



ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED
能源國際投資控股有限公司*

(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 : 353)



Annual Report 年報

2019



* For identification purpose only 僅供識別

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lan Yongqiang (*Chairman*)
Mr. Wang Feng (*Vice Chairman*)
Mr. Chan Wai Cheung Admiral
Mr. Cao Sheng
Mr. Yu Zhiyong
Dr. Lei Liangzhen

Independent Non-Executive Directors

Mr. Tang Qingbin
Mr. Wang Jinghua
Mr. Fung Nam Shan

AUDIT COMMITTEE

Mr. Tang Qingbin (*Chairman*)
Mr. Wang Jinghua
Mr. Fung Nam Shan

REMUNERATION COMMITTEE

Mr. Tang Qingbin (*Chairman*)
Mr. Wang Jinghua
Mr. Fung Nam Shan
Mr. Chan Wai Cheung Admiral

NOMINATION COMMITTEE

Mr. Tang Qingbin (*Chairman*)
Mr. Wang Jinghua
Mr. Fung Nam Shan
Mr. Chan Wai Cheung Admiral

COMPANY SECRETARY

Mr. Chan Wai Cheung Admiral

AUTHORISED REPRESENTATIVES

Mr. Lan Yongqiang
Mr. Chan Wai Cheung Admiral

REGISTERED OFFICE

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

董事會

執行董事

藍永強先生 (*主席*)
王峰先生 (*副主席*)
陳偉璋先生
曹晟先生
于志勇先生
雷良貞博士

獨立非執行董事

唐慶斌先生
王靖華先生
馮南山先生

審核委員會

唐慶斌先生 (*主席*)
王靖華先生
馮南山先生

薪酬委員會

唐慶斌先生 (*主席*)
王靖華先生
馮南山先生
陳偉璋先生

提名委員會

唐慶斌先生 (*主席*)
王靖華先生
馮南山先生
陳偉璋先生

公司秘書

陳偉璋先生

授權代表

藍永強先生
陳偉璋先生

註冊辦事處

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

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 4307-08, Office Tower, Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong Law:
C.L. Chow & Mackson Chan, Solicitors
Lawrence Chan & Co.

As to Cayman Islands Law:
Conyers Dills & Pearman

AUDITOR

ZHONGHUI ANDA CPA Limited

PRINCIPAL BANKERS

DBS Bank (HK) Limited
Dongying Bank Co., Ltd
Bank of Qingdao Co., Ltd.

COMPANY'S WEBSITE

<http://website.energyintinv.wisdomir.com>

香港總辦事處及主要營業地點

香港
灣仔港灣道1號
會展廣場辦公大樓4307-08室

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54樓

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

本公司法律顧問

香港法例:
周卓立陳啟球陳一理律師事務所
陳振球律師事務所

開曼群島法律:
Conyers Dills & Pearman

核數師

中匯安達會計師事務所有限公司

主要往來銀行

星展銀行(香港)有限公司
東營銀行股份有限公司
青島銀行股份有限公司

公司網址

<http://website.energyintinv.wisdomir.com>

CHAIRMAN'S STATEMENT

主席報告

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Energy International Investments Holdings Limited (the "Company"), I am pleased to present to you the annual report of the Company and the audited consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019.

As at 31 December 2019, the principal activities of the Group include: (1) Oil and Liquefied Chemical Terminal representing the business of leasing of oil and liquefied chemical terminal, together with its storage and logistics facilities (the "Port and Storage Facilities"); and (2) Insurance Brokerage Service representing the business of providing insurance brokerage service.

BUSINESS REVIEW

OIL AND LIQUEFIED CHEMICAL TERMINAL

Following all requisite licenses and regulatory approvals for operation have been obtained, the Port and Storage Facilities located at Dongying Port Economic Development Zone, Shandong Province, the People's Republic of China (the "PRC") has achieved full-scale operation in May 2018. The Group is entitled to receive full rental income from the lessee (an independent third party) at RMB125 million per annum (including value-added tax). This stable rental income provides an opportunity for the Group to expedite its recovery of investment costs and delivers reasonable return to the Group.

As a result of the full operation from the Port and Storage Facilities, for the financial year ended 31 December 2019, the Group recorded a revenue from continuing operations of approximately HK\$130 million (2018: HK\$115 million), representing an increase of approximately HK\$15 million as compared to year 2018. The gross profit in 2019 increased by 14% to approximately HK\$128 million (2018: HK\$112 million).

Profit attributable to the owners of the Company for the year ended 31 December 2019 was recorded, as compared with a loss in year 2018. Such turnaround from loss to profit is mainly attributable to the improvement in the Group's business activities, including; (1) an increase in the revenue and the gross profit from the Oil and Liquefied Chemical Terminal segment as a result of the full operation of the Port and Storage Facilities from May 2018 onwards; (2) fair value and disposal gain on investment in securities held by the Group for the year ended 31 December 2019, as compared with the fair value loss in year 2018; and (3) profit from the discontinued oil production segment of approximately HK\$11 million for the year ended 31 December 2019 as compared with a loss of approximately HK\$50 million in year 2018, due to the one-off disposal gain of the oil production business.

各位股東：

本人謹代表能源國際投資控股有限公司（「本公司」）董事（「董事」）會（「董事會」），欣然提呈本公司之年報及本公司及其附屬公司（統稱為「本集團」）截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

於二零一九年十二月三十一日，本集團的主要業務包括：(1) 油品及液體化工品碼頭，指經營租賃油品及液體化工品碼頭連同其儲存及物流設施（「港口及儲存設施」）業務；及(2) 保險經紀服務，指提供保險經紀服務業務。

業務回顧

油品及液體化工品碼頭

於獲得營運所需的所有牌照及監管批文後，位於中華人民共和國（「中國」）山東省東營市港口經濟開發區的港口及儲存設施已於二零一八年五月實現全面營運。本集團有權向承租人（一名獨立第三方）收取全部租金收入每年人民幣125,000,000元（包括增值稅）。該穩定的租金收入為本集團提供加快本集團收回投資成本及實現合理資金回報的機會。

於截至二零一九年十二月三十一日止財政年度，由於港口及儲存設施全面營運，本集團錄得持續經營業務收益約130,000,000港元（二零一八年：115,000,000港元），較二零一八年增加約15,000,000港元。二零一九年毛利增加14%至約128,000,000港元（二零一八年：112,000,000港元）。

截至二零一九年十二月三十一日止年度，本集團錄得本公司擁有人應佔溢利，二零一八年則錄得虧損。由虧損至溢利的轉變主要歸因於本集團業務活動改善，包括：(1) 由於港口及儲存設施自二零一八年五月起全面營運，油品及液體化工品碼頭分類產生的收益及毛利增加；(2) 截至二零一九年十二月三十一日止年度，本集團所持證券投資之公平值及出售收益，二零一八年則為公平值虧損；及(3) 由於產油業務的一次性出售收益，截至二零一九年十二月三十一日止年度，已終止的產油分類所得溢利約為11,000,000港元，二零一八年則為虧損約50,000,000港元。

CHAIRMAN'S STATEMENT

主席報告

PROSPECTS

Since the commencement of trial operation in September 2017 and full operation in May 2018, the rental income from the Port and Storage Facilities has started to contribute a significant and consistent operating cash inflow and revenue to the Group going forward.

The Group has been looking for investment opportunities in the PRC which can benefit the Group through investment return. During the year, the Group has made an investment of which its principal asset is a real estate property project situated at Tai'an Daiyue District, Tai'an City, Shandong Province, the PRC. Tai'an City is a famous tourism city in Shandong Province and the property project is situated at the prime location of Tai'an City where the property market has been booming in the last two years. Couple with the pre-agreed dividend policy, the Board considers that the investment should bring investment return to the Group upon completion of its construction of the development.

Looking ahead, we believe the year of 2020 will be a very challenging year. In view of the outbreak of the Coronavirus epidemic, global financial crisis and the trade tension between the United States and China, the business and investment environment remain uncertain. However, the Group remains optimistic and is actively exploring opportunities in expanding our business in existing and different industries to drive the Group's sustainable growth and strengthen its financial position.

APPRECIATION

On behalf of the Board, I would like to express my sincere appreciation to our shareholders, business partners, colleagues and my fellow Directors who have continuously supported the Group.

Lan Yongqiang
Chairman

Hong Kong, 31 August 2020

前景

由於港口及儲存設施於二零一七年九月開始試營運及於二零一八年五月全面營運，該分類租金收入已開始為本集團的日後發展貢獻重大及持續的經營現金流入及收益。

本集團正在中國尋找可透過投資回報讓本集團受惠的投資機會。年內，本集團於中國作出一項投資，該項投資的主要資產為一個位於中國山東省泰安市泰安岱岳區的房地產物業項目。泰安市為山東省的著名旅遊城市，物業項目位於泰安市過去兩年物業市場蓬勃發展的黃金地段。連同預先協定的股息政策，董事認為有關投資應可在發展項目工程完成後為本集團帶來投資回報。

展望未來，我們相信二零二零年為極具挑戰的一年。鑑於冠狀病毒疫情爆發、全球金融危機及美國與中國的貿易緊張關係，業務及投資環境仍不明朗。然而，本集團仍保持樂觀，並積極尋求拓展現有業務及不同行業的投資機會，從而促使本集團可持續增長及鞏固其財務狀況。

致謝

本人謹代表董事會，向一貫全力支持本集團的全體股東、業務夥伴、同事及各位董事致以衷心謝意。

主席
藍永強

香港，二零二零年八月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS

The Group is principally engaged in the leasing of the Port and Storage Facilities, Insurance Brokerage service and the Oil Production (which was disposed on 28 June 2019).

(i) Revenue

For the year ended 31 December 2019, the Group's record revenue from continuing operations was approximately HK\$130 million (2018: HK\$115 million), representing an increase of approximately HK\$15 million or approximately 13% as compared to last year. The Group's revenue is mainly contributed from the rental income of the Port and Storage Facilities

(ii) Gross profit

For the year ended 31 December 2019, the Group's record gross profit from continuing operations was approximately HK\$128 million, representing an improvement of approximately HK\$16 million or approximately 14% as compared to last year of approximately HK\$112 million, which is due to the full operation of the Group's Oil and Liquefied Chemical Terminal in May 2018. The Board believes that the stable rental income generated from the leasing of the Port and Storage Facilities enables the Group to maintain the gross profit position.

(iii) Profit attributable to the owners of the Company

The profit attributable to the owners of the Company for the year ended 31 December 2019 was approximately HK\$31 million (2018: loss of HK\$76 million), such turnaround from loss to profit is mainly attributable to the improvement in the Group's business activities, including; (1) an increase in the revenue and the gross profit from the Oil and Liquefied Chemical Terminal segment as a result of the full operation of the Port and Storage Facilities from May 2018 onwards; (2) fair value and disposal gain on investment in securities held by the Group of approximately HK\$18 million for the year ended 31 December 2019 as compare with the fair value loss approximately HK\$0.8 million last year; and (3) profit from the Oil Production segment of approximately HK\$11 million for the year ended 31 December 2019 as compare with a loss of approximately HK\$50 million last year due to the one-off disposal gain of the oil production business.

經營業績

本集團主要從事租賃港口及儲存設施、保險經紀服務及產油（於二零一九年六月二十八日出售）。

(i) 收益

截至二零一九年十二月三十一日止年度，本集團持續經營業務錄得收益約130,000,000港元（二零一八年：115,000,000港元），較去年增加約15,000,000港元或約13%。本集團之收益主要來自港口及儲存設施之租金收入。

(ii) 毛利

截至二零一九年十二月三十一日止年度，本集團持續經營業務錄得毛利約128,000,000港元，較去年約112,000,000港元增長約16,000,000港元或約14%，乃由於本集團之油品及液體化工品碼頭自二零一八年五月起全面營運所致。董事會相信，租賃港口及儲存設施產生穩定的租金收入能夠使本集團保持毛利狀況。

(iii) 本公司擁有人應佔溢利

截至二零一九年十二月三十一日止年度，本公司擁有人應佔溢利約31,000,000港元（二零一八年：虧損76,000,000港元），由虧損至溢利的轉變主要歸因於本集團業務活動改善，包括：(1)由於港口及儲存設施自二零一八年五月起全面營運，油品及液體化工品碼頭分類產生的收益及毛利增加；(2)截至二零一九年十二月三十一日止年度，本集團所持證券投資之公平值及出售收益約18,000,000港元，而去年為公平值虧損約800,000港元；及(3)由於產油業務的一次性出售收益，截至二零一九年十二月三十一日止年度，產油分類所得溢利約為11,000,000港元，而去年為虧損約50,000,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Operation of liquid chemical terminal, storage and logistics facilities business

By end of 2015, the Group has obtained 51% equity interest in Shandong Shundong Port Services Company Limited (“Shundong Port”) by capital injection. Shundong Port owns two sea area use rights covering an aggregate area available for land-forming and reclamation construction of approximately 31.59 hectares in Dongying Port, Shandong Province, the PRC and permitting the construction of reclamation and land-forming for use in sea transportation and port facilities for a 50-years’ period running from 13 November 2014 to 12 November 2064 and 23 February 2016 to 22 February 2066 respectively. Shundong Port has completed the construction and commenced leasing of its Port and Storage Facilities since 2017, with full commercial operation having been achieved in May 2018. Approximately HK\$130 million rental income was generated during the year.

During the year, an independent investor (the “Investor”) has entered into the capital increase agreement with the Group and the minority shareholder of Shundong Port (the “JV Partner”), pursuant to which the Investor agreed to subscribe for the new equity in the capital of Shundong Port (the “Capital Increase”) for the consideration of RMB70 million (approximately HK\$77 million). The Capital Increase has been completed in September 2019 and the Group’s equity holding of Shundong Port has been decreased from 51% to around 46.7%. In the meantime, a Concert Party Agreement has been entered between the Group and the JV Partner, which owns around 44.8% of paid up capital of Shundong Port after the Capital Increase, pursuant to which the JV Partner irrevocably undertakes to vote in accordance with the Group’s decisions at shareholders’ meetings of Shundong Port. Therefore, Shundong Port remains as a subsidiary of the Company and its results continue to be consolidated in the Group’s financial statements.

業務回顧

經營液體化工品碼頭、儲存及物流設施業務

截至二零一五年年底，本集團已向山東順東港務有限公司（「順東港務」）以注資形式取得51%股權。順東港務擁有兩項使用海域之權利，涵蓋中國山東省東營港可用作土地平整及填海建設總面積為約31.59公頃，並獲許建設填海及土地平整，以供海洋運輸及港口設施使用，營運期為50年，分別自二零一四年十一月十三日起至二零六四年十一月十二日止及二零一六年二月二十三日起至二零六六年二月二十二日止。自二零一七年起，順東港務已完成建設並開始出租其港口及儲存設施，並於二零一八年五月實現全面商業營運。於本年度產生約130,000,000港元租金收入。

年內，一名獨立投資者（「投資方」）已與本集團及順東港務少數股東（「合資企業夥伴」）訂立增資協議，據此，投資方同意以代價人民幣70,000,000元（約77,000,000港元）認購順東港務股本中的新股權（「增資」）。增資已於二零一九年九月完成，本集團持有的順東港務股權已由51%減少至約46.7%。同時，本集團與合資企業夥伴（於增資後擁有順東港務約44.8%繳足股本）已訂立一致行動人士協議，據此，合資企業夥伴作出不可撤回承諾，其在順東港務股東大會上將根據本集團決定進行投票。因此，順東港務仍為本公司的附屬公司，其業績繼續併入本集團的財務報表。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Oil business

On 28 June 2019 (the “Disposal Date”), the Group discontinued the oil business upon the completion of disposal of China International Energy Investments (Hong Kong) Limited and its subsidiaries engaged in the oil production. Approximately HK\$16 million revenue was generated from this discontinued operation as compared to approximately HK\$18 million in the correspondence period in 2018.

The production period was commenced in 2011 and will continue for 20 years, which may be extended with the approval of a department or unit authorised by the State Council of the PRC. During the production period, operations and all activities related thereto carried out for petroleum production of any relevant oil field in the relevant contract area, such as extraction, injection, stimulation, treatment, storage, transportation, lifting and abandonment, etc will be carried out.

The annual production of crude oil, after payment for value added tax, royalty, operating costs, investment recovery and costs for additional development projects, shall be allocated to CNPC and China Era in proportion of 51% for CNPC and 49% for China Era.

Changes in estimated quantities of proved crude oil reserves for the period from 1 January 2019 to the Disposal Date and for the year ended 31 December 2018 are indicated as follows:

石油業務

於二零一九年六月二十八日（「出售日期」），本集團於完成出售中國國際能源投資（香港）有限公司連同其附屬公司（從事石油生產）後終止經營石油業務。該已終止經營業務產生的收益約為16,000,000港元，而二零一八年同期收益約為18,000,000港元。

生產期已於二零一一年開始，將持續二十年，可經中國國務院授權之部門或單位批准延長。於生產期內，將就於有關合約區任何有關油田之生產石油進行與生產有關之營運及一切活動，如採出、注入、增產、處理、儲存、運輸、提取及廢棄等。

原油年產量經扣除支付增值稅、礦區使用費、營運成本、投資收回及額外開發項目成本後，將按比例分配予中國石油天然氣集團公司及中國年代，其中中國石油天然氣集團公司佔51%而中國年代則佔49%。

於二零一九年一月一日至出售日期及截至二零一八年十二月三十一日止年度，探明原油儲量之估計數量之變動列載如下：

Crude oil

原油

(million metric tonnes)

(百萬公噸)

Reserves as at 1 January 2018	於二零一八年一月一日之儲量	2.931
Changes resulted from production	因生產而產生變動	(0.011)
Reserves as at 31 December 2018	於二零一八年十二月三十一日之儲量	2.920
Reserves as at 1 January 2019	於二零一九年一月一日之儲量	2.920
Changes resulted from production	因生產而產生變動	(0.005)
Reserves as at the Disposal Date	於出售日期之儲量	2.915

Note: Based on the Group's share of participated interests in the oil field through jointly controlled operations.

附註：根據本集團透過共同控制營運分佔於油田之參與權益計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GOING CONCERN BASIS

As at 31 December 2019, the Group has net current liabilities of HK\$289,383,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Notwithstanding the foregoing, the Directors have prepared the consolidated financial statements on a going concern basis, the appropriateness of which depends upon the outcome of the underlying assumptions and measures as detailed in note 2(a) to the consolidated financial statements and extracted as below:

- (i) On 28 February 2019, the Group successfully obtained a long-term credit facility with 60 months credit period, from a financial institution in the PRC in the amount of RMB150 million (approximately HK\$168 million) to finance the repayment of certain outstanding construction costs and bank and other borrowings. On 8 March 2019, the Group obtained another new long-term credit facility from a financial institution in the PRC in the amount of RMB300 million (approximately HK\$336 million) with a credit period of 36 months. On 28 June 2019, the Group obtained another new long-term credit facility from a financial institution in the PRC in the amount of RMB128 million (approximately HK\$150 million), with a credit period of 36 months. The unutilised credit facility available to the Group as at 31 December 2019 was amounted to approximately RMB450 million;
- (ii) The Directors are of the view that, the Oil and Liquefied Chemical Terminal segment is able to contribute and generate a significant and consistent operating cash inflow to the Group in the coming twelve months after 31 December 2019, by virtue of its annual rental income receipt in the amount of RMB125 million before value-added tax (approximately HK\$140 million) as stipulated in the lease agreement; and
- (iii) Subsequent to the year end date, two independent investors (the "Investors") entered into a funding agreement (the "Funding Agreement") with Shundong Port pursuant to which the Investors agreed to provide funding of RMB360 million (approximately HK\$402 million) to Shundong Port by way of non-voting, fixed-interest preference shares. As at the date of this report, RMB180 million (approximately HK\$201 million) has been received from the Investors pursuant to the Funding Agreement and the remaining sum is agreed to be drawn down by the end of year 2020.

持續經營基準

於二零一九年十二月三十一日，本集團流動負債淨額為289,383,000港元。該狀況顯示存在重大不明朗因素，可能對本集團持續經營之能力產生重大疑慮。儘管上文所述，董事已按持續經營基準編製綜合財務報表，其合適性取決於綜合財務報表附註2(a)所述的相關假設及措施之結果並摘錄如下：

- (i) 於二零一九年二月二十八日，本集團已自一間中國財務機構成功獲得一筆信貸期為60個月的長期信貸融資人民幣150,000,000元（約168,000,000港元），以償還若干未償還的建築成本及銀行及其他借款。於二零一九年三月八日，本集團已自中國一間財務機構獲得另外一筆新長期信貸融資人民幣300,000,000元（約336,000,000港元），信貸期為三十六個月。於二零一九年六月二十八日，本集團自中國一間財務機構獲得另外一筆新長期信貸融資人民幣128,000,000元（約150,000,000港元），信貸期為36個月。於二零一九年十二月三十一日，本集團可用的未動用信貸融資約為人民幣450,000,000元；
- (ii) 董事認為，憑藉租賃協議訂明的扣除增值稅前的年度租金收入人民幣125,000,000元（約140,000,000港元），油品及液體化工品碼頭分類於二零一九年十二月三十一日後未來十二個月內能夠為本集團貢獻並帶來重大及持續的經營現金流入；及
- (iii) 於年結日後，兩名獨立投資者（「投資方」）與順東港務訂立一份融資協議（「融資協議」），據此，投資方同意以無投票權、定息優先股的形式向順東港務提供人民幣360,000,000元（約402,000,000港元）的資金。於本報告日期，已根據融資協議自投資方收取人民幣180,000,000元（約201,000,000港元），餘下金額同意於二零二零年底提取。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Directors have reviewed the Group's cash flow forecast prepared by management which covers a period of not less than twelve months from 31 December 2019. After taking into account the above assumptions and measures, the Directors consider that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2019 and believe that the Group will continue as a going concern and consequently have prepared the consolidated financial statements on a going concern basis.

FINANCIAL REVIEW

Liquidity, financial resources and capital structure

As at 31 December 2019, the Group had total assets of approximately HK\$2,073 million (2018: HK\$2,217 million), total liabilities of approximately HK\$1,047 million (2018: HK\$1,287 million), indicating a gearing ratio of 0.51 (2018: 0.58) on the basis of total liabilities over total assets. The current ratio of the Group for the year was 0.50 (2018: 0.70) on basis of current assets over current liabilities.

Loan receivables amounted to approximately HK\$39 million represented loans to independent third parties which bear fixed interest rate of 10% annually. Deposit amounted to RMB100 million (approximately HK\$114 million), which is included in prepayments, deposits and other receivables and bear annual interest rate of 12%, has been subsequently refunded at the amount of RMB50 million by the date of this report. Portion of the remaining balance of RMB10 million is agreed to be settled by December 2020 and portion of the remaining balance of RMB40 million is agreed to be settled by April 2021.

As at 31 December 2019, the Group had bank and other borrowings of approximately HK\$240 million and HK\$158 million respectively (2018: HK\$235 million and HK\$172 million respectively). The aggregate bank deposits and cash in hand of the Group were approximately HK\$125 million (2018: HK\$277 million).

董事已審閱本集團管理層編製之現金流量預測，該現金流量預測涵蓋自二零一九年十二月三十一日起計不少於十二個月之期間。經考慮上述假設及措施，董事認為本集團將擁有充足的營運資金為其經營業務撥資及滿足其於二零一九年十二月三十一日起計十二個月內到期的財務承擔，並相信本集團將持續經營並按持續經營基準編製該綜合財務報表。

財務回顧

流動資金、財務資源及股本架構

於二零一九年十二月三十一日，本集團之資產總值約為2,073,000,000港元（二零一八年：2,217,000,000港元），負債總額約為1,047,000,000港元（二零一八年：1,287,000,000港元），按負債總額除以資產總值計算，資本負債比率為0.51（二零一八年：0.58）。本年度本集團之流動比率（按流動資產除以流動負債計算）為0.50（二零一八年：0.70）。

應收貸款約39,000,000港元，指向獨立第三方提供的貸款，按固定年利率10%計息。按金為人民幣100,000,000元（約114,000,000港元），該按金計入預付款、按金及其他應收款項，並按12%的年利率計息，隨後已於本報告日期前退還人民幣50,000,000元。部分餘下結餘人民幣10,000,000元約定將於二零二零年十二月前結算，部分餘下結餘人民幣40,000,000元約定將於二零二一年四月前結算。

於二零一九年十二月三十一日，本集團銀行及其他借款分別為約240,000,000港元及158,000,000港元（二零一八年：分別為235,000,000港元及172,000,000港元）。本集團之銀行存款及手頭現金合計為約125,000,000港元（二零一八年：277,000,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Movements of convertible bonds during the year are as follows:

As at 31 December 2018, the outstanding principal of the convertible bonds issued in 2015 and due on 15 September 2018 (the “2015 CB”) carrying interest of 5% per annum with right to convert into ordinary shares of the Company (the “Shares”) amounted to HK\$32 million. During the year, the holder of the outstanding 2015 CB agreed to settle the 2015 CB by entering into a loan agreement with the Company and the balance was included in other borrowings as at 31 December 2019.

On 17 September 2018, the Company completed and issued convertible bonds (“CB9”) with the principal amount of HK\$200 million and HK\$249 million to Giant Crystal Limited (“Giant Crystal”) and independent third parties respectively, both carrying interest of 3% per annum with right to convert the convertible bonds into Shares. The conversion price of CB9 is HK\$0.255 per share (subject to adjustments) and a maximum number of 784,313,725 and 976,470,588 Shares may be allotted and issued upon exercise of the conversion rights attached to CB9 in full to Giant Crystal and independent third parties respectively. During the years, no CB9 was converted into the Shares.

Contingent liabilities

As at 31 December 2019, the Group did not have any significant contingent liabilities.

Capital and other commitments

The Group had capital commitment contracted but not provided for of approximately HK\$10 million (2018: HK\$2 million). Other commitment as at 31 December 2018 was approximately HK\$43 million.

於本年度，可換股債券變動如下：

於二零一八年十二月三十一日，於二零一五年發行及於二零一八年九月十五日到期及按年利率5%計息，並且附有權利兌換為本公司普通股（「股份」）的可換股債券（「二零一五年可換股債券」）的未償還本金為32,000,000港元。於本年度，未償還二零一五年可換股債券的持有人同意透過與本公司訂立貸款協議結清二零一五年可換股債券，結餘則計入二零一九年十二月三十一日的其他借款。

於二零一八年九月十七日，本公司已完成及發行可換股債券（「可換股債券第九批債券」），本金額為200,000,000港元及249,000,000港元，分別發行予鉅晶有限公司（「鉅晶」）及獨立第三方，均按年利率3%計息，並且附有權利可將可換股債券兌換為股份。可換股債券第九批債券兌換價為每股0.255港元（可予調整），而倘鉅晶及獨立第三方之可換股債券第九批債券附帶之兌換權獲悉數行使，可分別配發及發行最多784,313,725股及976,470,588股股份。於本年度，並無可換股債券第九批債券兌換為股份。

或然負債

於二零一九年十二月三十一日，本集團並無任何重大或然負債。

資本及其他承擔

本集團有已訂約但未撥備之資本承擔約10,000,000港元（二零一八年：2,000,000港元）。其他承擔於二零一八年十二月三十一日為約43,000,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Charges on assets

As at 31 December 2019 and 2018, entire investment properties of approximately HK\$1,442 million (2018: HK\$1,425 million) were pledged for the Group's bank and other borrowings and lease liabilities.

As at 31 December 2018, entire paid up capital of Shundong Port and certain trade receivables of approximately HK\$12 million were pledged for the Group's bank and other borrowings.

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\$ and RMB 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 minimise currency risks. The Group, after reviewing its exposure for the time being, did not enter into any derivative contracts aimed at minimising exchange rate risks during the year. However, management will monitor foreign currency exposure and will consider hedging significant foreign currency exposure if necessary.

Employee information

As at 31 December 2019, the Group employed 29 full-time employees (2018: 132). The Group's emolument policies are formulated on the performance of individual employees and are reviewed annually in line with industry practice. The Group also provides provident fund schemes (as the case may be) to its employees depending on the location of such employees.

Dividend

The Directors do not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

資產抵押

於二零一九年及二零一八年十二月三十一日，全部投資物業約1,442,000,000港元（二零一八年：1,425,000,000港元）已為本集團銀行及其他借款及租賃負債作抵押。

於二零一八年十二月三十一日，順東港務全部繳足股本及若干應收貿易賬款約12,000,000港元已為本集團銀行及其他借款作抵押。

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。匯率波動及市場動向一向深受本集團關注。本集團的一貫政策是讓經營實體以其相關地區貨幣經營業務，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。

僱員資料

於二零一九年十二月三十一日，本集團僱用29名全職僱員（二零一八年：132名）。本集團之薪酬政策按個別僱員表現而釐定，並每年檢討以便與業界慣例相符。本集團亦按該等僱員之工作地點向僱員提供公積金計劃（按情況而定）。

股息

董事不建議派付截至二零一九年十二月三十一日止年度之任何股息（二零一八年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUTURE PLAN AND PROSPECTS

Operation of liquid chemical terminal, storage and logistics facilities business

Since the completion of the acquisition of 51% effective interest in Shundong Port by the Group in December 2015, the Group had been proactively promoting the continual construction of the Port and Storage Facilities. The original design of the Port and Storage Facilities anticipated four berths for chemical tankers of 10,000 tonnage and two berths for chemical tankers of 5,000 tonnage. The construction was completed in late September 2017 and the terminal had commenced operation partially in late September 2017 and fully in May 2018.

On 24 October 2016, Shundong Port entered into a lease agreement (the "Lease Agreement") to lease the Port and Storage Facilities to an independent third party (the "Lessee"). The rent payable by the Lessee to Shundong Port for the Port and Storage Facilities under the Lease Agreement before value-added tax is RMB125 million (approximately HK\$140 million) per annum, which shall be payable in twelve equal instalments on monthly basis in advance. The Lease Agreement became effective in May 2018. Details of the Lease Agreement can be referred to the circular of the Company dated 17 February 2017.

The Lease Agreement provides an opportunity for the Company to generate a stable rental income from the Port and Storage Facilities, which is expected to expedite the Group's recovery of investment costs and to deliver reasonable return on capital to the Group on this project. In addition, the Lease Agreement is expected to improve the Group's asset and liabilities position in the long run, and to enhance the fund-raising capabilities of Shundong Port in the short run. It is currently expected that any cash derived from the rental income of the Lease Agreement will be retained by Shundong Port for its settlement of indebtedness, ongoing expansion and development plans.

Insurance brokerage business

Following the completion of the acquisition of an insurance brokerage entity, the Group creates an independent business segment in August 2018. The Board believes that the Group can benefit from the diversification of its operations into this industry and through better deployment of available resources, can bring values to the Group and the shareholders of the Company (the "Shareholders") as a whole.

未來規劃及展望

經營液體化工品碼頭、儲存及物流設施業務

自二零一五年十二月本集團完成收購順東港務51%實際權益以來，本集團一直積極推動續建港口及儲存設施。港口及儲存設施之原定設計預期為四個10,000噸化工船泊位及兩個5,000噸化工船泊位。碼頭已於二零一七年九月下旬完成建設並於二零一七年九月下旬開始進行部分商業營運及於二零一八年五月全面運營。

於二零一六年十月二十四日，順東港務簽訂一份租賃協議（「租賃協議」），以向一名獨立第三方（「承租人」）出租港口及儲存設施。根據租賃協議，承租人須就港口及儲存設施向順東港務每年支付除增值稅前租金人民幣125,000,000元（約140,000,000港元），有關租金須分十二期等額按月預付。該租賃協議於二零一八年五月生效。租賃協議之詳情可參閱本公司日期為二零一七年二月十七日之通函。

租賃協議為本公司提供以港口及儲存設施賺取穩定租金收入的機會，預期可加快本集團收回投資成本之速度，並讓本集團透過此項目實現合理資金回報。此外，租賃協議長遠可望改善本集團資產及負債狀況，並可於短期內加強順東港務之集資能力。目前預期租賃協議所得任何現金租金收入將由順東港務用於償付債務、持續擴充及發展計劃。

保險經紀業務

於完成收購一間保險經紀實體後，本集團於二零一八年八月建立一個獨立業務分類。董事會相信，本集團可受惠於將其業務拓展至該行業，並透過更好地部署可用資源，可為本集團及本公司股東（「股東」）整體創造價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial investment in Tai'an City

During the year, the Group invested approximately RMB224 million in the unlisted companies (the "Investment") which is settled by way of promissory notes. The principal asset of the Investment is a real estate property project situated at Tai'an Daiyue District, Tai'an City, Shandong Province, the PRC. This Investment is planned to be built into six blocks of office towers and fifteen blocks of residential apartments. With the pre-agreed dividend policy, it is considered that the Investment should bring investment return to the Group upon completion of its construction of the development.

Exploration and mining business

As disclosed in the Company's 2015 annual report, the Board found out that in 2010, the exploration licence held by Qinghai Forest Source Mining Industry Developing Company Limited ("QHFSMI") had been transferred to Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited (內蒙古小紅山源森礦業有限公司) ("Yuen Xian Company") without the Company's knowledge, consent or approval (the "Change of Exploration Right Agreement").

Since then, the Group had commenced legal proceedings (the "Mining Litigations") against Yuen Xian Company with the view to invalidating the Change of Exploration Right Agreement dated 11 November 2009 (which caused the loss of the exploration license by QHFSMI) and seeking to regain the control of QHFSMI and the exploration license. In the past few years, the Group suspended its exploration and mining business pending the outcome of the Mining Litigations.

As announced by the Company on 11 June 2015, 12 June 2015 and 9 March 2016, the Higher People's Court of Qinghai Province had made a final judgment that the change of exploration right agreement was between QHFSMI and Yuen Xian Company was invalid and the Qinghai Province People's Procuratorate had expressed its "no-support" as to the review of the abovementioned final judgement, respectively. Following the conclusion of the Mining Litigations, the Company has appointed the legal advisers in the PRC to enforce the judgement to uphold the Group's right. In the event that the Group could regain the control of QHFSMI, the Group will be in the position to have access to the relevant exploration and mining license and thereafter the Group will perform due diligence review on the mining site. The Group is conducting regular re-assessment on the progress made by its legal advisers and the prospect of the Group's mining segment from time to time.

於泰安市的金融投資

本年度，本集團向非上市公司投資約人民幣224,000,000元（「該投資」），並以承兌票據方式支付。該投資的主要資產位於中國山東省泰安市泰安岱岳區的房地產項目。該投資計劃建設為六棟辦公大樓及十五棟住宅公寓。根據預先協定的股息政策，我們認為該投資將會在開發施工完成後為本集團帶來投資收益。

勘探及開採業務

誠如本公司二零一五年年報所披露，董事會發現，由青海森源礦業開發有限公司（「青海森源」）持有之勘探牌照已於二零一零年轉讓予內蒙古小紅山源森礦業有限公司（「源森公司」），而本公司並不知悉、同意或批准（「探礦權變更協議」）。

自此之後，本集團已針對源森公司展開法律訴訟（「礦業訴訟」），旨在尋求判令日期為二零零九年十一月十一日之探礦權變更協議（此協議導致青海森源失去勘探牌照）無效，並尋求重新取得青海森源及勘探牌照之控制權。於過去多年，本集團一直暫停其勘探及開採業務，以待礦業訴訟的結果。

誠如本公司於二零一五年六月十一日、二零一五年六月十二日及二零一六年三月九日所公佈，青海省高級人民法院作出最終判決，即青海森源與源森公司簽署之探礦權變更協議無效，及青海省人民檢察院表明其「不支持」對上述最終判決的監督申請。礦業訴訟結束後，本公司已委任中國法律顧問執行判決，以維護本集團之權利。倘本集團能重新取得青海森源之控制權，本集團將能取得相關勘探及開採牌照，且本集團其後將對礦場進行盡職審查。本集團將不時對其法律顧問取得之進展及本集團開採分類之前景定期進行重新評估。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. Lan Yongqiang, aged 52, was appointed as an independent non-executive Director in July 2014 and was re-designated as an executive Director in December 2014. Mr. Lan was appointed as the Chairman of the Board in March 2018. He holds a Bachelor of Laws Degree from Lanzhou University. Mr. Lan has extensive experience in investment, mergers and acquisitions as well as in the business of public listing laws. Mr. Lan is currently a director of Jinhui Liquor Co., Ltd. (stock code: 603919) which is listed on the Shanghai Stock Exchange. Mr. Lan was an independent director of Guangdong Shunna Electric Co., Ltd. (stock code: 000533) from August 2010 to October 2015 and the chairman of Guangdong Golden Dragon Development Inc. (stock code: 000712) from July 2016 to June 2018, both of which are listed on the Shenzhen Stock Exchange; an independent director of Top Score Fashion Co., Ltd. (stock code: 603608), which is listed on the Shanghai Stock Exchange, from May 2015 to May 2018; and a director of Shenzhen Kangmei Biotechnology Co., Ltd. (stock code: 835541), which is quoted on the National Equities Exchange and Quotations System (the New Third Board) from May 2008 to May 2020.

