



**CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED**  
**中國能源開發控股有限公司\***

(incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 00228

INTERIM REPORT 中期報告  
**2018**



\* For identification purposes only 僅供識別

## Board of Directors

### Executive Directors

Mr. Zhao Guoqiang (*Chief Executive Officer and alternate director to Dr. Gu Quan Rong*)

### Non-executive Directors

Dr. Gu Quan Rong  
Ms. Ngan Mei Ying

### Independent Non-executive Directors

Mr. Zong Ketao  
Mr. Cheng Chun Ying  
Mr. Lee Man Tai

## Audit Committee

Mr. Lee Man Tai (*Chairman of Audit Committee*)  
Dr. Gu Quan Rong  
Mr. Zong Ketao  
Mr. Cheng Chun Ying  
Ms. Ngan Mei Ying

## Nomination Committee

Mr. Cheng Chun Ying (*Committee Chairman*)  
Dr. Gu Quan Rong  
Mr. Zong Ketao  
Mr. Lee Man Tai  
Ms. Ngan Mei Ying

## Remuneration Committee

Mr. Cheng Chun Ying (*Committee Chairman*)  
Dr. Gu Quan Rong  
Mr. Zong Ketao  
Mr. Lee Man Tai  
Ms. Ngan Mei Ying

## Company Secretary

Mr. Chan Chun Kau

## Company's Website

<http://www.cnenergy.com.hk>

## 董事會

### 執行董事

趙國強先生 (*行政總裁及  
顧全榮博士之替任董事*)

### 非執行董事

顧全榮博士  
顏美瑩女士

### 獨立非執行董事

宗科濤先生  
鄭振鷹先生  
李文泰先生

## 審核委員會

李文泰先生 (*審核委員會主席*)  
顧全榮博士  
宗科濤先生  
鄭振鷹先生  
顏美瑩女士

## 提名委員會

鄭振鷹先生 (*委員會主席*)  
顧全榮博士  
宗科濤先生  
李文泰先生  
顏美瑩女士

## 薪酬委員會

鄭振鷹先生 (*委員會主席*)  
顧全榮博士  
宗科濤先生  
李文泰先生  
顏美瑩女士

## 公司秘書

陳振球先生

## 公司網址

<http://www.cnenergy.com.hk>

## Corporate Information 公司資料

### Registered Office

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

### 註冊辦事處

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

### Head Office and Principal Place of Business

Units 5611-12, 56th Floor  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

### 總辦事處及主要營業地點

香港  
中環  
皇后大道中99號  
中環中心  
56樓5611-12室

### Principal Share Registrar and Transfer Office

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

### 股份過戶登記總處

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

### Hong Kong Branch Share Registrar and Transfer Office

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

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心  
22樓

### Legal Advisers to the Company

#### As to Hong Kong law

C.L. Chow & Mackson Chan, Solicitors  
Cheung & Choy  
Lawrence Chan & Co.

### 本公司之法律顧問

#### 有關香港法律

周卓立陳啓球陳一理律師事務所  
張世文蔡敏律師事務所  
陳振球律師事務所

#### As to Cayman Islands law

Conyers Dill & Pearman, Cayman  
Priestleys

#### 有關開曼群島法律

Conyers Dill & Pearman, Cayman  
Priestleys

### Auditor

BDO Limited

### 核數師

香港立信德豪會計師事務所有限公司

### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
DBS Bank (HK) Limited

### 主要往來銀行

香港上海滙豐銀行有限公司  
星展銀行(香港)有限公司

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### Interim Results

The board (the “Board”) of directors (the “Directors”) of China Energy Development Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2018 together with comparative figures as follows. These interim financial statements have not been audited, but have been reviewed by the Company’s Audit Committee.

### 中期業績

中國能源開發控股有限公司(「本公司」)之董事(「董事」)會(「董事會」)謹此宣佈本公司及其附屬公司(「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以下比較數字。本中期財務報表乃未經審核，惟已由本公司審核委員會審閱。

|   |                       | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                  |                 |
|---|-----------------------|--|------------------|-----------------|
|   |                       | 2018<br>二零一八年  |                  | 2017<br>二零一七年   |
|   |                       | Notes<br>附註  | HK\$'000<br>千港元  | HK\$'000<br>千港元 |
| Revenue   | 收益                    | 3  | <b>342,939</b>   | 3,639           |
| Cost of inventories sold                                    | 已售存貨成本                |  | <b>(2,117)</b>   | (2,047)         |
| Other income  | 其他收入                  | 4  | <b>689</b>       | 380             |
| Staff costs   | 員工成本                  |  | <b>(6,739)</b>   | (4,529)         |
| Operating lease rentals                                     | 經營租賃租金                |  | <b>(1,840)</b>   | (2,175)         |
| Depreciation of property, plant and equipment               | 物業、廠房及設備之折舊           |  | <b>(1,991)</b>   | (464)           |
| Amortisation of intangible assets                           | 無形資產的攤銷               | 12   | <b>(110,165)</b> | -               |
| Fuel costs and utility expenses                             | 燃油費及水電費               |  | <b>(78)</b>      | (64)            |
| Fair value (loss)/gain of financial assets held for trading | 持作買賣之金融資產之公平價值(虧損)/收益 |  | <b>(3,851)</b>   | 918             |
| Other operating expenses                                    | 其他經營開支                |  | <b>(6,341)</b>   | (4,332)         |
| Finance costs   | 融資成本                  |  | <b>(3,813)</b>   | (3,543)         |
| <b>Profit/(loss) before income tax</b>                      | <b>除所得稅前溢利/(虧損)</b>   | 5  | <b>206,693</b>   | (12,217)        |
| Income tax (charge)/credit                                  | 所得稅(開支)/抵免            | 6  | <b>(83,885)</b>  | 629             |
| <b>Profit/(loss) for the period</b>                         | <b>期內溢利/(虧損)</b>      |  | <b>122,808</b>   | (11,588)        |

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

|  |                       | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                 |
|--|-----------------------|--|-----------------|
|  |                       | 2018<br>二零一八年  | 2017<br>二零一七年   |
|  |                       | HK\$'000<br>千港元  | HK\$'000<br>千港元 |
|  |                       | Notes<br>附註  |                 |
| <b>Other comprehensive income</b>  | <b>其他全面收益</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 arising on translation of foreign operations attributable to: | 下列應佔換算境外業務產生之匯兌差額：    |  |                 |
| Owners of the Company  | 本公司擁有人                | <b>(21,781)</b>  | 82,745          |
| Non-controlling interests  | 非控股權益                 | <b>1,448</b>   | —               |
| <b>Total comprehensive income for the period</b>                                   | <b>期內全面收益總額</b>       | <b>102,475</b>   | 71,157          |
| <b>Profit/(loss) for the period attributable to:</b>                               | <b>下列應佔期內溢利/(虧損)：</b> |  |                 |
| Owners of the Company  | 本公司擁有人                | <b>124,175</b>   | (11,912)        |
| Non-controlling interests  | 非控股權益                 | <b>(1,367)</b>   | 324             |
|  |                       | <b>122,808</b>   | (11,588)        |
| <b>Total comprehensive income attributable to:</b>                                 | <b>下列應佔全面收益總額：</b>    |  |                 |
| Owners of the Company  | 本公司擁有人                | <b>102,394</b>   | 71,175          |
| Non-controlling interests  | 非控股權益                 | <b>81</b>  | (18)            |
|  |                       | <b>102,475</b>   | 71,157          |
| <b>Earnings/(loss) per share</b>   | <b>每股盈利/(虧損)</b>      |  |                 |
| — Basic (HK cents)   | — 基本(港仙)              | 8  |                 |
|  |                       | <b>1.31</b>  | (0.13)          |
| — Diluted (HK cents)   | — 攤薄(港仙)              |  |                 |
|  |                       | <b>0.94</b>  | (0.13)          |

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

|  |             |                  | Unaudited<br>未經審核<br>30 June<br>2018<br>二零一八年<br>六月三十日 | Audited<br>經審核<br>31 December<br>2017<br>二零一七年<br>十二月三十一日 |
|--|-------------|------------------|--|---|
|  | Notes<br>附註 | HK\$'000<br>千港元  | HK\$'000<br>千港元  |   |
| <b>Non-current assets</b>                    |             |                  |  |   |
| Property, plant and equipment                | 9           | 29,010           | 31,178   |   |
| Investment properties                        | 10          | 68,449           | –  |   |
| Exploration and evaluation assets            | 11          | 380,968          | 369,087  |   |
| Intangible assets                            | 12          | 1,404,952        | 1,523,512  |   |
| Goodwill                                     |             | 1,202            | 1,151  |   |
| Deferred tax assets                          |             | 18,388           | 99,673   |   |
|  |             | <b>1,902,969</b> | 2,024,601  |   |
| <b>Current assets</b>                        |             |                  |  |   |
| Account receivables                          | 13          | 325,953          | –  |   |
| Financial assets held for trading            |             | 70,689           | 74,540   |   |
| Other receivables, deposits and prepayments  |             | 76,603           | 78,412   |   |
| Cash and bank balances                       |             | 84,688           | 171,926  |   |
|  |             | <b>557,933</b>   | 324,878  |   |
| <b>Total assets</b>                          |             | <b>2,460,902</b> | 2,349,479  |   |
| <b>Current liabilities</b>                   |             |                  |  |   |
| Other payables and accruals                  |             | 540,619          | 536,902  |   |
| Amount due to a shareholder                  |             | 40,625           | 40,626   |   |
| Amounts due to non-controlling interests     |             | 6,107            | 6,222  |   |
| Bank borrowings                              | 14          | 1,858            | –  |   |
|  |             | <b>589,209</b>   | 583,750  |   |
| <b>Net current liabilities</b>               |             | <b>(31,276)</b>  | (258,872)  |   |
| <b>Total assets less current liabilities</b> |             | <b>1,871,693</b> | 1,765,729  |   |



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

|                                       |              |    | Unaudited<br>未經審核<br><b>30 June</b><br><b>2018</b><br>二零一八年<br>六月三十日<br><b>HK\$'000</b><br>千港元 | Audited<br>經審核<br>31 December<br>2017<br>二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元 |
|---------------------------------------|--------------|----|--|--|
| <b>Non-current liabilities</b>        | <b>非流動負債</b> |    |  |  |
| Convertible notes                     | 可換股票據        | 15 | <u>67,978</u>  | <u>64,489</u>  |
|                                       |              |    | <u>67,978</u>  | <u>64,489</u>  |
| <b>Net Assets</b>                     | <b>資產淨值</b>  |    | <u><b>1,803,715</b></u>  | <u>1,701,240</u>   |
| <b>Equity</b>                         | <b>權益</b>    |    |  |  |
| Share capital                         | 股本           |    | <b>475,267</b>   | 475,267  |
| Reserves                              | 儲備           |    | <u><b>1,316,587</b></u>  | <u>1,214,193</u>   |
| Attributable to owners of the Company | 本公司擁有人應佔     |    | <b>1,791,854</b>   | 1,689,460  |
| Non-controlling interests             | 非控股權益        |    | <u><b>11,861</b></u>   | <u>11,780</u>  |
| <b>Total equity</b>                   | <b>總權益</b>   |    | <u><b>1,803,715</b></u>  | <u>1,701,240</u>   |

