Group for the six months ended 30 June 2018 is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants.

### PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange.

By order of the Board  
**Cheng Kam Chiu, Stewart**  
Chairman

Hong Kong, 27 August 2018

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十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》」）。本公司已向全體董事作出特定查詢，而董事已確認截至二零一八年六月三十日止六個月內一直遵守《標準守則》。

### 審閱中期業績

本集團截至二零一八年六月三十日止六個月之中期報告已由本公司審核委員會審閱。本集團截至二零一八年六月三十日止六個月之中期財務報告乃未經審核，惟已由畢馬威會計師事務所根據香港會計師公會頒佈之香港審閱委聘準則第2410號實體的獨立核數師對中期財務資料的審閱進行審閱。

### 購買、出售及贖回上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回本公司於聯交所上市的任何證券。

承董事會命  
主席  
**鄭錦超**

香港，二零一八年八月二十七日

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**新時代能源有限公司\***  
**NEW TIMES ENERGY**  
corporation limited

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