Mr. Wang Feng, aged 39, was appointed as an executive Director in August 2019 and the Vice Chairman of the Board in November 2019. Mr. Wang graduated from Beijing Economic and Technological Research Institute (北京經濟技術研修學院) in 2004 majoring in Marketing. Mr. Wang has extensive management and investment experiences in internet technology and corporate solution industries in the PRC. Mr. Wang is currently a co-founder of an internet healthcare solution company since 2015 and a director of a company engaged in design and implementation of application solution services for enterprises listed in Fortune Global 500 and is a subsidiary of a company listed in the Shenzhen Stock Exchange.

執行董事

藍永強先生，52歲，於二零一四年七月獲委任為獨立非執行董事，並於二零一四年十二月調任為執行董事。藍先生於二零一八年三月獲委任為董事會主席。藍先生持有蘭州大學法學學士學位。藍先生於投資、合併與收購及上市法律業務擁有豐富經驗。藍先生現為金徽酒股份有限公司（股份代號：603919）董事，該公司於上海證券交易所上市。藍先生自二零一零年八月至二零一五年十月曾為廣東順納電氣股份有限公司（股份代號：000533）之獨立董事及自二零一六年七月至二零一八年六月曾為廣東錦龍發展股份有限公司（股份代號：000712）董事長，該兩間公司均於深圳證券交易所上市；自二零一五年五月至二零一八年五月曾為天創時尚股份有限公司（股份代號：603608）獨立董事，該公司於上海證券交易所上市；及於二零零八年五月至二零二零年五月為深圳康美生物科技股份有限公司（股份代號：835541）董事，該公司於全國中小企業股份轉讓系統（新三板）掛牌。

王峰先生，39歲，於二零一九年八月獲委任為執行董事以及於二零一九年十一月獲委任為董事會副主席。王先生於二零零四年畢業於北京經濟技術研修學院，主修營銷。王先生於中國互聯網科技及企業解決方案行業擁有豐富的管理及投資經驗。王先生自二零一五年起一直擔任一間互聯網醫療保健解決方案公司的聯合創始人及彼為一間從事為名列財富世界500強的企業提供設計及實施應用解決方案服務的公司的董事，該公司為一間於深圳證券交易所上市之公司的附屬公司。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Chan Wai Cheung Admiral, aged 47, was appointed as an independent non-executive Director in March 2012 and was re-designated as an executive Director in November 2013. He was also appointed as the company secretary of the Company in November 2016. He holds a Bachelor of Arts (Honours) in Accountancy from City University of Hong Kong. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the accounting and auditing fields. Mr. Chan is an independent non-executive director of each of SFund International Holdings Limited (stock code: 1367), Zhong Ao Home Group Limited (stock code: 1538), and China Water Affairs Group Limited (stock code: 855), all of which are listed on the Main Board ("Main Board") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Chan is also an independent non-executive director of China Oil Gangran Energy Group Holdings Limited (stock code: 8132), which is listed on GEM ("GEM") of the Stock Exchange. He was an independent non-executive director of Carnival Group International Holdings Limited (stock code: 996), which is listed on Main Board, from December 2014 to May 2019; and a non-executive director of China Nonferrous Metals Company Limited (stock code: 8306), which was listed on GEM, from June 2017 to June 2019.

Mr. Cao Sheng, aged 47, was appointed as an executive Director in March 2018. He graduated from Shandong Academy of Governance in 1999 majoring in Economics and Management. Mr. Cao has many years of management experience in China in the industries of vessel and offshore platform engineering and business consultancy.

Mr. Yu Zhiyong, aged 50, was appointed as an executive Director in March 2018. He graduated from Shenyang Gold Institute (now part of the Northeastern University, China) in 1994 majoring in Mining and Engineering Surveying. Mr. Yu has many years of management experience in China in the industries of logistics, system engineering and business consultancy. Mr. Yu has been the president of Hong Kong Dongying Chamber of Commerce since February 2017. Mr. Yu has been appointed as a member of the Eighth Dongying Municipal Committee of the Chinese People's Political Consultative Conference since March 2019.

陳偉璋先生，47歲，於二零一二年三月獲委任為獨立非執行董事，並於二零一三年十一月調任為執行董事。彼亦於二零一六年十一月獲委任為本公司之公司秘書。彼持有香港城市大學會計學文學士（榮譽）學位。陳先生為香港會計師公會會員。彼於會計及審核方面累積豐富經驗。陳先生為廣州基金國際控股有限公司（股份代號：1367）、中奧到家集團有限公司（股份代號：1538）及中國水務集團有限公司（股份代號：855）各自之獨立非執行董事，該等公司均於香港聯合交易所有限公司（「聯交所」）主板（「主板」）上市。陳先生亦為聯交所GEM（「GEM」）上市公司中油港燃能源集團控股有限公司（股份代號：8132）之獨立非執行董事。彼自二零一四年十二月至二零一九年五月曾擔任於主板上市的嘉年華國際控股有限公司（股份代號：996）之獨立非執行董事。彼自二零一七年六月至二零一九年六月曾擔任於GEM上市之中國有色金屬有限公司（股份代號：8306）之非執行董事。

曹晟先生，47歲，於二零一八年三月獲委任為執行董事。彼於一九九九年畢業於山東行政學院，主修經濟管理。曹先生於中國具有多年的船舶及海上平台工程及商業諮詢領域之管理風險。

于志勇先生，50歲，於二零一八年三月獲委任為執行董事。彼於一九九四年畢業於沈陽黃金學院（現為中國東北大學之一部分），主修探礦及工程測量。于先生於中國具有多年的物流、系統工程及商業諮詢領域之管理經驗。于先生自二零一七年二月起一直擔任香港東營商會之會長。于先生於二零一九年三月獲委任為第八屆中國政治協商會議東營市委委員。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Dr. Lei Liangzhen, aged 41, was appointed as an executive Director in August 2019. Dr. Lei obtained a Doctoral degree in Applied Mathematics from Université Clermont-Ferrand-II in 2006 and Doctor of Science majoring in Probability Theory and Mathematical Statistics from Wuhan University in 2005. She is currently an associate professor at the School of Mathematical Sciences Capital Normal University since 2008. She has published approximately 10 papers on periodicals in overseas and in the PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tang Qingbin, aged 56, was appointed as an independent nonexecutive Director in January 2019. He holds a Bachelor of Economics degree from Shandong Economics College. Mr. Tang is registered as a member of the Chinese Institute of Certified Public Accountants and has over 20 years of experience in the accounting and auditing field in China. He is currently an independent non-executive director of Shandong Molong Petroleum Machinery Company Limited (stock code:568), a company listed on Main Board. He is also an independent director of Luxin Venture Capital Group Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600783).

Mr. Wang Jinghua, aged 38, was appointed as an independent nonexecutive Director in July 2011. He graduated from University of Exeter, United Kingdom. He holds two Bachelor of Arts degrees with major in Internet Computing and Economics & Finance and a Master of Science degree with International Management. From 2009, Mr. Wang acted as a General Manager Assistant in China Western Holdings Co., Ltd. He has most experience in the investment program and contract in the urban construction project.

雷良貞博士，41歲，於二零一九年八月獲委任為執行董事。雷博士於二零零六年獲得克萊蒙費朗第二大學應用數學博士學位及於二零零五年獲得武漢大學概率論與數理統計理學博士學位。彼自二零零八年起一直擔任首都師範大學數學科學學院副教授。彼已於海外及中國期刊上發表約10篇論文。

獨立非執行董事

唐慶斌先生，56歲，於二零一九年一月獲委任為獨立非執行董事。彼持有山東經濟學院的經濟學學士學位。唐先生目前為中國註冊會計師協會之登記會員，並於中國的會計及審計領域擁有逾20年經驗。唐先生現為山東墨龍石油機械股份有限公司（一間於主板上市的公司，股份代號：568）的獨立非執行董事。唐先生也是魯信創業投資集團股份有限公司（一間於上海交易所上市的公司，股份代號：600783）的獨立董事。

王靖華先生，38歲，於二零一一年七月獲委任為獨立非執行董事。彼畢業於英國埃克賽特大學。彼持有計算機及經濟與金融雙學士學位，以及國際管理碩士學位。從二零零九年，王先生曾擔任西部發展控股有限公司總經理助理的職務。他擁有投資項目及城市建設項目合同的豐富經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Fung Nam Shan, aged 43, was appointed as an independent non-executive Director in May 2015. He holds a bachelor's degree in commerce awarded by the University of Newcastle, Australia. Mr. Fung is a member of the Hong Kong Institute of Certified Public Accountants and Certified Practising Accountants of CPA Australia. Mr. Fung is currently an independent non-executive director of JH Educational Technology Inc. (listed on Main Board, stock code: 1935). Mr. Fung is currently the company secretary and authorised representative of each of Seamless Green China (Holdings) Limited (listed on GEM, stock code: 8150), China Supply Chain Holdings Limited (formerly known as Yat Sing Holdings Limited) (listed on Main Board, stock code: 3708) and Camsing International Holding Limited (listed on Main Board, stock code: 2662). He is the company secretary of Thelloy Development Group Limited (listed on Main Board, stock code: 1546). Mr. Fung was the joint company secretary of Future Bright Mining Holdings Limited (listed on Main Board, stock code: 2212) during the period from November 2015 to October 2016, and the company secretary and authorised representative of China Ocean Group Development Limited (formerly known as China Ocean Fishing Holdings Limited) (listed on GEM, stock code: 8047) during the period from May 2015 to May 2017. Mr. Fung was employed as the financial controller and company secretary of South China Assets Holdings Limited (formerly known as South China Land Limited) (listed on GEM, stock code: 8155) from February 2011 to April 2013. Mr. Fung served for a reputable property development group as financial controller from 2009 to 2011. He has worked for PricewaterhouseCoopers as an audit manager for several years which brought him strong experience in auditing, accounting and taxation in Hong Kong and the PRC. He has been one of the marketing committee members of The Hong Kong Youth Hostels Association and also a member of its charity walk organising committee since 2012.

馮南山先生，43歲，於二零一五年五月獲委任為獨立非執行董事。彼持有澳大利亞紐卡素大學頒發之商業學士學位。馮先生為香港會計師公會會員及澳洲會計師公會註冊會計師會員。馮先生現為嘉宏教育科技有限公司（於主板上市，股份代號：1935）的獨立非執行董事。彼現時為無縫綠色中國（集團）有限公司（於GEM上市，股份代號：8150）、中國供應鏈產業集團有限公司（前稱為日成控股有限公司）（於主板上市，股份代號：3708）及承興國際控股有限公司（於主板上市，股份代號：2662）之公司秘書及授權代表。彼為德萊建業集團有限公司（於主板上市，股份代號：1546）之公司秘書。馮先生於二零一五年十一月至二零一六年十月期間擔任高鵬礦業控股有限公司（於主板上市，股份代號：2212）之聯席公司秘書及於二零一五年五月至二零一七年五月期間擔任中國海洋集團發展有限公司（前稱為中國海洋捕撈控股有限公司）（於GEM上市，股份代號：8047）之公司秘書及授權代表。馮先生曾於二零一一年二月至二零一三年四月擔任南華資產控股有限公司（前稱為南華置地有限公司）（於GEM上市，股份代號：8155）之財務總監及公司秘書。馮先生曾於二零零九年至二零一一年擔任一家知名物業發展集團之財務總監。彼曾於羅兵咸永道會計師事務所任職審核經理多年，因此彼於香港及中國之審核、會計及稅務領域具有豐富經驗。彼自二零一二年起一直擔任香港青年旅舍協會市場推廣委員會成員及慈善步行組織委員會之成員。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain a high standard of corporate governance, holding the beliefs of transparency, honesty and accountability. The Board considers that sound corporate management and governance practices are essential to the Company's healthy growth under all business environments. Therefore, we continuously review and improve our corporate governance standards to ensure maximum compliance with the relevant laws and codes.

CORPORATE GOVERNANCE PRACTICES

The Company and the Board have applied the principles in the code provisions of the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") by adopting the code provisions of the CG Code.

During the year, the Board has adopted and complied with the code provisions of the CG Code in so far they are applicable with the exception of the deviation from 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. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Since the position of the CEO is vacated, the Company is still looking for a suitable candidate to fill the vacancy of the CEO.

Under Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. For the year under review, all independent non-executive Directors have not been appointed for a specific term but they are subject to retirement by rotation at least once every three years in accordance with the Company's Articles of Association (the "Articles").

Under Code Provision A.6.7 of the CG Code, independent non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders, Mr. Tang Qingbin, Mr. Wang Jinghua and Mr. Fung Nam Shan, the independent non-executive Directors, were unable to attend the annual general meeting of the Company (the "AGM") held on 28 June 2019 due to their other prior engagements.

本公司致力維持高水平之企業管治，以維持其透明度、誠信及問責性。董事會認為，穩健之企業管理及管治常規對本公司在所有業務環境下穩健增長不可或缺。因此，本公司持續檢討及改善本集團之企業管治標準，以確保在最大程度下遵循相關法例及守則。

企業管治常規

本公司及董事會已採納聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（「企業管治守則」）之守則條文，遵守守則條文原則。

本年度，董事會已採納並一直遵守適用之企業管治守則之守則條文，惟偏離企業管治守則第A.2.1條。根據該條守則條文，主席及行政總裁（「行政總裁」）之角色應獨立區分，且不應由同一人擔任。主席與行政總裁之職責區分應書面清晰訂明。本公司行政總裁之職位目前空缺，本公司仍在物色合適人選填補行政總裁之空缺。

根據企業管治守則之守則條文第A.4.1條，非執行董事須按指定任期委任，並須膺選連任。於回顧年度，所有獨立非執行董事均非按指定任期委任，惟須按照本公司組織章程細則（「細則」）至少每三年輪值告退一次。

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事應出席股東大會，對股東的意見有公正的了解。因其他事先安排，本公司獨立非執行董事唐慶斌先生、王靖華先生及馮南山先生未能出席本公司於二零一九年六月二十六日舉行之股東週年大會（「股東週年大會」）。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. The Company has made specific enquiries with all Directors and all of them confirmed that they had complied with the required standards set out in the Model Code throughout the year ended 31 December 2019.

BOARD OF DIRECTORS

The Board determines and keeps under review the objectives of the Group. It makes decisions on overall strategies and actions necessary for achieving these objectives, monitors and controls financial and operating performance, formulates appropriate policies, and identifies and ensures best practices of corporate governance. The Board members are fully committed to their roles and have acted in good faith to maximise the Shareholders' value in the long run, and have aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management. It has given clear directions as to the powers of management, in particular, with respect to the circumstances where management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Board Composition

As at the date of this annual report, the Board comprises nine members, including six executive Directors and three independent non-executive Directors. The Board members during the year and up to the date of this annual report were:

Executive Directors

Mr. Lan Yongqiang (*Chairman*)
Mr. Wang Feng (*Vice chairman*)
(*Appointed on 1 August 2019*)
Mr. Chan Wai Cheung *Admiral*
Mr. Cao Sheng
Mr. Yu Zhiyong
Dr. Lei Liangzhen (*Appointed on 1 August 2019*)
Ms. Wang Meiyan (*Retired on 28 June 2019*)
Ms. Jin Yupin (*Retried on 28 June 2019*)

董事之證券交易活動

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司已向全體董事作出具體查詢，彼等均已確認於截至二零一九年十二月三十一日止年度一直遵守標準守則所載之規定準則。

董事會

董事會釐定本集團之目標，並持續作出檢討。其就達到有關目標之所須整體策略及措施作出決策，監察及控制財務及營運表現，制定合適政策，並指出及確保執行最佳企業管治常規。董事會成員均盡忠職守，並真誠地盡量為提高股東長遠價值行事，並把本集團之目標和發展方向與目前經濟及市場環境配合。而日常運作及管理則交託管理層負責。董事會已就管理層之權力發出清晰指引，尤其是關於在甚麼情況，管理層須先匯報及向董事會取得事先批准，方可代表本公司作出決定或訂立任何承諾。

董事會組成

於本年報日期，董事會由九名成員組成，包括六名執行董事及三名獨立非執行董事。本年度及直至本年報日期，董事會成員為：

執行董事

藍永強先生 (*主席*)
王峰先生 (*副主席*)
(*於二零一九年八月一日獲委任*)
陳偉璋先生
曹晟先生
于志勇先生
雷良貞博士 (*於二零一九年八月一日獲委任*)
王美艷女士 (*於二零一九年六月二十八日退任*)
金玉萍女士 (*於二零一九年六月二十八日退任*)

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-Executive Directors

Mr. Tang Qingbin
Mr. Wang Jinghua
Mr. Fung Nam Shan

Biographical details of the Directors as at the date of this annual report are set out in the “Biographical Details of Directors” section on pages 15 to 18 of this annual report. None of the Directors has any financial, business, family or other material or relevant relationships among members of the Board.

The Company has received an annual confirmation of independence from each of its independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers that all the independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

Appointment, Re-election and Rotation of Directors

All Directors were not appointed for any specific terms and they are subject to re-election by the Shareholders at the AGM and at least once every three years on a rotation basis in accordance with Article 108 of the Articles. A retiring Director shall be eligible for re-election at the AGM and shall continue to act as a Director throughout the meeting which he retires. Where vacancies arise at the Board, candidates are proposed and put forward to the Board by the nomination committee of the Company as more fully explained below under the section headed “Nomination Committee”.

Directors’ Training

In compliance with the Code Provision A.6.5 of the CG Code, the Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge, skills and understanding of the Group and its business or to update their skills and knowledge on the latest development or changes in the relevant regulations, the Listing Rules and corporate governance practices. The Company will also update the Directors of any material changes in the rules and regulations from time to time. According to the confirmations provided by the Directors, all Directors have participated in the continuous professional developments during the year.

獨立非執行董事

唐慶斌先生
王靖華先生
馮南山先生

於本年報日期，董事履歷詳情載於本年報第15頁至第18頁「董事履歷詳情」一節。董事會成員之間並無任何財務、業務、家庭或其他重大或相關關係。

根據上市規則第3.13條，本公司已自各獨立非執行董事收到一份年度獨立確認書。根據有關確認書內容，本公司認為所有獨立非執行董事均具獨立性，且符合上市規則第3.13條所載之特定獨立指引。

董事委任、重選及輪替

全體董事並無獲委以特定任期，根據細則第108條，彼等均須最少每三年一次，輪流於本公司股東週年大會上由股東重選連任。退任董事符合資格於股東週年大會上膺選連任，以及應繼續於其退任之大會上擔任董事。倘董事會出缺，本公司提名委員會可向董事會建議人選，更多詳情於下文「提名委員會」一節闡述。

董事培訓

為遵守企業管治守則之守則條文第A.6.5條，本公司鼓勵董事參加持續專業進修以發展及更新知識、技能及對本集團及其業務之理解，或最新相關法規、上市規則及企業管治常規之最新發展或變動相關方面之技能及知識。本公司亦會不時向董事提供有關規則及法規之任何重大變動之最新資料。根據董事提供之確認，本年度所有董事均已參加持續專業發展。

CORPORATE GOVERNANCE REPORT

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Board Diversity Policy

On 29 August 2013, the Company adopted the board diversity policy (the "Board Diversity Policy") in accordance with the requirement set out in the CG Code. The Company recognises that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Board appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

The nomination committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

Nomination Policy

The Company has a nomination policy of having a board of directors with a diversity of skills and experience. The selection and proposed appointment of the Directors are submitted to the nomination committee of the Company for consideration prior to Board approval, and the re-election of Directors is conducted in accordance with the Articles. The criteria of assessing a candidate include his/her ability to devote sufficient time and attention to participate in the affairs of the Company including the attendance of Board meetings and serving on committees, to bring business experience to the Board and to contribute to the Board diversity. If the candidate is proposed to be appointed as an independent non-executive Director, his/her independence shall be assessed in accordance with the requirements under the Listing Rules. The totality of the candidate's education, qualifications and experience shall be evaluated in assessing his/her suitability.

董事會成員多元化政策

於二零一三年八月二十九日，本公司根據企業管治守則所載之規定，採納董事會成員多元化政策（「董事會成員多元化政策」）。本公司視董事會成員多元化為支持其維持可持續發展的關鍵元素。於設計董事會組成時，本公司從多方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。董事會所有委任以用人唯才為原則，並在考慮人選時以多個客觀條件充分顧及董事會成員多元化的裨益。

提名委員會將不時適當審議董事會成員多元化政策以確保其行之有效。

提名政策

本公司設有提名政策，以成立具備多元化技能及經驗之董事會。甄選及建議委任之董事獲董事會批准前提呈予本公司提名委員會考慮，且根據章程細則重選董事。評估候選人之標準包括其是否能夠投入足夠時間及精力參與本公司事務，包括出席董事會議及服務委員會，以為董事會帶來業務經驗並為董事會成員多元化作出貢獻。倘建議候選人獲委任為獨立非執行董事，其獨立性須根據上市規則之規定予以評估。於評估候選人是否合適時，須評估其教育程度、資格及經驗等整體情況。

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企業管治報告

Board Meetings

During the year ended 31 December 2019, nine Board meetings and one AGM were held and details of attendance are set out as follows:

董事會會議

截至二零一九年十二月三十一日止年度，本公司舉行九次董事會會議及一次股東週年大會，各董事之出席情況詳述如下：

		Number of meetings attended/eligible to attend 出席／合資格出席會議次數	
		Board meetings 董事會會議	AGM/EGM 股東週年大會／ 股東特別大會
Executive Directors		執行董事	
<i>Mr. Lan Yongqiang (Chairman)</i>	藍永強先生(主席)	9/9	0/1
<i>Mr. Wang Feng (Vice Chairman)</i> (Appointed on 1 August 2019)	王峰先生(副主席) (於二零一九年八月一日 獲委任)	4/5	0/0
<i>Mr. Chan Wai Cheung Admiral</i>	陳偉璋先生	9/9	1/1
<i>Mr. Cao Sheng</i>	曹晟先生	7/9	0/1
<i>Mr. Yu Zhiyong</i>	于志勇先生	9/9	0/1
<i>Dr. Lei Liangzhen</i> (Appointed on 1 August 2019)	雷良貞博士 (於二零一九年八月一日 獲委任)	5/5	0/0
<i>Ms. Wang Meiyuan (Retired on 28 June 2019)</i>	王美艷女士(於二零一九年 六月二十八日退任)	1/2	0/1
<i>Ms. Jin Yuping (Retired on 28 June 2019)</i>	金玉萍女士(於二零一九年 六月二十八日退任)	1/2	0/1
Independent Non-Executive Directors		獨立非執行董事	
<i>Mr. Tang Qingbin</i>	唐慶斌先生	9/9	0/1
<i>Mr. Wang Jinghua</i>	王靖華先生	7/9	0/1
<i>Mr. Fung Nam Shan</i>	馮南山先生	9/9	0/1

Every Board member has full and timely access to Board papers and related materials and has unrestricted access to the advice and services of the company secretary, and has the liberty to seek external professional advice if so required.

每位董事會成員均可全面並適時查閱董事會文件及相關資料，並可隨時取得公司秘書之意見和享用其所提供之服務，及可自主選擇在需要時尋求外部專業意見。

The Company has attached much importance to the risk management about Directors' liabilities and has arranged appropriate liability insurance for the Directors and senior management of the Company. The insurance coverage is reviewed on an annual basis.

本公司非常重視對董事責任之風險管理，並已就董事及本公司高級管理層安排適當責任保險。保險保障範圍會每年進行檢討。

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REMUNERATION COMMITTEE

The remuneration committee, established in compliance with the CG Code, currently comprises three independent non-executive Directors and one executive Director, is responsible for reviewing and evaluating the remuneration packages of the Directors and senior management of the Company and making recommendations to the Board from time to time.

The remuneration committee has adopted written terms of reference prepared by reference to the suggested terms of reference stated under the Code Provision B.1.2 of the CG Code. The terms of reference of the remuneration committee has been uploaded to the Company's website.

During the year ended 31 December 2019, the remuneration committee held three meetings to review and consider the remuneration package of the existing and newly appointed Board members and the senior management. Composition of the remuneration committee and details of the members' attendance to the committee are as follows:

薪酬委員會

本公司遵照企業管治守則成立薪酬委員會，現時成員包括三名獨立非執行董事及一名執行董事，負責審閱及評估本公司董事及高級管理層之薪酬待遇，並不時向董事會提供推薦建議。

薪酬委員會已採用根據企業管治守則之守則條文第B.1.2條所述之建議職權範圍而編製之書面職權範圍。薪酬委員會之職權範圍已上載至本公司網站。

截至二零一九年十二月三十一日止年度，薪酬委員會舉行了三次會議，以檢討及考慮現時及新委任之董事會成員及高級管理層之薪酬待遇。薪酬委員會之組成及委員會成員之出席情況詳述如下：

**Number of meetings
attended/eligible
to attend
出席／合資格
出席會議次數**

Mr. Tang Qingbin	唐慶斌先生	3/3
Mr. Wang Jinghua	王靖華先生	3/3
Mr. Fung Nam Shan	馮南山先生	3/3
Mr. Chan Wai Cheung Admiral	陳偉璋先生	3/3

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The nomination committee, established in compliance with the CG Code, currently comprises three independent non-executive Directors and one executive Director, is responsible for making recommendations to the Board on the appointment of Directors and management of the Board succession.

The nomination committee has adopted written terms of reference prepared by reference to the suggested terms of reference stated under the Code Provision A.5.2 of the CG Code. The terms of reference of the nomination committee has been uploaded to the Company's website.

During the year ended 31 December 2019, three meetings of the nomination committee were held. Details of the members' attendance to the committee are as follows:

		Number of meetings attended/eligible to attend 出席／合資格 出席會議次數
Mr. Tang Qingbin	唐慶斌先生	3/3
Mr. Wang Jinghua	王靖華先生	3/3
Mr. Fung Nam Shan	馮南山先生	3/3
Mr. Chan Wai Cheung Admiral	陳偉璋先生	3/3

AUDIT COMMITTEE

The audit committee of the Company was established with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the suggested terms of reference stated under the Code Provision C.3 of the CG Code. The audit committee currently comprises three independent non-executive Directors and is chaired by Mr. Tang Qingbin. The audit committee is responsible for review of the Group's accounting principles, practices internal control procedures and financial reporting matters including the review of the interim and final results of the Group prior to recommending to the Board for approval.

The terms of reference of the audit committee has been uploaded to the Company's website.

提名委員會

本公司遵照企業管治守則成立提名委員會，現時成員包括三名獨立非執行董事及一名執行董事，負責就委任董事及董事會管理層之繼任事宜向董事會提供推薦建議。

提名委員會已採用根據企業管治守則之守則條文第A.5.2條所述之建議職權範圍而編製之書面職權範圍。提名委員會之職權範圍已上載至本公司網站。

截至二零一九年十二月三十一日止年度，提名委員會舉行三次會議。成員出席委員會之詳情如下：

審核委員會

本公司之審核委員會已根據上市規則第3.21條及企業管治守則之守則條文第C.3條所述之建議職權範圍而編製之書面職權範圍成立。審核委員會目前由三名獨立非執行董事組成，主席為唐慶斌先生。審核委員會負責審閱本集團之會計原則、常規內部監控程序及財務匯報事項，包括於建議董事會批准前，審閱本集團之中期及末期業績。

審核委員會之職權範圍已上載至本公司網站。

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Three meetings of the audit committee were held during the year to review and approve the financial statements of the Company for the year ended 31 December 2018 and for the six months period ended 30 June 2019, to make recommendation to the Board on the selection of auditor of the Company and to review the effectiveness of the Group's internal control systems. The attendances at these meetings are as follows:

		Number of meetings attended/eligible to attend 出席／合資格 出席會議次數
Mr. Tang Qingbin	唐慶斌先生	3/3
Mr. Wang Jinghua	王靖華先生	1/3
Mr. Fung Nam Shan	馮南山先生	3/3

AUDITOR'S REMUNERATION

The audit committee reviews and monitors the independent auditor's independence and objectivity and effectiveness of the audit process. It holds meetings with representatives of the independent auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The audit committee also makes recommendations to the Board on the appointment and retention of the independent auditor.

ZHONGHUI ANDA CPA Limited ("Zhonghui"), was appointed as the auditor of the Company to fill the casual vacancy following the resignation of BDO Limited, with effect from 17 December 2019 to hold office until the conclusion of the AGM.

The following table sets forth the types of, and estimated fees for, the principal audit services and non-audit services provided by Zhonghui to the Group for the year ended 31 December 2019:

		Fees paid/payable 已付／應付費用 HK\$'000 千港元
Services rendered	所提供服務	
Audit services	核數服務	880
Non-audit services	非核數服務	—
Total	共計	880

年內審核委員會已舉行三次會議，以審批本公司截至二零一八年十二月三十一日止年度及截至二零一九年六月三十日止六個月之財務報表，向董事會就本公司核數師選舉提供推薦意見，並檢討本集團內部監控體系的效力。該等會議之出席情況列載如下：

核數師酬金

審核委員會檢討及監督獨立核數師之獨立性及審核過程之客觀性及效能。審核委員會與獨立核數師之代表舉行會議，考慮審核範圍，批准其費用，以及其將提供之非審核服務（如有）之範圍及是否適當。審核委員會亦就委聘及續聘獨立核數師向董事會提出推薦建議。

中匯安達會計師事務所有限公司（「中匯」）自二零一九年十二月十七日起獲委任為本公司的核數師以填補香港立信德豪會計師事務所有限公司辭任以後的臨時空缺，任職直至股東週年大會結束為止。

下表載列截至二零一九年十二月三十一日止年度由中匯提供予本集團之主要核數服務及非核數服務之種類及估計收費：

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has delegated its responsibilities of (i) reviewing risk management and internal control to the audit committee; and (ii) designing, implementing and monitoring of the risk management and internal control systems to the management. The Group's internal audit staff is responsible for analysing and appraising the adequacy and effectiveness of risk management and internal control systems.

The Board, through the audit committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group for the year ended 31 December 2019, including financial, operational and compliance controls and risk management function.

The management shall report to the Board as soon as practicable for any event which may constitute inside information, and the Board shall decide to make relevant disclosure in a timely manner, if required.

COMPANY SECRETARY

Mr. Chan Wai Cheung Admiral, the executive Director, was appointed as the company secretary of the Company in November 2016. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. He is responsible to the Board for ensuring the Board procedures and all applicable laws, rules and regulations are followed. According to the requirements of Rule 3.29 of the Listing Rules, Mr. Chan had taken no less than 15 hours of relevant professional training during the year.

風險管理及內部監控

董事會深知其負責風險管理及內部監控系統以及檢討其成效。該等制度旨在管理而非消除無法實現業務目標之風險，且僅能提供有關重大失實陳述或損失之合理而非絕對的保證。

董事會已將其(i)審閱風險管理及內部監控的職責授予審核委員會；及(ii)設計、實施及監察風險管理及內部監控系統的職責授予管理層。本集團的內部審核人員負責分析及評估風險管理及內部監控系統之充分性及有效性。

董事會透過審核委員會已就本集團截至二零一九年十二月三十一日止年度之風險管理及內部監控系統（包括財務、營運及合規監控以及風險管理效能）之成效進行檢討。

管理層應於切實可行的情況下盡快就任何可能構成內幕消息的事宜向董事會報告，且董事會應及時決定作出相關披露（倘要求）。

公司秘書

執行董事陳偉璋先生於二零一六年十一月獲委任為本公司之公司秘書。陳先生為香港會計師公會會員。彼對董事會負責，確保董事會議事規則以及所有適用法律、規則及規例得到遵守。根據上市規則第3.29條，陳先生於本年度已接受不少於15小時之相關專業培訓。

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SHAREHOLDERS' RIGHT

The rights of the Shareholders and the procedures for them to demand a poll on resolutions at the Shareholders' meetings are contained in the Articles. Details of such rights to demand a poll and the poll procedures are included in all circulars to the Shareholders and will be explained during the proceedings of meetings. Poll results, if any, will be posted on both the websites of the Stock Exchange and of the Company on or before the next business day of the Shareholders' meeting.

Convening of Extraordinary General Meeting

Pursuant to Article 64 of the Articles, an EGM shall be convened on the written requisition of one or more Shareholders for the attention of the Board or the company secretary of the Company.

The written requisition shall specify the purpose of requiring the EGM and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the written requisition not less than one tenth of the paid up capital of the Company having the right of voting at general meetings.

If within 21 days of such deposit the Directors fail to proceed to convene the EGM, the requisitionist(s) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Shareholders to propose a person for election as a Director

Pursuant to Article 113 of the Articles, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office at least seven clear days before the date of the general meeting.

股東權利

股東要求在股東大會就決議案以投票方式表決之權利及程序載於細則。要求以投票方式表決之有關權利及投票程序詳情載於寄發予股東之所有通函，並將於會議上予以說明。投票結果（如有）將於股東大會下一個營業日或之前刊登於聯交所及本公司網站。

召開股東特別大會

根據細則第64條，一名或以上股東可向董事會或本公司之公司秘書提交書面要求，召開股東特別大會。

書面要求須列明要求召開股東特別大會之目的，並由要求者簽署，惟該一名或多名人士於提交書面要求之日期，須持有不少於本公司有權於股東大會上投票之實繳股本十分之一。

倘董事於提出該項要求後21日內未能召開股東特別大會，提出的一名或多名人士可以相同方式召開大會，而本公司須向提出要求人士償付所有由提出要求人士因董事未能召開大會而產生之合理開支。

股東提名董事候選人之程序

根據細則第113條，除退任之董事外，概無人士合乎資格於股東大會內膺選董事職位（獲董事會推薦參選者則除外），除非有簽署確認表明有意提名該人士參選董事的書面通知，連同該受提名人士確認有意參選的書面通知書於股東大會日期前至少七個整日前遞交至本公司總辦事處或註冊辦事處。

CORPORATE GOVERNANCE REPORT

企業管治報告

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, the following documents must be validly served at the Company's head office or the registration office within the period specified in Article 113 of the Articles, namely, (1) his/her notice of intention to propose a resolution to elect a nominated candidate as a Director at the AGM; (2) a notice signed by the nominated candidate of the candidate's willingness to be elected; (3) the nominated candidate's information as required to be disclosed under rule 13.51(2) of the Listing Rules; and (4) the nominated candidate's written consent to the publication of his/her personal data.

INVESTOR RELATIONS

The general meetings of the Company provide a platform for communication between the Shareholders and the Board. Our Directors are available at the Shareholders' meetings to answer questions and provide information which the Shareholders may enquire. The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner.

Taking advantages of various resources, the Company keeps communicating with its shareholders regularly and properly to ensure that the Shareholders are adequately aware of any important issues during the course of the Company's operations, and then exercise their rights as the Shareholders with sufficient knowledge. Investors are welcome to write directly to the Company at its Hong Kong registered office for any inquiries.