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

|   |                      | Unaudited<br>未經審核                                 |                                      |                          |  |                                |                               |                  |   |                         |
|---|----------------------|---|--------------------------------------|--------------------------|--|--------------------------------|-------------------------------|------------------|---|-------------------------|
|   |                      | Attributable to owners of the Company<br>本公司擁有人應佔 |                                      |                          |  |                                |                               |                  |   |                         |
|   |                      | Issued<br>capital<br>已發行<br>股本                    | Contributed<br>surplus<br>實繳<br>股本盈餘 | Share<br>premium<br>股份溢價 | Convertible<br>notes<br>reserve<br>可換股票據<br>儲備 | Translation<br>reserve<br>換算儲備 | Accumulated<br>losses<br>累計虧損 | Sub-total        | Non-<br>controlling<br>interests<br>非控股<br>權益 | Total<br>equity<br>權益總額 |
|   |                      | HK\$'000<br>千港元                                   | HK\$'000<br>千港元                      | HK\$'000<br>千港元          | HK\$'000<br>千港元                                | HK\$'000<br>千港元                | HK\$'000<br>千港元               | HK\$'000<br>千港元  | HK\$'000<br>千港元                               | HK\$'000<br>千港元         |
| Balance at 1 January 2017                                 | 於二零一七年一月一日之結餘        | 475,267   | 30,004                               | 1,679,187                | 695,828  | (223,019)                      | (851,604)                     | 1,805,663        | -   | 1,805,663               |
| Total comprehensive income for the period                 | 本期間全面收益總額            | -   | -                                    | -                        | -  | 82,745                         | (11,912)                      | 70,833           | 324   | 71,157                  |
| Acquisition of subsidiaries (note 19)                     | 收購附屬公司(附註19)         | -   | -                                    | -                        | -  | -                              | -                             | -                | 11,884  | 11,884                  |
| Balance at 30 June 2017                                   | 於二零一七年六月三十日之結餘       | <u>475,267</u>                                    | <u>30,004</u>                        | <u>1,679,187</u>         | <u>695,828</u>                                 | <u>(140,274)</u>               | <u>(863,516)</u>              | <u>1,876,496</u> | <u>12,208</u>                                 | <u>1,888,704</u>        |
|   |                      | Unaudited<br>未經審核                                 |                                      |                          |  |                                |                               |                  |   |                         |
|   |                      | Attributable to owners of the Company<br>本公司擁有人應佔 |                                      |                          |  |                                |                               |                  |   |                         |
|   |                      | Issued<br>capital<br>已發行<br>股本                    | Contributed<br>surplus<br>實繳<br>股本盈餘 | Share<br>premium<br>股份溢價 | Convertible<br>notes<br>reserve<br>可換股票據<br>儲備 | Translation<br>reserve<br>換算儲備 | Accumulated<br>losses<br>累計虧損 | Sub-total        | Non-<br>controlling<br>interests<br>非控股<br>權益 | Total<br>equity<br>權益總額 |
|   |                      | HK\$'000<br>千港元                                   | HK\$'000<br>千港元                      | HK\$'000<br>千港元          | HK\$'000<br>千港元                                | HK\$'000<br>千港元                | HK\$'000<br>千港元               | HK\$'000<br>千港元  | HK\$'000<br>千港元                               | HK\$'000<br>千港元         |
| Balance at 31 December 2017                               | 於二零一七年<br>十二月三十一日之結餘 | 475,267   | 30,004                               | 1,679,187                | 695,828  | (103,712)                      | (1,087,114)                   | 1,689,460        | 11,780  | 1,701,240               |
| Profit(loss) for the period                               | 本期間溢利/(虧損)           | -   | -                                    | -                        | -  | -                              | 124,175                       | 124,175          | (1,367)                                       | 122,808                 |
| Other comprehensive income:                               | 其他全面收入:              |   |                                      |                          |  |                                |                               |                  |   |                         |
| Exchange differences on translation of foreign operations | 換算海外業務的匯兌差異          | -   | -                                    | -                        | -  | (21,781)                       | -                             | (21,781)         | 1,448   | (20,333)                |
| Total comprehensive income for the period                 | 本期間全面收入總額            | -   | -                                    | -                        | -  | (21,781)                       | 124,175                       | 102,394          | 81  | 102,475                 |
| Balance at 30 June 2018                                   | 於二零一八年<br>六月三十日之結餘   | <u>475,267</u>                                    | <u>30,004</u>                        | <u>1,679,187</u>         | <u>695,828</u>                                 | <u>(125,493)</u>               | <u>(962,939)</u>              | <u>1,791,854</u> | <u>11,861</u>                                 | <u>1,803,715</u>        |

Note: The convertible notes reserve represents the equity component of the convertible notes issued (i.e. option to convert the note into share capital).

附註: 可換股票據儲備指發行可換股票據之權益部份(即可兌換票據至股本之選擇權)。



# Condensed Consolidated Cash Flow Statement

## 簡明綜合現金流量表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

|                                     |                  | Unaudited                |                   |
|-------------------------------------|------------------|--------------------------|-------------------|
|                                     |                  | six months ended 30 June |                   |
|                                     |                  | 未經審核                     |                   |
|                                     |                  | 截至六月三十日止六個月              |                   |
|                                     |                  | 2018                     | 2017              |
|                                     |                  | 二零一八年                    | 二零一七年             |
|                                     |                  | HK\$'000                 | HK\$'000          |
|                                     |                  | 千港元                      | 千港元               |
| <b>NET CASH INFLOW/(OUTFLOW)</b>    | 現金流入／(流出)淨額：     |                          |                   |
| <b>FROM:</b>                        |                  |                          |                   |
| OPERATING ACTIVITIES                | 經營業務             | 5,673                    | 4,242             |
| INVESTING ACTIVITIES                | 投資業務             | (83,458)                 | (9,719)           |
| FINANCING ACTIVITIES                | 融資業務             | 1,832                    | -                 |
|                                     |                  | <u>          </u>        | <u>          </u> |
| <b>NET DECREASE IN</b>              | 現金及等同現金減少淨額      |                          |                   |
| <b>CASH AND CASH EQUIVALENTS</b>    |                  | (75,953)                 | (5,477)           |
| <b>CASH AND CASH EQUIVALENTS</b>    | 期初之現金及等同現金       |                          |                   |
| <b>AT BEGINNING OF PERIOD</b>       |                  | 171,926                  | 203,719           |
| EFFECTS OF FOREIGN EXCHANGE         | 匯率變動之影響          |                          |                   |
| RATE CHANGES                        |                  | (11,285)                 | (15,847)          |
|                                     |                  | <u>          </u>        | <u>          </u> |
| <b>CASH AND CASH EQUIVALENTS AT</b> | 期終之現金及等同現金，包括現金及 |                          |                   |
| <b>END OF PERIOD, COMPRISING</b>    | 銀行結餘             |                          |                   |
| <b>CASH AND BANK BALANCES</b>       |                  | <u>84,688</u>            | <u>182,395</u>    |

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 1. BASIS OF PREPARATION

#### a. Statement of compliance

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

#### b. Basis of measurement and going concern assumption

##### (i) Basis of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values.

##### (ii) Going concern basis

During the period ended 30 June 2018, the Group has incurred a profit of HK\$122,808,000 (2017: loss of HK\$11,588,000) and at the end of reporting period, its current liabilities exceeded its current assets by HK\$31,276,000 (31 December 2017: HK\$258,872,000). These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

### 1. 編製基準

#### a. 合規聲明

本未經審核簡明綜合中期財務報表已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」）附錄16之適用披露規定及香港會計師公會（「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」編製。

#### b. 計量基準及持續經營假設

##### (i) 計量基準

財務報表乃根據歷史成本基準編製，惟若干金融工具除外，該等金融工具乃按公平價值計量。

##### (ii) 持續經營基準

截至二零一八年六月三十日止期間，本集團產生溢利122,808,000港元（二零一七年：虧損11,588,000港元），而於報告期末，本集團流動負債較其流動資產多出31,276,000港元（二零一七年十二月三十一日：258,872,000港元）。該等狀況反映存在重大不明朗因素，可能對本集團能否持續營運構成重大疑問，因此，本集團或不能於日常業務過程中變現其資產及解除其負債。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 1. BASIS OF PREPARATION (Continued)

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

##### (ii) Going concern basis (Continued)

As at 30 June 2018, the Directors are still negotiating the Gas Sales Agreements (“GSA”) with China National Petroleum Corporation (“CNPC”) and expect that the negotiation will complete in the year 2018. The GSA with CNPC covers a number of provisions, such as terms of the GSA, quantity of volume commitments, gas quality, price terms, delivery obligations and delivery point, etc. The key outstanding point which the Group has yet to agree with CNPC is the unit price of gas. The natural gas pricing reform which reformed pricing mechanism on natural gas is a major reference point for the Group to negotiate the pricing terms with CNPC.

Significant progress has been made on the negotiation of GSA during the period, the Group have conducted several rounds of negotiation with CNPC mainly focused on the detail of the GSA including the pricing mechanism of the gas being sold by CNPC. After taking into account of the PRC legal opinion, although the GSA has not been signed up to the date of the report, with the selling price information and other documents exchanged between CNPC and the Group, the Company now has high certainty to receive relevant amount from the CNPC. We have therefore recognised the revenue generated from the production sharing contract during the current period.

### 1. 編製基準 (續)

#### b. 計量基準及持續經營假設 (續)

##### (ii) 持續經營基準 (續)

於二零一八年六月三十日，董事與中國石油天然氣集團公司（「中國石油集團」）仍在磋商售氣協議（「售氣協議」），預期磋商將於二零一八年完成。與中國石油集團訂立之售氣協議包含多項條文，例如售氣協議條款、數量承諾、天然氣質素、價格條款、交付責任及交付點等。本集團與中國石油集團有待磋商的重點是天然氣單位價格。天然氣定價改革調整了天然氣定價機制，乃本集團與中國石油集團磋商定價條款之主要參考點。

期內，售氣協議磋商取得重大進展，本集團與中國石油集團進行了多輪磋商，主要集中在售氣協議的細節，包括中國石油集團出售天然氣的定價機制。經考慮中國法律意見後，雖然於本報告日期前售氣協議尚未簽署，但鑒於中國石油集團與本集團之間交換的售價信息及其他文件，本公司現已高度肯定可從中國石油集團處獲得相關數目。因此，我們已確認本期內產量分成合約產生的收入。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 1. BASIS OF PREPARATION (Continued)

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

##### (ii) Going concern basis (Continued)

The Group has been carrying out exploration and evaluation activities at the site and working with professional parties to prepare the data and information that are required for the Overall Development Program (“ODP”) for government approval before full production could be started. As at 30 June 2018, the approval of ODP from National Development and Reform Commission has not yet been obtained. The delay in finalising the ODP is the major reason for the delay in government approval. Based on current information available to the directors, the Directors expect that the ODP approval should be obtained in the year 2018. The development period should start immediately after obtaining relevant government approval.

As an interim measure before the signing of the GSA, a preliminary natural gas sharing proposal was discussed and agreed by the joint management committee of Kashi project (comprising representatives of CNPC and the Group) on 18 February 2014 (the “Proposal”). Based on the Proposal, the Group will receive the proposed distribution of natural gas from pilot-production which was extracted and delivered before 1 January 2014. A second natural gas sharing proposal was discussed and agreed by the joint management committee on 3 March 2015 (the “2nd Proposal”) which covered the natural gas from pilot-production which was extracted and delivered during the year ended 31 December 2014. Up to the date of approval of these consolidated financial statements, the Company has yet to sign another proposal with CNPC which covers the natural gas from pilot-production which was extracted and delivered after 31 December 2014. Up to the date of approval of these consolidated financial statements, the Group has not yet received the proceeds as agreed in the preliminary sharing proposals, and the Directors have yet to fix the payment schedule with CNPC.

### 1. 編製基準 (續)

#### b. 計量基準及持續經營假設 (續)

##### (ii) 持續經營基準 (續)

本集團一直在地盤進行勘探及評估活動，並與專業人士合作編製總體開發方案（「總體開發方案」）所需數據及資料，以供政府審批，其後方可正式開展全面生產。於二零一八年六月三十日，尚未取得國家發展和改革委員會之批文。延遲敲定總體開發方案乃尚未取得政府批文之主因。根據董事現時可得資料，董事預期總體開發方案將於二零一八年前獲批。開發期將於取得有關政府批文後立刻開展。

作為簽署售氣協議前中期措施，喀什項目聯合管理委員會（由中國石油集團與本集團之代表組成）於二零一四年二月十八日討論及協定天然氣初步共享方案（「該方案」），聯合管理委員會。根據該方案，本集團將收取於二零一四年一月一日前開採及付運的試點生產的天然氣建議分銷。聯合管理委員會於二零一五年三月三日討論及協定天然氣第二個共享方案（「第二個方案」），涵蓋截至二零一四年十二月三十一日止年度開採及付運的試點生產的天然氣。截至此等綜合財務報告獲批准日期，本公司尚未與中國石油集團簽署另一份涵蓋於二零一四年十二月三十一日後開採及付運的試點生產的天然氣共享方案。截至此等綜合財務報表批准日期，本集團尚未獲得初步共享方案協定的款項，而董事尚未與中國石油集團釐定付款時間表。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 1. BASIS OF PREPARATION (Continued)

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

##### (ii) Going concern basis (Continued)

The Group's current liabilities as at 30 June 2018 are mainly attributable to exploration and evaluation cost payables amounting to HK\$432,209,000 (31 December 2017: HK\$421,119,000). The directors of the Company confirm that these contractors are aware of the fact that the Company has yet to receive the proceeds from preliminary gas sharing proposals, and are of the view that the Group will be able to successfully persuade these contractors not to insist on repayment of the construction costs until CNPC has settled the proceeds as agreed in the preliminary gas sharing proposals. However, there is no certainty that these contractors will not demand repayment before the Company receive the proceeds from CNPC.

In view of the net current liabilities position, the Directors have carried out a detailed review of the cash flow forecast of the Group covering a period of not less than twelve months from the end of the reporting period based on certain underlying assumptions including (i) the ODP will be approved before 31 December 2018 and the development stage and commercial production of the natural gas field will be commenced after obtaining relevant approval; (ii) CNPC will pay the proceeds as agreed in the preliminary gas sharing proposals before 30 June 2019; (iii) the Group will be able to successfully persuade contractors not to insist on repayment of the construction cost payables before the Company receives the proceeds from the preliminary gas sharing proposals from CNPC; and (iv) the Group will be able to raise adequate funding through bank borrowings. Taking into account the above assumptions, the directors of the Company consider the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the twelve months from 30 June 2018.

### 1. 編製基準 (續)

#### b. 計量基準及持續經營假設 (續)

##### (ii) 持續經營基準 (續)

本集團於二零一八年六月三十日之流動負債主要源於應付勘探及評估費用，金額為432,209,000港元(二零一七年十二月三十一日：421,119,000港元)。本公司董事確認，該等承建商知悉本公司尚未收取天然氣初步共享方案之款項，並認為本集團將能成功說服該等承建商，在中國石油集團結付天然氣初步共享方案協定之所得款項前，不堅持償付建築費用。然而，無法保證該等承建商將不會於本公司收取中國石油集團之所得款項前要求還款。

鑒於流動負債淨額的狀況，董事已根據下列若干相關假設，對本集團由報告期末起計不少於十二個月期間的現金流量預測進行詳細審閱：(i) 總體開發方案將於二零一八年十二月三十一日前獲批准，並於取得相關批准後，將進行該天然氣氣田的開採階段及商用生產階段；(ii) 中國石油集團將於二零一九年六月三十日之前支付天然氣初步共享方案內所協定的所得款項；(iii) 本集團將能成功說服承建商在本公司收到中國石油集團天然氣初步共享方案之所得款項前，不堅持償付建築應付費用；及(iv) 本集團將能透過銀行借貸籌集足夠資金。經考慮上述假設，本公司董事認為本集團將擁有足夠營運資金以於二零一八年六月三十日起計十二個月內履行其到期財務責任。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 1. BASIS OF PREPARATION (Continued)

#### c. Functional and presentation currency

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

### 2. PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2017. The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2017 with addition to the following accounting policies and the amendments and interpretations (the “**HKFRSs**”) issued by the HKICPA, which have become effective.

The Group has adopted the new and revised standards and interpretations issued by the HKICPA that are effective for the accounting period beginning on 1 January 2018. The adoption of these new and revised HKFRSs has no material impact on the Group’s unaudited condensed consolidated financial statements.

The Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective. The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors are not yet in a position to quantify the effects on the Group’s financial statements.

### 1. 編製基準 (續)

#### c. 功能及呈報貨幣

此財務報表以港元(「**港元**」)呈列，港元亦為本公司的功能貨幣。

### 2. 主要會計政策

本未經審核簡明綜合財務報表應與截至二零一七年十二月三十一日止年度之全年財務報表一併閱讀。編製本未經審核簡明綜合財務報表所採用之會計政策及計算方法，與截至二零一七年十二月三十一日止年度之年度財務報表所採納者一致，惟新增下列會計政策及由香港會計師公會頒佈之修訂及詮釋(「**香港財務報告準則**」)並已生效。

本集團已採納香港會計師公會頒佈由二零一八年一月一日起生效之新訂及經修訂準則及詮釋。採納該等新訂及經修訂香港財務報告準則對本集團之未經審核簡明綜合財務報表並無重大影響。

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團正在評估該等新訂／經修訂香港財務報告準則之潛在影響，而董事未能量化對本集團財務報表之影響。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Investment Properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income or for capital appreciation or for both but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are recognised in the profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the profit or loss in the year of the retirement or disposal.

When the Group holds a property interest under an operating lease to earn rental income or for capital appreciation, or for both purpose, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease, and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases.

### 2. 主要會計政策 (續)

#### 投資物業

投資物業乃於土地及樓宇持有之權益(包括根據某一物業之經營租約以其他方式符合投資物業定義之租賃權益),用以賺取租金收入及/或資本增值,而非於一般業務過程中持作出售、用於生產或供應商品或服務或作行政用途。該等物業初始按成本(包括交易成本)計量。初始確認後,投資物業以公平價值列賬,於報告期末反映市場狀況。

投資物業公平價值變動產生之損益於其產生年度之損益內確認。

因投資物業報廢或出售而產生之任何損益於報廢或出售年度之損益內確認。

倘本集團根據經營租賃持有一項物業權益以賺取租金收入或作資本增值,或為以上兩個目的,該權益則按不同的物業而分類及入賬為投資物業。任何此等已分類為投資物業的物業權益之列賬方式猶如根據融資租賃持有的權益,相同於根據融資租賃持有的其他投資物業的權益的會計政策亦適用。



# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports that are regularly reviewed by the chief operating decision-maker in order to allocate reserves to the segment and to assess its performance. In accordance with the Group's internal organization and reporting structure the operating segments are based on nature of business.

The Group has the following three reportable segments:

The Exploration, Production and Distribution of Natural Gas segment is engaged in the exploration, development, production and sales of natural gas.

The Sales of Food and Beverages Business segment is engaged in the sales of food and beverages.

The Money Lending Business segment is engaged in provision of loans to third parties.

### 3. 收益及分部資料

本集團乃按照主要營運決策者定期審閱的內部報告，釐定其經營分部，以向分部調配資源並評估其表現。根據本集團之內部組織及匯報架構，經營分部乃根據業務性質釐定。

本集團有以下三個可報告分部：

天然氣勘探、生產及分銷分部，從事天然氣勘探、開發、生產及銷售業務。

銷售食品及飲料業務分部，從事銷售食品及飲料之業務。

放債業務分部，從事提供貸款予第三方之業務。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

(Continued)

The segment information provided to the Board for the reportable segments for the six months ended 30 June 2018 and 2017 are as follows:

#### (a) Information about reportable segment revenue, profit or loss and other information

|   |                              | Exploration,<br>Production<br>and<br>Distribution of<br>Natural Gas<br>天然氣勘探、<br>生產及分銷<br>HK\$'000<br>千港元 | Sales of<br>Food and<br>Beverages<br>Business<br>銷售食品及<br>飲料業務<br>HK\$'000<br>千港元 | Money<br>Lending<br>Business<br>放債業務<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|------------------------------|---|---|---|--------------------------------|
| <b>For the six months ended<br/>30 June 2018</b>        | <b>截至二零一八年<br/>六月三十日止六個月</b> |   |   |   |                                |
| Revenue from external customers                         | 外部客戶收益                       | 342,934   | –   | 5   | 342,939                        |
| Reportable segment profit/(loss)<br>before tax expenses | 除稅項開支前可呈報分<br>部溢利/(虧損)       | 219,536   | (1,007)   | (106)   | 218,423                        |
| Segment results included:                               | 分部業績包括:                      |   |   |   |                                |
| Interest income   | 利息收入                         | 5   | 16  | –   | 21                             |
| Interest expense  | 利息開支                         | (324)   | –   | –   | (324)                          |
| Amortisation of intangible assets                       | 無形資產攤銷                       | (110,165)   | –   | –   | (110,165)                      |
| Depreciation of property,<br>plant and equipment        | 物業、廠房及設備折舊                   | (1,840)   | (123)   | –   | (1,963)                        |
| Reportable segment assets                               | 可呈報分部資產                      | 2,182,499   | 11,739  | 20  | 2,194,258                      |
| Reportable segment liabilities                          | 可呈報分部負債                      | (513,780)   | (25)  | –   | (513,805)                      |

### 3. 收益及分部資料 (續)

截至二零一八年及二零一七年六月三十日止六個月，就可呈報分部而提供予董事會的分部資料如下：

#### (a) 有關可呈報分部收益、溢利或虧損的資料及其他資料

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (a) Information about reportable segment revenue, profit or loss and other information

(Continued)

|   |                        | Exploration,<br>Production<br>and<br>Distribution of<br>Natural Gas<br>天然氣勘探、<br>生產及分銷 | Sales of<br>Food and<br>Beverages<br>Business<br>銷售食品及<br>飲料業務 | Money<br>Lending<br>Business<br>放債業務 | Total<br>總計     |
|---|------------------------|--|--|--------------------------------------|-----------------|
|   |                        | HK\$'000<br>千港元  | HK\$'000<br>千港元  | HK\$'000<br>千港元                      | HK\$'000<br>千港元 |
| For the six months ended<br>30 June 2017                | 截至二零一七年<br>六月三十日止六個月   |  |  |                                      |                 |
| Revenue from external customers                         | 外部客戶收益                 | 3,323  | -  | 316                                  | 3,639           |
| Reportable segment (loss)/profit<br>before tax expenses | 除稅項開支前可呈報<br>分部(虧損)/溢利 | (4,947)  | (909)  | 251                                  | (5,605)         |
| Segment results included:                               | 分部業績包括:                |  |  |                                      |                 |
| Interest income   | 利息收入                   | 4  | -  | -                                    | 4               |
| Interest expense  | 利息開支                   | (403)  | -  | -                                    | (403)           |
| Depreciation of property, plant<br>and equipment        | 物業、廠房及設備折舊             | (341)  | (123)  | -                                    | (464)           |
| Reportable segment assets                               | 可呈報分部資產                | 2,190,456  | 34,196   | 27,746                               | 2,252,398       |
| Reportable segment liabilities                          | 可呈報分部負債                | (467,970)  | (16)   | -                                    | (467,986)       |

### 3. 收益及分部資料 (續)

#### (a) 有關可呈報分部收益、溢利或虧損的資料及其他資料 (續)

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Reconciliation of reportable segment profit or loss, assets and liabilities

### 3. 收益及分部資料 (續)

#### (b) 可呈報分部溢利或虧損、資產及負債之對賬

|   |                       | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                                  |
|---|-----------------------|--|----------------------------------|
|   |                       | 2018<br>二零一八年<br>HK\$'000<br>千港元                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Profit/(loss) before income tax</b>                      | <b>除所得稅前溢利／(虧損)</b>   |  |                                  |
| Reportable segment profit/(loss) before income tax          | 除所得稅前可呈報分部溢利／(虧損)     | <b>218,423</b>   | (5,605)                          |
| Other income  | 其他收入                  | <b>623</b>   | 560                              |
| Fair value (loss)/gain of financial assets held for trading | 持作買賣之金融資產之公平價值(虧損)／收益 | <b>(3,851)</b>   | 918                              |
| Finance costs   | 融資成本                  | <b>(3,489)</b>   | (3,140)                          |
| Unallocated head office and corporate expenses              | 未分配之總辦事處及公司開支         | <b>(5,013)</b>   | (4,950)                          |
|   |                       | <b>206,693</b>   | (12,217)                         |
| Profit/(loss) before income tax                             | 除所得稅前溢利／(虧損)          | <b>206,693</b>   | (12,217)                         |

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Reconciliation of reportable segment profit or loss, assets and liabilities (Continued)