DIVIDEND POLICY

The Company adopts a dividend policy. The Board shall consider the following factors before declaring or recommending dividends:

- current and prospective financial performance of the Company;
- growth and investment opportunities;
- other macro and micro economic factors; and
- other factors/events that the Board may deem as relevant.

The payment of dividend is also subject to any restrictions under the applicable laws and the Articles.

因此，倘一名股東有意提名他人於股東週年大會上參選董事，則須於細則第113條指定的期間內將下列文件送達本公司的總辦事處或註冊辦事處，即(1)該名股東於股東週年大會上提呈推選該獲提名候選人出任董事的決議案的意向通知書；(2)由獲提名候選人簽署表明其願意參選的通知書；(3)根據上市規則第13.51(2)條規定須予披露的獲提名候選人資料；及(4)獲提名候選人有關刊登其個人資料的同意書。

投資者關係

本公司之股東大會為股東及董事會提供了一個溝通平台。董事將於股東大會上回答問題，並提供股東可能問詢之資料。本公司繼續加強與投資者之溝通及關係。投資者查詢乃以充分數據及時作出處理。

本公司利用各種資源，與股東保持定期及適時之溝通，以確保股東充分獲悉本公司業務過程中之任何重要事項，並在知情情況下行使其當時作為股東之權利。如有任何查詢，投資者可直接致函本公司之香港註冊辦事處。

股息政策

本公司已採納股息政策。董事會在宣佈派發或建議派發股息前，須考慮下列因素：

- 本公司現時及未來財務表現；
- 增長及投資機會；
- 其他宏觀及微觀經濟因素；及
- 董事會認為有關的其他因素／事項。

派付股息亦須受任何適用法律及細則規限。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Board acknowledges that it is responsible for the preparation of the financial statements of the Group and for ensuring that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements of the Group.

The Directors were aware that the Group has net current liabilities of HK\$289,383,000 as at 31 December 2019. This condition indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. After taking into account the assumptions and measures mentioned under this report headed "Going concern basis", the Directors consider that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2019 and believe that the Group will continue as a going concern and consequently have prepared the consolidated financial statements on a going concern basis.

Notwithstanding the foregoing, the Directors have prepared the consolidated financial statements on a going concern basis, the appropriateness of which depends upon the outcome of the underlying assumptions and measures as detailed in note 2(a) to the consolidated financial statements.

The statement of the external auditor of the Company, Zhonghui, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 46 to 50 of this annual report.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of the forthcoming AGM will be voted by poll.

董事就編製財務報表所承擔之責任

董事會明白其負責編製本集團之財務報表，以確保本集團之財務報表之編製符合所有有關法定規定及適用會計準則之規定。董事會亦須確保本集團財務報表適時刊發。

於二零一九年十二月三十一日，董事獲悉本集團流動負債淨額為289,383,000港元。該狀況顯示存在重大不明朗因素，可能對本集團持續經營之能力產生重大疑慮。經計及本報告「持續經營基準」所述假設及措施，董事認為本集團將擁有充足的營運資金為其經營業務撥資及滿足於二零一九年十二月三十一日起計十二個月內到期的財務承擔，並相信本集團將持續經營並按持續經營基準編製該綜合財務報表。

儘管上文所述，董事已按持續經營基準編製綜合財務報表，其合適性取決於綜合財務報表附註2(a)所述的相關假設及措施的結果。

本公司之外部核數師中匯就彼等對本集團財務報表之申報責任作出之聲明載於本年報第46頁至第50頁之獨立核數師報告。

投票表決

根據上市規則第13.39(4)條，股東於股東大會上之任何表決均須以投票方式進行。因此，本公司應屆股東週年大會通告所載全部決議案均將以投票方式進行表決。

REPORT OF THE DIRECTORS

董事會報告

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Its principal subsidiaries are engaged in the leasing of Oil and Liquefied Chemical Terminal together with its storage and logistics facilities, Insurance Brokerage Service and the Oil Production (which was disposed on 28 June 2019). Details of the Company's principal subsidiaries as at 31 December 2019 are set out in note 47 to the financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" set out on pages 4 to 5 and pages 6 to 14 respectively of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2019 are set out in the Consolidated Income Statement and Consolidated Statement of Comprehensive Income on pages 51 and 53 respectively.

The state of affairs of the Group as at 31 December 2019 is set out in the Consolidated Statement of Financial Position on pages 54 to 55.

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

董事謹提呈董事會報告及本集團截至二零一九年十二月三十一日止年度之經審核財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股。其主要附屬公司從事租賃油品及液體化工品碼頭連同其儲存及物流設施、保險經紀服務及產油（於二零一九年六月二十八日出售）。本公司於二零一九年十二月三十一日之主要附屬公司之詳情載於財務報表附註47。

香港公司條例附表5所規定該等活動的進一步討論及分析，包括本集團所面臨的主要風險及不明朗因素的描述以及本集團業務未來可能發展的跡象，可參閱本年報分別於第4至第5頁所載「主席報告」及第6頁至第14頁所載「管理層討論及分析」。

業績及股息

本集團截至二零一九年十二月三十一日止年度之業績分別載於第51頁及第53頁之綜合損益表及綜合全面收入表中。

截至二零一九年十二月三十一日，本集團之狀況載於第54頁至第55頁之綜合財務狀況表。

董事不建議派付本年度之任何股息。

REPORT OF THE DIRECTORS

董事會報告

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published consolidated results of the Group for the last five financial years, and the assets, liabilities and non-controlling interests of the Group as at each of the reporting dates.

Results

		2019 HK\$'000 二零一九年 千港元	Year ended 31 December 截至十二月三十一日止年度			
	2018 HK\$'000 二零一八年 千港元 (重列)		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元	2015 HK\$'000 二零一五年 千港元	
Revenue	收益	129,838	115,081	30,338	40,926	87,480
Profit/(loss) attribute to:	應佔溢利/(虧損):					
Owners of the Company	本公司擁有人	31,310	(76,478)	(187,121)	(189,971)	(492,568)
Non-controlling interests	非控股權益	15,545	2,631	(14,309)	(10,993)	(39,408)
		46,855	(73,847)	(201,430)	(200,964)	(531,976)

Assets, liabilities and non-controlling interests

資產、負債及非控股權益

		2019 HK\$'000 二零一九年 千港元	As at 31 December 於十二月三十一日			
	2018 HK\$'000 二零一八年 千港元		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元	2015 HK\$'000 二零一五年 千港元	
Non-current assets	非流動資產	1,779,158	1,687,493	1,843,919	1,483,549	1,115,057
Current assets	流動資產	294,318	529,038	149,327	362,881	395,769
Total assets	資產總值	2,073,476	2,216,531	1,993,246	1,846,430	1,510,826
Current liabilities	流動負債	583,701	757,964	1,225,104	716,008	500,682
Non-current liabilities	非流動負債	463,398	529,296	397,402	665,140	322,933
Total liabilities	負債總額	1,047,099	1,287,260	1,622,506	1,381,148	823,615
Net assets	資產淨值	1,026,377	929,271	370,740	465,282	687,211
Non-controlling interests	非控股權益	238,743	165,946	167,210	115,494	134,411

財務資料概要

下文載有本集團過往五個財政年度之已刊登綜合業績以及本集團於各報告日期之資產、負債及非控股權益。

業績

		2019 HK\$'000 二零一九年 千港元	Year ended 31 December 截至十二月三十一日止年度			
	2018 HK\$'000 二零一八年 千港元 (重列)		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元	2015 HK\$'000 二零一五年 千港元	
Revenue	收益	129,838	115,081	30,338	40,926	87,480
Profit/(loss) attribute to:	應佔溢利/(虧損):					
Owners of the Company	本公司擁有人	31,310	(76,478)	(187,121)	(189,971)	(492,568)
Non-controlling interests	非控股權益	15,545	2,631	(14,309)	(10,993)	(39,408)
		46,855	(73,847)	(201,430)	(200,964)	(531,976)

Assets, liabilities and non-controlling interests

資產、負債及非控股權益

		2019 HK\$'000 二零一九年 千港元	As at 31 December 於十二月三十一日			
	2018 HK\$'000 二零一八年 千港元		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元	2015 HK\$'000 二零一五年 千港元	
Non-current assets	非流動資產	1,779,158	1,687,493	1,843,919	1,483,549	1,115,057
Current assets	流動資產	294,318	529,038	149,327	362,881	395,769
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Non-current liabilities	非流動負債	463,398	529,296	397,402	665,140	322,933
Total liabilities	負債總額	1,047,099	1,287,260	1,622,506	1,381,148	823,615
Net assets	資產淨值	1,026,377	929,271	370,740	465,282	687,211
Non-controlling interests	非控股權益	238,743	165,946	167,210	115,494	134,411

REPORT OF THE DIRECTORS

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 18 to the financial statements.

INVESTMENT PROPERTIES

Details of the movements during the year ended 31 December 2019 in the investment properties of the Group are set out in note 20 to the financial statements.

SHARE CAPITAL

Details of the share capital during the year are set out in note 39 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 41(b) to the financial statements and in the Consolidated Statement of Changes in Equity respectively. The Company had no reserve available for distribution to the Shareholders as at 31 December 2019.

物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於財務報表附註18。

投資物業

本集團投資物業於截至二零一九年十二月三十一日止年度之變動詳情載於財務報表附註20。

股本

本年度股本之詳情載於財務報表附註39。

優先購買權

細則或本公司註冊成立之司法管轄權區開曼群島法例並無關於優先購買權之條文，使本公司須按比例向現有股東提呈發售新股。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度並無購買、出售或贖回本公司任何上市證券。

儲備及可供分派儲備

本年度，本公司及本集團之儲備變動詳情分別載於財務報表附註41(b)及綜合權益變動表。於二零一九年十二月三十一日，本公司並無儲備可供分派予股東。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the sales to the Group's five largest customers accounted for 100% of the Group's total sales for the year and sales to the largest customer included therein amounted to 88.76%.

During the year, none of the Group's supplier accounted for more than 5% of the Group's purchases.

None of the Directors, any of their associates or Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interests in the Group's five largest customers and/or suppliers.

DIRECTORS

The Directors of the Company Board members during the year and up to the date of this report were:

Executive Directors

Mr. Lan Yongqiang (*Chairman*)
Mr. Wang Feng (*Vice Chairman*)
(*Appointed on 1 August 2019*)
Mr. Chan Wai Cheung *Admiral*
Mr. Cao Sheng
Mr. Yu Zhiyong
Dr. Lei Liangzhen (*Appointed on 1 August 2019*)
Ms. Wang Meiyang (*Retired on 28 June 2019*)
Ms. Jin Yupin (*Retired on 28 June 2019*)

Independent Non-executive Directors

Mr. Tang Qingbin
Mr. Wang Jinghua
Mr. Fung Nam Shan

Pursuant to the Articles, Directors retiring at the upcoming annual general meeting of the Company (the "AGM") will be eligible for re-election. Further details of the Directors' re-election will be set out in a circular of the Company dispatched together with the notice of the AGM.

主要客戶及供應商

本年度，銷售予本集團五大客戶之數額佔本集團本年度總銷售額100%，當中銷售予最大客戶之數額佔88.76%。

本年度，概無本集團供應商佔本集團採購額超過5%。

董事、其各自之任何聯繫人或股東（據董事所知擁有本公司已發行股本逾5%者），概無於本集團五大客戶及／或供應商中擁有任何實益權益。

董事

本年度及截至本報告日期，本公司董事會之董事如下：

執行董事

藍永強先生（主席）
王峰先生（副主席）
(於二零一九年八月一日獲委任)
陳偉璋先生
曹晟先生
于志勇先生
雷良貞博士（於二零一九年八月一日獲委任）
王美艷女士（於二零一九年六月二十八日退任）
金玉萍女士（於二零一九年六月二十八日退任）

獨立非執行董事

唐慶斌先生
王靖華先生
馮南山先生

根據細則，於本公司即將舉行的股東週年大會（「股東週年大會」）上退任的董事將符合資格膺選連任。有關董事連任的進一步詳情將載於待寄發的本公司通函連同股東週年大會通告。

REPORT OF THE DIRECTORS

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors are set out on pages 15 to 18 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming AGM of the Company has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

Details of the remuneration of the Directors during the year ended 31 December 2019 are set out in note 17 to the financial statements.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision that provides for indemnity against liability incurred by Directors and officers of the Group is currently in force and was in force throughout the year.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed elsewhere in this annual report, no Director had a significant beneficial interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事履歷詳情

董事履歷詳情載於本年報第15頁至第18頁。

董事之服務合約

概無董事被提名於本公司即將舉行之股東週年大會上重選，並與本公司訂立任何本公司不能於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

董事酬金

截至二零一九年十二月三十一日止年度之董事酬金詳情載於財務報表附註17。

獲准許彌償條文

規定就本集團董事及高級職員產生之負債作出彌償的獲准許彌償條文現時有效且於整個年度一直有效。

董事於交易、安排或合約之權益

除本年報其他部分所披露者外，董事概無於本公司或其任何附屬公司於本年度訂立而與本集團業務有重大關係之任何交易、安排或合約中直接或間接擁有重大實益權益。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or were in existence during the year.

FUND RAISING ACTIVITIES THROUGH ISSUE OF EQUITY/CONVERTIBLE BONDS

The Company has no fund raising activities through equity/convertible securities during the year. Set out below are the fund raising activities of the Company in previous years with at least some part of the proceeds remaining unutilised at the beginning of the reporting period or the latest practicable date prior to the printing of this annual report (the "LPD"):

There were two fund raising activities of the Company in 2018:

- (1) The net proceeds of approximately HK\$85.1 million raised from the placement of 609,940,000 new Shares at the placing price of HK\$0.143 per Share, which was completed on 14 February 2018.

管理合約

於本年度並無訂立或存在有關本公司整體或任何重大部分業務之管理及行政合約。

透過發行權益／可轉換債券進行集資活動

本公司於本年度並無透過權益／可轉換證券進行集資活動。下文載列本公司於之前年度之集資活動，於報告期初或於本年報付印前之最後實際可行日期（「最後實際可行日期」）剩餘未動用之最少所得款項：

二零一八年，本公司進行了兩次集資活動：

- (1) 按配售價每股0.143港元配售609,940,000股新股份，所得款項淨額約85,100,000港元，配售已於二零一八年二月十四日完成。

	Intended use of proceeds	Amount utilised up to 31 December 2018	Amount utilised for the year ended 31 December 2019	Amount utilised subsequent to period end but up to the LPD	Amount unused as at the LPD
	所得款項擬定用途	截至二零一八年十二月三十一日已動用金額	截至二零一九年十二月三十一日止年度已動用金額	於期末後但直至最後實際可行日期已動用金額	於最後實際可行日期未動用金額
	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元
Repayment of debt and liabilities	償還債務及負債	63.3	(63.3)	-	-
General working capital of the Group	本集團一般營運資金	21.8	(2.7)	(6.4)	(12.7)
		85.1	(66.0)	(6.4)	(12.7)

REPORT OF THE DIRECTORS

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(2) The total net proceeds of HK\$441.0 million raised from the subscription of convertible bonds by Giant Crystal and not less than six places procured by the placing agent, which was completed on 17 September 2018.

(2) 由鉅晶及不少於六名承配人通過配售代理認購可換股債券而籌集的所得款項總淨額為441,000,000港元，有關認購已於二零一八年九月十七日完成。

		Original intended use of proceeds	Revised allocation of used as stated in the 2018 Annual Report	Amount utilised up to 31 December 2018	Amount utilised during the year ended 31 December 2019	Amount unused as at 31 December 2019 and the LPD
		原擬定所得款項用途	於二零一八年年報所述經修訂用途分配	直至二零一八年十二月三十一日已動用金額	截至二零一九年十二月三十一日止年度已動用金額	於二零一九年十二月三十一日及最後實際可行日期未動用金額
		HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元
Repayment of debt and liabilities	償還債務及負債	371.0	282.0	(12.8)	(312.8)	-
Expansion and business development of the Group's newly acquired financial consulting business	本集團新收購的財務顧問業務之擴展及業務發展	20.0	20.0	(0.4)	(1.0)	-
Maintenance of the Group's existing businesses of Oil Production and Oil and Liquefied Chemical Terminal, storage and logistics	維持本集團現有的產油及油品及液體化工品碼頭、儲存及物流業務	25.0	25.0	-	-	-
Possible financing of acquisition opportunities	收購機會的可能融資	25.0	114.0	(114.0)	-	-
		441.0	441.0	(127.2)	(313.8)	-

Note:

During the second half of the year ended 31 December 2019, due to the escalated uncertainties on the economic outlook in Hong Kong and the successful fund-raising of the Group's Oil Production and Oil and Liquefied Chemical Terminal business as disclosed in the Company's announcement dated 3 July 2019, the Company made a re-assessment on the funding use and resolved to re-allocate HK\$25.0 million (originally intended for the financial consulting business in Hong Kong) and HK\$19.1 million (originally intended for the Group's Oil Production and Oil and Liquefied Chemical Terminal Business) to the repayment of debt and liabilities of the Group. The Directors (including the independent non-executive Directors) considered that this change in use of proceeds is prudent and can lower the gearing ratio of the Group, and is therefore fair and reasonable and in the interests of the Company and the Shareholders as a whole.

附註：

截至二零一九年十二月三十一日止年度下半年，香港經濟前景愈加不明朗，且如本公司日期為二零一九年七月三日的公告所披露本集團產油和油品及液體化工品碼頭業務成功集資，本公司重新評估資金用途並決議將25,000,000港元（原擬定用於香港的財務諮詢業務）及19,100,000港元（原擬定用於本集團的產油和油品及液體化工品碼頭業務）重新分配用於償還本集團債務及負債。董事（包括獨立非執行董事）認為該所得款項用途的變動屬審慎，且可降低本集團資產負債比率，因此，屬公平合理及符合本公司與股東的整體利益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required to be entered in the register referred to therein pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, are set out below:

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一九年十二月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有已根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所，或須根據證券及期貨條例第352條規定於該規定所指之登記冊記錄，或根據上市規則附錄十所載之標準守則須通知本公司及聯交所之權益或淡倉載列如下：

Name of Directors	Capacity	Shares	Long positions		Approximate percentage of the issued share capital of the Company
			Underlying shares	Total number of shares and underlying shares held	
董事姓名	身份	股份	相關股份	所持股份及相關股份總數	佔本公司已發行股本概約百分比
Mr. Cao Sheng ("Mr. Cao") 曹晟先生（「曹先生」）	Interest of controlled corporation 受控制法團權益	1,370,000,000	784,313,725	2,154,313,725*	39.57%
Mr. Yu Zhiyong ("Mr. Yu") 于志勇先生（「于先生」）	Interest of controlled corporation 受控制法團權益	1,370,000,000	784,313,725	2,154,313,725*	39.57%

* According to the filings under Disclosure of Interest (the "DI Filings") under Part XV of the SFO retrieved by the Company from public records, these 2,154,313,725 Shares and underlying Shares comprise (a) 1,370,000,000 Shares held by Giant Crystal; and (b) 784,313,725 underlying Shares falling to be issued upon full conversion of the CB9 subscribed by Giant Crystal. Giant Crystal is 100% legally and beneficially owned by Cosmic Shine International Limited ("Cosmic Shine"), which is in turn legally and beneficially owned as to 50% by Mr. Cao and as to the other 50% by Mr. Yu, both being executive Directors. Cosmic Shine and Giant Crystal are regarded as controlled corporations of Mr. Cao and Mr. Yu and therefore, Mr. Cao and Mr. Yu are deemed to be interested in all the 2,154,313,725 Shares and underlying Shares interested in by Cosmic Shine and Giant Crystal. The deemed interest under Part XV of the SFO of Mr. Cao and Mr. Yu duplicate with each others completely.

* 根據本公司從公共記錄取得之證券及期貨條例第XV部項下之權益披露申報（「權益披露申報」），該等2,154,313,725股股份及相關股份包括(a)鉅晶持有之1,370,000,000股股份；及(b)鉅晶所認購之可換股債券第九批債券獲悉數轉換時將予發行之784,313,725股相關股份。鉅晶由Cosmic Shine International Limited（「Cosmic Shine」）合法及實益擁有100%權益，而Cosmic Shine則由執行董事曹先生及于先生分別合法及實益擁有50%權益。Cosmic Shine及鉅晶被視為曹先生及于先生之受控法團，因此，曹先生及于先生被視為於Cosmic Shine及鉅晶所擁有權益之全部2,154,313,725股股份及相關股份中擁有權益。曹先生及于先生於證券及期貨條例第XV部項下被視為擁有之權益彼此完全重疊。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2019, so far as any Directors are aware based on the DI Filings, persons (other than the Directors or chief executives of the Company) who have interests or short positions in the Shares or underlying Shares which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO were as follows:

董事購入股份或債券之權利

於年內任何時間，任何董事或其配偶或未滿18歲之子女概無獲授可藉購入本公司之股份或債券而獲益之權利，亦無行使有關權利；或與本公司或其任何附屬公司亦無訂立任何安排，致使董事可收購任何其他法人團體之上述權利。

主要股東於股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，據任何董事所知，根據權益披露申報，以下人士（董事或本公司主要行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉或須記錄於本公司根據證券及期貨條例第336條須予存置之登記冊之權益或淡倉如下：

Name of Shareholders	Capacity	Long positions 好倉			Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
		Shares 股份	Underlying Shares 相關股份	Total number of Shares and underlying Shares held 所持股份及相關股份總數	
股東姓名	身份	股份	相關股份	所持股份及相關股份總數	概約百分比
Giant Crystal 鉅晶	Beneficial owner 實益擁有人	1,370,000,000	784,313,725	2,154,313,725 *	39.57%
Cosmic Shine Cosmic Shine	Interest of controlled corporation 受控制法團權益	1,370,000,000	784,313,725	2,154,313,725 *	39.57%
青島天利佳商貿有限公司 ("Tianlijia") 青島天利佳商貿有限公司 (「天利佳」)	Beneficiary of a trust (other than a discretionary interest) 信託 (酌情權益除外) 的受益人	1,370,000,000	784,313,725	2,154,313,725 †	39.57%
劉凱 ("Mr. Liu") 劉凱 (「劉先生」)	Interest of corporation in 天利佳 於天利佳的法團權益	1,370,000,000	784,313,725	2,154,313,725 †	39.57%
Hong Kong Harvest Golden Investment Limited ("HK Harvest") 香港聖禾嘉業投資有限公司 (「香港聖禾」)	Trustee of a trust 信託的受託人	1,370,000,000	784,313,725	2,154,313,725 ^	39.57%
蘇曉 ("Mr. Su") 蘇曉 (「蘇先生」)	Interest of corporation in HK Harvest 於香港聖禾的法團權益	1,370,000,000	784,313,725	2,154,313,725 ^	39.57%

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* Based on the DI Filings, these 2,154,313,725 Shares and underlying Shares comprise (a) 1,370,000,000 Shares held by Giant Crystal; and (b) 784,313,725 underlying Shares falling to be issued upon conversion of the relevant CB9 subscribed by Giant Crystal. Giant Crystal is 100% legally and beneficially owned by Cosmic Shine. Giant Crystal is regarded as controlled corporation of Cosmic Shine and therefore, Cosmic Shine is deemed to be interested in all the 2,154,313,725 Shares and underlying Shares interested in by Giant Crystal. The deemed interest under Part XV of the SFO of Cosmic Shine and Giant Crystal duplicate with each others completely.

Based on the DI filings, Giant Crystal and Cosmic Shine provided an interest over 2,154,313,725 of total Shares and underlying Shares as security to a person other than a qualified lender on 27 September 2019.

Based on the DI filings, total number of 2,154,313,725 Shares and underlying Shares held by Giant Crystal have been charged in favour of Tianlijia, a beneficiary of a trust (other than a discretionary interest). Tianlijia was wholly owned by Mr. Liu. Tianlijia and Mr. Liu was each deemed to be interested in the security interest over 2,154,313,725 Shares and underlying Shares under Part XV of SFO.

^ Based on the DI filings, total number of 2,154,313,725 Shares and underlying Shares held by Giant Crystal have been charged in favour of HK Harvest, a trustee. HK Harvest was appointed as the collateral agent who has a first fixed charge over 2,154,313,725 Shares and underlying Shares held by Giant Crystal. HK Harvest was wholly owned by Mr. Su. HK Harvest and Mr. Su was each deemed to be interested in the security interest over 2,154,313,725 Shares and underlying Shares under Part XV of SFO.

All the interests stated above represent long positions in the Shares. As at 31 December 2019, no short positions were recorded in the register maintained by the Company under section 336 of the SFO.

Save as disclosed above, so far as the Directors are aware up to 31 December 2019, no other person had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

* 根據權益披露申報，該等2,154,313,725股股份及相關股份包括(a)鉅晶持有之1,370,000,000股股份；及(b)鉅晶所認購之相關可換股債券第九批債券獲轉換後將予發行之784,313,725股相關股份。鉅晶由Cosmic Shine合法及實益擁有100%權益，鉅晶被視為Cosmic Shine之受控法團，因此，Cosmic Shine被視為為鉅晶所擁有權益之全部2,154,313,725股股份及相關股份中擁有權益。Cosmic Shine及鉅晶於證券及期貨條例第XV部項下被視為擁有之權益彼此完全重疊。

根據權益披露申報，鉅晶及Cosmic Shine於二零一九年九月二十七日向一名合資格貸款方之外的人士提供總計2,154,313,725股股份及相關股份的權益，作為抵押品。

根據權益披露申報，鉅晶持有的總數2,154,313,725股股份及相關股份已作出以天利佳（酌情權益除外的信託受益人）為受益人的押記。天利佳由劉先生全資擁有。根據證券及期貨條例第XV部，天利佳及劉先生均被視為於2,154,313,725股股份及相關股份的抵押權益中擁有權益。

^ 根據權益披露申報，鉅晶持有的總數2,154,313,725股股份及相關股份已作出以受託人香港聖禾為受益人的押記。香港聖禾獲委任為抵押品代理，對鉅晶持有的2,154,313,725股股份及相關股份擁有第一固定押記。香港聖禾由蘇先生全資擁有。根據證券及期貨條例第XV部，香港聖禾及蘇先生均被視為於2,154,313,725股股份及相關股份的抵押權益中擁有權益。

上述所有權益指股份之好倉。於二零一九年十二月三十一日，於本公司根據證券及期貨條例第336條存置之登記冊中並無淡倉記錄。

除以上所披露者外，就董事所知，直至二零一九年十二月三十一日，概無其他人士於股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露或須記錄於本公司根據證券及期貨條例第336條存置之登記冊中之權益或淡倉。

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SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at the extraordinary general meeting held on 24 June 2013, the Company adopted its current share option scheme (the “Share Option Scheme”). The purpose of the Share Option Scheme is to provide incentives and rewards to director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor of the Group or an affiliate corporation, or trustee of trust related to or controlled corporation of any of the foregoing (the “Eligible Participants”) and providing the Eligible Participants with an opportunity to have a personal stake in the Company with the view to achieving the following objectives, namely: (i) motivate the Eligible Persons to optimise their performance and efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain ongoing business relationship with the Eligible Persons whose contributions are or will be beneficial to the long term growth of the Group. A summary of the principal terms of the Share Option Scheme can be founded on pages 7 to 16 of the Company’s circular dated 28 May 2013.

The Share Option Scheme had a life span of ten years running from 24 June 2013 to 23 June 2023. Under the terms of the Share Option Scheme, the Board may, at its discretion, grant options to the Eligible Participants to subscribe for Shares. Initially, the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme (the “Scheme Mandate Limit”) was 174,684,921 Shares, being 10% of the Shares in issue as at the date of approval of the Share Option Scheme on 24 June 2013 but adjusted for the ten-to-one share consolidation which became effective on 8 October 2014. The maximum entitlement of each Eligible Participant in any 12-month period must not exceed 1% of the shares in issue, provided that the maximum entitlement for any grantee being a substantial shareholder or an independent non-executive director or their associates shall be capped at 0.1% of the shares in issue (or HK\$5 million in value based on the closing price of the shares underlying the options, whichever is higher). Any grant exceeding these individual limits shall be subject to shareholders’ approval, with the relevant grantees and their associates abstaining from voting. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

購股權計劃

根據於二零一三年六月二十四日舉行之股東特別大會上通過之普通決議案，本公司已採納其當前的購股權計劃（「購股權計劃」）。購股權計劃乃旨在獎勵及回饋本集團或相聯法團之董事、僱員、諮詢人、客戶、供應商、代理商、合夥人、顧問或承包商，或與前述任何一項有關的信託受託人或受控法團（「合資格參與者」），並為合資格參與者提供在本公司中擁有個人權益的機會，以實現以下目標：(i) 激勵合資格人士以優化其績效及效率，使本集團受益；及(ii) 吸引及保留或以其他方式維持與合資格人士之業務關係，而該等合資格人士之貢獻對本集團之長遠增長有利。有關購股權計劃主要條款之摘要，請參閱本公司日期為二零一三年五月二十八日的通函第7至16頁。

購股權計劃的期限為二零一三年六月二十四日至二零二三年六月二十三日，為期十年。根據購股權計劃之條款，董事會可酌情向合資格參與者授出購股權以認購股份。根據購股權計劃授出的所有購股權獲悉數行使時，可予發行之最高股份數目（「計劃授權限額」）初步為174,684,921股，佔購股權計劃批准當日二零一三年六月二十四日之已發行股份之10%，但根據二零一四年十月八日生效的十合一合股安排進行調整。每位合資格參與者在任何十二個月內可享之權益最高不得超過已發行股份之1%，惟就任何作為主要股東或獨立非執行董事或其聯繫人之承授人而言，彼等可享之權益最高為已發行股份之0.1%（或按購股權所涉及股份之收市價計算的價值5,000,000港元，以較高者為準）。超出上述個別限額的任何授出均應徵得股東批准，有關承授人及其聯繫人須放棄投票。根據購股權計劃及本公司任何其他購股權計劃授出但尚未行使之所有購股權獲悉數行使時可予發行之股份數目總數上限，不得超過本公司不時已發行股份之30%。

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Unless otherwise determined by the Directors at their sole discretion, there is no general requirement of a minimum period for which an option must be held or any performance target which must be satisfied or achieved before such an option can be exercised. An option shall be exercisable at any time during an exercise period to be notified by the Board to each grantee, provided that no option shall be exercisable later than ten years after its date of grant. The subscription price of the options must be at least the highest of: (a) the closing price of a Share as stated in the daily quotations sheet of the Stock Exchange on the date of grant which must be a business day; (b) the average of the closing prices of the Shares as shown on the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a Share. HK\$1.00 is payable by each Eligible Participant to the Company on acceptance of an offer of an option, which shall be paid within 14 days from the date of offer.

No share option was granted, exercised, cancelled or lapsed during the year under review and there was no outstanding share option as at 31 December 2019 and 2018. No share option grant was effectively made and accepted under the Share Option Scheme since its adoption on 24 June 2013, nor has the Scheme Mandate Limit has ever been refreshed. As at the date of this report, options to subscribe for 174,684,921 Shares (representing 3.21% of the existing issued share capital of the Company) are available for grant under the Share Option Scheme.

EQUITY-LINKED AGREEMENTS

For the year, save for the Share Option Scheme as previously mentioned, the Company has not entered into any equity-linked agreements, and there did not subsist any equity-linked agreement entered into by the Company as at 31 December 2019.

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

During the year, there were no other transactions required to be disclosed as connected or continuing connected transactions in accordance with the requirements of the Listing Rules.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, as defined by the Listing Rules, other than those businesses of which the Directors have been appointed as Directors to represent the interests of the Company and/or of the Group.

除非董事另行酌情決定，否則並無相關行使購股權之前必須持有購股權的最短期限或必須滿足或達成之任何業績目標之一般規定。購股權可在由董事會通知各承授人之行使期內任何時間行使，但不得在購股權授予日起十年後行使該購股權。購股權之認購價必須至少為以下最高者：(a)股份於授出日期（當日必須為營業日）在聯交所每日報價表所載之股份收市價；(b)緊接授出日期前五個營業日在聯交所每日報價表上顯示之股份平均收市價；及(c)股份的面值。每名合資格參與者於接納購股權要約時須向本公司支付1.00港元，並須於要約日期起計14日內支付。

於回顧年度內，概無購股權獲授出、行使、註銷或失效，於二零一九年及二零一八年十二月三十一日，概無尚未行使之購股權。自購股權計劃於二零一三年六月二十四日採納以來，從未有效授出及接納任何購股權，亦無更新計劃授權限額。於本報告日期，可認購174,684,921股股份（佔本公司現有已發行股本之3.21%）之購股權可根據購股權計劃授出。

股權關連協議

年內，除前述購股權計劃外，本公司並無訂立任何股權關連協議，且於二零一九年十二月三十一日並不存在任何由本公司訂立之股權關連協議。

關連及持續關連交易

年內，概無其他交易須根據上市規則之規定作為關連或持續關連交易予以披露。

董事於競爭業務之權益

年內及直至本報告日期，概無董事被視為與本集團業務直接或間接構成競爭或可能構成競爭之業務內擁有權益（有關競爭之定義見上市規則），惟董事獲委任出任董事以代表本公司及／或本集團之權益之業務則除外。

REPORT OF THE DIRECTORS

董事會報告

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

Particulars of the Company's corporate governance practices and principles are set out in the Corporate Governance Report on pages 19 to 30 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the Listing Rules during the year ended 31 December 2019.

EVENTS AFTER THE REPORTING DATE

Details of the events after the reporting date are set out in note 49 to the consolidated financial statements.

RELATIONSHIP WITH STAKEHOLDERS

The Group is committed to operate in a sustainable manner while balancing the interests of its various stakeholders including customers, suppliers and employees. Through regular stakeholder engagement via different channels, the stakeholders are encouraged to give their opinions regarding the environmental, social and governance policies of the Group.

This includes providing quality services to customers, developing effective and mutual beneficial working relationships with its suppliers, and offering competitive remuneration package with safety working environments to employees.

The details of environmental, social and governance policies and performance of the Group will be disclosed in a standalone Environmental, Social and Governance Report, which will be issued in due course.

環境、社會及企業管治

本集團致力為環境的可持續性出一份力，並維持高水準的企業社會管治，其對營造激勵員工的環境極為重要，而我們於經營業務同時回饋社會，為本集團創造持續回報。

本公司之企業管治常規及原則的詳情載於本年報第19頁至第30頁之企業管治報告中。

足夠公眾持股量

根據本公司可取得之公開資料及就董事所知，董事確認截至二零一九年十二月三十一日止年度，本公司維持上市規則所規定之足夠公眾持股量。

報告日期後事項

報告日期後事項詳情載於綜合財務報表附註49。

與權益持有人的關係

本集團致力長遠經營，平衡各權益持有人（包括客戶、供應商及僱員）的利益。權益持有人獲鼓勵透過不同渠道定期參與表達對本集團環境、社會及管治的政策意見。

這包括向客戶提供高質服務、與其供應商建立有效互惠的工作關係，並向僱員提供可觀的薪酬組合及安全工作環境。

本集團環境、社會及管治政策及表現之詳情將於單獨刊發之環境、社會及管治報告中披露，該報告將適時刊發。

REPORT OF THE DIRECTORS

董事會報告

CHANGE IN INFORMATION OF DIRECTORS

Changes in information of the Directors pursuant to Rule 13.51B(1) of the Listing Rules are disclosed below:

董事資料變動

根據上市規則第13.51B(1)條披露的董事資料變動如下：

Name of Directors 董事姓名	Details of changes 變動詳情
Mr. Lan Yongqiang 藍永強先生	<ul style="list-style-type: none">Retired as a director of Shenzhen Kangmei Biotechnology Co., Ltd. (quoted on the National Equities Exchange and Quotation System (the New Third Board), stock code: 835541) in May 2020.於二零二零年五月退任深圳康美生物科技股份有限公司於全國中小企業股份轉讓系統(新三板)掛牌, 股份代號: 835541)董事。
Mr. Wang Feng 王峰先生	<ul style="list-style-type: none">Appointed as the Vice Chairman of the Board in November 2019.於二零一九年十一月獲委任為董事會副主席。Increased monthly remuneration to HK\$30,000 with effect from 11 November 2019.月薪增至30,000港元, 自二零一九年十一月十一日起生效。
Dr. Lei Liangzhen 雷良貞博士	<ul style="list-style-type: none">Increased monthly remuneration to HK\$20,000 with effect from 1 December 2019.月薪增至20,000港元, 自二零一九年十二月一日起生效。
Mr. Chan Wai Cheung Admiral 陳偉璋先生	<ul style="list-style-type: none">Appointed as an independent non-executive director of China Water Affairs Group Limited (listed on Main Board, stock code: 855) in January 2020.於二零二零年一月獲委任為中國水務集團有限公司(於主板上市, 股份代號: 855)之獨立非執行董事。Appointed as an independent non-executive director of China Oil Gangran Energy Group Holdings Limited (listed on GEM, stock code: 8132) in March 2020.於二零二零年三月獲委任為中油港燃能源集團控股有限公司(於GEM上市, 股份代號: 8132)之獨立非執行董事。
Mr. Cao Sheng 曹晟先生	<ul style="list-style-type: none">Adjusted monthly remuneration to HK\$5,000 with effect from 1 April 2020.月薪調整為5,000港元, 自二零二零年四月一日起生效。
Mr. Yu Zhiyong 于志勇先生	<ul style="list-style-type: none">Adjusted monthly remuneration to HK\$5,000 with effect from 1 April 2020.月薪調整為5,000港元, 自二零二零年四月一日起生效。

AUDIT COMMITTEE

The audit committee of the Company has reviewed with management the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters including a review of the audited financial statements of the Company for the year ended 31 December 2019. The audit committee of the Company comprises three independent non-executive Directors.