### 3. 收益及分部資料 (續)

#### (b) 可呈報分部溢利或虧損、資產及負債之對賬 (續)

|   |                | Unaudited<br>未經審核<br>30 June<br>2018<br>二零一八年<br>六月三十日<br>HK\$'000<br>千港元                             | Audited<br>經審核<br>31 December<br>2017<br>二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元                             |
|---|----------------|---|--|
| <b>Assets</b>                                     | <b>資產</b>      |   |  |
| Reportable segment assets                         | 可呈報分部資產        | <b>2,194,258</b>  | 2,073,865  |
| Investment properties                             | 投資物業           | <b>68,449</b>   | -  |
| Other receivables, deposits and prepayments       | 其他應收款項、按金及預付款項 | <b>63,035</b>   | 64,553   |
| Financial assets held for trading                 | 持作買賣之金融資產      | <b>70,689</b>   | 74,540   |
| Unallocated head office and corporate assets      | 未分配之總辦事處及公司資產  | <b>64,471</b>   | 136,521  |
|   |                | <hr/> <b>2,460,902</b>  | <hr/> 2,349,479  |
| Total assets                                      | 總資產            |   |  |
|   |                | <b>Unaudited</b><br>未經審核<br><b>30 June</b><br><b>2018</b><br>二零一八年<br>六月三十日<br><b>HK\$'000</b><br>千港元 | <b>Audited</b><br>經審核<br><b>31 December</b><br><b>2017</b><br>二零一七年<br>十二月三十一日<br><b>HK\$'000</b><br>千港元 |
| <b>Liabilities</b>                                | <b>負債</b>      |   |  |
| Reportable segment liabilities                    | 可呈報分部負債        | <b>513,805</b>  | 506,419  |
| Convertible notes                                 | 可換股票據          | <b>67,978</b>   | 64,489   |
| Amount due to a shareholder                       | 應付一名股東款項       | <b>40,402</b>   | 40,402   |
| Unallocated head office and corporate liabilities | 未分配之總辦事處及公司負債  | <b>35,002</b>   | 36,929   |
|   |                | <hr/> <b>657,187</b>  | <hr/> 648,239  |
| Total liabilities                                 | 總負債            |   |  |

## Notes to the Unaudited Interim Financial Statements 未經審核中期財務報表附註

### 4. OTHER INCOME

### 4. 其他收入

|  |                  | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                                  |
|--|------------------|--|----------------------------------|
|  |                  | 2018<br>二零一八年<br>HK\$'000<br>千港元                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Dividend income from financial assets held for trading | 來自持作買賣之金融資產之股息收入 | –  | 325                              |
| Exchange gain, net                                     | 匯兌收益淨額           | 155  | –                                |
| Others   | 其他               | 534  | 55                               |
|  |                  | <u>689</u>   | <u>380</u>                       |

### 5. PROFIT/(LOSS) BEFORE INCOME TAX

### 5. 除所得稅前溢利／（虧損）

|   |                  | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                                  |
|---|------------------|--|----------------------------------|
|   |                  | 2018<br>二零一八年<br>HK\$'000<br>千港元                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Profit/(loss) before income tax is arrived at after charging: | 除所得稅前溢利／（虧損）已扣除： |  |                                  |
| Depreciation of property, plant and equipment                 | 物業、廠房及設備之折舊      | 1,991  | 464                              |
| Amortisation of intangible assets                             | 無形資產攤銷           | 110,165  | –                                |
| Staff costs (including directors remuneration)                | 員工成本（包括董事酬金）     |  |                                  |
| — Wages and salaries and other benefits                       | — 工資及薪金及其他員工福利   | 6,709  | 4,499                            |
| — Pension fund contributions                                  | — 退休金供款          | 30   | 30                               |
|   |                  | 6,739  | 4,529                            |
| Operating lease rentals                                       | 經營租賃租金           | 1,840  | 2,175                            |

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 6. INCOME TAX CHARGE/(CREDITS)

The amount of taxation in the condensed consolidated statement of comprehensive income represents:

Deferred tax charge/(credit)

No provision for Hong Kong profits tax has been made as the Group had unused tax losses brought forward for both periods. Provision for enterprise income tax in the People's Republic of China (the "PRC") are calculated at the tax rate of 25%.

### 7. DIVIDEND

No dividend was paid or proposed for the six months ended 30 June 2018 (2017: Nil), nor has any dividend been proposed since the end of reporting period.

### 6. 所得稅開支／（抵免）

簡明綜合全面收益表內的稅額代表：

| Unaudited                |          |
|--------------------------|----------|
| six months ended 30 June |          |
| 未經審核                     |          |
| 截至六月三十日止六個月              |          |
| 2018                     | 2017     |
| 二零一八年                    | 二零一七年    |
| HK\$'000                 | HK\$'000 |
| 千港元                      | 千港元      |

遞延稅項開支／（抵免）

|               |              |
|---------------|--------------|
| <b>83,885</b> | <b>(629)</b> |
|---------------|--------------|

由於本集團於兩段期間均錄得承前未動用稅項虧損，故並無就香港利得稅作出撥備。中華人民共和國（「中國」）企業所得稅作出的撥備乃按25%的稅率計量。

### 7. 股息

截至二零一八年六月三十日止六個月並無派付或擬派付中期股息（二零一七年：無），自報告期末起亦無擬派任何股息。



# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 8. EARNINGS/(LOSS) PER SHARE

#### (a) Basic

Basic earnings/(loss) per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

### 8. 每股盈利／（虧損）

#### (a) 基本

每股基本盈利／（虧損）是將本公司擁有人應佔虧損除以期內已發行普通股的加權平均數計算。

|   |                     | <b>Unaudited</b>                |                      |
|---|---------------------|---------------------------------|----------------------|
|   |                     | <b>six months ended 30 June</b> |                      |
|   |                     | 未經審核                            |                      |
|   |                     | 截至六月三十日止六個月                     |                      |
|   |                     | <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                  |
| Earnings/(loss) attributable to owners of the Company | 本公司擁有人應佔<br>盈利／（虧損） | <u><b>124,175</b></u>           | <u>(11,912)</u>      |
|   |                     | <b>Number of Shares</b>         |                      |
|   |                     | 股份數目                            |                      |
| Weighted average number of ordinary shares in issue   | 已發行普通股之<br>加權平均數    | <u><b>9,505,344,000</b></u>     | <u>9,505,344,000</u> |
|   |                     | <b>HK Cents</b>                 |                      |
|   |                     | 港仙                              |                      |
| Basic earnings/(loss) per share                       | 每股基本盈利／（虧損）         | <u><b>1.31</b></u>              | <u>(0.13)</u>        |

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 8. EARNINGS/(LOSS) PER SHARE (Continued)

#### (b) Diluted

The calculation of the diluted earnings per share attributable to the equity owners of the Company for the six months ended 30 June 2018 is based on the following data:

|  |                         |                |
|--|-------------------------|----------------|
| Profit attributable to equity owners of the Company                                | 本公司股權擁有人應佔溢利            | <b>124,175</b> |
| Adjustments for interest on convertible notes                                      | 就可換股票據之利息作出調整           | <b>3,489</b>   |
| Profit attributable to equity owners of the Company for diluted earnings per share | 用以計算每股攤薄盈利之本公司股權擁有人應佔溢利 | <b>127,664</b> |

### 8. 每股盈利／（虧損）（續）

#### (b) 攤薄

截至二零一八年六月三十日止六個月，本公司股權擁有人應佔之每股攤薄盈利乃按下列數字計算：

**Unaudited  
six months ended  
30 June 2018  
未經審核  
截至二零一八年  
六月三十日止六個月  
HK\$'000  
千港元**

|  |  |                |
|--|--|----------------|
|  |  | <b>124,175</b> |
|  |  | <b>3,489</b>   |
|  |  | <b>127,664</b> |

## Notes to the Unaudited Interim Financial Statements 未經審核中期財務報表附註

### 8. EARNINGS/(LOSS) PER SHARE (Continued)

#### (b) Diluted (Continued)

|   |                     | Number of shares<br>股份數目     |
|---|---------------------|------------------------------|
| Weighted average number of ordinary shares in issue                       | 已發行普通股之加權平均數        | 9,505,344,000                |
| Effect of dilutive potential ordinary shares on convertible notes         | 可換股票據之潛在攤薄普通股影響     | <u>4,045,654,761</u>         |
| Weighted average number of ordinary shares for diluted earnings per share | 用以計算每股攤薄盈利之普通股加權平均數 | <u><u>13,550,998,761</u></u> |
|   |                     | HK Cents<br>港仙               |
| Diluted earnings per share  | 每股攤薄盈利              | <u><u>0.94</u></u>           |

For the six months ended 30 June 2017, diluted loss per share is the same as basic loss per share as the potential ordinary shares on convertible notes are anti-dilutive.

截至二零一七年六月三十日，由於可換股票據之潛在普通股具反攤薄效果，故每股攤薄虧損與每股基本虧損相同。

### 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, the Group did not acquire any property, plant and equipment (2017: HK\$28,582,000 of which HK\$28,299,000 of property plant and equipment were acquired through the acquisition of subsidiaries (note 19)).

### 9. 物業、廠房及設備

截至二零一八年六月三十日止六個月內，本集團並無收購任何物業、廠房及設備（2017年：28,582,000港元，當中28,299,000港元的物業、廠房及設備透過收購附屬公司（附註19）所收購而來）。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 10. INVESTMENT PROPERTIES

During the six months ended 30 June 2018, the Group acquired two residential units and two car parking spaces located in Hong Kong at total consideration of HK\$68,449,000 (2017: Nil).

### 11. EXPLORATION AND EVALUATION ASSETS

During the six months ended 30 June 2018, the Group purchased exploration and evaluation assets of approximately HK\$15,009,000 (2017: Nil).

### 12. INTANGIBLE ASSETS

As at 30 June 2018, the interest in the petroleum production sharing contract acquired in previous years in relation to the acquisition of subsidiaries was recognised as intangible assets at costs. For the six months ended 30 June 2018, amortisation of HK\$110,165,000 was provided and is amortised under unit of production method. No amortisation was provided for the six months ended 30 June 2017.

The actual volume of gas production of Kashi Project has increased to 122,500,000 (six months ended 30 June 2017: 113,018,000) cubic meters. As a result, no impairment loss of intangible assets was recognised during the six months ended 30 June 2018 (2017: Nil).

The pre-tax discount rates used for value in use calculation is 23.1% and 21.7% for the six months ended 30 June 2018 and 2017 respectively.

### 10. 投資物業

截至二零一八年六月三十日止六個月期間，本集團收購位於香港的兩套住宅單位及兩個停車位，總代價為68,449,000港元（2017年：無）。

### 11. 勘探及評估資產

截至二零一八年六月三十日止六個月內，本集團收購勘探及評估資產約15,009,000港元（二零一七年：無）。

### 12. 無形資產

於二零一八年六月三十日，關於收購附屬公司在過往年度所獲得之石油產量分成合約之權益按成本確認為無形資產。截至二零一八年六月三十日止六個月，計提攤銷撥備110,165,000港元，並已按產量單位法攤銷。截至二零一七年六月三十日止六個月，並無計提攤銷撥備。

喀什項目的天然氣實際產量增至122,500,000（截至二零一七年六月三十日止六個月：113,018,000）立方米。故此，概無無形資產減值虧損於截至二零一八年六月三十日止六個月（二零一七年：無）確認。

於截至二零一八年及二零一七年六月三十日止六個月，用於計算使用價值的稅前貼現率分別為23.1%及21.7%。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 13. ACCOUNTS RECEIVABLES

### 13. 應收賬款

|                     |      | Unaudited<br>未經審核<br>30 June<br>2018<br>二零一八年<br>六月三十日<br>HK\$'000<br>千港元 | Audited<br>經審核<br>31 December<br>2017<br>二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元 |
|---------------------|------|---|--|
| Account receivables | 應收賬款 | <u>325,953</u>  | <u>-</u>   |

Account receivables represent the receivables recognised under the production sharing contract with CNPC for the Group's operation in Kashi, the PRC. The Group first recognise the revenue in relation to this operation during the current period. The entire balance of account receivables as at 30 June 2018 are neither past due nor impaired. The Group did not hold any collateral over the balance.

Account receivables are non-interest-bearing and pledged to secure the bank borrowings of the Group.

應收賬款指根據與中國石油集團訂立的產量分成合約就中國喀什業務確認的應收賬款。本集團於本期間首次就該營運確認收益。應收賬款之總結餘於二零一八年六月三十日並無逾期或減值。本集團並無就該結餘持有任何抵押物。

應收賬款為不計息，並已作抵押以擔保本集團之銀行借貸。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 14. BANK BORROWINGS

### 14. 銀行借貸

|                                   |              | Unaudited<br>未經審核                                    | Audited<br>經審核   |
|-----------------------------------|--------------|--|--|
|                                   |              | 30 June<br>2018<br>二零一八年<br>六月三十日<br>HK\$'000<br>千港元 | 31 December<br>2017<br>二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元 |
| Secured bank borrowings — current | 有抵押銀行借貸 — 流動 | <u>1,858</u>   | <u>—</u>   |

The bank borrowings are denominated in RMB, charged at an interest rate of 4.25% per annum and pledged by the account receivables of the Group (note 13).

該銀行借貸以人民幣結算，按4.25%年息率收取利息，並以本集團應收賬款作抵押（附註13）。

### 15. CONVERTIBLE NOTES

### 15. 可換股票據

As a result of the acquisition of Totalbuild Investment Group (Hong Kong) Limited (the “**Totalbuild Transaction**”), the Company has issued convertible bonds in principal amount of HK\$2,558,000,000 carrying right to convert to shares of the Company (“**Shares**”) at the conversion price of HK\$0.168 each (“**Tranche I Convertible Notes**”) to U.K. Prolific Petroleum Group Company Limited (“**UK Prolific**”), which was nominated by the vendor in Totalbuild Transaction (the “**Vendor**”) to be the allottee of such bonds. In accordance with the terms of Totalbuild Transaction, a principal amount of HK\$1,279,000,000 (the “**Shortfall Notes**”) out of the Tranche I Convertible Notes was deposited with an escrow agent which should only be released to the Vendor (or UK Prolific as the Vendor may direct) if the Company receives a written certificate issued by the competent evaluator confirming that the “First Designated Area” (as defined in the Company’s circular dated 3 December 2010, the “**Circular**”) can be evaluated on the basis of “Unrisked Economic Evaluation” (as defined in the Circular) on or before 31 May 2015.

由於收購共創投資集團（香港）有限公司（「**共創交易事項**」），本公司已發行本金額2,558,000,000港元之可換股債券（「**第一批可換股票據**」）予U.K. Prolific Petroleum Group Company Limited（「**UK Prolific**」），該等債券附有權利可轉換為本公司股份（「**股份**」），轉換價為每股0.168港元，而於共創交易事項中，UK Prolific獲共創交易事項的賣方（「**賣方**」）提名為該等債券之承配人。根據共創交易事項之條款，第一批可換股票據中本金額1,279,000,000港元（「**差額票據**」）已寄存予一名託管代理，而差額票據僅應在本公司於二零一五年五月三十一日或之前接獲由合資格估價師發出的書面證書確定第一指定地區（定義見本公司日期為二零一零年十二月三日之通函「**該通函**」）可以「不具風險經濟估算」為基準（定義見該通函）評估後，方可交回予賣方（或按賣方之指示交予UK Prolific）。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 15. CONVERTIBLE NOTES (Continued)

No such written certificate was received by the Company on or before 31 May 2015. Under the terms of Totalbuild Transaction, the Shortfall Notes have been returned to the Company for cancellation. The gain of HK\$92,459,000 was recorded as the result of the cancellation of Shortfall Notes during the six months period ended 30 June 2015.

The movement of the principal amount, liability component and equity component of the convertible notes are as follows:

### 15. 可換股票據 (續)

本公司於二零一五年五月三十一日或之前並無接獲有關書面證書。根據共創交易事項之條款，差額票據已退回公司作註銷。截至二零一五年六月三十日止六個月期間本公司因註銷差額票據而錄得收益92,459,000港元。

可換股票據本金額、負債部份及權益部份之變動如下：

|  |                         | Carrying amount     |                  |
|--|-------------------------|---------------------|------------------|
|  |                         | 賬面值                 |                  |
|  |                         | Liability component | Equity component |
|  |                         | 負債部份                | 權益部份             |
|  |                         | HK\$'000            | HK\$'000         |
|  |                         | 千港元                 | 千港元              |
| At 31 December 2017 and 1 January 2018 | 於二零一七年十二月三十一日及二零一八年一月一日 |                     |                  |
| Interest expenses                      | 利息開支                    | 64,489              | 695,828          |
|  |                         | 3,489               | -                |
| As 30 June 2018                        | 於二零一八年六月三十日             | <u>67,978</u>       | <u>695,828</u>   |



# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 16. SHARE CAPITAL

### 16. 股本

|                                      |                                  | Number of<br>shares<br>股份數目 | Amount<br>金額<br>HK\$'000<br>千港元 |
|--------------------------------------|----------------------------------|-----------------------------|---------------------------------|
| Authorised:                          | 法定：                              |                             |                                 |
| Ordinary shares of HK\$0.05 each     | 每股面值0.05港元之普通股                   |                             |                                 |
| At 31 December 2017 and 30 June 2018 | 於二零一七年<br>十二月三十一日<br>及二零一八年六月三十日 | <u>25,000,000,000</u>       | <u>1,250,000</u>                |
| Issued and fully paid:               | 已發行及繳足：                          |                             |                                 |
| Ordinary shares of HK\$0.05 each     | 每股面值0.05港元之普通股                   |                             |                                 |
| At 31 December 2017 and 30 June 2018 | 於二零一七年<br>十二月三十一日<br>及二零一八年六月三十日 | <u>9,505,344,000</u>        | <u>475,267</u>                  |

### 17. RELATED PARTY TRANSACTIONS

### 17. 關聯人士交易

During the period, the Group had the following significant transactions with related parties:

期內，本集團與關聯人士有以下重大交易：

|  |             | Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                                  |
|--|-------------|--|----------------------------------|
|  |             | 2018<br>二零一八年<br>HK\$'000<br>千港元                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Key management personnel remuneration:   | 主要管理人員酬金：   |  |                                  |
| Directors — short-term employee benefits | 董事 — 短期僱員福利 | <u>876</u>   | <u>831</u>                       |

## Notes to the Unaudited Interim Financial Statements 未經審核中期財務報表附註

### 18. LITIGATION

Reference is made to the Company's announcements (a) dated 16 September 2013 in relation to media reports about Mr. Wang Guoju; (b) dated 7 June 2015 in relation to charges against Mr. Wang Guoju for illegal operation crime involving allegations about improper conduct during the obtaining of the Petroleum Contract (the "**Illegal Operation Charge**"); (c) dated 17 June 2015 in relation to the commencement of the Litigation in the Grand Court of the Cayman islands (the "**Cayman Court**") against (inter alia) the Defendants (including Mr. Wang Guoju and UK Prolific) with the view to obtaining Cayman Court's order to have the Totalbuild Transaction declared void or rescinded and have damages awarded to the Company; (d) dated 25 June 2015 in relation to the obtaining by the Company of the Injunction Order from the Cayman Court restraining the Defendants from disposing of, transferring, dealing in, diminishing the value of or exercising voting rights in respect of 1.86 billion issued Shares (the "**Restrained Shares**"), and restraining the Defendants from converting convertible bonds representing 13,366,190,476 underlying Shares (the "**Restrained CBs**"); (e) dated 18 August 2015 in relation to the continuation of the Injunction Order against the Company's undertaking not to issue or deal with additional Shares or securities without leave of the Cayman Court until the conclusion of the trial relating to the Litigation or further order by the Cayman Court (the "**Company's Undertaking**"); and (f) dated 6 December 2017 in relation to the signing of the Supplemental Contract between the Group and CNPC to extend the First Phase exploration period by way of supplement and amendment to the original Petroleum Contract. Unless the context otherwise requires, capitalized terms used in this section shall have the same meanings as defined in the said announcements.

### 18. 訴訟

茲提述本公司(a)日期為二零一三年九月十六日的公佈，內容有關王國巨先生的傳媒報道；(b)日期為二零一五年六月七日的公佈，內容有關王國巨先生被起訴非法經營罪，其中涉及其於獲得石油合約時有不當行為的指控（「非法經營罪」）；(c)日期為二零一五年六月十七日的公佈，內容有關對（其中包括）被告（包括王國巨先生及UK Prolific）於開曼群島大法院（「開曼群島法院」）開展訴訟，尋求取得開曼群島法院的禁制令，使共創交易事項被宣告無效或被撤銷和本公司獲得賠償；(d)日期為二零一五年六月二十五日的公佈，內容有關本公司取得開曼群島法院的禁制令，以禁制被告出售、轉讓、買賣1,860,000,000股已發行股份（「受限制股份」）或減損有關股份價值或行使投票權，和禁制被告轉換涉及13,366,190,476股相關股份的可換股債券（「受限制可換股債券」）；(e)日期為二零一五年八月十八日的公佈，內容有關禁制令獲得延續，根據本公司承諾，直至有關訴訟的審訊完結或開曼群島法院的進一步命令之前，本公司不會在未取得開曼群島法院許可的情況下發行或處理額外股份或證券（「本公司的承諾」）；及(f)日期為二零一七年十二月六日的公佈，內容有關本集團與中國石油集團簽訂補充協議，透過補充及修訂原訂石油合約，將勘探期第一階段延長。除文義另有所指，本節所用詞彙與上述公佈所界定者具有相同涵義。

## Notes to the Unaudited Interim Financial Statements 未經審核中期財務報表附註

### 18. LITIGATION (Continued)

As disclosed in the Company's announcement dated 27 December 2017, following the signing of the Supplemental Contract with CNPC on 6 December 2017, the Company was informed by Mr. Wang Guoju and his legal representative that the Illegal Operation Charge against Mr. Wang Guoju was acquitted. On that basis and after taking legal advice from the Company's legal advisers, the Company has on 27 December 2017 reached settlement with the Defendants pursuant to which the Company will apply to the Cayman Court for discontinuance of the Litigation, as a result of which the Injunction Order and the Company's Undertaking would be discharged.

As disclosed in the Company's announcement dated 23 May 2018, on 10 May 2018, a Consent Order was granted by the Cayman Court regarding the discontinuation of the Litigation and the discharge of the Injunction Order and the Company's Undertaking, such that the Defendants should no longer be restrained in respect of the Restrained Shares and the Restrained CBs and the Company should no longer be restrained from issuing or dealing with additional Shares or securities in the Company.

### 18. 訴訟 (續)

誠如本公司日期為二零一七年十二月二十七日的公佈所披露，於二零一七年十二月六日與中國石油集團簽立補充合約後，本公司獲王國巨先生及其法律代表告知非法經營罪的指控不成立。有鑒於此，本公司在諮詢法律顧問的意見後已於二零一七年十二月二十七日與被告和解，本公司將向開曼群島法院申請終止訴訟，禁制令及本公司的承諾因而被解除。

誠如本公司日期為二零一八年五月二十三日的公佈所披露，於二零一八年五月十日，開曼群島法院已就終止訴訟以及解除禁制令和本公司的承諾發出同意令，故被告此後不再就受限制股份及受限制可換股債券遭受限制，本公司此後發行或處理額外股份或證券不再被限制。

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 19. ACQUISITION OF SUBSIDIARIES

On 24 April 2017, the Group completed the acquisition of Di Maria Group, which in turn owns an indirect controlling equity interest in Karamay Weirun Gas Co., Ltd. (克拉瑪依偉潤燃氣有限公司), which is principally engaged in distribution of natural gas in Xinjiang.

The fair value of identifiable assets and liabilities of Di Maria Group as at the date of acquisition were:

### 19. 收購附屬公司

於二零一七年四月二十四日，本集團完成收購Di Maria Group，而Di Maria Group則擁有克拉瑪依偉潤燃氣有限公司的間接控制性權益，該公司主要於新疆從事天然氣分銷。

Di Maria Group於收購日期之可辨識資產及負債公平價值如下：

|  |                        | <b>Di Maria Group</b> |
|--|------------------------|-----------------------|
|  |                        | <b>HK\$'000</b>       |
|  |                        | 千港元                   |
| <b>Identifiable net assets:</b>                    | <b>可辨識資產淨值：</b>        |                       |
| Property, plant and equipment                      | 物業、廠房及設備               | 28,299                |
| Trade and other receivables                        | 貿易及其他應收款項              | 1,675                 |
| Cash and cash equivalents                          | 現金及等同現金                | 1,815                 |
| Trade and other payables                           | 貿易及其他應付款項              | (15,780)              |
|  |                        | <hr/>                 |
| <b>Total identifiable net assets at fair value</b> | <b>按公平價值之可辨識總資產淨值</b>  | 16,009                |
| Non-controlling interest                           | 非控股權益                  | (11,884)              |
|  |                        | <hr/>                 |
|  |                        | 4,125                 |
| Goodwill   | 商譽                     | 7,151                 |
|  |                        | <hr/>                 |
| Settled by cash                                    | 以現金結付                  | 11,276                |
|  |                        | <hr/> <hr/>           |
|  |                        | <b>Di Maria Group</b> |
|  |                        | <b>HK\$'000</b>       |
|  |                        | 千港元                   |
| <b>Net cash outflow arising on acquisition:</b>    | <b>產生自收購事項之現金流出淨額：</b> |                       |
| Cash consideration paid                            | 已付現金代價                 | 11,276                |
| Cash and cash equivalents acquired                 | 所收購現金及等同現金             | (1,815)               |
|  |                        | <hr/>                 |
|  |                        | <hr/> <hr/>           |
|  |                        | 9,461                 |

# Notes to the Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 19. ACQUISITION OF SUBSIDIARIES (Continued)

Note:

Pursuant to the sale and purchase agreement between the Group and the vendor of Di Maria Group (the “Vendor”), the Group paid RMB10,000,000 (equivalent to HK\$11,276,000) as the consideration for the acquisition of Di Maria Group. Under the terms of the sale and purchase agreement, additional RMB 6,000,000 (“Second Consideration”) and RMB16,000,000 (“Third Consideration”) would be paid if the total natural gas distributed reached 150,000 cubic meter per day (“First Target”) and 300,000 cubic meter per day (“Second Target”) before 31 December 2017 and 30 June 2018, respectively.