審核委員會

本公司之審核委員會已與管理層審閱本集團所採納之會計原則及慣例, 並就內部監控及財務報告事宜進行討論, 包括審閱本公司截至二零一九年十二月三十一日止年度之經審核財務報表。本公司的審核委員會成員包括三名獨立非執行董事。

REPORT OF THE DIRECTORS

董事會報告

AUDITOR

BDO Limited (“BDO”) resigned as the auditor of the Company with effect from 17 December 2019 and ZHONGHUI ANDA CPA Limited (“Zhonghui”) was then appointed as the auditor of the Company following the resignation of BDO as the auditor of the Company. Zhonghui will hold office until the conclusion of the next annual general meeting of the Company. Zhonghui will retire and, being eligible, offer themselves for re-appointment. A resolution will be proposed at the forthcoming AGM of the Company to re-appoint Zhonghui as auditor of the Company.

On behalf of the Board

Mr. Lan Yongqiang
Chairman

Hong Kong, 31 August 2020

核數師

香港立信德豪會計師事務所有限公司（「立信德豪」）自二零一九年十二月十七日起辭任本公司的核數師，而中匯安達會計師事務所有限公司（「中匯」）當時於立信德豪辭任本公司的核數師後獲委任為本公司的核數師。中匯將任職直至本公司的下一屆股東週年大會結束為止。中匯將退任，並符合資格且願意應聘連任。本公司將於即將舉行之股東週年大會上提呈一項決議案，以重新委任中匯為本公司之核數師。

代表董事會

主席
藍永強先生

香港，二零二零年八月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Energy International Investments Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 168, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

致能源國際投資控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第51頁至168頁的能源國際投資控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2(a) to the consolidated financial statements, which indicates that as at 31 December 2019, the Group had net current liabilities of approximately HK\$289,383,000. This condition indicates that a material uncertainty exists that may cast significant doubts about the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。我們在該等準則下的責任是詳述於本報告「核數師就審核綜合財務報表須承擔的責任」一節。根據香港會計師公會頒佈的「專業會計師道德守則」（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們獲得的審核憑證能充分及適當地為我們的審核意見提供基礎。

有關持續經營的重大不確定性

我們提請注意綜合財務報表附註2(a)，提及貴集團於二零一九年十二月三十一日擁有流動負債淨額約289,383,000港元。該情況顯示存在重大不確定因素，可能對貴集團持續經營能力構成重大疑問。我們的意見並無就此事項進行修改。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期間綜合財務報表中最重要的事項。此等事項是在我們整體審核綜合財務報表和作出意見的情況下進行處理，而不會就此等事項單獨發表意見。除有關持續經營的重大不確定性所披露的事項外，我們已於本報告釐定下文所述事項為關鍵審核事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Investment properties

Refer to note 20 to the consolidated financial statements

The Group measured its investment properties at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment properties of approximately HK\$1,441,575,000 as at 31 December 2019 and the fair value gain of approximately HK\$5,196,000 for the year then ended are material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;
- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement of the investment properties is supported by the available evidence.

投資物業

請參閱綜合財務報表附註20

貴集團按公平值計量投資物業，其公平值變動於綜合損益確認。此公平值計量對我們的審核屬重要，因為於二零一九年十二月三十一日投資物業結餘約1,441,575,000港元及截至該日止年度的公平值收益約5,196,000港元對綜合財務報表屬重大。此外，貴集團的公平值計量涉及應用判斷及基於假設及估計作出。

我們的審核程序包括（其中包括）：

- 評估客戶委聘外部估值師的能力、獨立性及誠信；
- 取得外部估值報告及與外部估值師進行會面，討論及提出質疑估值程序、所採用方法及市場憑證，以支持於估值模式中採用的重大判斷及假設；
- 核查估值模式的關鍵假設及輸入數據以支持憑證；
- 核查估值模式的算術準確性；及
- 評估綜合財務報表的公平值計量披露。

我們認為，貴集團就投資物業的公平值計量可獲得證據支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

其他資料

董事需對其他資料負責。其他資料包括於 貴公司年度報告內的所有資料，但不包括綜合財務報表及我們的核數師報告。

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

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中了解的情況存在重大抵觸或似乎存在重大錯誤陳述的情況。基於我們已進行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此而言，我們毋須作出任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, 31 August 2020

核數師就審核綜合財務報表須承擔 的責任

我們的目標是合理保證整體上綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載列我們意見的核數師報告。我們僅向閣下作為整體報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證屬高層次的保證，但不能擔保根據香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引致，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

我們就審核綜合財務報表須承擔的責任進一步描述載於香港會計師公會網站：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

此描述構成我們會計師報告的一部分。

中匯安達會計師事務所有限公司

執業會計師

彭漢忠

審計項目董事

執業證書編號P05988

香港，二零二零年八月三十一日

CONSOLIDATED INCOME STATEMENT

綜合損益表

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

		Notes 附註	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Continuing operations	持續經營業務			
Revenue	收益	8	129,838	115,081
Cost of sales	銷售成本		(2,327)	(3,132)
Gross profit	毛利		127,511	111,949
Interest revenue	利息收入	9(a)	10,870	1,888
Other income and other gains and losses	其他收入及其他收益及虧損	9(b)	19,126	7,791
Selling and distribution expenses	銷售及分銷開支		(9,654)	(4,906)
Administrative expenses	行政開支		(42,197)	(31,141)
Other operating expenses	其他經營開支		-	(922)
Fair value gain/(loss) on investment properties	投資物業公平值 收益/(虧損)		5,196	(5,986)
Loss on early redemption of promissory notes	提前贖回承兌票據之 虧損		(6,459)	-
Finance costs	財務成本	11	(45,028)	(63,891)
Profit before income tax	除所得稅前溢利		59,365	14,782
Income tax expenses	所得稅開支	12	(24,006)	(38,799)
Profit/(loss) for the year from continuing operations	持續經營業務之本年度 溢利/(虧損)	13	35,359	(24,017)
Discontinued operation	已終止經營業務			
Profit/(loss) for the year from discontinued operation	已終止經營業務之本年度 溢利/(虧損)	14	11,496	(49,830)
Profit/(loss) for the year	本年度溢利/(虧損)	13	46,855	(73,847)
Attributable to:	應佔：			
Owners of the Company	本公司擁有人			
- Profit/(loss) from continuing operations	- 持續經營業務之 溢利/(虧損)		19,814	(26,648)
- Profit/(loss) from discontinued operation	- 已終止經營業務之 溢利/(虧損)		11,496	(49,830)
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔 溢利/(虧損)		31,310	(76,478)
Non-controlling interests	非控股權益			
- Profit from continuing operations	- 持續經營業務之溢利		15,545	2,631
- Profit from discontinued operation	- 已終止經營業務之溢利		-	-
Profit attributable to non-controlling interests	非控股權益應佔溢利		15,545	2,631
			46,855	(73,847)

CONSOLIDATED INCOME STATEMENT

綜合損益表

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

		Notes 附註	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
			HK cent 港仙	HK cent 港仙
Earnings/(loss) per share	每股盈利／(虧損)	16		
Basic	基本			
– from continuing and discontinued operations	– 持續經營及已終止經營業務		0.44	(1.41)
– from continuing operations	– 持續經營業務		0.28	(0.49)
– from discontinued operation	– 已終止經營業務		0.16	(0.92)
Diluted	攤薄			
– from continuing and discontinued operations	– 持續經營及已終止經營業務		N/A 不適用	(1.41)
– from continuing operations	– 持續經營業務		N/A 不適用	(0.49)
– from discontinued operation	– 已終止經營業務		N/A 不適用	(0.92)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

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

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Profit/(loss) for the year	本年度溢利／（虧損）	46,855	(73,847)
Other comprehensive expenses, net of tax	其他全面開支，扣除稅項		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences on translating of financial statements of foreign operations	換算海外業務財務報表之匯兌差額	(16,422)	(26,621)
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	(10,327)	-
Other comprehensive expenses for the year, net of tax	本年度其他全面開支，扣除稅項	(26,749)	(26,621)
Total comprehensive income/(expenses) for the year	本年度全面收入／（開支）總額	20,106	(100,468)
Attributable to:	下列者應佔：		
- Owners of the Company	- 本公司擁有人	5,521	(99,016)
- Non-controlling interests	- 非控股權益	14,585	(1,452)
		20,106	(100,468)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

		Notes	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	4,470	6,519
Right-of-use assets	使用權資產	19	11,052	–
Investment properties	投資物業	20	1,441,575	1,425,000
Goodwill	商譽	21	–	1,440
Investment in an associate	於聯營公司之投資	22	2,805	–
Intangible assets	無形資產	23	–	154,141
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之權益工具	24	226,060	–
Deposits and other receivables	按金及其他應收款項	26	93,196	57,204
Deferred tax assets	遞延稅項資產	38	–	43,189
			1,779,158	1,687,493
Current assets	流動資產			
Trade receivables	應收貿易賬項	25	–	15,211
Amount due from an associate	應收聯營公司款項		5,588	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	95,968	150,791
Loan receivables	應收貸款	27	39,096	72,098
Financial assets at fair value through profit or loss	按公平值計入損益之財務資產	28	28,314	14,407
Cash and bank balances	現金及銀行結存	29	125,352	276,531
			294,318	529,038
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計款項	30	204,882	389,097
Amounts due to non-controlling shareholders	應付非控股股東款項	31	3,817	–
Bank borrowings	銀行借款	32	177,012	157,320
Other borrowings	其他借款	33	147,901	126,877
Finance lease liabilities	融資租賃負債	34	–	39,584
Lease liabilities	租賃負債	35	6,134	–
Convertible bonds	可換股債券	36	26,221	35,258
Promissory notes	承兌票據	37	17,734	–
Tax payables	應付稅項		–	9,828
			583,701	757,964
Net current liabilities	流動負債淨額		(289,383)	(228,926)
Total assets less current liabilities	資產總值減流動負債		1,489,775	1,458,567

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

	Notes	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
	附註		
Non-current liabilities	非流動負債		
Amounts due to non-controlling shareholders	應付非控股股東款項		
	31	144,641	259,418
Bank borrowings	銀行借款	63,251	77,520
Other borrowings	其他借款	10,479	44,649
Finance lease liabilities	融資租賃負債	–	2,459
Lease liabilities	租賃負債	7,523	–
Convertible bonds	可換股債券	–	25,250
Promissory notes	承兌票據	134,811	–
Deferred tax liabilities	遞延稅項負債	102,693	120,000
		463,398	529,296
NET ASSETS	資產淨值	1,026,377	929,271
Capital and reserves	資本及儲備		
Share capital	股本	544,484	544,484
Reserves	儲備	243,150	218,841
Equity attributable to owners of the Company	本公司擁有人應佔權益	787,634	763,325
Non-controlling interests	非控股權益	238,743	165,946
TOTAL EQUITY	總權益	1,026,377	929,271

The consolidated financial statements on pages 51 to 168 were approved and authorised for issue by the board of directors of the Company on 31 August 2020 and are signed on its behalf by:

第51至第168頁所載綜合財務報表已於二零二零年八月三十一日由本公司董事會批准及授權刊發，並由下列董事代表簽署：

Lan Yongqiang
藍永強
Director
董事

Wong Feng
王峰
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Equity attributable to the owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium	Capital reserve	Exchange reserve	Convertible bond equity reserve	Revaluation reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		HK\$'000	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000 (Note a)	HK\$'000	HK\$'000	HK\$'000
		股本	股份溢價	資本儲備	匯兌儲備	可換股債券權益儲備	重估儲備	其他儲備	累計虧損	總計	非控股股東權益	總權益
		千港元	千港元 (附註a)	千港元 (附註a)	千港元 (附註a)	千港元 (附註a)	千港元 (附註a)	千港元 (附註a)	千港元 (附註a)	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	304,970	2,363,920	177,027	12,068	462,708	33,865	-	(3,151,028)	203,530	167,210	370,740
Issuance of shares upon placing	配售時發行股份	60,994	26,227	-	-	-	-	-	-	87,221	-	87,221
Share issue expenses	股份發行開支	-	(2,125)	-	-	-	-	-	-	(2,125)	-	(2,125)
Release upon maturity of convertible bonds	可換股債券到期時解除	-	-	-	-	(9,145)	-	-	9,145	-	-	-
Recognition of equity component of convertible bonds	確認可換股債券權益部分	-	-	-	-	416,628	-	-	-	416,628	-	416,628
Issuance of shares upon conversion of convertible bonds	兌換可換股債券時發行股份	178,520	432,130	-	-	(453,563)	-	-	-	157,087	-	157,087
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	-	49	49
Capital contribution from a non-controlling shareholder	非控股股東注資	-	-	-	-	-	-	-	-	-	139	139
Transaction with owners	與擁有人之交易	239,514	456,232	-	-	(46,080)	-	-	9,145	658,811	188	658,999
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(76,478)	(76,478)	2,631	(73,847)
Other comprehensive expenses, net of tax	其他全面開支，扣除稅項											
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>											
- Exchange differences on translation of financial statement of foreign operations	- 換算海外業務財務報表之匯兌虧損	-	-	-	(22,538)	-	-	-	-	(22,538)	(4,083)	(26,621)
Total comprehensive expenses for the year	本年度全面開支總額	-	-	-	(22,538)	-	-	-	(76,478)	(99,016)	(1,452)	(100,468)
At 31 December 2018	於二零一八年十二月三十一日	544,484	2,820,152	177,027	(10,470)	416,628	33,865	-	(3,218,361)	763,325	165,946	929,271
At 1 January 2019	於二零一九年一月一日	544,484	2,820,152	177,027	(10,470)	416,628	33,865	-	(3,218,361)	763,325	165,946	929,271
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	(54)	-	(54)	54	-
Capital injection by non-controlling interests (note b)	非控股股東注資(附註b)	-	-	-	-	-	-	18,842	-	18,842	58,158	77,000
Transaction with owners	與擁有人之交易	-	-	-	-	-	-	18,788	-	18,788	58,212	77,000
Profit for the year	本年度溢利	-	-	-	-	-	-	-	31,310	31,310	15,545	46,855
Other comprehensive expenses, net of tax	其他全面開支，扣除稅項											
<i>Items that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>											
- Exchange differences on translation of financial statement of foreign operations	- 換算海外業務財務報表之匯兌虧損	-	-	-	(15,462)	-	-	-	-	(15,462)	(960)	(16,422)
- Release of exchange reserve upon disposal of subsidiaries (note 14(b))	- 出售附屬公司時解除匯兌儲備(附註14(b))	-	-	-	(10,327)	-	-	-	-	(10,327)	-	(10,327)
Total comprehensive (expenses)/income for the year	本年度全面(開支)/收入總額	-	-	-	(25,789)	-	-	-	31,310	5,521	14,585	20,106
At 31 December 2019	於二零一九年十二月三十一日	544,484	2,820,152	177,027	(36,259)	416,628	33,865	18,788	(3,187,051)	787,634	238,743	1,026,377

Notes:

附註:

- (a) The total of these reserve accounts comprise the consolidated reserves of HK\$243,150,000 (2018: HK\$218,841,000).
- (a) 該等儲備賬項總額包括綜合儲備243,150,000港元(二零一八年: 218,841,000港元)。
- (b) This represents the non-cash transaction incurred by the Group, detailed information referred to note 48(a) to the consolidated financial statements.
- (b) 此乃本集團產生的非現金交易。詳細資料載於綜合財務報表附註48(a)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Cash flows from operating activities	經營業務現金流量		
Profit/(loss) before income tax	除所得稅前溢利／（虧損）		
– From continuing operations	– 持續經營業務	59,365	14,782
– From discontinued operation	– 已終止經營業務	13,498	(59,899)
Adjustments for:	就下列項目作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,056	3,498
Depreciation of right-of-use assets	使用權資產折舊	6,567	–
Amortisation of intangible assets	無形資產攤銷	287	870
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	–	526
Impairment loss of intangible assets	無形資產減值虧損	–	62,801
Impairment loss of goodwill	商譽之減值虧損	1,440	–
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	(19)
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之財務資產的收益	(2,460)	(76)
Gain on disposal of subsidiaries	出售附屬公司之收益	(11,041)	–
Write-off of property, plant and equipment	撤銷物業、廠房及設備	–	1,559
Fair value (gain)/loss on financial assets at fair value through profit or loss	按公平值計入損益之財務資產之公平值（收益）／虧損	(15,992)	920
Fair value (gain)/loss on investment properties	投資物業公平值（收益）／虧損	(5,196)	5,986
Loss on early redemption of promissory note	提前贖回承兌票據的虧損	6,459	–
Share of result of an associate	攤佔聯營公司業績	1,123	–
Interest income	利息收入	(10,871)	(1,894)
Interest expenses	利息開支	45,193	64,155
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	90,428	93,209
Changes in trade receivables	應收貿易賬項之變動	9,847	(7,258)
Changes in prepayments, deposits and other receivables	預付款項、按金及其他應收款項之變動	14,503	33,676
Changes in bills and other payables and accruals	應付票據、其他應付款項以及應計款項之變動	(105,599)	(176,200)
Net cash generated from/(used in) operating activities	經營業務所得／（所用）之現金淨額	9,179	(56,573)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Cash flows from investing activities	投資活動現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(1,236)	(6,197)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	57	-
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之財務資產之所得款項	4,545	558
Net cash outflow from disposal of subsidiaries (note 14(b))	出售附屬公司之現金流出淨額(附註14(b))	(270)	-
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額	-	(1,307)
Acquisition of an associate	收購聯營公司	(3,990)	-
Payment of refundable deposit	可退還按金付款	-	(114,000)
Decrease in pledged bank deposits	已抵押銀行存款減少	-	48,792
Repayment from/(advance to) third parties	第三方還款/(獲得之墊款)	42,796	(71,480)
Advance to an associate	墊款予聯營公司	(5,588)	-
Interest received	已收利息	1,887	1,276
Net cash generated from/(used in) investing activities	投資活動產生/(所用)之現金淨額	38,201	(142,358)
Cash flows from financing activities	融資活動現金流量		
New bank borrowings	新銀行借款	344,190	21,420
New other borrowings	新其他借款	110,786	143,357
New non-controlling shareholder's loans	新非控股股東貸款	-	246,044
Proceeds from issue of convertible bonds	發行可換股債券之所得款項	-	425,600
Proceeds from issue of ordinary shares upon share placing	於股份配售時發行普通股所得款項	-	85,096
Repayments of bank borrowings	償還銀行借款	(334,132)	(67,830)
Repayments of other borrowings	償還其他借款	(67,396)	(61,321)
Repayments of lease liabilities/finance lease liabilities	償還租賃負債/融資租賃負債	(7,217)	(167,372)
Repayments of non-controlling shareholders' loan	償還非控股股東貸款	(122,536)	(132,315)
Repayment of promissory notes	償還承兌票據	(98,166)	-
Interest paid	已收利息	(25,453)	(24,833)
Net cash (used in)/generated from financing activities	融資活動(所用)/產生之現金淨額	(199,924)	467,846
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目之(減少)/增加淨額	(152,544)	268,915
Cash and cash equivalents at beginning of year	年初現金及現金等值項目	276,531	5,699
Effect of foreign exchange rate changes	匯率變動之影響	1,365	1,917
Cash and cash equivalents at end of year	年末現金及現金等值項目	125,352	276,531
Analysis of cash and cash equivalents	現金及現金等值項目之分析		
Cash and bank balances	現金及銀行結存	125,352	276,531

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL INFORMATION

Energy International Investments Holdings Limited (the “Company”) is a limited liability company incorporated and domiciled in the Cayman Islands. Its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Units 4307-08, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong. The Company’s shares are listed on the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

During the year, the principal activities of the Company and its subsidiaries (together referred to as the “Group”) include:

- Oil and Liquefied Chemical Terminal representing the business of leasing of oil and liquefied chemical terminal, together with its storage and logistics facilities (the “Port and Storage Facilities”);
- Insurance Brokerage Service representing the business of providing insurance brokerage service; and
- Oil Production representing the business of oil production (discontinued on 28 June 2019 in connection with the disposal of subsidiaries).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 47 to the consolidated financial statements.

The consolidated financial statements of the Company are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company. All values are rounded to the nearest thousand (“HK\$’000”) except when otherwise stated.

1. 一般資料

能源國際投資控股有限公司(「本公司」)為一間於開曼群島註冊成立並以開曼群島為居籍之有限責任公司。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，而主要營業地點為香港灣仔港灣道1號會展廣場辦公大樓4307-08室。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。

於本年度，本公司及其附屬公司(統稱為「本集團」)之主要業務包括：

- 油品及液體化工品碼頭，指經營租賃油品及液體化工品碼頭連同儲存及物流設施(「碼頭及儲存設施」)業務；
- 保險經紀服務，指提供保險經紀服務業務；及
- 產油，指產油業務(於二零一九年六月二十八日因出售附屬公司終止經營)。

本公司為投資控股公司。其附屬公司之主要業務載於綜合財務報表附註47。

本公司綜合財務報表以本公司之功能貨幣港元(「港元」)呈列。除另有指明外，所有金額均概約至最接近之千位數字(「千港元」)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION

(a) Going concern basis

As at 31 December 2019, the Group has net current liabilities of HK\$289,383,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. The directors of the Company (the "Directors") have prepared the consolidated financial statements based on a going concern on the following assumptions and measures:

- (i) On 28 February 2019, the Group successfully obtained a new long-term credit facility, with 60 months credit period, from a financial institution in the People's Republic of China (the "PRC") in the amount of Renminbi ("RMB") 150 million (approximately HK\$168 million) to finance the repayment of certain outstanding construction costs and bank and other borrowings. On 8 March 2019, the Group obtained another new long-term credit facility from a financial institution in the PRC in the amount of RMB300 million (approximately HK\$336 million with a credit period of 36 months. On 28 June 2019, the Group obtained another new long-term credit facility from a financial institution in the PRC in the amount of RMB128 million (approximately HK\$150 million) with a credit period of 36 months. The unutilised credit facility available to the Group as at 31 December 2019 was amounted to RMB450 million;

2. 編製基準

(a) 持續經營基準

於二零一九年十二月三十一日，本集團之流動負債淨額為289,383,000港元。該等情況反映存在重大不明朗因素，或會對本集團持續經營之能力產生重大質疑，因此本集團未必能於日常業務過程中變現資產及償還負債。本公司董事（「董事」）基於以下假設及措施，已按持續經營基準編製綜合財務報表：

- (i) 於二零一九年二月二十八日，本集團已成功獲得一間中華人民共和國（「中國」）財務機構一筆信貸期為60個月的新長期信貸融資人民幣（「人民幣」）150,000,000元（約168,000,000港元），以償還若干未償還建築成本及銀行及其他借款。於二零一九年三月八日，本集團獲得中國一間財務機構的另外一筆新長期信貸融資人民幣300,000,000元（約336,000,000港元），信貸期為36個月。於二零一九年六月二十八日，本集團獲得中國一間財務機構的另外一筆新長期信貸融資人民幣128,000,000元（約150,000,000港元），信貸期為36個月。於二零一九年十二月三十一日，本集團可用的未動用之信貸融資為人民幣450,000,000元；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

(a) Going concern basis (Continued)

- (ii) The Directors are of the view that the Oil and Liquefied Chemical Terminal segment is able to contribute and generate a significant and consistent operating cash inflow to the Group in the coming twelve months after 31 December 2019, by virtue of its annual rental income receipt in the amount of RMB125 million before value-added tax (approximately HK\$140 million) as stipulated in the lease agreement; and
- (iii) Subsequent to the year end date, two independent investors (the “Investors”) entered into a funding agreement (the “Funding Agreement”) with Shandong Shundong Port Services Company Limited (“Shundong Port”) pursuant to which the Investors agreed to provide funding of RMB360 million (approximately HK\$402 million) to Shundong Port by way of non-voting, fixed-interest preference shares. As at the date of this report, RMB180 million (approximately HK\$201 million) has been received from the Investors pursuant to the Funding Agreement and the remaining sum is agreed to be drawn down by the end of year 2020.

2. 編製基準 (續)

(a) 持續經營基準 (續)

- (ii) 董事認為，憑藉租賃協議訂明的扣除增值稅前的年度租金收入人民幣125,000,000元（約140,000,000港元），油品及液體化工品碼頭分類於二零一九年十二月三十一日後未來十二個月內能夠為本集團貢獻帶來重大及持續的經營現金流入；及
- (iii) 於年結日後，兩名獨立投資者（「投資方」）與山東順東港務有限公司（「順東港務」）訂立一份融資協議（「融資協議」），據此，投資方同意以無投票權、定息優先股的形式向順東港務提供人民幣360,000,000元（約402,000,000港元）的資金。於本報告日期，已根據融資協議自投資方收取人民幣180,000,000元（約201,000,000港元），餘下金額同意於二零二零年底提取。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

(a) Going concern basis (Continued)

After taking into account the above assumptions and measures, the Directors consider that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2019 and believe that the Group will continue as a going concern and consequently have prepared the consolidated financial statements on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the consolidated financial statements to reduce the values of the assets to their estimated realisable values, to provide for any further liabilities which may arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2. 編製基準 (續)

(a) 持續經營基準 (續)

經考慮上述假設及措施，董事認為，本集團於二零一九年十二月三十一日起十二個月內將擁有充足的營運資金以為其經營業務撥資及於到期時滿足其財務承擔，並相信本集團將持續經營並按持續經營基準編製綜合財務報表。

倘本集團無法持續經營業務，將須於綜合財務報表作出調整以撇減資產價值至其估計可變現價值，及就可能產生之任何進一步負債作出撥備，並將非流動資產及負債分別重新分類為流動資產及負債。此等調整的影響並無於綜合財務報表反映。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

(b) Loss of controls over assets of Qinghai Forest Source Mining Industry Developing Company Limited (“QHFSMI”) and Inner Mongolia Forest Source Mining Industry Developing Company Limited (“IMFSMI”) and deconsolidating QHFSMI and IMFSMI

Ms Leung Lai Ching (“Ms Leung”)’s legal status as director and legal representative in QHFSMI and IMFSMI remained unchanged in the absence of her cooperation

Ms Leung was a director and legal representative of both QHFSMI and IMFSMI. In September 2009, the sole shareholder of QHFSMI and IMFSMI (i.e. a wholly owned subsidiary of the Company) resolved to remove Ms Leung’s capacity as director and legal representative of both QHFSMI and IMFSMI with immediate effect. However, the respective members of the board of directors and legal representative of QHFSMI and IMFSMI were not officially changed up to the date of authorisation for issue of the Group’s financial statements as Ms Leung, being the legal representative, was not cooperative and failed to provide the requested documents and corporate seals.

Transfer of exploration licence without the Company’s knowledge, consent or approval

The Group acquired QHFSMI from Ms Leung in 2007. QHFSMI was the holder of an exploration licence, which conferred QHFSMI the rights to conduct exploration work for the mineral resources in the titanium mine at Xiao Hong Shan in Inner Mongolia, the PRC. In 2010, the board (the “Board”) of Directors discovered that the exploration licence held by QHFSMI was transferred to a company known as 內蒙古小紅山源森礦業有限公司 (in English, for identification purpose only, Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited) (“Yuen Xian Company”) at a consideration of RMB8,000,000 (the “Change of Exploration Right Agreement”) without the Company’s knowledge, consent or approval. Ms Leung is one of the directors and the legal representative of Yuen Xian Company. Without the exploration licence, QHFSMI no longer had the rights to, among other things, carry out exploration of the mineral resources of the titanium mine, access to the titanium mine and neighbouring areas and has no priority in obtaining the mining rights of the titanium mine.

2. 編製基準 (續)

(b) 失去對青海森源礦業開發有限公司(「青海森源」)及內蒙古森源礦業開發有限公司(「內蒙古森源」)資產之控制權及不再將青海森源及內蒙古森源綜合入賬

梁儷瀨女士(「梁女士」)作為青海森源及內蒙古森源之董事及法定代表之法律地位因其不合作而維持不變

梁女士曾為青海森源及內蒙古森源之董事及法定代表。於二零零九年九月，青海森源及內蒙古森源的唯一股東(即本公司的全資附屬公司)議決罷免梁女士出任青海森源及內蒙古森源之董事及法定代表職務，即時生效。然而，由於當時之法定代表梁女士不配合及未能提供所需文件及公司印章，直至授權刊發本集團財務報表日期，青海森源及內蒙古森源各自之董事會成員及法定代表仍未正式更改。

在本公司不知情及未經本公司同意或批准的情況下轉讓勘探牌照

本集團於二零零七年向梁女士收購青海森源。青海森源持有一個勘探牌照，賦予其權利在位於中國內蒙古小紅山之鈦礦進行礦產資源勘探工作。於二零一零年，董事會(「董事會」)發現，在本公司不知情及未經本公司同意或批准的情況下，青海森源所持勘探牌照以人民幣8,000,000元的代價轉讓予一家名為內蒙古小紅山源森礦業有限公司(「源森公司」)的公司(「探礦權變更協議」)。梁女士為源森公司的董事之一及法定代表。倘無勘探牌照，青海森源不再有權(其中包括)於鈦礦進行礦產資源勘探、進入鈦礦及鄰近區域以及優先獲得鈦礦之開採權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

(b) Loss of controls over assets of Qinghai Forest Source Mining Industry Developing Company Limited ("QHFSMI") and Inner Mongolia Forest Source Mining Industry Developing Company Limited ("IMFSMI") and deconsolidating QHFSMI and IMFSMI (Continued)

Final decision on the Change of Exploration Right Agreement

As soon as the Group had discovered the loss of QHFSMI's exploration licence, the Group commenced the legal proceedings against Ms Leung for getting back the exploration licence. In March 2016, the Company received the final decision letter from the Qinghai Procuratorate that the Change of Exploration Right Agreement was invalid. As Yuen Xian Company had already obtained the mining licence on the titanium mine at Xiao Hong Shan in Inner Mongolia, the PRC, the Group is now seeking for the legal advices to resolve this matter.

De-consolidating QHFSMI and IMFSMI

Given that (i) the discovery of the loss of significant assets of QHFSMI; (ii) Ms Leung's legal status as director and legal representative in QHFSMI and IMFSMI remained unchanged; and (iii) the Group was unable to obtain the financial information of QHFSMI and IMFSMI, the Directors considered that the Group had no power over QHFSMI and IMFSMI, exposure, or rights, to variable returns from QHFSMI and IMFSMI and the ability to use its power to affect those variable returns. The Group appointed the PRC lawyers to handle the matters in regaining its controlling power over QHFSMI and IMFSMI. In the opinion of the Directors, the aforesaid legal proceedings have no material impact on the financial position and operations of the Group as the Group is still in the process of regaining the controlling power over QHFSMI and IMFSMI which had already been deconsolidated since 2010.

2. 編製基準 (續)

(b) 失去對青海森源礦業開發有限公司(「青海森源」)及內蒙古森源礦業開發有限公司(「內蒙古森源」)資產之控制權及不再將青海森源及內蒙古森源綜合入賬 (續)

對探礦權變更協議的最終判決

本集團發現失去青海森源之勘探牌照後，即對梁女士提起法律訴訟，以收回勘探牌照。於二零一六年三月，本公司接獲青海檢察院的最終判決書，判決探礦權變更協議無效。由於源森公司已取得中國內蒙古小紅山之鈦礦的採礦牌照，本集團現正尋求法律意見以解決該問題。

不再將青海森源及內蒙古森源綜合入賬

鑒於(i)發現失去青海森源之重大資產；(ii)梁女士作為青海森源及內蒙古森源董事及法定代表的法律地位保持不變；及(iii)本集團無法獲取青海森源及內蒙古森源的財務資料，董事認為本集團對青海森源及內蒙古森源並無權力，不再享有青海森源及內蒙古森源可變回報或對其擁有權利，亦無能力行使其權利以影響該等可變回報。本集團已就重獲其對青海森源及內蒙古森源之控制權一事委聘中國律師處理。董事認為，上述法律訴訟對本集團的財務狀況及營運並無任何嚴重影響，原因為本集團重獲對青海森源及內蒙古森源之控制權一事仍在進行中，而該等公司自二零一零年起已不再綜合入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years except as stated below.

HKFRS 16 “Leases”

The Group was initially applied HKFRS 16 “Leases” with effect from 1 January 2019 and has taken transitional provisions and methods not to restate comparative information for prior period.

On adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in relation to leases which had previously been classified as ‘operating leases’ under HKAS 17 “Leases”, resulted in changes in the consolidated amounts reported in the financial statements as follows:

At 1 January 2019:

		HK\$'000 千港元
Increase in right-of-use assets	使用權資產增加	18,156
Decrease in finance lease liabilities	融資租賃負債減少	42,043
Increase in other borrowings	其他借款增加	(39,452)
Increase in lease liabilities	租賃負債增加	(20,747)

3. 應用新訂及經修訂香港財務報告準則

於本期間，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈之與其經營業務有關並於二零一九年一月一日開始之會計期間生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團綜合財務報表之呈列及本年度及過往年度所呈報之金額發生重大變動，下文所示則除外。

香港財務報告準則第16號「租賃」

本集團自二零一九年一月一日起儲備應用香港財務報告準則第16號「租賃」，並已採用過渡性條文及方法，以不重列上一期間的比較資料。

於採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號「租賃」分類為「經營租賃」的租賃確認使用權資產及租賃負債，導致財務報表內的綜合數額發生以下變動：

於二零一九年一月一日：

	HK\$'000 千港元
Increase in right-of-use assets	18,156
Decrease in finance lease liabilities	42,043
Increase in other borrowings	(39,452)
Increase in lease liabilities	(20,747)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 16 "Leases" (Continued)

The reconciliation of operating lease commitment to lease liabilities as at 1 January 2019 is set out below:

		HK\$'000 千港元
Operating lease commitment at 31 December 2018	二零一八年十二月三十一日之 經營租賃承擔	20,347
Add:	加：	
Finance lease liabilities	融資租賃負債	2,591
Less:	減：	
Discounting at 6.8%	按6.8%貼現	(1,570)
Recognition exemption for leases with less than 12 months of lease term at transition	於過渡時就租賃期少於12個月的 租賃使用確認豁免	(621)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	<u>20,747</u>

The operating lease commitments disclosed as at 31 December 2018 were HK\$20,347,000, while the lease liabilities recognised as at 1 January 2019 were HK\$20,747,000, of which HK\$6,616,000 were current lease liabilities and HK\$14,131,000 were non-current lease liabilities.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

3. 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號「租賃」(續)

於二零一九年一月一日經營租賃承擔與租賃負債之對賬如下：

於二零一八年十二月三十一日披露的經營租賃承擔為20,347,000港元，而於二零一九年一月一日確認的租賃負債為20,747,000港元，其中6,616,000港元為流動租賃負債，14,131,000港元為非流動租賃負債。

本集團並無應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，惟尚未能指出該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise the judgements in the process of applying the accounting policies. The areas involving areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

4. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則及香港聯合交易所有限公司證券上市規則及香港公司條例的適用披露規定編製。

綜合財務報表乃按歷史成本慣例而編製，並已就按公平值列賬之投資物業重估作出修訂。

編製符合香港財務報告準則之綜合財務報表要求使用若干關鍵假設及估計。其亦要求董事於應用本集團之會計政策過程中行使其判斷。涉及假設及估計對綜合財務報表而言屬重大之領域披露於附註5。

編製該等綜合財務報表所應用之主要會計政策載於下文。

綜合

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團擁有控制權之實體。當本集團因參與實體業務而承擔可變回報之風險或享有可變回報之權利，且能夠透過其對實體之權力影響該等回報時，則本集團控制該實體。當本集團之現有權力使其能夠於現時掌控相關業務（即對實體回報產生重大影響之業務）時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權，以釐定其是否擁有控制權。潛在投票權僅於其持有人能夠實際行使該權利之情況下方會予以考慮。

附屬公司自其控制權轉移至本集團當日起綜合入賬，並自控制權終止當日起不再綜合入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated income statement and consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

4. 重大會計政策 (續)

綜合 (續)

因出售附屬公司而導致失去控制權之收益或虧損指(i)出售代價之公平值加於該附屬公司任何保留投資的公平值與(ii)本公司應佔該附屬公司淨資產加與該附屬公司有關於之任何餘下商譽以及任何有關累計外幣換算儲備之間的差額。

集團內部交易、結餘及未變現溢利均予以對銷。除非交易證明所轉讓資產出現減值，未變現虧損亦予以對銷。附屬公司之會計政策已在必要時作出變動，以確保其與本集團所採納之政策一致。

非控股權益指非本公司直接或間接應佔之附屬公司股權。非控股權益於綜合財務狀況表及綜合權益變動表權益內呈列。非控股權益在綜合損益表及綜合其他全面收入表呈列，以顯示本年度之損益及全面收入總額在非控股股東與本公司擁有人之間之分配。

即使會導致非控股權益出現虧絀結餘，損益及其他全面收入各部分均歸屬於本公司擁有人及非控股股東。

本公司在附屬公司中的擁有權變化不會導致失去控制權，應作為股權交易（即與擁有人以擁有人身份進行的交易）入賬。控股股東及非控股權益之賬面值會進行調整，以反映其在附屬公司中的相對權益的變動。非控股權益的調整金額與支付或收到代價的公平值之間的差額直接在權益中確認，並歸屬於本公司擁有人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, equity instruments at fair value through other comprehensive income), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

4. 重大會計政策 (續)

業務合併及商譽

收購法用於將業務合併中的收購附屬公司入賬。收購成本乃按所獲資產收購日期之公平值、所發行之權益工具、所產生之負債以及或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時，附屬公司之可識別資產及負債均按其於收購日期之公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司應佔可識別資產及負債之公平淨值超出收購成本之差額乃於綜合損益表內確認為本公司應佔議價收購之收益。

對於分階段進行之業務合併，先前已持有之附屬公司之股權乃按其於收購日期之公平值重新計量，而由此產生之損益於綜合損益表內確認。公平值會加入至收購成本以計算商譽。

倘先前已持有之附屬公司之股權之價值變動已於其他全面收入內確認（例如按公平值計入其他全面收入的權益工具），則於其他全面收入表確認之金額乃按在先前已持有之股權被出售的情況下所需之相同基準確認。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combination and goodwill

(Continued)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at their acquisition-date fair value the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

4. 重大會計政策 (續)

業務合併及商譽 (續)

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策內所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益表內確認，且隨後不予撥回。就減值測試而言，商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

合營安排

合營安排指一項由兩個或以上的參與方共同控制之安排。共同控制為合約協定分佔合營安排控制權，其僅在相關活動決策必須獲分佔控制權之人士一致同意方存在。有關活動即可大幅影響安排回報之活動。在評估共同控制權時，本集團會考慮本身之潛在投票權以及其他各方持有之潛在投票權，以釐定其是否擁有共同控制權。潛在投票權僅於有關持有人擁有實質能力行使該權利時，方會予以考慮。

合營安排分為共同經營或合營企業。共同經營為一項合營安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產及有責任分擔有關安排之負債。合營企業為一項合營安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產淨值。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint arrangements (Continued)

In relation to its interest in a joint operation, the Group recognises in its consolidated financial statements, its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly; its revenue from the sale of its share of the output arising from the joint operation; its share of the revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses incurred jointly, in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

Discontinued operation

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

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the operation is abandoned.

When an operation is classified as discontinued, a single amount is presented in the income statement and statement of comprehensive income, which comprises:

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

4. 重大會計政策 (續)

合營安排 (續)

就本集團於共同經營之權益而言，本集團在綜合財務報表中，按照香港財務報告準則適用於特定資產、負債、收益及開支的規定，確認其資產（包括其應佔共同持有之任何資產）、其負債（包括其應佔共同產生之任何負債）、銷售其應佔共同經營之產出所得收益，以及其開支（包括其應佔共同產生之任何開支）。

已終止經營業務

已終止經營業務為本集團之一部分，其營運及現金流量可與本集團之其他部分清楚區分，且代表一項按業務或營運地區劃分之獨立主要業務，或作為出售一項按業務或營運地區劃分之獨立主要業務之單一統籌計劃的一部分，或為一間純粹為轉售而收購之附屬公司。

倘根據香港財務報告準則第5號業務被出售或符合分類為持作銷售之標準（以較早者為準），則分類為已終止經營業務。此情況亦會於業務被廢止時出現。

倘業務分類為已終止經營業務，則會於損益表及其他全面收入表按單一數額呈列，當中包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組別，計量公平值減出售成本或於出售時確認之除稅後損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 重大會計政策 (續)

外幣換算

(a) 功能及呈列貨幣

本集團各實體之財務報表所列項目乃按實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。

(b) 各實體財務報表之交易及結餘

外幣交易於初步確認時按交易日期之當前匯率換算為功能貨幣。以外幣計值之貨幣資產及負債均按各報告期末之匯率換算。此換算政策引致的收益及虧損於損益確認。

按公平值以外幣計量之非貨幣項目使用釐定公平值日期之匯率換算。

當非貨幣項目之收益或虧損於其他全面收入確認時，該收益或虧損之任何匯兌部分於其他全面收入確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部分於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation

The results and financial position of all the Group's entities that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 重大會計政策 (續)

外幣換算 (續)

(c) 綜合賬目之換算

所有功能貨幣有別於本集團呈列貨幣之本集團實體之業績及財務狀況均按以下方式換算為本集團之呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期之收市匯率換算；
- 收入及開支乃按平均匯率換算（除非該平均匯率並非交易日期當前匯率之累積影響之合理近似值，在該情況下，收入及開支按交易日期之匯率換算）；及
- 所有因此產生之匯兌差額均於匯兌儲備內確認。

於綜合賬目時，換算於海外實體的投資淨額及換算借款產生之匯兌差額均於匯兌儲備確認。於出售海外業務時，有關匯兌差額於損益確認為出售之部分收益或虧損。

收購海外實體產生之商譽及公平值調整乃作為該海外實體的資產及負債處理，並按收市匯率換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Other than oil properties, depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates for leasehold improvements, furniture, office equipment and motor vehicles are in the range from 5% to 33%.

Depreciation on oil properties is provided to write off the cost of oil properties using unit of production method utilising only proved developed oil reserves as the depletion base.

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and equipment pending for installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. 重大會計政策 (續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列示。

只有當後續成本很可能為本集團帶來與該項目有關的未來經濟利益，而該項目的成本能可靠計量時，方計入資產的賬面值或確認為一項獨立資產（倘適用）。所有其他維修及保養於其產生期間於損益確認。

除石油財產外，物業、廠房及設備乃於其估計可使用年期採用足以撇銷其成本減剩餘價值之比率以直線法計算折舊。租賃裝修、傢俬、辦公設備及汽車的主要折舊年率介乎5%至33%。

石油財產之折舊僅按探明已開發石油儲量作為損耗基礎以生產單位法撇銷石油財產之成本計算。

剩餘價值、可使用年期及折舊方法於各報告期末均會進行檢討，並在適當情況下作出調整。

在建工程指在建樓宇及待安裝之廠房及設備，並按成本減減值虧損列示。折舊於相關資產可供使用時開始。

出售物業、廠房及設備之收益或虧損乃出售所得款項淨額與相關資產資產賬面值之差額，於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property (including property that is being constructed or developed for future use as investment property) is measured initially at its cost including all direct costs attributable to the property.

Subsequent to initial recognition, the investment property is stated at its fair value, which reflects market condition at the reporting period. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates for land and buildings are in the range from 20% to 33.3%.

4. 重大會計政策 (續)

投資物業

投資物業乃持有以賺取租金及／或用於資本增值的土地及／或樓宇。投資物業（包括未來用作投資物業的在建或開發中物業）儲備按其成本（包括物業應佔所有直接成本）計量。

初步確認後，投資物業按公平值列示，反映報告期的市況。投資物業公平值變動產生的收益或虧損於其產生期間於損益確認。

出售一項投資物業之收益或虧損為出售所得款項淨額與該物業賬面值之差額，並於損益確認。

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的折舊率折舊。土地及樓宇的主要折舊年率介乎20%至33.3%。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

The Group as lessor

Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

4. 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產乃按成本(包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。租賃負債包括使用租賃內所述利率(倘有關利率可予確定,否則以本集團的增量借款利率)折現租賃付款的現值淨額。各租賃付款於負債與財務成本之間分配。財務成本於租期內在損益內扣除,以使租賃負債餘額的利率固定。

與短期租賃相關的付款及低價值資產租賃於租期內以直線法在損益內確認為開支。短期租賃乃為初步租期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

本集團作為出租人

經營租賃

不會向承租人轉移資產擁有權絕大部分風險及回報的租賃以經營租賃入賬。經營租賃所得租金收入按直線法於相關租賃之租期內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

4. 重大會計政策 (續)

財務工具的確認及取消確認

當本集團成為財務工具合約條文的一方時，財務資產和財務負債在綜合財務狀況表中確認。

當收取資產現金流的合約權利到期時，終止確認財務資產；本集團實質上轉移了資產所有權的所有風險及回報；或者本集團既沒有轉移也沒有實質上保留資產所有權的所有風險及回報，但沒有保留對資產的實際控制權。財務資產終止確認時，資產賬面值與收到的代價之和之間的差額於損益中確認。

財務負債在相關合約規定的義務解除、取消或到期時取消確認。取消確認的財務負債的賬面值與支付的代價之間的差額於損益中確認。

財務資產

倘根據資產合約條款規定須於有關市場所規定之期限內購入或出售資產，則財務資產按交易日基準確認入賬及終止確認，並按公平值加直接應佔交易成本作初步確認，惟按公平值計入損益之投資則除外。收購按公平值計入損益的投資之直接應佔交易成本即時於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Financial assets at fair value through profit or loss; and
- Equity instruments at fair value through other comprehensive income.

(a) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

4. 重大會計政策 (續)

財務資產 (續)

本集團的財務資產按以下類別分類：

- 按攤銷成本列賬的財務資產；
- 按公平值計入損益的財務資產；及
- 按公平值計入其他全面收入之權益工具。

(a) 按攤銷成本列賬的財務資產

該類別項下的財務資產（包括應收貿易及其他賬項）須同時符合下列條件：

- 資產乃按目的為持有資產以收取合約現金流的業務模式持有；及
- 資產的合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

有關項目其後以實際利率法按攤銷成本減預期信貸虧損的虧損撥備計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

(b) Financial assets at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

(c) Equity instruments at fair value through other comprehensive income

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity instruments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

4. 重大會計政策 (續)

財務資產 (續)

(b) 按公平值計入損益的財務資產

財務資產如不符合按攤銷成本計量的條件及按公平值計入其他全面收入的債務投資的條件，則歸入本類別，除非本集團於初步確認時將並非持作買賣的權益投資指定為按公平值計入其他全面收入計量則作別論。

按公平值計入損益的財務資產其後按公平值計量，公平值變動所產生的任何收益或虧損於損益內確認。於損益內確認的公平值收益或虧損已扣除任何利息收入及股息收入。利息收入及股息收入於損益內確認。

(c) 按公平值計入全面收入之權益工具

於初步確認時，本集團可以不可撤回地選擇（按個別工具基準）將並非持作買賣的權益工具投資指定為按公平值計入其他全面收入計量。

按公平值計入全面收入之權益工具其後按公平值計量，公平值變動所產生的收益及虧損於其他全面收入內確認並於權益投資重估儲備內累計。終止確認投資時，過往於權益投資重估儲備內累計的累計收益或虧損不會重新分類至損益。

該等投資的股息於損益內確認，除非股息明顯屬所收回投資成本的一部分則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management are also included as a component of cash and cash equivalents.

4. 重大會計政策 (續)

預期信貸虧損之虧損撥備

本集團按攤銷成本及合約資產確認財務資產預期信貸虧損的虧損撥備。預期信貸虧損乃信貸虧損的加權平均值，並以各自的違約風險作為加權數值。

於各報告期末，或倘財務工具的信貸風險自初步確認後大幅增加，就應收貿易賬項及合約資產而言，本集團按相等於該財務工具預計年內所有可能發生的違約事件所產生的預期信貸虧損（「全期預期信貸虧損」）的金額計量該財務工具的虧損撥備。

倘於報告期末，財務工具（應收貿易賬項除外）的信貸風險自初步確認後並無顯著增加，則本集團按相等於該財務工具在報告期後12個月內可能發生的違約事件所產生的預期信貸虧損（構成全期預期信貸虧損的部分金額）計量該財務工具的虧損撥備。

預期信貸虧損金額或為調整報告期末虧損撥備至所需金額而撥回的款項於損益內確認為減值收益或虧損。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目指銀行及手頭現金、於銀行及其他財務機構的活期存款，以及可隨時兌換成已知數額現金及無明顯變值風險的短期高流動性投資。按要求償還並構成本集團現金管理一部分的銀行透支，亦計入現金及現金等值項目的組成部分。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Convertible bonds

Convertible loans which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible loans and the fair values assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

If the identifiable consideration received by the Group appears to be less than the fair value of the convertible loans issued, the Group measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible loans issued and that of the identifiable consideration received, and the difference is recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

4. 重大會計政策 (續)

財務負債及權益工具

財務負債及權益工具乃根據所訂立合約安排的內容及香港財務報告準則項下財務負債及權益工具的定義分類。權益工具為任何可證明本集團資產（經扣除其所有負債後）剩餘權益的合約。就特定財務負債及權益工具採納的會計政策於下文載列。

可換股債券

可換股貸款賦予持有者權利按固定轉換價將貸款轉換為固定數目的權益工具，被視為包括負債及權益部分的綜合工具。於發行日期，負債部分的公平值乃使用相似不可換股債務的現行市場利率進行估計。於復合金融工具嵌入的任何衍生特性之公平值計入負債部分。發行可換股貸款所得款項與分配予負債部分之差額（指持有人將貸款轉換為本集團權益的嵌入式換股權）於權益作為資本儲備入賬。負債部分以實際利率法按攤銷成本列為負債，直至獲轉換或贖回時清償為止。衍生部分按公平值計量，收益及虧損於損益確認。

倘本集團收到的可識別代價似乎小於已發行可轉換貸款之公平值，則本集團將已收到（將予收到）的無法識別服務計量為已發行可轉換貸款之公平值與已收到可識別代價之公平值之間的差額，及差額於損益內確認。

交易成本乃根據可換股貸款之負債及權益部分於發行當日之相關賬面值按比例分攤。與權益部分有關之份額乃直接在權益中扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Promissory notes

Promissory notes are recognised initially at fair value, net of directly attributable transaction costs. After initial recognition, promissory notes are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which cases they are stated at cost. Gains and losses are recognised in consolidated income statements when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the effective interest rate. The effective interest rate amortisation is included in finance cost in the consolidated income statement.

Derivative financial instruments

Derivatives (including conditional promissory notes at fair value) are initially recognised and subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss.

4. 重大會計政策 (續)

承兌票據

承兌票據初步按公平值扣除直接應佔交易成本確認。初步確認後，承兌票據其後採用實際利率法按攤銷成本計量，惟貼現影響不重大的情況除外，在此情況下其按成本列賬。當終止確認負債及透過實際利率攤銷過程進行時，收益及虧損於綜合損益表確認。

攤銷成本經計及收購之任何折讓或溢價及構成實際利率組成部分的費用或成本計算。實際利率攤銷計入綜合損益表的財務成本。

衍生金融工具

衍生工具（包括按公平值計量的有條件承兌票據）初步確認，其後按公平值計量，且公平值變動產生的任何收益或虧損於損益表確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade and other payables

Trade and other payables are initially recognised at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

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

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

4. 重大會計政策 (續)

借款

借款初步按公平值扣除所產生交易成本確認，其後使用實際利率法按攤銷成本計量。

除非本集團擁有無條件權利將負債的償還日期延後至報告期後至少12個月，否則借款分類為流動負債。

應付貿易及其他賬項

應付貿易及其他賬項初步按其公平值確認，其後以實際利率法按攤銷成本計量，除非貼現影響屬微不足道，在此情況下，則按成本列賬。

權益工具

本集團發行之權益工具按所收取所得款項記錄，並扣除直接發行成本。

來自客戶合約之收益

收益乃參照商業慣例按與客戶訂立的合約所列明的代價計量，並不包括代表第三方收取的金額。就客戶付款至轉移所承諾產品或服務需時超過一年的合約，代價會就重大融資成分的影響進行調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised using the effective interest method.

Rental income is recognised on a straight-line basis over the lease term.

4. 重大會計政策 (續)

來自客戶合約之收益 (續)

本集團於完成向客戶轉移產品或服務控制權的履約責任時確認收益。履約責任可於一段時間內或於某個時點完成，視乎合約條款及該合約適用的法律而定。倘符合以下情況，則履約責任將於一段時間內完成：

- 客戶同時收取並消耗本集團履約時所帶來的利益；
- 本集團的履約行為創造或增強客戶於資產創建或增強時所控制的資產；或
- 本集團的履約行為並無創造可供本集團作其他用途的資產，且本集團擁有可強制執行權利就迄今已完成的履約部分收取款項。

倘履約責任乃於一段時間內完成，則收益會根據圓滿完成該項履約責任的進度確認。否則，收益會於客戶獲得產品或服務控制權的時點確認。

其他收益

利息收入乃使用實際利率法確認。

租金收入乃於租期內按直線法確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. 重大會計政策 (續)

僱員福利

(a) 僱員假期

僱員享有的年假及長期服務假於賦予僱員時確認。已就截至報告期末僱員因提供服務而享有的年假及長期服務假的估計負債計提撥備。

僱員的病假及產假於放假時方予確認。

(b) 退休金承擔

本集團向定額供款退休計劃作出供款，全體僱員均可參與該計劃。供款由本集團及僱員按僱員基本薪金的百分比作出。自損益扣除的退休福利計劃成本指本集團應向基金支付的供款。

(c) 終止僱用福利

終止僱用福利於本集團不得再撤銷提供該等福利，或當本集團確認重組成本並涉及終止僱用福利時（以較早者為準）確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and distributors.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to distributors are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. 重大會計政策 (續)

以股份支付的款項

本集團向若干董事、僱員及分銷商發放以權益結算以股份支付的款項。

授予董事及僱員的以權益結算以股份支付的款項於授出日期按權益工具的公平值計量（不包括非市場歸屬條件的影響）。以權益結算以股份支付的款項於授出日期所釐定的公平值，乃根據本集團對將最終歸屬股份的估計及就非市場歸屬條件的影響作出調整，於歸屬期內以直線法支銷。

授予分銷商的以權益結算以股份支付的款項按所提供服務的公平值計量，或倘無法可靠地計量所提供服務的公平值，則按所授出權益工具的公平值計量。公平值乃按本集團獲得服務當日計量，並確認為開支。

借款成本

直接歸屬於收購、建造或生產合資格資產（指需要經過相當長時間方能投入作擬定用途或出售的資產）的借款成本將撥充資本作為該等資產的部分成本，直至該等資產大致上能投入作擬定用途或出售為止。在特定借款撥作合資格資產的開支前暫時用作投資所賺取的投資收入，需自合資格撥充資本的借款成本扣除。

就於一般情況下取得合資格資產而借入的資金而言，合資格撥充資本的借款成本金額按用於該項資產開支的資本化比率計算得出。資本化比率為適用於本集團於該期間尚未償還借款（不包括為取得合資格資產而借入的特定借款）的加權平均借款成本。

所有其他借款成本在其產生期間於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 重大會計政策 (續)

政府補助

在有合理保證證明本集團將遵守政府補助的附帶條件後，政府補助方會予以確認及將會得到補助。

政府補助乃於本集團將擬以補助所補償相關成本確認為開支的期間內以系統基準於損益中確認。與可折舊資產有關的政府補助於綜合財務狀況表內確認為遞延收入，並於相關資產之可使用年期內轉撥至損益。

稅項

所得稅指即期稅項與遞延稅項的總額。

現時應付稅項按年內應課稅溢利計量。應課稅溢利與損益內確認的溢利不同，原因為應課稅溢利不包括其他年度的應課稅或可扣稅收入或開支項目，亦不包括永不課稅或不可扣稅的項目。本集團的即期稅項負債按報告期末前已頒佈或實質上已頒佈的稅率計量。

遞延稅項按資產及負債於綜合財務報表的賬面值與計算應課稅溢利所用相應稅基間的差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產則按可能出現可用作對銷可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免的應課稅溢利時確認。倘暫時差額乃因商譽或因初始確認（業務合併除外）一項不影響應課稅溢利或會計溢利的交易的其他資產及負債所產生，則有關資產及負債不予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

4. 重大會計政策 (續)

稅項 (續)

遞延稅項負債按於附屬公司的投資所產生的應課稅暫時差額確認，惟本集團有能力控制暫時差額的撥回而暫時差額可能不會於可見將來撥回的情況則除外。

遞延稅項資產的賬面值於各報告期末作檢討，並於不再可能取得足夠應課稅溢利收回全部或部分資產時予以調減。

遞延稅項按預期於結清負債或變現資產期間適用的稅率計量，而該稅率乃基於報告期末前已頒佈或實質上已頒佈的稅率得出。遞延稅項於損益內確認，惟當遞延稅項與於其他全面收入或直接於權益內確認的項目有關時，遞延稅項亦會於其他全面收入或直接於權益內確認。

遞延稅項資產及負債的計量反映按照本集團預期於報告期末收回或清償其資產及負債賬面值的方式所產生的稅務後果。

就以公平值模式計量的投資物業而言，為計量其遞延稅項，該等物業的賬面值將假定可透過出售方式收回，除非該假定遭駁回則作別論。當投資物業可予折舊，並於本集團以於一段時間內消耗該投資物業所包含的絕大部分經濟利益（而非透過出售）為業務目標的商業模式持有，假定即被駁回。倘假定遭駁回，則該等投資物業的遞延稅項按該等物業的預期收回方式計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the consolidated financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

4. 重大會計政策 (續)

稅項 (續)

當有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，且遞延稅項資產及負債與同一稅務機關所徵收的所得稅有關，而本集團擬按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債即互相抵銷。

分類報告

經營分類及財務報表呈報之各分類項目金額從向本集團最高級行政人員定期提供之綜合財務資料中識別，有關財務資料用以分配資源予本集團各項業務及評估有關業務表現。

個別重大經營分部除非具備相近經濟特點、相近產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所用方法及規管環境性質，否則於財務呈報時不作合併計算。個別不屬重大之經營分部如符合大部分準則，可合併計算。

關連方

關連方為與本集團有關連的個人或實體。

- (a) 倘一名人士符合下列任何條件，則該人士或該人士的近親與本集團有關連：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本公司或本公司母公司的主要管理人員。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 重大會計政策 (續)

關連方 (續)

- (b) 倘一間實體符合下列任何條件，則該實體與本集團（報告實體）有關連：
- (i) 該實體與本公司屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司互有關連）。
 - (ii) 一間實體為另一實體的聯營公司或合營公司（或為某集團成員公司的聯營公司或合營公司，而該另一實體亦為此集團的成員公司）。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
 - (v) 該實體乃為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。倘本集團本身即為有關計劃，則提供資助的僱主亦與本集團有關連。
 - (vi) 該實體受(a)項所識別的人士控制或共同控制。
 - (vii) 於(a)(i)項所識別的人士對該實體有重大影響力，或為該實體（或該實體的母公司）的主要管理人員。
 - (viii) 該實體或其所屬集團的任何成員公司為本公司或本公司的母公司提供主要管理人員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets except inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 重大會計政策 (續)

資產減值

於各報告期末，本集團審閱其有形及無形資產（存貨及應收款項除外）的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘有任何該等跡象，則估計資產的可收回金額以釐定任何減值虧損的程度。倘無法估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。

可收回金額為公平值減出售成本與使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量採用可反映現時市場對金錢時間價值的評估及資產特定風險的稅前貼現率貼現至其現值。

倘資產或現金產生單位的可收回金額估計少於其賬面值，則資產或現金產生單位的賬面值將調減至其可收回金額。減值虧損即時於損益內確認，除非相關資產按重估金額列賬，在此情況下，減值虧損被視為重估減值處理。

倘減值虧損於其後撥回，則資產或現金產生單位的賬面值將增加至其經修訂的估計可收回金額，惟按此增加的賬面值不得超過假設於以往年度並無就資產或現金產生單位確認減值虧損所應釐定的賬面值（扣除攤銷或折舊）。減值虧損撥回即時於損益內確認，除非相關資產按重估金額列賬則除外，在此情況下，減值虧損撥回被視為重估增值處理。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 重大會計政策 (續)

撥備及或然負債

倘本集團須就過往事件承擔現有法律或推定責任，而履行該責任有可能導致經濟利益流出且能對金額作出可靠估計，則就該時間或金額不定的負債確認撥備。倘金錢時間價值屬重大，則撥備按預期履行責任的開支現值列示。

倘需要經濟利益流出的可能性不大，或金額無法可靠地估計，則有關責任將披露為或然負債，除非流出的可能性微乎其微。可能出現的責任（其存在與否取決於一項或多項未來事件是否發生）亦披露為或然負債，除非流出的可能性微乎其微。

報告期後事項

提供有關本集團於報告期末狀況的額外資料或顯示持續經營假設並不適用的報告期後事項均屬調整事項，於綜合財務報表內反映。不屬於調整事項的報告期後事項如屬重大，則於綜合財務報表附註內披露。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the Director has made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Going concern basis*

These financial statements have been prepared on a going concern basis, the validity of which depends upon the assumptions and measures as explained in note 2(a) to the consolidated financial statements.

(b) *Deferred tax for investment properties*

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the Directors have rebutted the presumption that investment properties measured using the fair value model are recovered through sale.

(c) *Consolidation of entity of less than 50% equity interest*

Although the Group owns less than 50% of the equity interests in Shundong Port, Shundong Port is treated as a subsidiary because the Group is able to control the relevant activities of Shundong Port as a result of the concert party agreement entered between the Group and another shareholder of Shundong Port.

5. 關鍵會計估計及判斷

應用會計政策的關鍵判斷

在應用會計政策的過程中，董事作出以下對綜合財務報表內所確認金額構成最重大影響的判斷。

(a) *持續經營基準*

該等財務報表乃按持續經營基準編製，其有效性乃視乎綜合財務報表附註2(a)所述的假設及計量而定。

(b) *投資物業的遞延稅項*

就以公平值模式計量的投資物業而言，為計量其遞延稅項，董事已檢討本集團的投資物業組合，結論為本集團的投資物業乃以於一段時間內消耗該等投資物業所包含的絕大部分經濟利益（而非透過出售）為目標的商業模式持有。因此，於釐定本集團投資物業的遞延稅項時，董事駁回以公平值模式計量的投資物業將透過出售方式收回金額的假定。

(c) *合併股權少於50%的實體*

儘管本集團於順東港務擁有少於50%股權，順東港務被視為附屬公司，乃因本集團與順東港務另一名股東訂立一致行動人士協議而令本集團可控制順東港務的相關活動。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Critical judgements in applying accounting policies (Continued)

(d) Equity instruments at fair value through other comprehensive income

The Group owns 28% of the equity instruments in Tai'an Wanyue Real Estate Company Limited ("Tai'an Wanyue"). Tai'an Wanyue is treated as the equity instruments at fair value through other comprehensive income because the Group has no significant influence on the relevant activities of Tai'an Wanyue as a result of the shareholders' agreement entered between the Group and other shareholders of Tai'an Wanyue.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Fair value of investment properties

The Group appointed an independent professional valuer to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The Directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

5. 關鍵會計估計及判斷 (續)

應用會計政策的關鍵判斷 (續)

(d) 按公平值計入其他全面收入之權益工具

本集團於泰安萬岳置業有限公司(「泰安萬岳」)擁有28%權益工具。泰安萬岳被視為按公平值計入其他全面收入之權益工具，原因是本集團與泰安萬岳其他股東訂立股東協議而令本集團對泰安萬岳相關活動並無重大影響。

估計不確定性之主要來源

於報告期末有重大風險可致使下個財政年度之資產及負債賬面值須作重大調整而與未來有關之主要假設及估計不確定性之其他主要來源論述如下。

(a) 投資物業之公平值

本集團委聘獨立專業估值師以評估投資物業之公平值。於釐定公平值時，估值師已使用涉及若干估計的估值方法。董事已行使其判斷，並信納估值方法反映現行市況。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

(b) Fair value of equity instruments at fair value through other comprehensive income

In the absence of quoted market prices in an active market, the Directors estimate the fair value of the Group's investment in Tai'an Wanyue, details of which are set out in notes 7 and 24 to the consolidated financial statements, by considering information from a variety of sources, including the financial position and financial performance of Tai'an Wanyue.

(c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

5. 關鍵會計估計及判斷 (續)

估計不確定性之主要來源 (續)

(b) 按公平值計入其他全面收入之權益工具之公平值

在缺乏活躍市場報價的情況下，董事考慮多個來源的資料，包括泰安萬岳的財務狀況及財務表現，以估計本集團於泰安萬岳的投資公平值，有關詳情載於綜合財務報表附註7及24。

(c) 壞賬及呆賬之減值虧損

本集團根據對應收貿易及其他賬項可收回能力（包括每名債務人的當前信譽及過往收款記錄）的評估，就呆壞賬作出減值虧損。當發生事件或情況有變顯示結餘可能無法收回時，即產生減值。確定呆壞賬需要運用判斷及估計。倘實際結果有別於原先估計，則有關差額將於該項估計出現變動的年度影響應收貿易及其他賬項的賬面值及呆賬開支。倘債務人的財務狀況日趨惡化，以致無力償債，則可能須作額外撥備。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

(d) Fair value of convertible bonds

The Directors use their judgement in selecting an appropriate valuation technique for the Group's convertible bonds which are not quoted in the active market. Valuation techniques commonly used by market practitioners are applied. The fair value of the financial liability and equity component varies with different variables of certain subjective assumptions. Any change in these variables so adopted may materially affect the estimation of the value of these components.

(e) Fair value of promissory notes

The fair value is determined by an independent professional valuer. Valuation techniques commonly used by market practitioners are applied. The fair value of the promissory notes varies with different variables of certain subjective assumptions. Any change in these variables so adopted may materially affect the estimation of the value of promissory notes.

(f) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. 關鍵會計估計及判斷 (續)

估計不確定性之主要來源 (續)

(d) 可換股債券之公平值

董事於為並無於活躍市場報價之本集團可換股債券選取合適估值方法時使用其判斷。應用市場從業人員普遍使用的估值技術。財務負債及權益部分的公平值因若干主觀假設的不同變量而不同。所採納的該等變量的任何變動均可能對該等部分的估值造成重大影響。

(e) 承兌票據之公平值

公平值乃由獨立專業估值師釐定。採用市場從業人員常用的估值方法。承兌票據公平值隨若干主觀假設的不同變量而不同。所採納的該等變量如發生任何變化可能對承兌票據估值造成重大影響。

(f) 所得稅

本集團須於數個司法權區繳納所得稅。釐定所得稅撥備時，須作出重大估計。於日常業務過程中充斥多項使最終稅務釐定無法確定的交易及計量。倘該等事項的最終稅務結果有別於初步入賬的金額，則有關差額將影響釐定期間的所得稅及遞延稅項撥備。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

Revenue and expenses of the Group are mostly in United States dollars ("US\$") and RMB. Exposures to currency exchange rates arise from certain of the Group's cash and bank balances which are denominated in US\$. The Group does not use derivative financial instruments to hedge its foreign currency risk. The Group reviews its foreign currency exposures regularly and does not consider its foreign exchange risk to be significant.

By assessing foreign currency risk on cash and bank balances, the effect arising from a reasonably possible change in the exchange rates of HK\$ against US\$ in the next twelve months was not material to the loss for the year and accumulated losses at each of the reporting date, on the basis that all other variables remain constant.

(b) Price Risk

The Group's financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk.

At 31 December 2019, if the share prices of the financial assets at fair value through profit or loss increase/decrease by 10%, profit after tax for the year would have been HK\$2,831,000 (2018: loss after tax for the year would have been HK\$1,440,000 lower/higher) higher/lower, arising as a result of the fair value gain/loss of the financial assets at fair value through profit or loss.

6. 財務風險管理

本集團的業務活動使其承受多種金融風險：外幣風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃專注於金融市場不可預測的特性，力求盡量減低對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團之收益及開支大部分以美元（「美元」）及人民幣計值。匯率風險來自本集團以美元計值的若干現金及銀行結存。本集團並無使用衍生財務工具以對沖其外幣風險。本集團定期檢討其外幣風險，認為其外幣風險並不重大。

透過評估現金及銀行結存的外幣風險，在所有其他變數維持不變的情況下，未來十二個月港元兌美元的匯率合理可能變動所產生的影響對年內虧損及各報告日期的累計虧損而言並不重大。

(b) 價格風險

本集團的按公平值計入損益之財務資產於各報告期末按公平值計量。因此，本集團面臨股本證券價格風險。

於二零一九年十二月三十一日，倘按公平值計入損益之財務資產的股價上升／下跌10%，則由於按公平值計入損益之財務資產之公平值收益／虧損導致年內除稅後溢利將增加／減少2,831,000港元（二零一八年：年內除稅後虧損將減少／增加1,440,000港元）。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk

The carrying amount of cash and bank balances, investments, amount due from an associate, trade and other receivables and loan receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings.

In order to minimise credit risk, the Directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the Directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. As at 31 December 2019, the Group has no concentration of credit risk (2018: 78% and 100% of total receivables was due from the Group's largest trade debtor and the three largest trade debtors respectively).