In any event that the designated gas output cannot be reached, the Second Consideration and the Third Consideration should be deducted proportionally in accordance with an agreed formula.

According to the agreement, both the Group and the Vendor retained an option to dispose the subsidiaries back to the Vendor if the First Target or the Second Target cannot be reached at 31 December 2017 and 30 June 2018, respectively. Both of the Group and the Vendor have not exercise the options and the options lapsed.

If the acquisition had occurred on 1 January 2017, management estimates that consolidated revenue of the Group would have been HK\$11,309,000, and consolidated loss of the Group for the six months ended 30 June 2017 would have been HK\$10,599,000. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2017.

### 19. 收購附屬公司 (續)

附註：

根據本集團與Di Maria Group的賣方(「賣方」)訂立的買賣協議，本集團已支付人民幣10,000,000元(相當於11,276,000港元)，作為收購Di Maria Group的代價。根據買賣協議的條款，倘天然氣分銷量分別於二零一七年十二月三十一日及二零一八年六月三十日前達每日150,000立方米(「第一個目標」)及每日300,000立方米(「第二個目標」)，將分別額外支付人民幣6,000,000元(「第二筆代價」)及人民幣16,000,000元(「第三筆代價」)。

倘無法達致指定天然氣產量，則應根據協定的公式按比例扣減第二筆代價及第三筆代價。

根據協議，倘未能於二零一七年十二月三十一日及二零一八年六月三十日分別達到第一個目標或第二個目標，則本集團與賣方各自均保留選擇權，可將該等附屬公司售回賣方。本集團與賣方均無行使選擇權，而選擇權已經失效。

倘若收購事項於二零一七年一月一日發生，管理層預計本集團綜合收益將為11,309,000港元，本集團截至二零一七年六月三十日止六個月綜合虧損將為10,599,000港元。在釐定有關金額時，管理層已假設於收購當日產生的公平價值調整(屬暫時釐定)，與假設於二零一七年一月一日發生收購事項的公平價值調整一致。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATING RESULTS

During the six months 30 June 2018 under review, the Group recorded the turnover of approximately HK\$342,939,000 (2017: HK\$3,639,000). The Group's turnover was principally derived from the exploration, production and distribution of natural gas segment of HK\$342,934,000 (2017: HK\$3,323,000). During the period under review, the money lending business segment only contributed revenue of HK\$5,000 (2017: HK\$316,000), and the sales of food and beverages segment contribute nil (2017: Nil) revenue to the Group.

The Group recorded a profit attributable to the owners of the Company of approximately HK\$124,175,000 for the six months 30 June 2018, compared to a loss of approximately HK\$11,912,000 during the corresponding period in 2017. The significant increase was mainly due to the revenue recognition of natural gas sales under the Group's oil and gas project at North Kashi Block, Tarim Basin, Xingjiang, PRC (the "**Kashi Project**") during the period. Profit per share attributable to the owners of the Company was 1.31 HK cents (2017: loss of 0.13 HK cents per share).

### BUSINESS REVIEW

#### Exploration, Production and Distribution of Natural Gas Segment

The Group's wholly-owned subsidiary, Totalbuild Investments Group (Hong Kong) Limited and its subsidiaries ("**Totalbuild Investments Group**") entered into a petroleum contract (the "**Petroleum Contract**") with CNPC for the drilling, exploration, exploitation and production of oil and/or natural gas under the Kashi Project. The term of the Petroleum Contract is for a term of 30 years commencing on 1 June 2009.

### 經營業績

就本中期報告所涵蓋的截至二零一八年六月三十日止六個月內，本集團錄得營業額約342,939,000港元（二零一七年：3,639,000港元）。本集團營業額主要來自勘探、生產及分銷天然氣分部，金額為342,934,000港元（二零一七年：3,323,000港元）。於回顧期間，放債業務分部僅貢獻收益5,000港元（二零一七年：316,000港元），而銷售食品及飲料分部並沒有為本集團貢獻任何收益（二零一七年：無）。

於截至二零一八年六月三十日止六個月，本集團錄得本公司擁有人應佔溢利約124,175,000港元，而二零一七年同期則錄得虧損約11,912,000港元。出現大幅增長的主要因為本集團期內於中國新疆塔里木盆地喀什北區塊的油氣項目（「喀什項目」）的天然氣銷售確認收益所致。本公司擁有人應佔每股溢利為1.31港仙（二零一七年：每股虧損為0.13港仙）。

### 業務回顧

#### 勘探、生產及分銷天然氣分部

本集團的全資附屬公司共創投資集團（香港）有限公司及其附屬公司（「共創投資集團」）已與中國石油集團訂立了石油合約（「石油合約」），以鑽探、勘探、開發及生產喀什項目之石油及／或天然氣。石油合約年期自二零零九年六月一日起，為期30年。

### BUSINESS REVIEW (Continued)

#### Exploration, Production and Distribution of Natural Gas Segment (Continued)

Under the Petroleum Contract, the Group shall apply its appropriate and advanced technology and management expertise and assign its competent experts to perform exploration, development, and production of natural gas and/or oil within the site. Under the Petroleum Contract, in the event that any oil field and/or gas field is discovered within the site, the development costs shall be borne by CNPC and the Group in the proportion of 51% and 49%, respectively.

According to the Petroleum Contract, the exploration period covers 6 years. The managements have devoted much of its resources during the period in exploration and research studies.

The development period of any oil/gas field will start from the date of the completion of the ODP. ODP is a document that is required to be approved by the relevant government authorities before the development can commence. ODP comprises a formal development engineering plan, backed up by survey results and relevant studies, together with a full economic analysis and time schedule of the development operations. However, there was delay in finalising the ODP documentation and the preparation of formal reserve report.

### 業務回顧 (續)

#### 勘探、生產及分銷天然氣分部 (續)

根據石油合約，本集團將採用其適當和先進的技術以及管理專才，指派稱職的專家在該地盤進行勘探、開發及生產天然氣及／或石油。根據石油合約，倘在該地盤內發現任何油田及／或氣田，中國石油集團及本集團將分別按51%及49%的比例承擔開發成本。

根據石油合約，勘探期內涵蓋6年。管理層於期內在勘探和研究方面投入大量資源。

任何油／氣田的開發期將由總體開發方案完成之日起開始。總體開發方案是一份在開發工程展開前須經由有關政府機關批准的文件。總體開發方案包括一項以調查結果和相關研究作依據的正式發展工程計劃和一項完整的經濟分析和開發工程的運作時間表。然而，總體開發方案文件的最後定稿及正式儲量報告的編製均有所延遲。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Exploration, Production and Distribution of Natural Gas Segment (Continued)

Up to the date hereof, no GSA has been signed with CNPC, and the ODP has not been finalised. In March 2015, the Group has issued formal application to CNPC to apply for a two-year extension of the exploration period of Kashi Project beyond the original headline of 31 May 2015. On 6 December 2017, China Era Energy Power Investment (Hong Kong) Limited (“China Era”) (an indirect wholly owned subsidiary of the Company) and CNPC entered into a supplemental and amendment contract to the Petroleum Contract (the “**Supplemental Contract**”) extending the First Phase exploration period to 5 December 2017 (i.e. the day immediately preceding the date of the Supplemental Contract). The terms of the Supplemental Contract further provided that (inter alia): (1) China Era has satisfied the investment commitment in respect of the First Phase exploration period; (2) the Petroleum Contract shall proceed to the Second Phase exploration period on the effective date of the Supplemental Contract of 6 December 2017; and (3) the costs incurred by CNPC on Kashi Project between 1 June 2009 and 5 December 2017 shall be aggregated with the pre-contract costs incurred by CNPC on the project. The costs incurred between 1 June 2009 and 31 December 2015 was in the amount of RMB651,653,000 (mainly including three completed wells, reconstruction of natural gas processing plant and the operating costs incurred during the period), and the costs incurred by CNPC between 1 January 2016 and 5 December 2017 shall be confirmed by both parties within 12 months after the effective date of the Supplemental Contract. All the costs incurred by CNPC shall be recovered in kind out of the crude oil/natural gas produced from any oil/gas field inside the cooperation site. Save as the changes expressly stated in the Supplemental Contract, the other terms and conditions of the Petroleum Contract shall remain unchanged.

### 業務回顧 (續)

#### 勘探、生產及分銷天然氣分部 (續)

截至本公佈日期，本公司與中國石油集團並無簽訂售氣協議，而總體開發方案尚未落實。於二零一五年三月，本集團向中國石油集團正式申請將原訂於二零一五年五月三十一日到期的喀什項目之勘探期限延長兩年。於二零一七年十二月六日，本公司的間接全資附屬公司中國年代能源投資（香港）有限公司（「中國年代」）與中國石油集團訂立一份石油合約的補充及修訂協議（「補充協議」），將勘探期第一階段延長至二零一七年十二月五日（即緊接補充協議日期前一日）。補充協議的條款進一步規定（其中包括）：(1) 中國年代已履行有關勘探期第一階段之投資承擔；(2) 石油合約將從補充協議生效日（即二零一七年十二月六日）起進入勘探期第二階段；及(3) 中國石油集團就喀什項目於二零零九年六月一日至二零一七年十二月五日產生的費用視作中國石油集團就該項目產生的前期費用。自二零零九年六月一日至二零一五年十二月三十一日所產生的前期費用為人民幣651,653,000元（主要包括三口鑽井完工，天然氣處理站的改建以及期內的營運成本等），而中國石油集團自二零一六年一月一日至二零一七年十二月五日所產生的前期費用將於補充合約生效日期後12個月內由雙方確認後計入。中國石油集團的所有前期費用應從合作區塊內的任何油／氣田生產的原油／天然氣以實物形式收回。除補充協議明確說明的變動外，石油合約的其他條款及條件將維持不變。



### BUSINESS REVIEW (Continued)

#### Exploration, Production and Distribution of Natural Gas Segment (Continued)

Since the acquisition of Totalbuild Investments Group, pilot productions were carried out at the site. 122.5 million cubic metres (“MMm<sup>3</sup>”) of natural gas was extracted during the six months ended 30 June 2018 (six months ended 30 June 2017: 113 MMm<sup>3</sup>). The information obtained from research and pilot production will form part of the information to be contained in the application of the ODP. The gas so produced during the pilot productions of Kashi Project was and will be sold by CNPC to the local customers near the site area.

As at 30 June 2018, the acquired oil/gas field has estimated contingent resources of approximately 47.4 thousand barrels (“Mbbbl”) of oil (31 December 2017: 47.4 Mbbbl) and approximately 11,484 MMm<sup>3</sup> of natural gas (31 December 2017: 11,544 MMm<sup>3</sup>), based on Group’s 49% net entitlement interests in the Petroleum Contract. These contingent resources are quantities of oil and gas estimated, to be potentially recoverable from known accumulations by application of development projects, but which are not currently considered to be commercially recoverable due to one or more contingencies. The risks associated with these contingent resources included the following matters: (i) there is no definitive GSA or accurate information on likely future sales prices; (ii) the future overall development program is still to be developed and approved; and (iii) the field is situated in a remote location.

During the period, this operation together with the natural gas distribution operation in Karamay, Xinjiang contributed revenue of HK\$342,934,000 (six months ended 30 June 2017: HK\$3,323,000) and the segment profit before income tax was approximately HK\$219,536,000 (six months ended 30 June 2017: loss of HK\$4,947,000). During the period, amortisation of HK\$110,165,000 of intangible assets was recognised. No development and production activity was carried out under the Petroleum Contract. The pilot-production is not regarded as production activities as the Petroleum Contract is still in its exploration stage and ODP is yet to be approved.

### 業務回顧 (續)

#### 勘探、生產及分銷天然氣分部 (續)

收購共創投資集團後，試點生產已在工地進行。於截至二零一八年六月三十日止六個月，已開採122.5百萬立方米（「百萬立方米」）（於截至二零一七年六月三十日止六個月：113百萬立方米）天然氣。研究及試產所獲得的資料將構成在總體開發方案所載的應用資料的一部份。喀什項目試點生產過程中所產生的天然氣已經和將會由中國石油集團售予地盤鄰近區域的當地客戶。

於二零一八年六月三十日，估計已收購油／氣田蘊藏的后備資源包含約47.4千桶（「千桶」）石油（二零一七年十二月三十一日：47.4千桶）和約11,484百萬立方米天然氣（二零一七年十二月三十一日：11,544百萬立方米）（根據本集團於石油合約的49%淨所有權權益計算）。該等後備資源為預計由藉著執行發展項目，而可能從已知蓄積開採（但因目前由於一項或以上的或然因素而不被視為商業性開採）獲得的石油及天然氣數量。有關該等後備資源之風險包括以下事項：(i) 缺乏確定的售氣協議或有關日後可能售價的準確資料；(ii) 日後總體開發方案仍有待制定及批准；及(iii) 油／氣田位於偏遠地區。

期內，本業務及新疆克拉瑪依天然氣分銷業務貢獻收益342,934,000港元（截至二零一七年六月三十日止六個月：3,323,000港元），而期內分部除所得稅前溢利約為219,536,000港元（截至二零一七年六月三十日止六個月：虧損4,947,000港元）。期內，確認無形資產攤銷110,165,000港元。概無根據石油合約進行開發及生產活動。試點生產並不被視作生產活動，原因是石油合約仍處於勘探階段，而且總體開發方案尚未獲得批准。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

### 業務回顧 (續)

#### Exploration, Production and Distribution of Natural Gas Segment (Continued)

#### 勘探、生產及分銷天然氣分部 (續)

The results of operations in exploration, production and distribution of natural gas segment and costs incurred for exploration and evaluation assets acquisition and exploration activities are shown as below:

勘探、生產及分銷天然氣分部的經營業績，以及勘探及評估資產收購及勘探活動產生的成本載列如下：

#### (a) Results of operations in exploration, production and distribution of natural gas segment

#### (a) 勘探、生產及分銷天然氣分部之經營業績

|  |                  | Unaudited                |                |
|--|------------------|--------------------------|----------------|
|  |                  | six months ended 30 June |                |
|  |                  | 未經審核                     |                |
|  |                  | 截至六月三十日止六個月              |                |
|  |                  | 2018                     | 2017           |
|  |                  | 二零一八年                    | 二零一七年          |
|  |                  | HK\$'000                 | HK\$'000       |
|  |                  | 千港元                      | 千港元            |
| Revenue  | 收益               | 342,934                  | 3,323          |
| Cost of sales  | 銷售成本             | (2,117)                  | (2,047)        |
| Operating expenses                                       | 經營開支             | (8,952)                  | (5,479)        |
| Amortisation   | 攤銷               | (110,165)                | -              |
| Depreciation   | 折舊               | (1,840)                  | (341)          |
| Finance cost   | 融資成本             | (324)                    | (403)          |
| Profit/(loss) from operations before income tax expenses | 除所得稅開支前經營溢利/(虧損) | <u>219,536</u>           | <u>(4,947)</u> |

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Exploration, Production and Distribution of Natural Gas Segment (Continued)

##### (b) Costs incurred for exploration and evaluation assets acquisitions and exploration activities

Exploration cost

勘探成本

### 業務回顧 (續)

#### 勘探、生產及分銷天然氣分部 (續)

##### (b) 勘探及評估資產收購及勘探活動產生之成本

| Unaudited<br>six months ended 30 June<br>未經審核<br>截至六月三十日止六個月 |                                  |
|--|----------------------------------|
| 2018<br>二零一八年<br>HK\$'000<br>千港元                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>15,009</b>  | -                                |

#### Sales of Food and Beverages Business

For the six month ended 30 June 2018, the Group did not record any revenue from the sales of food and beverages business segment (2017: Nil). The segment loss before tax expenses was approximately HK\$1,007,000 (2017: HK\$909,000). No revenue was recorded during the period was mainly due to the Group's intention to reduce reliance on the sales of food and beverage. We will continue to keep track of the economic environment and review the future allocation of resources as and when required.

#### Money Lending Business

For the six months ended 30 June 2018, the Group generated revenue from the money lending business operated by its indirect wholly-owned subsidiary, Zhong Neng Finance Ltd., a licensed money lender under the Money Lenders Ordinance (Cap.163, Laws of Hong Kong) of HK\$5,000 (2017: HK\$316,000). The segment loss before tax expenses was approximately HK\$106,000 (2017: profit of HK\$251,000). The Group continued to adopt a stringent credit policy to mitigate the credit risk arising from the money lending business, resulting in a decrease in the revenue when compared to the corresponding period in 2017.

#### 銷售食品及飲料業務

截至二零一八年六月三十日止六個月，本集團並無自銷售食品及飲料業務分部錄得任何收益（二零一七年：無）。除稅項開支前分部虧損約為1,007,000港元（二零一七年：909,000港元）。期內並無錄得收益，主要原因為本集團擬減少對銷售食品及飲料的依賴。本集團將繼續觀察經濟環境，並於必要時審核未來的資源分配。

#### 放債業務

截至二零一八年六月三十日止六個月，本集團由一間間接全資附屬公司中能財務有限公司（根據香港法例第163章《放債人條例》的持牌放債人）經營的放債業務帶來的5,000港元收益（二零一七年：316,000港元）。除稅項開支前分部虧損為約106,000港元（二零一七年：溢利251,000港元）。本集團繼續採取嚴謹的信貸政策，減輕由放債業務而來的信貸風險，因而令收益較二零一七年同期減少。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Liquidity, Financial Resources and Capital Structure

As at 30 June 2018, the Group had outstanding secured bank borrowings of HK\$1,858,000 (31 December 2017: Nil). The cash and cash equivalents of the Group were approximately HK\$84,688,000 (31 December 2017: HK\$171,926,000). The Group's current ratio (current assets to current liabilities) was approximately 94.7% (31 December 2017: 55.7%). The ratio of total liabilities to total assets of the Group was approximately 26.7% (31 December 2017: 27.6%).

As at 30 June 2018, the Company has outstanding convertible notes in the principal amount of HK\$679,670,000 due in 2041 not carrying any interest with right to convert the convertible notes into ordinary shares of the Company. The conversion price is HK\$0.168 per share (subject to adjustments) and a maximum number of 4,045,654,761 shares may be allotted and issued upon exercise of the conversion rights attached to the convertible notes in full. During the period, no convertible note was converted to ordinary shares of the Company.

In June 2015, the Group commenced legal actions against the holder(s) of the convertible notes but in May 2018, a Consent Order was granted by the Cayman Court regarding the discontinuation of the Litigation, as further disclosed in the note "Litigation" in this announcement.

#### Charge of Assets

Account receivables of the amount HK\$325,953,000 as at 30 June 2018 were pledged as security for bank borrowings granted to the Group.

None of the assets of the Group were pledged as security for any banking facilities and borrowings as at 31 December 2017.

### 財務回顧

#### 流動資金、財務資源及資本架構

於二零一八年六月三十日，本集團有尚未償還抵押銀行借貸1,858,000港元（二零一七年十二月三十一日：無）。本集團的現金及等同現金約為84,688,000港元（二零一七年十二月三十一日：171,926,000港元）。本集團的流動比率（流動資產比流動負債）約為94.7%（二零一七年十二月三十一日：55.7%）。本集團總負債與總資產的比率約為26.7%（二零一七年十二月三十一日：27.6%）。

於二零一八年六月三十日，本公司未償還可換股票據的本金額為679,670,000港元，於二零四一年到期和不計利息，並且附有權利可將可換股票據兌換為本公司普通股。兌換價為每股0.168港元（可予調整），而倘可換股票據附帶的兌換權獲悉數行使，可配發及發行最多4,045,654,761股股份。期內並無可換股票據兌換為本公司普通股。

於二零一五年六月，本集團向可換股票據之持有人開展法律訴訟，惟於二零一八年五月，開曼法院已就終止訴訟發出同意令，更多詳情載於本公佈附註「訴訟」一節。

#### 資產抵押

於二零一八年六月三十日，325,953,000港元的應收賬款已抵押為授予本集團的銀行借款之擔保。

於二零一七年十二月三十一日，概無本集團的資產被抵押作為任何銀行信貸及借款之擔保。

### FINANCIAL REVIEW (Continued)

#### Exchange Exposure

The Group mainly operates in Hong Kong and PRC and the exposure in exchange rate risks mainly arises from fluctuations in the HK dollar and Renminbi exchange rates. Exchange rate fluctuations and market trends have always been the concern of the Group. The policy of the Group for its operating entities operates in their corresponding local currencies to minimize currency risks. The Group, after reviewing its exposure for the time being, did not enter into any derivative contracts aimed at minimizing exchange rate risks during the year. However, management will monitor foreign currency exposure and will consider hedging significant foreign currency exposure if necessary.

#### Capital Commitments

The Group had capital commitments of approximately HK\$263,957,000 as at 30 June 2018 (31 December 2017: HK\$265,154,000).

#### Contingent Liabilities

Save as any contingent liabilities which may arise from any of the litigations disclosed in this report, the Group had no other material contingent liabilities as at 30 June 2018 and 31 December 2017.

#### Employee Information

As at 30 June 2018, the Group had a total workforce of 38 (31 December 2017: 35). The Group remunerates its employees based on their work performance, working experiences, professional qualifications and the prevailing market practice.

### 財務回顧 (續)

#### 外匯風險

本集團的主要營運地區為香港和中國，其面對的匯兌風險主要來自港元兌人民幣匯率的波動。匯率波幅及市場動向一向深受本集團關注。本集團的政策旨在令經營實體按當地相應貨幣經營業務，盡量降低貨幣風險。在檢討當前承受的風險水平後，本集團年內並無為降低匯兌風險而訂立任何衍生工具合約。然而，管理層將密切留意外幣風險，必要時會考慮對沖重大外幣風險。

#### 資本承擔

本集團於二零一八年六月三十日有資本承擔約263,957,000港元（二零一七年十二月三十一日：265,154,000港元）。

#### 或然負債

除本報告披露之任何訴訟可能產生之任何或然負債外，於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無任何其他重大或然負債。

#### 僱員資料

於二零一八年六月三十日，本集團共有38名（二零一七年十二月三十一日：35名）員工。本集團僱員之薪酬與彼等之工作表現、工作經驗、專業資格及現行市場慣例掛鉤。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS

#### Exploration, Production and Distribution of Natural Gas

Subsequent to the signing of the Supplemental Contract to extend the exploration period and the settlement of the Litigation with the vendors of Kashi Project, significant progresses were made on Kashi Project during the first half of 2018, including the obtaining of a new RMB 100 million banking facilities secured by the account receivable under the Petroleum Contract, the internal approval stage of the ODP and the final negotiation of GSA. Further details of the business update on the Kashi Project are disclosed in the Company's announcement dated 23 August 2018.

During the first half of 2018, the Company received more detailed operating figures of Kashi Project and, for the first time since the completion of the acquisition, recognize revenue for Kashi Project in the Group's financial statements during the six months ended 30 June 2018. The recognition of revenue for Kashi Project has greatly improved the Group's current assets/liabilities position because the receivables from CNPC has now formed part of the Company's current assets.

The project details and key milestones for the Kashi Project were disclosed in the Company's circular dated 3 December 2010. In essence, the Petroleum Contract covers an exploration period of up to six years (which was already extended by CNPC pursuant to the Supplemental Contract), a development period and a production period. The development period shall commence on the date of approval of the ODP by NDRC and end on the date of the completion of the development operations required by the ODP to be completed during the development period. The end of the development period also signifies the commencement of the commercial production of the project and hence the production period, which runs for fifteen years for an oil field and twenty years for a gas field (subject to extension with the approval of the government). Further announcement(s) will be made by the Company regarding the implementation timetable of such development operations as and when the ODP is approved by NDRC.