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- external credit rating (if available);

6. 財務風險管理 (續)

(c) 信貸風險

綜合財務狀況表所包括的現金及銀行結存、投資、應收聯營公司款項、應收貿易及其他賬項及應收貸款的賬面值，相當於本集團就其財務資產所承受的最高信貸風險。

現金及銀行結存的信貸風險有限，因對手方均為信貸評級較高的銀行。

為將信貸風險降到最低，董事已委派一個團隊負責釐定信貸限額、信貸批准及其他監控程序。此外，董事定期檢討各個別貿易債務的可收回金額，以確保就不可收回債務確認充足減值虧損。就此而言，董事認為本集團信貸風險顯著降低。

客戶營運所在行業的違約風險亦對信貸風險產生影響，但影響較小。於二零一九年十二月三十一日，本集團並無信貸風險集中（二零一八年：由於應收賬項總額中78%及100%分別為應收本集團最大貿易債務人及三大貿易債務人款項）。

本集團持續對比財務資產於報告日期發生違約的風險與於初始確認日期的違約風險，以評估財務資產的信貸風險於各報告期內有否大幅增加。本集團亦考慮所能取得的合理而有理據支持的前瞻性資料。尤其使用到以下資料：

- 內部信貸評級；
- 外部信貸評級（倘適用）；

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 61 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

- 預期可導致借款人履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 借款人經營業績的實際或預期重大變動；
- 同一借款人的其他金融工具的信貸風險大幅增加；
- 抵押品價值或擔保的質素或信貸提升措施出現重大變動；及
- 借款人預期表現及行為的重大變動，包括借款人的付款狀況變動。

倘債務人的約定付款逾期超過30日，則假定信貸風險大幅增加。當對手方未能於約定付款到期日起計61日內支付款項，則財務資產出現違約。

當合理預期無法收回財務資產（如債務人未能與本集團達成還款計劃）時，財務資產即予撇銷。倘債務人逾期超過360日仍未能按約定付款，則本集團一般會撇銷該貸款或應收款項。倘貸款或應收款項被撇銷，則本集團在實際可行及符合經濟效益的情況下，將繼續採取強制行動以試圖收回到期應收款項。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. The Group concluded that impact of ECLs on trade receivables are insignificant as at 31 December 2019.

The Group uses two categories for non-trade loan receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履行	Low risk of default and strong capacity to pay 低違約風險及強度支付能力	12 month expected losses 12個月預期虧損
Non-performing 不履行	Significant increase in credit risk 信貸風險大幅增加	Lifetime expected losses 全期預期虧損

All of these loans are considered to have low risk and under the 'Performing' category because they have a low risk of default and have strong ability to meet their obligations. No provision for loss allowance was recognised for the years of 2019 and 2018.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

本集團以全期預期信貸虧損金額計量應收賬項的虧損撥備，該金額使用撥備矩陣計算。由於本集團的歷史信貸虧損經驗並沒有顯示不同客戶群的虧損模式存在顯著差異，按逾期狀態的虧損撥備不會進一步按本集團的不同客戶群區分。

預期信貸虧損率按過去5年的實際虧損經驗計算，並按收集歷史數據期間的經濟狀況、當前狀況和本集團按經濟狀況對應收賬項預期年期的看法的差異來調整此等利率。本集團認為，於二零一九年十二月三十一日，預期信貸虧損對應收貿易賬項的影響並不重大。

本集團就非貿易應收貸款使用兩個類別反映其信貸風險以及如何確定各類別的貸款虧損撥備。於計算預期信貸虧損率時，本集團考慮各類別歷史虧損率及就前瞻性數據做出的調整。

所有該等貸款被視為風險較低及均屬於「履行」類別，乃由於其違約風險較低，且擁有可履行其責任的強大能力。於二零一九年及二零一八年，並無確認虧損撥備。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follow:

6. 財務風險管理 (續)

(d) 流動資金風險

本集團的政策為定期監察目前及預期的流動資金需要，以確保其維持充足的現金儲備以應付短期及長期的流動資金需要。

本集團財務負債的到期狀況分析如下：

		Within 6 months or on demand	More than 6 months to 12 months	More than 1 year	Total contractual undiscounted cash flow	Carrying amounts
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		六個月內 或按要 求	六個月以上 至十二個月	一年以上	合約性無貼現 現金流量總額	賬面值
		千港元	千港元	千港元	千港元	千港元
At 31 December 2019	於二零一九年 十二月三十一日					
Other payables and accruals	其他應付款項及應計款項	201,709	-	-	201,709	201,709
Amounts due to non-controlling interests	應付非控股股東款項	3,817	-	146,201	150,018	148,458
Bank borrowings	銀行借款	133,986	53,020	64,997	252,003	240,263
Other borrowings	其他借款	72,737	82,422	10,700	165,859	158,380
Convertible bonds	可換股債券	-	26,940	-	26,940	26,221
Promissory notes	承兌票據	1,530	20,483	164,951	186,964	152,545
		413,779	182,865	386,849	983,493	927,576
At 31 December 2018	於二零一八年 十二月三十一日					
Other payables and accruals	其他應付款項及應計款項	383,885	-	-	383,885	383,885
Amounts due to non-controlling interests	應付非控股股東款項	-	-	280,638	280,638	259,418
Bank borrowings	銀行借款	74,733	93,179	78,695	246,607	234,840
Other borrowings	其他借款	130,891	1,759	45,947	178,597	171,526
Convertible bonds	可換股債券	35,258	-	26,940	62,198	60,508
		624,767	94,938	432,220	1,151,925	1,110,177

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6. FINANCIAL RISK MANAGEMENT (Continued)

(e) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits, loan receivables, other borrowings, amounts due to non-controlling shareholders, bank borrowings, convertible bonds and promissory notes. Except for the bank balances, convertible bonds and promissory notes, all these bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group considered interest rate risk on bank balances is insignificant.

(f) Categories of financial instruments at 31 December

6. 財務風險管理 (續)

(e) 利率風險

本集團面臨之利率風險來自其銀行存款、應收貸款、其他借款、應付非控股股東款項、銀行借款、可換股債券及承兌票據。除銀行結存、可換股債券及承兌票據外，所有該等款項按固定利率計息，因此須承受公平值利率風險。

本集團認為銀行結存之利率風險不重大。

(f) 於十二月三十一日的財務工具類別

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Financial assets:	財務資產：		
Financial assets at fair value through profit or loss	按公平值計入損益之財務資產	28,314	14,407
Equity instruments at fair value through other comprehensive income	按公平值計入全面收入之權益工具	226,060	-
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本列賬的財務資產 (包括現金及現金等值項目)	294,853	501,832
		549,227	516,239
Financial liabilities:	財務負債：		
Financial liabilities at fair value through profit or loss	按公平值計入損益之財務負債	70,455	-
Financial liabilities at amortised cost	按攤銷成本列賬的財務負債	857,121	1,110,177
		927,576	1,110,177

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(g) 公平值

綜合財務狀況表所列之本集團財務資產及財務負債的賬面值與其各自公平值相若。

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7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值指於計量日期市場參與者於有序交易中就出售資產收取或就轉讓負債支付的價格。以下披露的公平值計量採用一套公平值層級，將計量公平值所用估值技術的輸入數據劃分成三個層級：

第一級 本集團於計量日期可於活躍
輸入數據：市場上就相同資產或負債獲得的報價（未經調整）。

第二級 就資產或負債可直接或間接
輸入數據：觀察的輸入數據（第一級所包括的報價除外）。

第三級 資產或負債的不可觀察輸入
輸入數據：數據。

本集團的政策為於導致轉移的事件發生或狀況有變當日，確認該三個層級中任何一級的轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 December

7. 公平值計量 (續)

(a) 於十二月三十一日公平值層級的披露級別

		Fair value measurements using:			2019
		公平值計量使用以下層級：			二零一九年
		Level 1	Level 2	Level 3	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		第一級	第二級	第三級	總計
		千港元	千港元	千港元	千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets at fair value through profit or loss	按公平值計入損益的財務資產				
Listed equity investments	上市股本投資	28,314	-	-	28,314
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具				
Private equity investments	私募股權投資	-	-	226,060	226,060
Investment properties	投資物業				
Commercial – PRC	商用—中國	-	-	1,441,575	1,441,575
Financial liabilities at fair value through profit or loss	按公平值計入損益的財務負債				
Promissory notes	承兌票據	-	-	(70,455)	(70,455)
Total recurring fair value measurements	經常性公平值計量總額	28,314	-	1,597,180	1,625,494

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7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 December (Continued)

		Fair value measurements using:			2018
		公平值計量使用以下層級：			二零一八年
		Level 1	Level 2	Level 3	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		第一級	第二級	第三級	總計
		千港元	千港元	千港元	千港元
Recurring fair value measurements:	經常性公平值計量：				
Investments at fair value through profit or loss	按公平值計入損益之投資				
Listed equity investments	上市股本投資	14,407	-	-	14,407
Investment properties	投資物業				
Commercial – PRC	商用－中國	-	-	1,425,000	1,425,000
Total recurring fair value measurements	經常性公平值計量總額	14,407	-	1,425,000	1,439,407

During the year ended 31 December 2019, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (2018: Nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一九年十二月三十一日止年度，第一級與第二級之間並無轉撥，亦無轉入或轉出第三級（二零一八年：無）。本集團的政策為於其發生報告期末確認公平值層級之間的轉撥。

7. 公平值計量 (續)

(a) 於十二月三十一日公平值層級的披露級別 (續)

		Fair value measurements using:			2018
		公平值計量使用以下層級：			二零一八年
		Level 1	Level 2	Level 3	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		第一級	第二級	第三級	總計
		千港元	千港元	千港元	千港元

Recurring fair value measurements:	經常性公平值計量：				
Investments at fair value through profit or loss	按公平值計入損益之投資				
Listed equity investments	上市股本投資	14,407	-	-	14,407
Investment properties	投資物業				
Commercial – PRC	商用－中國	-	-	1,425,000	1,425,000
Total recurring fair value measurements	經常性公平值計量總額	14,407	-	1,425,000	1,439,407

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7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets/(liabilities) measured at fair value based on level 3

7. 公平值計量 (續)

(b) 根據第三級按公平值計量的資產／(負債)對賬

		Liabilities 負債	Assets 資產			
			Equity instruments at fair value through other comprehensive income	Private equity investments	Investment properties	2019 Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		按公平值計入損益的財務負債承兌票據 千港元	按公平值計入其他全面收入的權益工具 私募股本投資 千港元	按公平值計入其他全面收入的權益工具 私募股本投資 千港元	投資物業 千港元	二零一九年總計 千港元
At the beginning of the year	於年初	-	-	1,425,000		1,425,000
Addition	添置	-	226,060	39,583		265,643
Total gains or losses recognised	於以下各項確認的收益或虧損總額					
in profit or loss ^(#)	損益 ^(#)	-	-	5,196		5,196
in other comprehensive income	其他全面收入	-	-	(28,204)		(28,204)
Issues	發行	(70,455)	-	-		(70,455)
At the end of reporting period	於報告期末	(70,455)	226,060	1,441,575		1,597,180
^(#) Included gains for assets/(liabilities) held at the end of reporting period	^(#) 包括於報告期末所持資產／(負債)的收益	-	-	5,196		5,196

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7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets/(liabilities) measured at fair value based on level 3 (Continued)

		Investment properties HK\$'000	2018 Total HK\$'000 二零一八年 總計 千港元
At the beginning of the year	於年初	1,500,000	1,500,000
Addition	添置	5,732	5,732
Total gains or losses recognised	於以下各項確認的收益或虧損總額		
in profit or loss ^(#)	損益 ^(#)	(5,986)	(5,986)
in other comprehensive income	其他全面收入	(74,746)	(74,746)
At the end of reporting period	於報告期末	1,425,000	1,425,000
^(#) Included gains for assets held at the end of reporting period	^(#) 包括於報告期末所持資產的收益	(5,986)	(5,986)

The total gains or losses recognised in profit or loss are presented in fair value gain/(loss) on investment properties in the consolidated income statement.

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December

The Directors are responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements.

The Group has engaged an independent valuer, APAC Asset Valuation and Consulting Limited, to determine the fair value of the investment properties as at 31 December 2019 and 2018.

7. 公平值計量 (續)

(b) 根據第三級按公平值計量的資產／(負債)對賬 (續)

	Investment properties HK\$'000	2018 Total HK\$'000 二零一八年 總計 千港元
At the beginning of the year	1,500,000	1,500,000
Addition	5,732	5,732
Total gains or losses recognised		
in profit or loss ^(#)	(5,986)	(5,986)
in other comprehensive income	(74,746)	(74,746)
At the end of reporting period	1,425,000	1,425,000
^(#) Included gains for assets held at the end of reporting period	(5,986)	(5,986)

於損益確認的收益或虧損總額於綜合損益表內以投資物業之公平值收益／(虧損)呈列。

(c) 於十二月三十一日本集團使用估值程序及估值技術以及公平值計量所用輸入數據披露

董事負責就財務報告進行所需資產及負債的公平值計量(包括第三級公平值計量)。

本集團已聘用獨立估值師亞太資產評估及顧問有限公司，以釐定投資物業於二零一九年及二零一八年十二月三十一日之公平值。

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December (Continued)

The Group has engaged an independent valuer, APAC Asset Valuation and Consulting Limited, to determine the fair value of equity instruments at fair value through other comprehensive income and fair value of promissory notes as at 31 December 2019.

Key unobservable inputs used in level 3 fair value measurements on assets/(liabilities) are mainly:

7. 公平值計量 (續)

(c) 於十二月三十一日本集團使用估值程序及估值技術以及公平值計量所用輸入數據披露 (續)

本集團已聘用獨立估值師亞太資產評估及顧問有限公司，以釐定按公平值計入其他全面收入之權益工具之公平值及承兌票據於二零一九年十二月三十一日之公平值。

資產／(負債)第三級公平值計量所用主要不可觀察輸入數主要為：

Description	Valuation technique and key inputs	Significant unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2019 HK\$'000 公平值 二零一九年 千港元
描述	估值技術及 主要輸入數據	重大不可觀察 輸入數據	範圍	輸入數據增加 對公平值的影響	
Investment properties 投資物業	Income approach 收入法	(1) Rent growth rate per annum	0% to 6%	Increase	1,441,575
		(1) 租金年增長率	0%至6%	增加	
		(2) Discount rate	8%	Decrease	
		(2) 貼現率	8%	減少	
		(3) Capitalisation rate	4.5%	Decrease	
		(3) 資本化率	4.5%	減少	

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December (Continued)

Description	Valuation technique and key inputs	Significant unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2019 HK\$'000 公平值 二零一九年 千港元
描述	估值技術及 主要輸入數據	重大不可觀察 輸入數據	範圍	輸入數據增加 對公平值的影響	
Private equity investments 私募股本投資	Asset-based approach 資產法	(1) Discount for lack of marketability (1) 缺乏適銷性折讓	15.8%	Decrease 減少	226,060
		(2) Discount for lack of control (2) 缺乏控制性折讓	10%	Decrease 減少	
		(3) Fair value of net assets as at 31 December 2019 (3) 於二零一九年十二月三十一日之資產淨值公平值	RMB955,724,000 人民幣955,724,000元	Increase 增加	
Promissory notes 承兌票據	Scenario Probability Analysis 情況概約分析	(1) Discount rate (1) 貼現率	7.5%	Decrease 減少	
		(2) Probability of fulfilment of conditions (2) 達成條件的可能性	95%-100%	Increase 增加	
			95%-100%		

7. 公平值計量 (續)

(c) 於十二月三十一日本集團使用估值程序及估值技術以及公平值計量所用輸入數據披露 (續)

Description	Valuation technique and key inputs	Significant unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2019 HK\$'000 公平值 二零一九年 千港元
描述	估值技術及 主要輸入數據	重大不可觀察 輸入數據	範圍	輸入數據增加 對公平值的影響	
Private equity investments 私募股本投資	Asset-based approach 資產法	(1) Discount for lack of marketability (1) 缺乏適銷性折讓	15.8%	Decrease 減少	226,060
		(2) Discount for lack of control (2) 缺乏控制性折讓	10%	Decrease 減少	
		(3) Fair value of net assets as at 31 December 2019 (3) 於二零一九年十二月三十一日之資產淨值公平值	RMB955,724,000 人民幣955,724,000元	Increase 增加	
Promissory notes 承兌票據	Scenario Probability Analysis 情況概約分析	(1) Discount rate (1) 貼現率	7.5%	Decrease 減少	
		(2) Probability of fulfilment of conditions (2) 達成條件的可能性	95%-100%	Increase 增加	
			95%-100%		

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7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December (Continued)

Description	Valuation technique and key inputs	Significant unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2018 HK\$'000 公平值 二零一八年 千港元
折舊	估值技術及 主要輸入數據	重大不可觀察 輸入數據	範圍	輸入數據增加 對公平值的影響	
Investment properties	Income approach	(1) Rent growth rate per annum	0% to 6%	Increase	
投資物業	收入法	(1) 租金年增長率	0%至6%	增加	
		(2) Discount rate	8%	Decrease	
		(2) 貼現率	8%	減少	
		(3) Capitalisation rate	4.5%	Decrease	1,425,000
		(3) 資本化率	4.5%	減少	

There were no changes in the valuation techniques used for the years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止年度所用估值技術並無變動。

7. 公平值計量 (續)

(c) 於十二月三十一日本集團使用估值程序及估值技術以及公平值計量所用輸入數據披露 (續)

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8. REVENUE

8. 收益

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Revenue from contracts with customers:	來自客戶合約之收益：		
Agency income from Insurance Brokerage Service (continuing operations)	保險經紀服務之代理收入 (持續經營業務)	8	1
Sale of crude oil (discontinued operation)	銷售原油 (已終止經營業務)	16,436	37,247
		16,444	37,248
Revenue from other sources:	來自其他來源之收益：		
Rental income from investment properties (continuing operations)	投資物業租金收入 (持續經營業務)	129,830	115,080
Total revenue	總收益	146,274	152,328
Representing:	指：		
Continuing operations	持續經營業務	129,838	115,081
Discontinued operation (note 14(a))	已終止經營業務 (附註14(a))	16,436	37,247
		146,274	152,328

Note:

Sale of crude oil from Oil Production is recognised at point in time when there is evidence that the control of crude oil has been transferred to the customer, the customer has adequate control over crude oil and the Group has no unfulfilled obligations that affect customer accepting the crude oil.

Agency income from Insurance Brokerage Service is recognised at point in time as contracts are signed with the ultimate customers.

For the years ended 31 December 2018 and 2019, all revenue from contracts with customers is recognised at a point in time.

附註：

產油業務中原油銷售於有證據顯示原油控制權已轉移予客戶，客戶對原油擁有足夠控制權，且本集團並無未履行責任足以影響客戶接受原油之時間點確認。

保險經紀服務代理收入於與最終客戶訂立合約的時間點確認。

截至二零一九年及二零一八年十二月三十一日止年度，所有來自客戶合約之收益於某一時間點確認。

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9. INTEREST REVENUE AND OTHER INCOME AND OTHER GAINS AND LOSSES

(a) Interest revenue

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	39	1,270
Loan interest income	貸款利息收入	10,831	618
		10,870	1,888
Discontinued operation (note 14(a))	已終止業務經營 (附註14(a))		
Bank interest income	銀行利息收入	1	6
		10,871	1,894

9. 利息收入及其他收入及其他收益及虧損

(a) 利息收入

(b) Other income and other gains and losses

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Continuing operations	持續經營業務		
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益之財務資產公平值收益	15,992	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	19
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之財務資產之收益	2,460	76
Rental income from sub-letting of leased assets	分租租賃資產之租賃收入	487	164
Government grants (note)	政府補助(附註)	-	6,914
Sundry income	雜項收入	187	618
		19,126	7,791
Discontinued operation (note 14(a))	已終止業務經營(附註14(a))		
Sundry income	雜項收入	17	-
		17	-
		19,143	7,791

(b) 其他收入及其他收益及虧損

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9. INTEREST REVENUE AND OTHER INCOME AND OTHER GAINS AND LOSSES (Continued)

Note: In April 2018, a subsidiary of the Company has been granted from the Ministry of Transport a subsidy of RMB5,810,000 (approximately HK\$6,914,000) in respect of usage of clean energy in the operations of the Oil and Liquefied Chemical Terminal in the PRC.

10. SEGMENT INFORMATION

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to management of the Group for their decisions about resources allocation to the Group's business components and review of these components' performance. The business components in the internal reporting to management of the Group are determined based on the Group's major product and service lines. The Group has identified the following reportable segments:

- the Oil and Liquefied Chemical Terminal segment represents the business of the leasing of the Port and Storage Facilities;
- the Insurance Brokerage Service segment represents the business of providing insurance brokerage service; and
- the Oil Production segment represents the business of oil production. This segment was discontinued during the year ended 31 December 2019. Details are explained in note 14 to the consolidated financial statements.

The accounting policies of the reportable and operating segments are the same as those described in the summary of significant accounting policies.

There was no inter-segment sale and transfer during the years of 2018 and 2019.

9. 利息收入及其他收入及其他收益及虧損 (續)

附註：於二零一八年四月，本公司一間附屬公司就於中國使用清潔能源營運油品及液體化學品碼頭已自交通部獲得補貼人民幣5,810,000元（約6,914,000港元）。

10. 分類資料

本集團已根據定期向本集團管理層匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，確立其營運分類及編製分類資料。向本集團管理層進行內部報告之業務分部乃按照本集團主要產品及服務種類釐定。本集團已確立以下報告分類：

- 油品及液體化工品碼頭分類，指租賃碼頭及儲存設施業務；
- 保險經紀服務分類，指提供保險經紀服務；及
- 產油分類，指產油業務。本分類已於截至二零一九年十二月三十一日止年度終止經營。詳情載於綜合財務報表附註14。

報告及經營分類之會計政策與重大會計政策概要所述者相同。

於二零一八年及二零一九年，並無分類間銷售及轉撥。

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綜合財務報表附註

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

10. SEGMENT INFORMATION (Continued)

Customers from Oil and Liquefied Chemical Terminal and Oil Production segments are located in the PRC whereas customers from Insurance Brokerage Service segment are located in Hong Kong. Geographical location of customers is based on the location at which the goods are delivered and the contracts are negotiated and entered into with the customers. No geographical location of non-current assets is presented as substantial non-current assets are physically based in the PRC.

Information about reportable segment profit or loss, assets and liabilities:

10. 分類資料 (續)

來自油品及液體化工品碼頭及產油分類的客戶均位於中國，而來自保險經紀服務分類的客戶則位於香港。客戶所在地理位置基於貨品交付地點及與客戶協商及訂立合約的地點。並無呈列非流動資產地理位置，此及由於大部分非流動資產實際位於中國。

有關報告分類損益、資產及負債的資料：

		Continuing operations		Discontinued operation	Total
		Oil and Liquefied Chemical Terminal	Insurance Brokerage Service	Oil Production	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		油品及液體化工品碼頭	保險經紀服務	產油	總計
		千港元	千港元	千港元	千港元
For the year ended	截至二零一九年				
31 December 2019	十二月三十一日止年度				
Revenue from external customers	來自外部客戶之收益	129,830	8	16,436	146,274
Segment profit/(loss)	分類溢利/(虧損)	110,045	(2,044)	2,622	110,623
Interest revenue	利息收入	-	-	1	1
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(765)	(5)	(86)	(856)
Depreciation of right-of-use assets	使用權資產折舊	(571)	(372)	(264)	(1,207)
Amortisation of intangible assets	無形資產攤銷	-	-	(277)	(277)
Fair value gain of investment properties	投資物業的公平值收益	5,196	-	-	5,196
Additions to segment non-current assets	分類非流動資產添置	41,182	-	-	41,182
As at 31 December 2019	於二零一九年				
	十二月三十一日				
Segment assets	分類資產	1,597,492	489	-	1,597,981
Segment liabilities	分類負債	(803,259)	(56)	-	(803,315)

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10. SEGMENT INFORMATION (Continued)

10. 分類資料 (續)

		Continuing operations		Discontinued operation	Total
		Oil and Liquefied Chemical Terminal	Insurance Brokerage Service	Oil Production	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		油 品及液 體 化 工 品 碼 頭 千 港 元	保 險 經 紀 服 務 千 港 元	已 終 止 經 營 業 務 產 油 千 港 元	總 計 千 港 元
For the year ended	截至二零一八年				
31 December 2018	十二月三十一日止年度				
Revenue from external customers	來自外部客戶之收益	115,080	1	37,247	152,328
Segment profit/(loss)	分類溢利/(虧損)	94,629	(290)	(59,635)	34,704
Interest revenue	利息收入	1,133	-	6	1,139
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(746)	(6)	(2,633)	(3,385)
Amortisation of intangible assets	無形資產攤銷	-	-	(870)	(870)
Write-off of property, plant and equipment	物業、廠房及設備撇銷	-	-	(1,559)	(1,559)
Impairment of property, plant and equipment	物業、廠房及設備減值	-	-	(526)	(526)
Impairment loss of intangible assets	無形資產之減值虧損	-	-	(62,801)	(62,801)
Fair value loss of investment properties	投資物業之公平值虧損	(5,986)	-	-	(5,986)
Additions to segment non-current assets	分類非流動資產添置	5,732	19	2,622	8,373
As at 31 December 2018	於二零一八年				
	十二月三十一日				
Segment assets	分類資產	1,522,475	2,721	203,633	1,728,829
Segment liabilities	分類負債	(977,763)	(630)	(195,359)	(1,173,752)

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10. SEGMENT INFORMATION (Continued)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

Revenue

No reconciliation of reportable and operating segment revenue is provided as the total revenue for reportable and operating segments is the same as Group's revenue.

Profit or loss

Total profit or loss of reportable segments	報告分類總損益	
Finance cost	財務成本	
Unallocated amounts:	未分配金額：	
Other corporate income	其他企業收入	
Other corporate expenses	其他企業開支	
Elimination of (profit)/loss for the year from discontinued operation	已終止經營業務年內(溢利)/虧損之對銷	
Consolidated profit before income tax for the year	年內除所得稅前綜合溢利	

Assets

Reportable segment assets	報告分類資產	
Property, plant and equipment	物業、廠房及設備	
Cash and bank balances	現金及銀行結存	
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具	
Other corporate assets (note)	其他企業資產(附註)	
Consolidated total assets	綜合總資產	

10. 分類資料(續)

報告分類收益、損益、資產及負債之對賬：

收益

由於報告及經營分類總收益與本集團收益相同，故並未提供報告及經營分類收益之對賬。

損益

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
110,623	34,704
(45,028)	(63,891)
29,323	833
(32,931)	(16,499)
(2,622)	59,635
59,365	14,782

資產

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
1,597,981	1,728,829
2,345	3,538
47,736	274,824
226,060	—
199,354	209,340
2,073,476	2,216,531

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10. SEGMENT INFORMATION (Continued)

Liabilities

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Reportable segment liabilities	報告分類負債	803,315	1,173,752
Convertible bonds	可換股債券	26,221	60,508
Promissory notes	承兌票據	152,545	-
Other corporate liabilities	其他企業負債	65,018	53,000
Consolidated total liabilities	綜合總負債	1,047,099	1,287,260

Note:

Other corporate assets mainly included unallocated financial assets at fair value through profit or loss, loan receivables and refundable deposits.

Revenue from major customers:

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Customer A (derived from Oil and Liquefied Chemical Terminal segment)	客戶A (來源於油品及液體化工品碼頭分類)	129,830	115,080
Customer B (derived from Oil Production segment)	客戶B (來源於產油分類)	16,436	37,247
		146,266	152,327

10. 分類資料 (續)

負債

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
803,315	1,173,752
26,221	60,508
152,545	-
65,018	53,000
1,047,099	1,287,260

附註：

其他企業資產主要包括按公平值計入損益之未分配財務資產、應收貸款及可退還按金。

來自主要客戶之收益：

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
129,830	115,080
16,436	37,247
146,266	152,327

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11. FINANCE COSTS

11. 財務成本

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Continuing operations	持續經營業務		
Imputed interest on convertible bonds (note 36)	可換股債券之推算利息(附註36)	971	17,414
Interest on bank and other borrowings	銀行及其他借款利息	29,553	30,702
Interest on promissory notes (note 37)	承兌票據利息(附註37)	818	-
Finance lease charges	融資租賃費用	-	4,675
Interest on amounts due to non-controlling shareholders	應付非控股股東款項之利息	12,879	11,100
Interest on lease liabilities	租賃負債利息	807	-
		45,028	63,891
Discontinued operation (note 14(a))	已終止經營業務(附註14(a))		
Interest on bank and other borrowings	銀行及其他借款利息	131	264
Interest on lease liabilities	租賃負債利息	34	-
		165	264
		45,193	64,155

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12. INCOME TAX EXPENSES

12. 所得稅開支

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Current tax – PRC	當期稅項－中國		
– Current year	– 本年度	26	45
– PRC withholding tax	– 中國預扣稅	882	925
		908	970
Deferred tax – PRC	當期稅項－中國		
– Current year (note 38)	– 本年度(附註38)	25,100	27,760
Income tax expenses	所得稅開支	26,008	28,730
Representing:	指:		
Continuing operations	持續經營業務	24,006	38,799
Discontinued operation (note 14(a))	已終止經營業務(附註14(a))	2,002	(10,069)
		26,008	28,730

No provision for taxation in Hong Kong has been made as the Group did not have any assessable profit arising from Hong Kong for both years.

Under the Enterprise Income Tax Law of the PRC (the “EIT Law”) and Regulation on Implementation of the EIT Law, the tax rate of the PRC subsidiaries of the Group is 25% for both years.

Pursuant to the PRC Corporate Income Tax Law, PRC Value added Tax Law and other related regulations, non-PRC resident enterprises are levied withholding tax at 10%, 6% and various tax rate (unless reduced by tax treaties/arrangements) respectively on interest receivable from PRC enterprises for income earned since 1 January 2008. The Group has adopted withholding tax rate of 10%, 6% and various tax rate on corporate income tax, value-added tax and other taxes for PRC withholding tax purpose during the years ended 31 December 2019 and 2018.

由於本集團於兩個年度並無源自香港的任何應課稅溢利，故並無就香港稅項計提撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於兩個年度，本集團中國附屬公司之稅率為25%。

根據中國企業所得稅法、中國增值稅法及其他相關條例，自二零零八年一月一日起，非中國居民企業須就所賺取收入應收中國企業的利息分別按10%、6%及多項不同稅率(根據稅務條款/安排作出下調則除外)之稅率繳納預扣稅。於截至二零一九年及二零一八年十二月三十一日止年度，本集團就繳納中國預扣稅採用10%、6%及多項不同稅率的企業所得稅、增值稅及其他稅項的預扣稅率。

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12. INCOME TAX EXPENSES (Continued)

The reconciliation between the income tax expenses and profit/(loss) before tax is as follows:

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Profit/(loss) before income tax*	除所得稅前溢利／(虧損)*	72,863	(45,117)
Tax at the applicable rates to profit/(loss) in the tax jurisdictions concerned	對於所涉稅務司法權區之溢利／(虧損)按適用稅率計算之稅項	17,269	(8,958)
Tax effect of non-taxable income	非課稅收入之稅務影響	(6,723)	(2,167)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	6,566	22,194
Tax effect of unrecognised tax losses	未確認稅項虧損之稅務影響	8,014	16,736
PRC withholding tax	中國預扣稅	882	925
Income tax expenses	所得稅開支	26,008	28,730

* Profit/(loss) before income tax comprised of profit before income tax from continuing operations of HK\$59,365,000 (2018: HK\$14,782,000), profit before income tax from discontinued operation of HK\$2,457,000 (2018: loss of HK\$59,899,000) (note 14(a)) and gain on disposal of subsidiaries of HK\$11,041,000 (note 14(b)) (2018: Nil).

12. 所得稅開支 (續)

所得稅開支與除稅前溢利／(虧損)之對賬如下：

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
除所得稅前溢利／(虧損)*	72,863	(45,117)
對於所涉稅務司法權區之溢利／(虧損)按適用稅率計算之稅項	17,269	(8,958)
非課稅收入之稅務影響	(6,723)	(2,167)
不可扣稅開支之稅務影響	6,566	22,194
未確認稅項虧損之稅務影響	8,014	16,736
中國預扣稅	882	925
所得稅開支	26,008	28,730

* 除所得稅前溢利／(虧損)包括持續經營業務除所得稅前溢利59,365,000港元(二零一八年: 14,782,000港元)、已終止經營業務除所得稅前溢利2,457,000港元(二零一八年: 虧損59,899,000港元)(附註14(a))及出售附屬公司之收益11,041,000港元(附註14(b))(二零一八年: 無)。

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13. PROFIT/(LOSS) FOR THE YEAR

The Group's profit/(loss) for the year is stated after charging/(crediting) the following:

13. 本年度溢利／（虧損）

本集團本年度溢利／（虧損）經扣除／（計入）以下各項後列示：

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元 (Re-presented) (重列)
Continuing operations			
Depreciation of property, plant and equipment	持續經營業務 物業、廠房及設備折舊	1,970	865
Depreciation of right-of-use assets	使用權資產折舊	6,303	-
Direct operating expenses arising from investment properties that generated rental income	產生租金收入之投資物業產生的直接經營開支	9,654	4,906
Fair value (gain)/loss on financial assets at fair value through profit or loss	按公平值計入損益的財務資產之公平值（收益）／虧損	(15,992)	920
Exchange loss, net	匯兌虧損淨額	982	1,749
Impairment loss on goodwill	商譽之減值虧損	1,440	-
Operating lease charges on land and buildings	土地及樓宇之經營租賃費用	-	3,836
Expenses related to short-term lease	與短期租賃有關的開支	947	-
Staff costs (including directors' remuneration):	員工成本（包括董事薪酬）：		
Salaries, bonuses and allowances	薪金、花紅及津貼	13,077	14,106
Retirement benefit scheme contributions	退休福利計劃供款	744	107
		13,821	14,213
Auditor's remuneration	核數師薪酬	880	775
Discontinued operation			
Depreciation of property, plant and equipment	已終止經營業務 物業、廠房及設備折舊	86	2,633
Depreciation of right-of-use assets	使用權資產折舊	264	-
Amortisation of intangible assets	無形資產攤銷	287	870
Written-off of property, plant and equipment	物業、廠房及設備撇銷	-	1,559
Exchange loss, net	匯兌虧損淨額	2	(678)
Operating lease charges on land and buildings	土地及樓宇之經營租賃費用	-	1,087
Expenses related to short-term lease	與短期租賃有關的開支	16	-
Staff costs:	員工成本：		
Salaries, bonuses and allowances	薪金、花紅及津貼	3,732	8,329
Retirement benefit scheme contributions	退休福利計劃供款	440	967
		4,172	9,296
Auditor's remuneration	核數師薪酬	-	300

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14. DISCONTINUED OPERATION

On 3 June 2019, the Group entered into the sale and purchase agreement with the independent third party (the “Purchaser”), pursuant to which the Purchaser has conditionally agreed to acquire and the Group has conditionally agreed to sell the entire issued shares of China International Energy Investments (Hong Kong) Limited (together with its subsidiaries referred to as the “Target Group” engaged in the oil production) which holds 100% equity interests in China Era Energy Power Investment Limited at a total consideration of HK\$52,819,000 (the “Disposal”) which was paid upon signing of the disposal agreement by way of two promissory notes (collectively, the “Promissory Notes”). The Promissory Notes comprised of: (a) the first promissory note with a face value of HK\$41,619,000 carrying no interest and maturing on 31 December 2020 (the “Zero-coupon Promissory Note”); and (b) the second promissory note with a face value of HK\$11,200,000 carrying interest of 8% per annum and maturing on 31 August 2019 (the “8%-coupon Promissory Note”).

Prior to the completion of the Disposal, the Group, exclude the Target Group (collectively the “Remaining Group”) owed the Target Group an amount of HK\$41,619,000 (the “Drawing from Target Group”). Pursuant to the disposal agreement, it is a condition that (a) the Group shall apply the Zero-coupon Promissory Note to settle all the Drawing from Target Group following completion of the Disposal; and (b) the 8%-coupon Promissory Note shall apply as the partial repayment to a refundable earnest money of HK\$29,000,000 (the “Earnest Money”) (note 30) owed to the other interested purchaser (the “Other Interested Purchaser”) who advanced to the Company pursuant to the memorandum of understanding dated 31 December 2018 entered between the Company and the Other Interested Purchaser. Details of which are set out in the Company’s announcements dated 31 December 2018 and 3 June 2019.

14. 已終止經營業務

於二零一九年六月三日，本集團與獨立第三方（「買方」）訂立買賣協議，據此，買方有條件同意認購及本集團有條件同意出售中國國際能源投資（香港）有限公司（連同其附屬公司統稱「目標集團」，從事石油生產，該公司持有中國年代能源投資有限公司之100%股權）全部已發行股份，總代價為52,819,000港元（「出售事項」），已於簽立出售協議時以兩份承兌票據（統稱為「承兌票據」）方式支付。承兌票據包括：(a) 面值為41,619,000港元、不計息並於二零二零年十二月三十一日到期之第一份承兌票據（「零息承兌票據」）；及(b) 面值為11,200,000港元、以年利率8%計息並於二零一九年八月三十一日到期之第二份承兌票據（「8%票息承兌票據」）。

於出售事項完成前，本集團（不包括目標集團，統稱「餘下集團」）欠付目標集團41,619,000港元（「目標集團提款」）。根據出售協議，有關條款規定(a) 出售事項完成後，本集團動用零息承兌票據清償全部目標集團提款；及(b) 8%票息承兌票據須用於清償欠付其他有意買方（「其他有意買方」，乃根據本公司與其他有意買方於二零一八年十二月三十一日訂立的諒解備忘錄向本公司墊付的人士）的部分可退還誠意金29,000,000港元（「誠意金」）（附註30）。有關詳情載於本公司日期為二零一八年十二月三十一日及二零一九年六月三日的公佈。

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14. DISCONTINUED OPERATION (Continued)

The Disposal was completed on 28 June 2019 (the "Disposal Date") and there is no outstanding balance between the Target Group and the Remaining Group and the 8%-coupon Promissory Note has been offset with the Earnest Money partially. The Disposal constitutes a discontinued operation under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" as the oil production represented one of the major line of business of the Group. Sales, results, net assets and cash flows of the Target Group were as follows:

(a) Analysis of the profit/(loss) from the discontinued operation

Profit/(loss) of discontinued operation	已終止經營業務之溢利／(虧損)	
Gain on disposal of subsidiaries* (note 14(b))	出售附屬公司之收益* (附註14(b))	
Revenue	收益	
Cost of sales	銷售成本	
Gross profit	毛利	
Other income and gains	其他收入及收益	
Selling and distribution expenses	銷售及分銷開支	
Administrative expenses	行政開支	
Other operating expenses	其他經營開支	
Finance costs	財務成本	
Profit/(loss) before income tax*	除所得稅前溢利／(虧損)*	
Income tax (expenses)/credit	所得稅(開支)／抵免	
Profit/(loss) from discontinued operation	已終止經營業務溢利／(虧損)	

* Profit before income tax from discontinued operation for the year ended 31 December 2019 stated in consolidated statement of cash flow included gain on disposal of subsidiaries.

14. 已終止經營業務 (續)

出售事項已於二零一九年六月二十八日(「出售日期」)完成，目標集團及餘下集團之間概無未償還結餘，且8%票息承兌票據已抵銷部分誠意金。出售事項構成香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」下所指之已終止經營業務，原因為產油為本集團的主要業務線之一。目標集團的銷售額、業績、資產淨額及現金流量載列如下：

(a) 已終止經營業務之溢利／(虧損)分析

Period from 1 January 2019 to the Disposal Date HK\$'000 自二零一九年一月一日起至出售日期止期間 千港元	For the year ended 31 December 2018 HK\$'000 截至二零一八年十二月三十一日止年度 千港元
455	(49,830)
11,041	-
11,496	(49,830)
16,436	37,247
(8,665)	(23,669)
7,771	13,578
18	6
(225)	(1,884)
(4,657)	(6,814)
(285)	(64,521)
(165)	(264)
2,457	(59,899)
(2,002)	10,069
455	(49,830)

* 綜合現金流量表所列截至二零一九年十二月三十一日止年度已終止經營業務除所得稅前溢利包括出售附屬公司之收益。

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14. DISCONTINUED OPERATION (Continued)

(b) Disposal of subsidiaries

		HK\$'000 千港元
Net assets disposed of	出售的資產淨值	
Property, plant and equipment	物業、廠房及設備	1,139
Right-of-use assets	使用權資產	841
Intangible assets	無形資產	153,854
Deferred tax assets	遞延稅項資產	41,179
Trade receivables	貿易應收賬款	5,064
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,223
Cash and bank balances	現金及銀行結存	270
Amount due from the Remaining Group	應收餘下本集團款項	41,619
Other payables and accruals	其他應付款項及應計款項	(101,416)
Other borrowings	其他借款	(42,612)
Lease liabilities	租賃負債	(857)
Tax payables	應付稅項	(9,796)
Deferred tax liabilities	遞延稅項負債	(38,403)
		52,105
Release of exchange reserve upon disposal	出售時解除匯兌儲備	(10,327)
Gain on disposal of subsidiaries	出售附屬公司之收益	11,041
Total consideration	代價總額	52,819

An analysis of the net cash flow arising on disposal of the subsidiaries was as follows:

出售附屬公司產生之現金流量淨額分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	-
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(270)
Net cash outflow arising from the disposal of subsidiaries	出售附屬公司產生之現金流出淨額	(270)

No tax charge or credit arose on gain on disposal of the discontinued operation.

並無就出售已終止經營業務之收益產生稅項支出或抵免。

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15. DIVIDENDS

The board of Directors did not recommend any payment of dividends during the year (2018: Nil).

16. EARNINGS/(LOSS) PER SHARE

The calculations of basic earnings/(loss) per share attributable to the owners of the Company are based on the following data:

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Profit/(loss) for the year attributable to the owners of the Company for the purpose of basic earnings/(loss) per share	用以計算每股基本盈利/(虧損)之本公司擁有人應佔本年度溢利/(虧損)		
– From continuing operations	– 持續經營業務	19,814	(26,648)
– From discontinued operation	– 已終止經營業務	11,496	(49,830)
		31,310	(76,478)
Number of shares		'000	'000
股份數目		千股	千股
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	用以計算每股基本盈利/(虧損)之普通股加權平均數	7,205,629	5,417,501

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to the owners of the Company and the weighted average number of ordinary shares after considering mandatory conversion element of convertible bonds.

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary shares during the year ended 31 December 2019.

For the year ended 31 December 2018, no adjustment has been made to the basis loss per share amount presented in respect of a dilution as the impact of the convertible bonds outstanding had an anti-dilutive effect on the basic loss per share amount presented.

15. 股息

年內，董事會不建議派付任何股息（二零一八年：無）。

16. 每股盈利/(虧損)

本公司擁有人應佔每股基本盈利/(虧損)乃根據以下數據計算：

每股基本盈利/(虧損)乃經計及可換股債券的強制轉換因素根據本公司擁有人應佔溢利/(虧損)及普通股加權平均數計算。

由於本公司於截至二零一九年十二月三十一日止年度並無任何潛在攤薄普通股，故未呈列每股攤薄盈利。

截至二零一八年十二月三十一日止年度，由於未兌換之可換股債券對所呈列之每股基本虧損金額具有反攤薄影響，故並無對就攤薄呈列之每股基本虧損金額作出調整。

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17. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (Continued)

(a) The remuneration of each director (Continued)

		Salaries, bonuses and allowances	Retirement benefit scheme contributions	Total
	Fee	in kind		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	袍金	薪金、花紅及 實物津貼	退休福利 計劃供款	總計
	千港元	千港元	千港元	千港元
Executive Directors	執行董事			
Mr. Lan Yongqiang	藍永強先生	-	621	621
Mr. Chan Wai Cheung Admiral	陳偉璋先生	-	991	1,009
Mr. Cao Sheng	曹晟先生	-	191	191
Mr. Yu Zhiyong	于志勇先生	-	191	191
Ms. Wang Meiyang	王美艷女士	-	386	386
Ms. Jin Yuping	金玉萍女士	-	120	120
Independent Non-executive Directors	獨立非執行董事			
Mr. Wang Jinghua	王靖華先生	54	-	54
Mr. Lee Hoi Yan (Resigned on 1 January 2019)	李凱恩先生 (於二零一九年 一月一日辭任)	138	-	138
Mr. Fung Nam Shan	馮南山先生	138	-	138
Total for 2018	二零一八年度總計	330	2,500	2,848

During the year, no emoluments were paid by the Group to the Directors an inducement to join or upon joining the Group, or as compensation for loss of office (2018: Nil).

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year (2018: Nil).

17. 董事及五位最高薪酬人士酬金 (續)

(a) 各董事的酬金 (續)

年內，本集團並無向董事支付任何酬金，作為加入本集團或於加盟時之獎金或作為離職補償（二零一八年：無）。

年內，並無任何董事放棄或同意放棄任何酬金之安排（二零一八年：無）。

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17. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (Continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included 2 (2018: 2) Directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2018: 3) individuals are set out below:

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Salaries, bonuses and allowances 薪金、花紅及津貼	2,712	2,245
Retirement benefits scheme 退休福利計劃供款 contributions	18	35
	2,730	2,280

The emoluments fell within the following band:

	2019 No. of employees 二零一九年 僱員人數	2018 No. of employees 二零一八年 僱員人數
Below HK\$1,000,000 不足1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	1	1

During the year ended 31 December 2019, HK\$50,000 was paid by the Group to one of the five highest paid individuals as an inducement to join. Save as the above, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals (including Directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

During the year ended 31 December 2018, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals (including Directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

17. 董事及五位最高薪酬人士酬金 (續)

(b) 五位最高薪酬人士

年內，本集團五位最高薪酬人士包括兩位（二零一八年：兩位）董事，彼等之酬金詳情參考上文所呈列的分析。年內，餘下三位（二零一八年：三位）人士之酬金載列如下：

該等酬金介乎以下範圍：

截至二零一九年十二月三十一日止年度，本集團向五位最高薪酬人士之一支付50,000港元作為加入獎金。除上文外，本集團並無向任何董事或五位最高薪酬人士（包括董事及僱員）支付任何酬金，作為加入本集團或於加盟時之獎金或作為離職補償。

截至二零一八十二月三十一日止年度，本集團並無向任何董事或五位最高薪酬人士（包括董事及僱員）支付任何酬金，作為加入本集團或於加盟時之獎金或作為離職補償。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Oil properties HK\$'000	Leasehold improvements, furniture, office equipment and motor vehicles HK\$'000 租賃物業 裝修、傢俬、 辦公設備 及汽車 千港元	Construction in progress HK\$'000	Total HK\$'000
		石油財產 千港元	租貨物業 裝修、傢俬、 辦公設備 及汽車 千港元	在建工程 千港元	總計 千港元
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度				
Opening net carrying amount	年初賬面淨值	456	5,282	781	6,519
Additions	添置	-	1,236	-	1,236
Disposal of subsidiaries (note 14(b))	出售附屬公司(附註14(b))	(359)	-	(780)	(1,139)
Disposals	出售	-	(57)	-	(57)
Exchange differences	匯兌差額	(11)	(21)	(1)	(33)
Depreciation	折舊	(86)	(1,970)	-	(2,056)
Closing net carrying amount	年終賬面淨值	-	4,470	-	4,470
At 31 December 2019	於二零一九年十二月三十一日				
Cost	成本	-	8,204	-	8,204
Accumulated depreciation and impairment	累計折舊及減值	-	(3,734)	-	(3,734)
Net carrying amount	賬面淨值	-	4,470	-	4,470
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度				
Opening net carrying amount	年初賬面淨值	6,111	2,943	596	9,650
Additions	添置	845	3,720	1,651	6,216
Acquisition of a subsidiary	收購一間附屬公司	-	19	-	19
Disposals	出售	-	(2)	-	(2)
Write-off	撇銷	(327)	(2)	(1,230)	(1,559)
Exchange differences	匯兌差額	(3,346)	(531)	96	(3,781)
Depreciation	折舊	(2,633)	(865)	-	(3,498)
Impairment loss	減值虧損	(194)	-	(332)	(526)
Closing net carrying amount	年終賬面淨值	456	5,282	781	6,519
At 31 December 2018	於二零一八年十二月三十一日				
Cost	成本	412,110	32,826	3,926	448,862
Accumulated depreciation and impairment	累計折舊及減值	(411,654)	(27,544)	(3,145)	(442,343)
Net carrying amount	賬面淨值	456	5,282	781	6,519

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19. RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

19. 使用權資產

租賃相關項目披露：

		HK\$'000 千港元
At 31 December 2019:	於二零一九年十二月三十一日：	
Right-of-use assets	使用權資產	
– Office premises	– 辦公室物業	10,719
– Motor vehicles	– 汽車	333
		11,052
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債以未貼現現金流量基準的到期分析如下：	
Within one year	一年內	6,617
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	5,974
After five years	五年後	5,156
		17,747
Year ended 31 December 2019:	截至二零一九年十二月三十一日止年度：	
Depreciation charge of right-of-use assets	使用權資產的折舊開支	
– Office premise	– 辦公室物業	6,530
– Motor vehicles	– 汽車	37
		6,567
Lease interests	租賃權益	841
Expenses related to leases of short-term leases	短期租賃的租賃相關開支	963
Total cash outflow for leases	租賃現金流出總額	7,217
Additions to right-of-use assets	添置使用權資產	370

The Group leases various office premises and motor vehicles. Lease agreements are typically made for fixed periods of 3 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

本集團租賃多個辦公室物業及汽車。租賃協議一般固定為期三至五年。租期乃按個別基準進行磋商，載有各種不同的條款及條件。租賃協議並無訂明任何契約，且租賃資產不得用作以借款目的之抵押。

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20. INVESTMENT PROPERTIES

Movements of investment properties are summarised as follows:

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
At 1 January	於一月一日	1,425,000	1,500,000
Additions	添置	39,583	5,732
Fair value gain/(loss) recognised in profit or loss	於損益確認的公平值 收益／(虧損)	5,196	(5,986)
Exchange difference	匯兌差額	(28,204)	(74,746)
At 31 December	於十二月三十一日	1,441,575	1,425,000

The investment properties held by the Group represents the Oil and Liquefied Chemical Terminal located in Shandong Province, the PRC.

The Group leases out its investment properties under operating leases. The lease term is 5 years. All leases are on a fixed rental basis and do not include variable lease payments.

The fair value measurement of the Group's investment properties as at reporting date have been determined by income approach carried out by APAC Asset Valuation and Consulting Limited, an independent professional valuer who holds recognised and relevant professional qualifications.

The investment properties have been pledged to secure banking facilities granted to the Group (note 32), other borrowings (note 33) and lease liabilities (note 35) as at 31 December 2019 (2018: bank borrowings (note 32) and finance lease liabilities (note 34)).

For the fair value measurement of investment properties please refer to note 7 to the consolidated financial statements.

20. 投資物業

投資物業變動概要如下：

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
At 1 January	於一月一日	1,425,000	1,500,000
Additions	添置	39,583	5,732
Fair value gain/(loss) recognised in profit or loss	於損益確認的公平值 收益／(虧損)	5,196	(5,986)
Exchange difference	匯兌差額	(28,204)	(74,746)
At 31 December	於十二月三十一日	1,441,575	1,425,000

本集團持有的投資物業指位於中國山東省的石油及液體化工品碼頭。

本集團根據經營租約出租其投資物業。租期為五年。所有租約按固定租金基準，不包括可變租賃付款。

於報告日期，本集團投資物業的公平值計量已由持有認可及相關專業資格的獨立專業估值師亞太資產評估及顧問有限公司按收入法釐定。

於二零一九年十二月三十一日，投資物業已作抵押，以獲取本集團獲授的銀行融資（附註32），其他借款（附註33）及租賃負債（附註35）（二零一八年：銀行借款（附註32）及融資租賃負債（附註34））。

有關投資物業的公平價值計量，請參閱綜合財務報表附註7。

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21. GOODWILL

21. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2018	於二零一八年一月一日	-
Arising on acquisition of a subsidiary	因收購一間附屬公司產生	1,440
At 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	1,440
Accumulated impairment losses	累計減值虧損	
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年一月一日	-
Impairment loss	減值虧損	1,440
At 31 December 2019	於二零一九年十二月三十一日	1,440
Carrying amount	賬面值	
At 31 December 2019	於二零一九年十二月三十一日	-
At 31 December 2018	於二零一八年十二月三十一日	1,440

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to Insurance Brokerage Service segment (the "Insurance CGU").

業務合併中收購的商譽於收購時分配至預期可從該業務合併中獲利的現金產生單位。商譽的帳面值已分配至保險經紀服務分部（「保險現金產生單位」）。

The recoverable amounts of the Insurance CGU are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the Insurance CGU.

保險現金產生單位的可收回金額按其使用價值基準採用貼現現金流量法釐定。貼現現金流量法的主要假設有關於貼現率、增長率以及期間的預算毛利率及收入。本集團採用反映資金時間價值現時市場評估及保險現金產生單位特有風險的稅前利率估計貼現率。

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21. GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 3% (2018: 3%). This rate does not exceed the average long-term growth rate for the relevant markets. Other key assumptions for the value in use calculations which include budgeted sale and gross margin. Such estimation is based on Insurance CGU's past performance and management's expectations for the market development.

The rate used to discount the forecast cash flows from the Group's insurance brokerage is 19% (2018: 19%).

As at 31 December 2019, the carrying amount of the Insurance CGU exceeds to its recoverable amount. Impairment loss of HK\$1,440,000 is recognised during the year of 2019 (2018: Nil).

21. 商譽 (續)

本集團根據經董事審批之最近財務預算編製未來五年的現金流量預測，且餘下期間採用3%的增長率（二零一八年：3%）。此速率未超過相關市場的長期平均增長率。計算使用價值所採用的其他主要假設包括預算銷售及毛利率。有關估計乃基於保險現金產生單位過往的業績及管理層的市場發展預期。

貼現本集團保險經紀業務預測現金流量所用的比率為19%（二零一八年：19%）。

於二零一九年十二月三十一日，保險現金產生單位的賬面值超出其可收回金額。二零一九年度確認減值虧損1,440,000港元（二零一八年：無）。

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22. INVESTMENT IN AN ASSOCIATE

22. 於聯營公司的投資

		2019 HK\$'000 二零一九年 千港元
Unlisted investment	未上市投資	
Share of results	分佔業績	(823)
Goodwill	商譽	3,689
Exchange difference	匯兌差額	(61)
		2,805
Impairment losses	減值虧損	-
		2,805

The following table shows, in aggregate, the Group's share of the amounts of all individually immaterial associates that are accounted for using the equity method.

下表匯總顯示本集團應佔以權益法入賬的所有個別不重大聯繫人的金額。

		HK\$'000 千港元
At 31 December 2019	於二零一九年十二月三十一日	
Group's share of carrying amount of interest	本集團應佔權益的賬面值	(823)
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度	
Loss from operations	經營虧損	(3,742)
Loss after tax from operations	經營之除稅後虧損	(3,742)
Other comprehensive income	其他全面收入	-
Total comprehensive income	全面收入總額	(3,742)

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23. INTANGIBLE ASSETS

23. 無形資產

		Exploration and evaluation assets HK\$'000 勘探及 評估資產 千港元	Interests in oil production sharing contract HK\$'000 產油業務 共享合約之權益 千港元	Total HK\$'000 總計 千港元
At 1 January 2018	於二零一八年一月一日	338	217,431	217,769
Amortisation for the year	本年度攤銷	(21)	(849)	(870)
Impairment loss	減值虧損	(107)	(62,694)	(62,801)
Exchange difference	匯兌差額	43	-	43
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	253	153,888	154,141
Amortisation for the year	本年度攤銷	(10)	(277)	(287)
Disposal of subsidiaries (note 14(b))	出售附屬公司(附註14(b))	(243)	(153,611)	(153,854)
At 31 December 2019	於二零一九年十二月三十一日	-	-	-

The Group carried out reviews of the recoverable amount of its intangible assets in 2018 as a result of the deterioration of the markets of the Group's products. These assets are used in the Group's Oil Production segment. The review led to the recognition of an impairment loss of HK\$107,000 for exploration and evaluation assets and of HK\$62,694,000 for interests in oil production sharing contract. The recoverable amount of the relevant assets of HK\$155,378,000 has been determined on the basis of their value in use using discounted cash flow method. The discount rate used was 15%.

由於本集團產品市場惡化，本集團於二零一八年對其無形資產的可收回金額進行檢討。該等資產用於本集團的產油分部。檢討導致確認勘探及評估資產減值虧損107,000港元，以及產油業務共享合約權益減值虧損62,694,000港元。相關資產的可收回金額155,378,000港元按其使用價值基準已採用貼現現金流量法釐定。所用的貼現率為15%。

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24. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

24. 按公平值計入其他全面收入的權益工具

		2019 HK\$'000 二零一九年 千港元
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具	226,060

Reference to the announcement of the Company dated 21 October 2019, a wholly-owned subsidiary of the Company entered into an acquisition agreement with an independent third party to purchase the entire interests in Ever Rosy Ventures Limited (the "Ever Rosy") for the consideration of nominal value of RMB224 million which shall be settled by way of issuance of promissory notes by the Company (the "Promissory Note A") (note 37). Ever Rosy is an investment holding company and directly owned 40% equity interest of Supreme Success Company Holdings Limited, an investment holding company and directly owned entire interest of Hongkong Weichenghui Trading Limited. Hongkong Weichenghui Trading Limited is an investment holding company and directly owned entire interest in Weichenghui Trading (Shenzhen) Company Limited. Weichenghui Trading (Shenzhen) Company Limited is an investment holding company and directly owned 70% of Tai'an Wanyue. Tai'an Wanyue's principal activity is property development in Tai'an City, Shandong Province, PRC. The investment essentially represent 28% of effective interest in Tai'an Wanyue's property development business.

The Company did not have any significant influence in Tai'an Wanyue and treated it as equity instruments at fair value through other comprehensive income.

Details of the fair value measurement are set out in note 7 to the consolidated financial statements. The fair value of equity instruments at fair value through other comprehensive income is prepared by the Company by reference to the valuation performed by APAC Asset Valuation and Consulting Limited, an independent qualified professional valuer.

茲提述本公司日期為二零一九年十月二十一日的公佈，本公司一間全資附屬公司與獨立第三方訂立收購協議，以購買Ever Rosy Ventures Limited (「Ever Rosy」)全部權益，代價為名義價值人民幣224,000,000元，以本公司發行承兌票據(「承兌票據A」)方式結算(附註37)。Ever Rosy為一間投資控股公司，直接擁有Supreme Success Company Holdings Limited 40%股權，而Supreme Success Company Holdings Limited為一間投資控股公司，直接擁有香港偉成匯貿易有限公司的全部股權。香港偉成匯貿易有限公司為一間投資控股公司，直接擁有偉成匯貿易(深圳)有限公司的全部股權。偉成匯貿易(深圳)有限公司為一間投資控股公司，直接擁有泰安萬岳70%股權。泰安萬岳的主要活動為於中國山東省泰安市從事物業開發。投資主要佔泰安萬岳物業開發業務28%的實際權益。

本公司對泰安萬岳並無任何重大影響力，且視其為按公平值計入其他全面收入的權益工具。

有關公平值計量的詳情載於綜合財務報表附註7。按公平值計入其他全面收入的權益工具公平值乃由本公司參考獨立合資格專業估值師亞太資產評估及顧問有限公司進行的估值編製。

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25. TRADE RECEIVABLES

The Group allows a credit period of 30 days to its established customers. Each customer has a maximum credit limit. For certain customers with long established relationship and good past repayment history, a longer credit period may be granted. Trade receivables are non-interest bearing. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates.

Trade receivables 貿易應收賬款

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

1 – 90 days 1至90天

As at 31 December 2018, approximately HK\$11,874,000 of trade receivables were pledged to secure the finance lease liabilities (note 34).

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

At 31 December 2019 and 2018, there were no trade receivables that were individually determined to be impaired. The Group did not hold any collateral over these balances.

25. 貿易應收賬款

本集團為其老客戶提供30日的信貸期。各客戶設有信貸上限。就若干已建立長期關係且具有良好還款記錄的客戶而言，可能授出較長的信貸期。貿易應收賬款不計息。於報告期末，基於發票日期（接近各自收入確認日期）呈報的貿易應收賬款的賬齡分析載列如下。

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
-	15,211

按發票日期基準的貿易應收賬款（扣除撥備後）賬齡分析如下：

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
-	15,211

於二零一八年十二月三十一日，約11,874,000港元的貿易應收賬款已作抵押，以擔保融資租賃負債（附註34）。

本集團應用香港財務報告準則第9號簡化方法，以所有貿易應收賬款的全期預期虧損撥備就預期信貸虧損作出撥備。為計量預期信貸虧損，貿易應收賬款已根據攤分信貸風險之特點及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

於二零一九年及二零一八十二月三十一日，概無貿易應收賬款個別被釐定為已減值。本集團並無就該等結餘持有任何抵押品。

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26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

26. 預付款項、按金及其他應收款項

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Current	即期		
Prepayments	預付款項	5,665	1,219
Deposits	按金	129	426
Refundable deposit (note i)	可予退還按金(附註i)	67,300	114,000
Advances to staff	員工墊款	11,188	14,766
Other receivables (note ii)	其他應收款項(附註ii)	11,686	20,380
		95,968	150,791
Non-current	非即期		
Deposits	按金	1,375	1,375
Refundable deposit (note i)	可予退還按金(附註i)	44,700	-
Other receivables (note ii)	其他應收款項(附註ii)	47,121	55,829
		93,196	57,204

- (i) On 30 October 2018, the Company entered into a memorandum of understanding (the "MOU") with the vendor, an independent third party, pursuant to which the Company proposed to invest in not less than 45% issued shares of a company with an estimated consideration of RMB675 million (approximately HK\$770 million). Under the terms of the MOU, the Company paid to the vendor a refundable deposit of RMB100 million (2019: approximately HK\$112 million (2018: approximately HK\$114 million)). Should the parties to the MOU not proceed to the signing of the formal investment agreement finally, the deposit shall be refunded to the Company.

As at 31 December 2018, the Directors are of the view that as this potential investment is still under preliminary negotiation and uncertain of the completion of the transaction with the vendor, the balance is classified as a current asset in the consolidated statement of financial position.

- (i) 二零一八年十月三十日，本公司與賣方（獨立第三方）訂立諒解備忘錄（「諒解備忘錄」），據此，本公司建議投資不少於45%已發行公司股份，估計代價為人民幣675,000,000元（約770,000,000港元）。根據諒解備忘錄條款，本公司向賣方支付可退還按金人民幣100,000,000元（二零一九年：約112,000,000港元（二零一八年：約114,000,000港元））。倘最終訂約方並無進行至簽訂正式投資協議，按金將退還予本公司。

於二零一八年十二月三十一日，董事認為，由於該潛在投資仍處於初步協商中，並不能確定與賣方之交易會完成，因此結餘於綜合財務狀況表內分類為流動資產。

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26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

(i) (Continued)

Subsequent to 31 December 2019 and before the date of approval of these financial statements, settlement agreement between the Company and the vendor had been signed, in which amount of RMB50 million as established in the settlement agreement had been refunded from the debtor by the date of approval of these financial statements. Portion of the remaining balance of RMB10 million is to be settled by December 2020 and portion of the remaining balance of RMB40 million is to be settled by April 2021 in accordance with the repayment schedule under the settlement agreement. The Directors are therefore of the view that the remaining sum of the refundable deposits will be recovered in accordance with the settlement agreement.

(ii) Other receivables comprises VAT recoverables of approximately HK\$58,682,000 (2018: HK\$68,784,000), of which an amount of approximately HK\$11,534,000 (2018: HK\$12,955,000) will be used to offset output VAT within one year and hence is accounted for as a current asset whereas the remaining VAT recoverables of approximately HK\$47,148,000 (2018: HK\$55,829,000) is classified as a non-current assets.

27. LOAN RECEIVABLES

The balance as at 31 December 2019 and 2018 represent loans to independent third parties which bear fixed interest rate ranging from 4% to 10% annually and are repayable within one year.

28. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Equity securities listed in Hong Kong, 於香港上市的權益證券，按公平值
at fair value

29. CASH AND BANK BALANCES

As at 31 December 2019, the bank balances carry interest at average market rates ranging from 0.01% to 0.3% (2018: 0.01% to 0.35%) per annum. Conversion of approximately HK\$87,003,000 (2018: approximately HK\$158,757,000) into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

26. 預付款項、按金及其他應收款項 (續)

(i) (續)

於二零一九年十二月三十一日後及於該等財務報表獲批准之日前，本公司與賣方簽署結算協議，其中直至該等財務報表獲批准之日，結算協議中確認的人民幣50,000,000元已由債務人退還。根據結算協議項下還款計劃，其餘部分結餘人民幣10,000,000元將於二零二零年十二月前結算，且剩餘部分結餘人民幣40,000,000元將於二零二一年四月前結算。因此，董事認為，可退還按金的剩餘部分將根據結算協議收回。

(ii) 包括可收回增值稅在內的其他應收款項約58,682,000港元（二零一八年：68,784,000港元），其中約11,534,000港元（二零一八年：12,955,000港元）將用於抵消一年內銷項增值稅，因此列賬為流動資產，而餘下可收回增值稅約47,148,000港元（二零一八年：55,829,000港元）分類為非流動資產。

27. 應收貸款

於二零一九年及二零一八年十二月三十一日之結餘指向獨立第三方提供之貸款，按固定年利率介乎4%至10%計息並於一年內償還。

28. 按公平值計入損益之財務資產

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
28,314	14,407

29. 現金及銀行結存

於二零一九年十二月三十一日，銀行結存按平均市場年利率介乎0.01%至0.3%（二零一八年：0.01%至0.35%）計息。將約87,003,000港元（二零一八年：約158,757,000港元）兌換成外幣須遵守中國外匯管制條例。

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30. OTHER PAYABLES AND ACCRUALS

30. 其他應付款項及應計款項

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Construction cost payables	應付建築成本	146,495	307,223
Deposit received for potential disposal of subsidiaries (note i)	因潛在出售附屬公司而收到的按金(附註i)	-	29,000
Other payables	其他應付款項	36,513	21,169
Amounts due to a shareholder (note ii)	應付一名股東款項(附註ii)	1,395	1,335
Other tax payables	其他應付稅項	3,173	5,212
Accruals	應計款項	17,306	25,158
		204,882	389,097

Notes

- (i) On 31 December 2018, the Company entered into a non-legal binding memorandum of understanding with the Other Interested Purchaser, which is independent and not connected with the Company, in relation to the proposed disposal of the Group's entire or partial shareholding interest in a wholly-owned subsidiary. On the same date, as this party who also provided finance to the Group as at 31 December 2018 agreed with the Group to re-assign part of the outstandings amounted to HK\$29,000,000 as a deposit for a potential disposal of a subsidiary. Details of this potential disposals are set out in the Company's announcement on 31 December 2018.

On 3 June 2019, the Company entered into the disposal agreement with the Purchaser, in relation to the Disposal by way of the Promissory Notes. The Company had applied the 8%-coupon Promissory Notes, with face value of HK\$11,200,000, for partial repayment of the deposit received. The remaining balance had been repaid by another promissory note issued by the Company (note 37) during the year.

- (ii) These are unsecured, interest-free and repayable on demand.

附註

- (i) 於二零一八年十二月三十一日，本公司與其他有意買方(獨立於本公司且與本公司概無關聯)訂立不具法律約束力諒解備忘錄，內容有關建議出售本集團一間全資附屬公司的全部或部分股權。同日，於二零一八年十二月三十一日亦向本集團提供融資的該訂約方同意本集團將部分未償還款29,000,000港元重新分配作為潛在出售附屬公司之按金。有關該潛在出售的詳情載於本公司日期為二零一八年十二月三十一日的公告。

於二零一九年六月三日，本公司與買方訂立出售協議，內容有關以承兌匯票方式的出售事項。本公司已將面值為11,200,000港元的8%票息承兌匯票用作償還部分已收按金。結餘已由本公司於年內發行的另一張承兌票據償還(附註37)。

- (ii) 該等為無抵押、免息及按要求償還。

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31. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

31. 應付非控股股東款項

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Current	即期		
Due to non-controlling shareholder B (note i)	應付非控股股東B款項(附註i)	3,817	–
		3,817	–
Non-current	非即期		
Due to non-controlling shareholder A (note ii)	應付非控股股東A款項(附註ii)	144,641	259,418
		148,458	259,418

Notes:

- (i) The balance is unsecured, interest-free and repayable on demand.
- (ii) On 27 September 2019, the non-controlling shareholder A and the Company entered into an extension agreement, which the balance would be repaid on 31 July 2021. As at 31 December 2019, the balance was unsecured with interest ranging from interest free to 7%.

As at 31 December 2018, the balance was unsecured with interest ranging from interest free to 7% and repayable on 30 June 2020.

附註：

- (i) 該結餘為無抵押、免息及按要求償還。
- (ii) 於二零一九年九月二十七日，非控股股東A與本公司訂立續期協議，據此，剩餘款項將於二零二一年七月三十一日償還。於二零一九年十二月三十一日，該結餘為無抵押，利息介乎免息至7%。

於二零一八年十二月三十一日，該結餘為無抵押，利息介乎免息至7%，並須於二零二零年六月三十日償還。

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32. BANK BORROWINGS

32. 銀行借款

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Secured bank loans	有抵押銀行貸款	240,263	234,840
The bank loans are repayable as follows:	須償還的銀行貸款如下：		
On demand or within one year	按要求或一年內	177,012	157,320
In the second to fifth years	第二至第五年	63,251	77,520
		240,263	234,840
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期結清款項 (列於流動負債項下)	(177,012)	(157,320)
Amount due for settlement after 12 months	十二個月後到期結清款項	63,251	77,520
		2019 二零一九年	2018 二零一八年
Interest rates	利息	5.3% – 15%	6.5% – 15%

The balances of HK\$56,322,000 and HK\$63,251,000 are under current liabilities and non-current liabilities respectively as at 31 December 2019 (2018: HK\$136,800,000 and HK\$77,520,000 are under current liabilities and non-current liabilities respectively) are denominated in RMB, charged at a fixed interest rate of 5.3% (2018: 6.5%) per annum, pledged by entire investment properties of HK\$1,441,575,000 (2018: HK\$1,425,000,000) (note 20) and trade receivables related to its rental income from investment properties and guaranteed by an independent third party. These are under the Oil and Liquefied Chemical Terminal CGU.

The balances of HK\$100,575,000 (2018: Nil) under current liabilities as at 31 December 2019 are denominated in RMB is charged at a fixed interest rate of 8.5% per annum, guaranteed by an independent third party.

於二零一九年十二月三十一日，56,322,000港元及63,251,000港元之結餘分別列於流動負債及非流動負債項下（二零一八年：136,800,000港元及77,520,000港元分別列於流動負債及非流動負債項下），以人民幣計值，按固定年利率5.3%計息（二零一八年：6.5%），由全部投資物業1,441,575,000港元（二零一八年：1,425,000,000港元）（附註20）及與投資物業租金收入有關的應收貿易賬款作抵押並由獨立第三方擔保。該等結餘列於油品及液體化工品碼頭現金產生單位項下。

於二零一九年十二月三十一日，流動負債項下結餘100,575,000港元（二零一八年：無）以人民幣計值，按固定年利率8.5%計息，並由獨立第三方擔保。

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32. BANK BORROWINGS (Continued)

The remaining balance of HK\$20,115,000 (2018: HK\$20,520,000) as at 31 December 2019, also denominated in RMB is charged at a fixed interest rate of 15% per annum, guaranteed by independent third parties and is due for repayment within one year.

All of the bank borrowings do not contain a clause that provides the lenders with an unconditional right to demand repayment at any time at its own discretion as at 31 December 2019 and 2018.

33. OTHER BORROWINGS

Secured other loans	有抵押其他貸款	33,525	83,056
Unsecured other loans	無抵押其他貸款	124,855	88,470
		158,380	171,526
The other loans are repayable as follows:	須償還的其他貸款如下：		
On demand or within one year	按要求或一年內	147,901	126,877
In the second year	第二年	10,479	44,649
		158,380	171,526
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期結清款項 (列示於流動負債項下)	(147,901)	(126,877)
Amount due for settlement after 12 months	十二個月後到期結清款項	10,479	44,649
Interest rates	利息	0% – 10%	0% – 9.6%

As at 31 December 2019, the entire secured other loan was pledged by underlying assets included in investment properties (note 20).