### 展望

#### 天然氣勘探、生產及分銷

隨著簽署補充協議以延長勘探期及與喀什項目賣方就訴訟達成和解後，喀什項目於二零一八年上半年期內取得重大進展，包括以石油合約項下的應收賬款作抵押獲銀行授出金額為人民幣100,000,000元的融資、總體開發方案已進行至內部批核階段及售氣協議進行到最終談判階段。有關喀什項目業務更新的進一步詳情，已於本公司日期為二零一八年八月二十三日的公佈中披露。

於二零一八年上半年，本公司收到喀什項目更為詳細的經營數據，於本集團截至二零一八年六月三十日止六個月的財務報表內首次（自收購完成起計）確認喀什項目的收益。確認喀什項目收益使本集團流動資產／負債狀況得到大幅改善，原因是由中國石油集團處獲得的應收款項現已構成本集團流動資產的一部份。

喀什項目的詳情和主要里程碑已於本公司日期為二零一零年十二月三日的通函中披露。概括來說，石油合約涵蓋最多六年的勘探期（已根據補充協議經中國石油集團延長），以及開發期和生產期。開發期由總體開發方案獲發改委批准當日起開始，直至總體發展方案中所規定須於開發期內完成的開發工程的完工當日結束。開發期結束亦標誌著該項目商業生產和生產期的開始，油田的生產期為十五年，氣田則為二十年，兩者皆可由政府批准延長。本公司將於國家發改委批准總體開發方案時就落實開發工程的時間表另行發出公佈。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS (Continued)

#### Exploration, Production and Distribution of Natural Gas (Continued)

During the second half of 2018, the Company's management intends to continue to follow up with CNPC with the view to expediting the ODP process and GSA signing thereby accelerating the commencement of commercial production of Kashi Project, and continue to follow up with potential lenders and investors with the view to secure additional debt and/or equity funding. Further announcement(s) will be made by the Company as and when there is any significant progress of the Kashi Project.

#### Sales of Food and Beverages Business

The management has taken a cautious approach to manage the operations of the food and beverages segment. The Group will assess the value and performance of this segment from time to time, and continue to keep track of the economic environment and review the future allocation of resources as and when required.

#### Money Lending Business

The Group established this new segment in the second half of 2015. The management will continue to look for high quality borrowers in order to minimise the risk of default. The management has taken a cautious approach in money lending business in view of the Group's current financial position.

### 展望 (續)

#### 天然氣勘探、生產及分銷 (續)

於二零一八年下半年，本公司管理層擬繼續與中國石油集團跟進，尋求加快總體開發方案進程和售氣協議的簽訂，藉此加快喀什項目商業生產的進度，同時亦將繼續與潛在貸款方及投資者跟進，尋求獲得額外債務及／或股本融資。本公司將於喀什項目取得重大進展時另行發出公佈。

#### 銷售食品及飲料業務

管理層已採取審慎態度管理食品及飲料分部的營運。本集團會不時評估該分部的價值及業績，繼續觀察經濟環境並於必要時審核未來的資源分配。

#### 放債業務

本集團於二零一五年下半年建立此新分部。管理層將繼續尋覓高質素的借方，以減少拖欠還款的風險。鑒於本集團目前的財務狀況，管理層已就放債業務採取審慎態度。



## Other Information 其他資料

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 June 2018, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option scheme disclosures in the section "Share Option Scheme" below, at no time during the six months ended 30 June 2018 was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 25 June 2013 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme (the "Share Option Scheme") on 26 June 2013, the Company has adopted the Share Option Scheme to replace the expired share option scheme adopted 28 January 2002 and as amended on 2 November 2006.

### 董事於股份的權益及淡倉

於二零一八年六月三十日，本公司董事或高級行政人員並無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中持有證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文彼等所當作或視為的權益或淡倉），或根據證券及期貨條例第352條規定本公司須載入記錄冊的權益或淡倉，或標準守則規定須知會本公司及聯交所的權益或淡倉。

### 董事購入股份或債券的權利

除下列「購股權計劃」一節披露之購股權計劃外，本公司或其任何附屬公司於截至二零一八年六月三十日止六個月內並無訂立任何安排致使本公司之董事可透過購入股份或債券獲得本公司或其任何其他公司實體之利益。

### 購股權計劃

根據二零一三年六月二十五日舉行的本公司股東特別大會上通過的普通決議案，以及經聯交所於二零一三年六月二十六日批准根據購股權計劃（「購股權計劃」）將予發行的股份上市及買賣後，本公司採納一項購股權計劃，取代已屆滿的購股權計劃（該計劃於二零零二年一月二十八日採納，並於二零零六年十一月二日作出修訂）。



### SHARE OPTION SCHEME (Continued)

Under the terms of the Share Option Scheme adopted conditionally by the Company on 25 June 2013, the Board of the Company may, at its discretion, grant options to eligible participants to subscribe for shares in the Company.

The Company had 792,112,000 share options available for issue under the Share Option Scheme, which represents approximately 8.33% of the issued shares of the Company, as at 30 June 2018.

No share option was granted and exercised during the period under review and there was no outstanding share option as at 30 June 2018 and 2017.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITION

As at 30 June 2018, the interests or short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

### 購股權計劃 (續)

根據本公司於二零一三年六月二十五日有條件採納的購股權計劃的條款，本公司董事會可酌情向合資格參與者授出購股權，以認購本公司股份。

本公司根據購股權計劃可發行792,112,000份購股權，佔本公司於二零一八年六月三十日已發行股本約8.33%。

於回顧期間，概無購股權獲授出及行使，於二零一八年及二零一七年六月三十日亦無尚未行使之購股權。

### 主要股東的權益及淡倉

於二零一八年六月三十日，董事或本公司高級行政人員以外之人士於本公司的股份及相關股份中持有證券及期貨條例第336條規定本公司須載入記錄冊的權益或淡倉如下：

## Other Information 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITION (Continued) 主要股東之權益及淡倉 (續)

#### Long Positions in the Shares and Underlying Shares of the Company 於本公司股份及相關股份之好倉

| Name of Shareholders                                | Nature of interests                            | Number of shares | Number of underlying shares | Total number of shares and underlying shares | Approximate percentage of issued share capital |
|---|--|------------------|-----------------------------|--|--|
| 股東姓名／名稱   | 權益性質   | 股份數目             | 相關股份數目                      | 相關股份總數                                       | 佔已發行股本概約百分比                                    |
| U.K. Prolific Petroleum Group Company Ltd. (Note 1) | Beneficial Owner<br>實益擁有人                      | 1,860,000,000    | 4,045,654,762               | 5,905,654,762                                | 62.13%   |
| Cypress Dragons Limited (Note 2)                    | Beneficial Owner<br>實益擁有人                      | 970,000,000      | –                           | 970,000,000                                  | 10.20%   |
| Wang Guoju (Notes 1 & 2)<br>王國巨 (附註1及2)             | Interest of controlled corporation<br>受控制法團的權益 | 2,830,000,000    | 4,045,654,762               | 6,875,654,762                                | 72.33%   |

Notes:

- Based on the disclosure of interest (“DI”) filings made by the relevant person(s), U.K. Prolific Petroleum Group Limited (“UK Prolific”) is interested in 1,860,000,000 shares of the Company (“Shares”) and convertible notes (the “Convertible Notes”) in the principal amount of HK\$679,670,000 due in 2041 not carrying any interest with right to convert the Convertible Notes into 4,045,654,762 Shares at a conversion price of HK\$0.168 per Share. As at the date of this Interim Report, UK Prolific is wholly owned by Mr. Wang Guoju.
- Based on the DI filings made by the relevant person(s), Cypress Dragons Limited (“Cypress Dragons”) is interested in 970,000,000 Shares. As at the date of this Interim Report, Cypress Dragons is wholly owned by Mr. Wang Guoju.

附註：

- 根據有關人士編製的權益披露(「權益披露」)表格, U.K. Prolific Petroleum Group Limited (「UK Prolific」)於1,860,000,000股本公司股份(「股份」)及本金額為679,670,000港元二零四一年到期的可換股票據(「可換股票據」)中擁有權益,該等可換股票據不計息及附有權利可轉換為最多4,045,654,762股股份,轉換價每股股份0.168港元。於本中期報告日期, UK Prolific由王國巨先生全資擁有。
- 根據有關人士編製的權益披露表格, Cypress Dragons Limited (「Cypress Dragons Limited」)於970,000,000股股份中擁有權益。於本中期報告日期, Cypress Dragons由王國巨先生全資持有。

## PURCHASE, SALE OR REDEMPTION OF SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities, during the six months ended 30 June 2018.

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain good corporate governance standard and procedures. The Stock Exchange has promulgated the code provisions on Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules (the "CG Code"). During the six months ended 30 June 2018, the Group has complied with the CG Code except for the following:

- a. In relation to A.2.1 of the CG Code, the roles of chairman and Chief Executive Officer (the "CEO") should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and CEO should be clearly established and set out in writing. At all times during the period under review, Mr. Zhao Guoqiang is the CEO of the Company. Following the resignation of Mr. Wang Yongguang on 27 July 2016, the position of chairman is vacated and the Board intends to identify suitable candidate to fill the vacancy.
- b. In relation to E.1.2 of the CG Code, the chairman of the Board should attend the AGM. Following the resignation of Mr. Wang on 27 July 2016, the position of chairman is vacated and the Board intends to identify suitable candidate to fill the vacancy.
- c. In relation to A.4.1 and A.4.2 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years. For the period under review, all independent non-executive directors of the Company have not been appointed for a specific term but they are subject to retirement by rotation in accordance with the Company's articles of association.
- d. In relation to A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend the Company's AGM. Dr. Gu Quan Rong, Mr. Lee Man Tai and Mr. Zong Ketao were unable to attend the Company's AGM held on 31 May 2018 due to other business commitments.

## 購買、出售或贖回本公司證券

於截至二零一八年六月三十日止六個月內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## 企業管治常規

本公司致力維持良好的企業管治標準及程序。聯交所已公佈上市規則附錄十四所載《企業管治守則及企業管治報告》（「企業管治守則」）的守則條文。於截至二零一八年六月三十日止六個月，本集團一直遵守全部企業管治守則，惟下列各項除外：

- a. 根據企業管治守則第A.2.1條，主席及行政總裁（「行政總裁」）的角色應予以區分並不應由同一人擔任，以及主席及行政總裁的職責應以書面清楚界定。於整個回顧期間內，趙國強先生擔任本公司行政總裁。隨汪永光先生於二零一六年七月二十七日辭任後，主席一職懸空，董事會有意物色合適的人選以填補空缺。
- b. 根據企業管治守則第E.1.2條，董事會主席應出席股東週年大會。隨汪先生於二零一六年七月二十七日辭任後，主席一職懸空，董事會有意物色合適的人選以填補空缺。
- c. 根據企業管治守則第A.4.1及A.4.2條，非執行董事須按指定任期委任，並須膺選連任，而全體董事須至少每三年輪值告退一次。於回顧期間，本公司所有獨立非執行董事均非按指定任期委任，惟受制於按照本公司組織章程細則的規定輪值告退。
- d. 根據企業管治守則規則第A.6.7條，獨立非執行董事及其他非執行董事須出席本公司股東週年大會。顧全榮博士、李文泰先生及宗科濤先生因其他業務承擔未能出席本公司於二零一八年五月三十一日舉行的股東週年大會。

## Other Information 其他資料

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own Code of conduct regarding securities transactions by the directors of the Company. All existing directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code through the period under review.

### AUDIT COMMITTEE

The audit committee comprises two non-executive directors and three independent non-executive directors of the Company. The audit committee has adopted terms of reference which are in line with the CG Code. The Group's unaudited financial statements for the six months ended 30 June 2018 have been reviewed by the audit committee, who is of the opinion that such statements comply with applicable accounting standards, the Listing Rules and other legal requirements, and that adequate disclosures have been made.

By order of the Board  
**China Energy Development Holdings Limited**  
**Zhao Guoqiang**  
*Chief Executive Officer and Executive Director*

Hong Kong, 30 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10所載的標準守則，作為其本身對於本公司董事進行證券交易的行為守則。全體在任董事經本公司作出特定查詢後確認，彼等已於整個回顧期間內一直遵守標準守則所載的規定標準。

### 審核委員會

審核委員會包括本公司兩名非執行董事及三名獨立非執行董事。審核委員會已採納與企業管治守則一致的職權範圍。本集團截至二零一八年六月三十日止六個月之未經審核財務報表已由審核委員會審閱，該委員會認為該等報表已遵守適用會計準則、上市規則及其他法定要求，並已作出充分披露。

承董事會命  
**中國能源開發控股有限公司**  
**趙國強**  
*行政總裁兼執行董事*

香港，二零一八年八月三十日