As at 31 December 2018, the entire secured other loan was pledged by the entire paid up capital of Shundong Port (note 47).

32. 銀行借款 (續)

於二零一九年十二月三十一日，餘下結餘20,115,000港元（二零一八年：20,520,000港元）亦以人民幣計值，按固定年利率15%計息，由獨立第三方擔保並於一年內到期償還。

於二零一九年及二零一八年十二月三十一日，所有銀行借款不包含貸款方有無條件權利隨時酌情要求還款之條文。

33. 其他借款

2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
33,525	83,056
124,855	88,470
158,380	171,526
147,901	126,877
10,479	44,649
158,380	171,526
(147,901)	(126,877)
10,479	44,649
0% – 10%	0% – 9.6%

於二零一九年十二月三十一日，全部有抵押其他貸款均以計入投資物業的相關資產作抵押（附註20）。

於二零一八年十二月三十一日，全部有抵押其他貸款均以順東港務的全部繳足資本作抵押（附註47）。

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34. FINANCE LEASE LIABILITIES

34. 融資租賃負債

		Finance lease payments 2018 HK\$'000 融資租賃 付款 二零一八年 千港元	Present value of finance lease liabilities payments 2018 HK\$'000 融資租賃負債 付款之現值 二零一八年 千港元
Within one year	一年內	40,725	39,584
In the second to fifth years, inclusive	第二至第五年（包含首尾兩年）	527	474
After five years	五年後	5,392	1,985
		46,644	42,043
Less: Future finance charges	減：未來融資費用	(4,601)	
Present value of finance lease liabilities	融資租賃負債之現值	42,043	
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期結清款項 (列示於流動負債項下)		(39,584)
Amount due for settlement after 12 months	十二個月後到期結清款項		2,459

As at 31 December 2018, finance lease liabilities are secured by the underlying assets included in investment properties (note 20).

於二零一八年十二月三十一日，融資租賃負債以計入投資物業的相關資產作抵押（附註20）。

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35. LEASE LIABILITIES

35. 租賃負債

		Lease payments 2019 HK\$'000 租賃付款 二零一九年 千港元	Present value of lease payments 2019 HK\$'000 租賃付款之現值 二零一九年 千港元
Within one year	一年內	6,617	6,134
In the second to fifth years, inclusive	第二至第五年(包含首尾兩年)	5,974	5,706
After five years	五年後	5,156	1,817
		17,747	13,657
Less: Future finance charges	減: 未來融資費用	(4,090)	
Present value of lease liabilities	租賃負債之現值	13,657	
Less: Amount due for settlement within 12 months (shown under current liabilities)	減: 十二個月內到期結清款項 (列示於流動負債項下)		(6,134)
Amount due for settlement after 12 months	十二個月後到期結清款項		7,523

As at 31 December 2019, amount of approximately HK\$2,643,000 included in lease liabilities are secured by the underlying assets included right-of-use assets (note 19) and investment properties (note 20).

於二零一九年十二月三十一日，列入租賃負債的款項約2,643,000港元由列入使用權資產(附註19)及投資物業(附註20)的相關資產作抵押。

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36. CONVERTIBLE BONDS

CB8

In September 2015, the Company issued approximately 1,898,734,000 convertible bonds ("CB8") with a principal amount of HK\$300,000,000 due in 2018. CB8 are denominated in HK\$, unsecured, bear interest at 5% per annum and will be matured on the date falling on the third anniversary of the issue of CB8. Interest will be payable annually. Neither the Company nor the holders of CB8 may demand early redemption of the CB8 in any event. CB8 are convertible into the shares of the Company at the holder's option before maturity at an initial conversion price of HK\$0.158 per share (subject to adjustments).

The fair value of the liability component of CB8 was calculated using market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, was included in convertible bonds equity reserve in the owners' equity.

During the year ended 31 December 2018, 999,999,996 shares of CB8 has been converted into Company's shares. As a CB8 holder did not exercise his conversion upon maturity date in 2018, a payable amount of HK\$35,258,000 was recorded under current liabilities as at 31 December 2018.

36. 可換股債券

可換股債券第八批債券

於二零一五年九月，本公司發行約1,898,734,000張可換股債券（「可換股債券第八批債券」），本金額為300,000,000港元並於二零一八年到期。可換股債券第八批債券以港元列值、無抵押、按年利率5%計息及將於可換股債券第八批債券發行後三週年屆滿之日到期。利息按年支付。本公司或可換股債券第八批債券之持有人均不可於任何情況下要求提前贖回可換股債券第八批債券。持有人可選擇於到期前將可換股債券第八批債券按初始兌換價每股0.158港元兌換為本公司股份（可予調整）。

可換股債券第八批債券負債部分之公平值乃按同等不可換股債券之市場利率計算。餘下金額即為權益轉換部分之價值，並計入擁有人權益之可換股債券權益儲備。

截至二零一八十二月三十一日止年度，可換股債券第八批債券的999,999,996股股份已轉換為本公司股份。由於一位可換股債券第八批債券之持有者於二零一八年到期日並無行使換股權，於二零一八年十二月三十一日，35,258,000港元之應付款項計入流動負債。

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36. CONVERTIBLE BONDS (Continued)

CB9

In September 2018, the Company issued approximately 1,760,784,000 convertible bonds ("CB9") with a principal amount of HK\$449,000,000. CB9 are denominated in HK\$, unsecured, bear interest of 3% per annum and will be matured on the date falling on the second anniversary of the issue of CB9 at their principal amount or can be converted into ordinary shares of the Company at the holder's option HK\$0.255 per share of the outstanding principal. Any CB9, which remained outstanding on 16 September 2020, should be converted automatically into the shares of the Company at the conversion price of HK\$0.255 per share (subject to adjustments).

The fair value of the liability component, include in non-current financial liabilities of CB9, was calculated using a market interest rate for an equivalent non-convertible bonds. The residual amount, representing the value of the equity conversion component, is included in convertible bonds equity reserve in the owner's equity.

36. 可換股債券 (續)

可換股債券第九批債券

於二零一八年九月，本公司發行約1,760,784,000張可換股債券（「可換股債券第九批債券」），本金額為449,000,000港元。可換股債券第九批債券以港幣計值、無抵押，按年利率3%計息並於發行可換股債券第九批債券兩週年當日按其本金到期或持有人可選擇按未償還本金每股換股價為0.255港元轉換為本公司普通股。於二零二零年九月十六日仍未換股的任何可換股債券第九批債券應按換股價每股0.255港元自動轉換為本公司股份（可予調整）。

可換股債券第九批債券負債部分的公平值（計入非流動財務負債）採用同等非可換股債券的市場利率計算。餘下金額即為權益轉換部分之價值，並計入擁有人權益之可換股債券權益儲備。

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36. CONVERTIBLE BONDS (Continued)

Movements of liability component

Movements of liability component of CB8 and CB9 for the years ended 31 December 2019 and 2018 are as follows:

		CB8 HK\$'000 可換股債券 第八批債券 千港元	CB9 HK\$'000 可換股債券 第九批債券 千港元	Total HK\$'000 總計 千港元
At 1 January 2019	於二零一九年一月一日	35,258	25,250	60,508
Imputed interest expenses (note 11)	推算利息費用(附註11)	-	971	971
Transfer to other payables	轉撥至其他應付款項	(35,258)	-	(35,258)
At 31 December 2019	於二零一九年十二月三十一日	-	26,221	26,221
Current portion	即期部分	-	(26,221)	(26,221)
Non-current portion	非即期部分	-	-	-
		CB8 HK\$'000 可換股債券 第八批債券 千港元	CB9 HK\$'000 可換股債券 第九批債券 千港元	Total HK\$'000 總計 千港元
At 1 January 2018	於二零一八年一月一日	195,400	-	195,400
Initial recognition	首次確認	-	24,973	24,973
Imputed interest expenses (note 11)	推算利息費用(附註11)	17,137	277	17,414
Interest paid	已付利息	(4,191)	-	(4,191)
Conversion during the year	年內兌換	(157,087)	-	(157,087)
Net-off with part of the consideration of CB9	扣除可換股債券第九批債券部分代價後淨額	(16,001)	-	(16,001)
At 31 December 2018	於二零一八年十二月三十一日	35,258	25,250	60,508
Current portion	即期部分	(35,258)	-	(35,258)
Non-current portion	非即期部分	-	25,250	25,250

36. 可換股債券(續)

負債部分變動

截至二零一九年及二零一八年十二月三十一日止年度可換股債券第八批債券及可換股債券第九批債券之負債部分變動如下:

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36. CONVERTIBLE BONDS (Continued)

Movements of equity component

Movements of equity component for the years ended 31 December 2019 and 2018 are as follows:

		CB8	CB9	Total
		HK\$'000	HK\$'000	HK\$'000
		可換股債券 第八批債券	可換股債券 第九批債券	總計
		千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	54,303	-	54,303
Initial recognition	首次確認	-	416,628	416,628
Issuance of shares upon conversion of convertible bonds	於轉換可換股債券時發行股份	(45,158)	-	(45,158)
Release upon maturity of convertible bonds	可換股債券到期時解除	(9,145)	-	(9,145)
At 31 December 2018 and 2019	於二零一八年及二零一九年十二月三十一日	-	416,628	416,628

36. 可換股債券 (續)

權益部分變動

截至二零一九年及二零一八年十二月三十一日止年度之權益部分變動如下：

37. PROMISSORY NOTES

		Promissory Note A-i	Promissory Note A-ii	Promissory Note B	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		承兌票據A-i	承兌票據A-ii	承兌票據B	總計
		千港元	千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	-	-	-	-
Fair value of promissory notes issued	已發行承兌票據公平值	155,605	70,455	17,800	243,860
Repayment during the year	年內還款	(97,866)	-	(300)	(98,166)
Loss on early redemption	提前贖回之虧損	6,459	-	-	6,459
Effective interest expenses	實際利息開支	233	-	585	818
Interest paid during the year	年內已付利息	-	-	(351)	(351)
Exchange difference	匯兌差額	(75)	-	-	(75)
At 31 December 2019	於二零一九年十二月三十一日	64,356	70,455	17,734	152,545

37. 承兌票據

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37. PROMISSORY NOTES (Continued)

Notes

Promissory Note A

On 19 December 2019, the Group completed the acquisition of equity instruments at fair value through other comprehensive income, for a nominal consideration of RMB224 million which was satisfied by the Company's issue of Promissory Note A to vendor (note 24).

The Promissory Note A can be early redeemed by the Company at all or part of the outstanding principal amount of the Promissory Note A.

The Promissory Note A issued on 19 December 2019 comprised of two parts, (i) the unconditional promissory note with nominal value of RMB149 million (approximately HK\$165,554,000) carrying interest of 5% per annum and maturing on 18 December 2022 (the "Promissory Note A-i"); and (ii) the conditional promissory note with nominal value of RMB75 million (approximately HK\$83,333,000) carrying interest of 5% per annum and maturing on 18 December 2022 (the "Promissory Note A-ii"). Conditions for the Promissory A-ii included release of financial guarantee provided by Tai'an Wanyue on facility of a third party and full recoverability from certain debtors of Tai'an Wanyue.

The Promissory A-i was early redeemed by the Company partially amounted to approximately HK\$97,866,000 (RMB88 million) resulting in a loss on early redemption of approximately HK\$6,459,000 during the year ended 31 December 2019.

At issue date, the fair value of the Promissory Note A is determined at date of issuance with reference to valuation performed by APAC Asset Valuation and Consulting Limited.

The Promissory Note A-i is initially measured at fair value and subsequently measured at amortised cost. The effective interest rate of the Promissory Note A-i on initial recognition and the subsequent measurement of interest expenses is calculated at 7.5% per annum.

37. 承兌票據 (續)

附註

承兌票據A

於二零一九年十二月十九日，本集團完成收購按公平值計入其他全面收入的權益工具，名義代價為人民幣224,000,000元，以本公司向賣方發行承兌票據A的方式結算（附註24）。

本公司可以承兌票據A全部或部分未付本金額提前贖回承兌票據A。

於二零一九年十二月十九日發行的承兌票據A包括兩部分，(i)面值為人民幣149,000,000元（約165,554,000港元）的無條件承兌票據，按年利率5%計息，且於二零二二年十二月十八日到期（「承兌票據A-i」）；及(ii)面值為人民幣75,000,000元（約83,333,000港元）的有條件承兌票據，按年利率5%計息，且於二零二二年十二月十八日到期（「承兌票據A-ii」）。承兌票據A-ii的條件包括解除泰安萬岳就第三方融資提供的財務擔保及悉數收回泰安萬岳的若干應收賬款。

截至二零一九年十二月三十一日止年度，本公司提前贖回部分承兌票據A-i約97,866,000港元（人民幣88,000,000元），導致提前贖回之虧損約6,459,000港元。

於發行日期，承兌票據A的公平值乃於發行日期參考亞太資產評估及顧問有限公司進行的估值釐定。

承兌票據A-i初步按公平值計量，其後按攤銷成本計量。承兌票據A-i於初步確認時的實際利率及利息開支的後續計量乃以利率7.5%計算。

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37. PROMISSORY NOTES (Continued)

Notes (Continued)

Promissory Note A (Continued)

The Promissory Note A-ii is initially measured at fair value. The fair value of the Promissory Note A-ii is measured based on the probability of conditions fulfillment. Subsequently, the Promissory Note A-ii is measured at fair value through profit or loss. For the fair value measurement of Promissory Note A-ii, please referred to note 7 to the consolidated financial statement.

Promissory Note B

On 3 June 2019, the Group issued Promissory Note B in principal amount of HK\$17,800,000 with 8% interest per annum and maturing on 31 August 2019 for settlement of deposit received for potential disposal of subsidiaries (note 30). On 1 September 2019, both the Group and the holder of the Promissory Note B agreed to extend the maturity date to 29 February 2020 for the principal amount of HK\$1,500,000 and the maturity date to 31 August 2020 for the principal amount of HK\$16,000,000 at the interest rate of 4% per annum.

The Promissory Note B can be early redeemed by the Group at all or part of the outstanding principal amount.

The Promissory Note B was repaid by the Group in the amount of HK\$300,000 during the year ended 31 December 2019.

37. 承兌票據 (續)

附註 (續)

承兌票據 A (續)

承兌票據A-ii初步按公平值計量。承兌票據A-ii的公平值乃基於實現條件的可能性計量。其後，承兌票據A-ii乃按公平值計入損益計量。有關承擔票據A-ii的公平值計量，請參閱綜合財務報表附註7。

承兌票據 B

於二零一九年六月三日，本集團發行本金額為17,800,000港元，年利率為8%且於二零一九年八月三十一日到期的承兌票據B，以結算就可能出售附屬公司收取的按金（附註30）。於二零一九年九月一日，本集團與承兌票據B的持有人均同意將本金額1,500,000港元到期日延長至二零二零年二月二十九日及將本金額16,000,000港元且年利率4%到期日延長至二零二零年八月三十一日。

本集團可以全部或部分未付本金額提前贖回承兌票據B。

截至二零一九年十二月三十一日止年度，本集團償還承兌票據B 300,000港元。

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38. DEFERRED TAX ASSETS/(LIABILITIES)

The following are the major deferred tax liabilities and assets recognised by the Group.

		Accelerated capital allowances	Fair value adjustment on business combination	Fair value adjustment on investment properties	Total
		HK\$'000 加速資本 撥備 千港元	HK\$'000 業務合併的 公平值調整 千港元	HK\$'000 投資物業 公平值調整 千港元	HK\$'000 總計 千港元
At 1 January 2018	於二零一八年一月一日	50,384	(79,638)	(22,134)	(51,388)
(Charged)/credited to profit or loss	(扣除)/計入損益	(5,773)	41,166	(63,153)	(27,760)
Exchange difference	匯兌差額	(1,422)	-	3,759	2,337
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	43,189	(38,472)	(81,528)	(76,811)
(Charged)/credited to profit or loss	(扣除)/計入損益	(1,907)	(69)	(23,124)	(25,100)
Disposal of subsidiaries	出售附屬公司	(41,179)	38,403	-	(2,776)
Exchange difference	匯兌差額	(103)	138	1,959	1,994
At 31 December 2019	於二零一九年十二月三十一日	-	-	(102,693)	(102,693)

For the purpose of presentation in consolidated statement of financial position, the following is the analysis of the deferred tax balances for financial reporting purposes:

38. 遞延稅項資產／（負債）

下表為本集團確認的主要遞延稅項負債及資產。

就於綜合財務狀況表呈列而言，下文為就財務報告目的所作遞延稅項結餘分析：

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Deferred tax assets	遞延稅項資產	-	43,189
Deferred tax liabilities	遞延稅項負債	(102,693)	(120,000)
		(102,693)	(76,811)

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38. DEFERRED TAX ASSETS/(LIABILITIES) (Continued)

Pursuant to the PRC Corporate Income Tax Law, 10% withholding tax is levied on dividends declared to foreign investment enterprises established in the PRC effective from 1 January 2008. The Group is liable to withholding taxes on dividends distributed by the subsidiaries established in the PRC in respect of earnings generated from 1 January 2008. As at 31 December 2019 and 2018, the Group's PRC subsidiaries are in accumulated losses position and no withholding tax is recognised.

As at 31 December 2019, the Group has not recognised deferred tax assets in respect of the tax losses of approximately HK\$94,356,000 (2018: HK\$74,076,000) as it is not probable that future taxable profits against which the tax losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses will be expired within five years under current tax legislation.

39. SHARE CAPITAL

	攤銷：
Authorised:	每股面值0.1港元的普通股
Ordinary shares of HK\$0.1 each	於一月一日
At 1 January	法定股本增加
Increase in authorised capital	
At 31 December	於十二月三十一日
Issued and fully paid:	已發行及繳足：
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股
At 1 January	於一月一日
Issuance of shares upon	股份配售後發行股份
share placing	
Issuance of shares upon conversion	於轉換可換股債券時
of convertible bonds	發行股份
At 31 December	於十二月三十一日

38. 遞延稅項資產／（負債）（續）

根據中國企業所得稅法，向於中國成立之外資企業宣派之股息須按10%之稅率繳納預扣稅，由二零零八年一月一日起生效。本集團須就於中國成立之附屬公司就二零零八年一月一日起產生之盈利而分派之股息繳交預扣稅。於二零一九年及二零一八年十二月三十一日，本集團之中國附屬公司處於累計虧損狀態及並無確認預扣稅。

於二零一九年十二月三十一日，本集團並無就約94,356,000港元之稅項虧損（二零一八年：74,076,000港元）確認遞延稅項資產，因於相關稅項司法權區及有關實體未來出現應課稅溢利須動用該等虧損以作抵銷之機會不大。根據現行稅務法例，稅項虧損將於五年內到期。

39. 股本

		2019 二零一九年		2018 二零一八年	
		Number of shares '000 股份數目 千股	Amount HK\$'000 金額 千港元	Number of shares '000 股份數目 千股	Amount HK\$'000 金額 千港元
Authorised:					
Ordinary shares of HK\$0.1 each		15,000,000	1,500,000	5,000,000	500,000
At 1 January				10,000,000	1,000,000
Increase in authorised capital		-	-		
At 31 December		15,000,000	1,500,000	15,000,000	1,500,000
Issued and fully paid:					
Ordinary shares of HK\$0.1 each		5,444,845	544,484	3,049,705	304,970
At 1 January				609,940	60,994
Issuance of shares upon		-	-		
share placing				1,785,200	178,520
Issuance of shares upon conversion		-	-		
of convertible bonds					
At 31 December		5,444,845	544,484	5,444,845	544,484

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40. SHARE-BASED PAYMENTS

The Company has a share option scheme, which was adopted by the shareholders on 24 June 2013 (the "Scheme") and unless otherwise cancelled or amended, will remain in force for 10 years from the date of adoption. Eligible participants of the Scheme include the Directors, independent non-executive Directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group and any non-controlling shareholder in the Company's subsidiaries.

Pursuant to the extraordinary general meeting passed on 24 June 2013, the general scheme limit of the Scheme is set to 1,746,849,000 shares, which have been adjusted to 174,685,000 shares pursuant to the share consolidation in 2014, representing 10% of the Company's issued share capital on the date of meeting, with the passing of ordinary resolution, which allows the Company to grant further options carrying the rights to subscribe for a maximum of 174,685,000 shares. This is also the maximum unexercised share options currently permits to be granted under the Scheme at any time.

Maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1%, of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, share options granted to a substantial shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

40. 以股份為基礎之付款

本公司由股東於二零一三年六月二十四日採納一項購股權計劃（「計劃」），除非另行取消或修訂，否則計劃由採納日期起計10年內一直有效。計劃之合資格參與者包括本集團之董事、獨立非執行董事、其他僱員、本集團之貨品或服務供應商、本集團之顧客、向本集團提供研究、開發或其他技術支援之任何人士或實體及本公司附屬公司之任何非控股股東。

根據於二零一三年六月二十四日通過之股東特別大會，計劃之一般計劃限額已設定為1,746,849,000股股份（已根據二零一四年股份合併調整為174,685,000股股份）（佔大會舉行日期本公司已發行股本之10%），隨著普通決議案獲通過，本公司可進一步授出附有最多可認購174,685,000股股份權利之購股權。此亦為目前於任何時間根據計劃容許授出之尚未行使購股權之最高數目。

在任何十二個月期間內，根據購股權可向計劃內之每名合資格參與者發行之最高股份數目不得超逾本公司於任何時間已發行股份之1%。倘進一步授出超逾此限額之購股權，則須在股東大會上取得股東批准。

授予本公司董事、主要行政人員或主要股東或彼等之任何聯繫人之購股權，須事先取得獨立非執行董事之批准。此外，在任何十二個月期間內授予主要股東或獨立非執行董事或彼等之任何聯繫人之購股權，倘超逾本公司於任何時間已發行股份之0.1%或總值超逾5,000,000港元（根據於授出日期本公司之股價而釐定）者，則須事先在股東大會上取得股東批准。

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40. SHARE-BASED PAYMENTS (Continued)

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Director, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the Directors of the Company, but may not be less than the higher of:

- (a) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options;
- (b) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and
- (c) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

There has been no share option granted or exercised since the Scheme was adopted in June 2013. As at 31 December 2019 and 2018, the Group has no outstanding share option.

40. 以股份為基礎之付款 (續)

授出購股權之建議須於授出購股權建議之日起計14日內獲接納，承授人亦須就此繳交合共1港元之名義代價。所授出之購股權之行使期由董事決定，期限在一段歸屬期後開始，而屆滿日期不得遲於建議授出購股權日期起計10年或計劃屆滿之日（以較早發生者為準）。

購股權之行使價由本公司董事決定，惟不得低於以下之較高者：

- (a) 於建議授出購股權之日期本公司股份於聯交所之收市價；
- (b) 本公司股份於緊接建議授出購股權日期前五個交易日在聯交所之平均收市價；及
- (c) 股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

自二零一三年六月採納計劃以來，並無授出或行使購股權。於二零一九年及二零一八年十二月三十一日，本集團並無尚未行使之購股權。

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41. RESERVES

(a) Nature and purpose of the Group's reserves

(i) *Share premium*

- the difference between the combined net asset value of the subsidiaries acquired pursuant to the Group reorganisation in 2001, over the nominal value of the share capital of the Company issued in exchange therefor;
- the premium arising from the capitalisation issue in the previous years;
- issue of shares of the Company at a premium net of transaction costs associated with the issue of shares; and
- amount transferred from other equity reserves upon exercise of share options and conversion of convertible bonds.

(ii) *Capital reserve*

Capital reserve mainly arose from the Company's capital reorganisation in 2005 and represented the reduction of share capital of the Company.

(iii) *Exchange reserve*

Exchange differences arising from the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. HK\$) are recognised directly in other comprehensive income and accumulated in exchange reserve. The reserve is dealt with in accordance with the accounting policy of foreign currencies set out in note 4 to the consolidated financial statements.

41. 儲備

(a) 本集團儲備性質及目的

(i) *股份溢價*

- 根據本集團於二零零一年之重組收購之附屬公司之合併資產淨值超出本公司就交換而發行之股本面值之差額；
- 過往年度資本化發行產生之溢價；
- 本公司以溢價（已扣除發行股份相關交易成本）發行股份；及
- 於行使購股權及兌換可換股債券時從其他權益儲備轉撥之款項。

(ii) *資本儲備*

資本儲備主要來自本公司於二零零五年進行的資本重組並指本公司股本削減。

(iii) *匯兌儲備*

將本集團海外業務之資產淨值按其功能貨幣換算為本集團呈列貨幣（即港元）而產生的匯兌差額直接於其他全面收入確認及於匯兌儲備累計。該儲備乃根據綜合財務報表附註4所載之外幣會計政策作會計處理。

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41. RESERVES (Continued)

(a) Nature and purpose of the Group's reserves (Continued)

(iv) Convertible bonds equity reserve

Under HKAS 32, convertible bonds issued are split into liability and equity components at initial recognition by recognising the liability component at its fair value determined using market interest rate for equivalent non-convertible bonds and attributing to the equity component the difference between the proceeds from issue and the fair value of the liability component. The liability component is subsequently carried at amortised cost whilst equity component is recognised in convertible bonds equity reserve until the bonds are either converted (in which case it is transferred to share premium) or the bonds are redeemed (in which case it is released directly to accumulated losses).

(v) Other reserve

Other reserve mainly arose from the non-cash transaction incurred by the Group in 2019 and represented the capital injection by non-controlling interests.

41. 儲備 (續)

(a) 本集團儲備性質及目的 (續)

(iv) 可換股債券權益儲備

根據香港會計準則第32號，已發行可換股債券於初步確認時分為負債及權益部分，負債部分乃按採用同等不可換股債券之市場利率釐定其公平值予以確認，權益部分則包括發行之所得款項與負債部分公平值之差額。負債部分其後按攤銷成本列賬。權益部分於可換股債券權益儲備確認，直至債券獲兌換（於此情況下其將轉撥至股份溢價）或債券獲贖回（於此情況下其將直接解除至累計虧損）。

(v) 其他儲備

其他儲備主要產生自本集團於二零一九年產生的非現金交易，並指由非控股權益注資。

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41. RESERVES (Continued)

(b) Reserves of the Company

		Share premium HK\$'000 股份溢價 千港元	Capital reserve HK\$'000 資本儲備 千港元	Convertible bonds equity reserve HK\$'000 可換股債券 權益儲備 千港元	Accumulated losses HK\$'000 累計虧損 千港元	Total HK\$'000 總計 千港元
At 1 January 2018	於二零一八年一月一日	2,363,920	157,960	462,708	(3,094,633)	(110,045)
Issuance of shares upon placing (note 39)	於配售時發行股份 (附註39)	26,227	-	-	-	26,227
Share issue expenses	股份發行費用	(2,125)	-	-	-	(2,125)
Release upon maturity of convertible bonds (note 36)	可換股債券到期時解除 (附註36)	-	-	(9,145)	9,145	-
Issuance of shares upon conversion of convertible bonds (note 36)	於轉換可換股債券時發行 股份(附註36)	432,130	-	(453,563)	-	(21,433)
Issuance of convertible bonds (note 36)	發行可換股債券 (附註36)	-	-	416,628	-	416,628
Loss and total comprehensive expenses for the year	年內虧損及全面開支總額	-	-	-	(49,318)	(49,318)
At 31 December 2018	於二零一八年 十二月三十一日	2,820,152	157,960	416,628	(3,134,806)	259,934
At 1 January 2019	於二零一九年一月一日	2,820,152	157,960	416,628	(3,134,806)	259,934
Loss and total comprehensive expenses for the year	年內虧損及全面開支 總額	-	-	-	(16,784)	(16,784)
At 31 December 2019	於二零一九年 十二月三十一日	2,820,152	157,960	416,628	(3,151,590)	243,150

41. 儲備 (續)

(b) 本公司儲備

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42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

42. 本公司財務狀況表

		2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,319	3,502
Interests in subsidiaries	於附屬公司的權益	735,450	794,065
Deposits and other receivables	按金及其他應收款項	44,700	-
		782,469	797,567
Current assets	流動資產		
Financial assets at fair value through profit or loss	按公平值計入損益之財務資產	28,314	14,407
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	68,392	115,033
Loan receivables	應收貸款	5,000	35,618
Cash and bank balances	現金及銀行結存	2,149	104,962
		103,855	270,020
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計款項	16,545	34,809
Amount due to a subsidiary	應付一間附屬公司款項	-	157,373
Other borrowings	其他借款	27,711	-
Promissory note	承兌票據	17,734	-
Convertible bonds	可換股債券	26,221	35,258
		88,211	227,440
Net current assets	流動資產淨值	15,644	42,580
Total assets less current liabilities	總資產減流動負債	798,113	840,147
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	-	25,250
Other borrowings	其他借款	10,479	10,479
		10,479	35,729
NET ASSETS	淨資產	787,634	804,418
Capital and reserves	資本及儲備		
Share capital	股本	544,484	544,484
Reserves	儲備	243,150	259,934
TOTAL EQUITY	總權益	787,634	804,418

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43. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The management of the Group reviews the capital structure periodically. The Group considers the cost of capital and the risks associated with the capital, and will balance its overall capital structure through payment of dividends, issuance of new shares and share buy-backs as well as the raising of new debts, if required.

44. OPERATING LEASE COMMITMENTS

(a) As lessor

At 31 December 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenant falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包含首尾兩年)

The Group leases its investment properties (note 20) under an operating lease agreement, with leases negotiated for terms of five years (2018: five years). The operating lease do not include contingent rentals.

43. 資本風險管理

本集團管理其資本，以確保本集團內實體有能力持續經營，同時透過優化債務及股本結餘擴大股東回報。本集團整體策略與過往年度相同。

本集團資本架構包括本公司擁有人應佔權益，其中包含已發行股本、儲備及累計虧損。

本集團管理層定期審閱資本架構。本集團省覽資本成本及與資本相關之風險，並透過派付股息、發行新股份及股份回購以及籌集新債（如必須）來平衡其整體的資本架構。

44. 經營租約承擔

(a) 作為出租人

於二零一九年十二月三十一日，本集團於下列年期內屆滿之不可撤銷經營租約之未來最少租賃應收款項總額如下：

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Within one year	128,154	128,378
In the second to fifth years, inclusive	305,920	427,933
	434,074	556,311

本集團根據經營租約協議租賃其投資物業（附註20），租期磋商為五年（二零一八年：五年）。經營租約不包括或然租金。

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44. OPERATING LEASE COMMITMENTS (Continued)

(b) As lessee

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

		2018 HK\$'000 二零一八年 千港元
Within one year	一年內	7,966
In the second to fifth years, inclusive	第二至第五年(包含首尾兩年)	12,381
		20,347

The Group leases certain leasehold land and buildings and equipment under operating leases. The leases run for an initial period of one to five years, with an option to renew the lease and renegotiate the terms at expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases includes contingent rentals.

45. CAPITAL AND OTHER COMMITMENTS

The Group's capital and other commitments at the end of the reporting period are as follows:

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Capital commitments for construction cost of Oil and Liquefied Chemical Terminal	10,020	2,452
Other commitments in respect of administrative fees and training fees	-	42,973
	10,020	45,425

44. 經營租約承擔 (續)

(b) 作為承租人

於二零一八年十二月三十一日，本集團於下列年內屆滿之不可撤銷經營租約之未來最少租賃付款總額如下：

	2018 HK\$'000 二零一八年 千港元
一年內	7,966
第二至第五年(包含首尾兩年)	12,381
	20,347

本集團根據經營租約租用若干租賃土地及樓宇以及設備。該等租約初步為期一年至五年，可於到期日或本集團與有關業主／出租人共同商定之日期選擇續租及重訂租約條款。該等租約不包括或然租金。

45. 資本及其他承擔

本集團於報告期末的資本及其他承擔如下：

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Capital commitments for construction cost of Oil and Liquefied Chemical Terminal	10,020	2,452
Other commitments in respect of administrative fees and training fees	-	42,973
	10,020	45,425

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46. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group has no transactions with its related parties.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	離職後福利

The remuneration of Directors and key executives is determined by the board of Directors (upon the recommendation of the remuneration committee) having regard to the performance of individuals and market trends.

46. 關連人士交易

除該等關連人士交易及財務報表其他地方所披露的結餘外，本集團並無與其關連人士進行的交易。

主要管理人員之補償

董事及主要管理人員其他成員於年內之薪酬如下：

	2019 HK\$'000 二零一九年 千港元	2018 HK\$'000 二零一八年 千港元
Short-term benefits	3,127	2,830
Post-employment benefits	18	18
	3,145	2,848

董事及主要行政人員的薪酬由董事會（於薪酬委員會提供推薦建議時）經考慮個人表現及市場趨勢而釐定。

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47. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

(a) Particulars of the Company's subsidiaries as at 31 December 2019 are as follows:

Name 名稱	Place of incorporation 註冊成立地點	Issued and paid-up capital 已發行及繳足資本	Percentage of the ownership interest/voting power 擁有權益/投票權力百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Treasure Tone Limited 富裕通有限公司	Hong Kong 香港	HK\$1 1港元	-	100%/100%	Investment holding 投資控股
Hong Kong Forest Source Mining Industry Holding Company Limited 香港森源礦業控股有限公司	Hong Kong 香港	HK\$70,000,000 70,000,000港元	-	100%/100%	Investment holding 投資控股
Mission Achiever Limited	Samoa 薩摩亞	US\$1 1美元	-	100%/100%	Investment holding 投資控股
Mid-Ocean Hong Kong Investment Limited ("Mid-Ocean") 中海香港投資有限公司(「中海」)	Hong Kong 香港	HK\$1 1港元	-	100%/100%	Investment holding 投資控股
Shundong Port*	The PRC	RMB223,040,036	-	46.7%/66.7%	Leasing of oil and liquefied chemical terminal, the PRC 租賃油品及液體化工品碼頭·中國
順東港務*	中國	人民幣223,040,036元	-	46.7%/66.7%	
iECO Financial Consulting Limited 奕高理財顧問有限公司	Hong Kong 香港	HK\$1,600,000 1,600,000港元	-	85%/75%	Insurance Brokerage Service, Hong Kong 保險經紀服務·香港

Notes

* This company is a sino-foreign owned enterprise established in the PRC. The entire paid-up capital is pledged for the Group's other borrowings as at 31 December 2018 (note 33).

Although the Group owns less than 50% of the equity interest in Shundong Port, Shundong Port is treated as a subsidiary because the Group is able to control the relevant activities of Shundong Port as a result of the concert party agreement between the Group and another shareholder of Shundong Port. Details of the concert party agreement are disclosed in the announcement of the Company dated 3 July 2019.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

47. 本公司的附屬公司詳情

(a) 於二零一九年十二月三十一日本公司的附屬公司詳情如下：

附註

* 此公司為在中國成立的中外合資企業。於二零一八年十二月三十一日，全部繳足資本已為本集團之其他借款作抵押(附註33)。

儘管本集團擁有順東港務50%以下股權，順東港務被視作為一間附屬公司，原因為本公司可藉本集團與順東港務另一名股東之間的一致行動人士協議控制順東港務的相關業務。一致行動人士協議的詳情於本公司日期為二零一九年七月三日之公佈中披露。

上表載列董事認為對本集團本年度之業績有重大影響或佔本集團絕大部分資產淨值之本公司之附屬公司。董事認為，提供其他附屬公司之詳情將過於冗長。

所有附屬公司於年結日均無發行任何債務證券。

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

47. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

(b) Particulars of the wholly-owned entities de-consolidated since 2010 are as follows:

Name 名稱	Place of incorporation 註冊成立地點	Issued and paid-up capital 已發行及繳足資本	Percentage of the ownership interest/voting power 佔擁有權權益/ 投票權力百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
QHFSMI (note 2(b)) [#]	PRC	HK\$40,000,000	–	100%/0%	Exploration of mine, the PRC
青海森源 (附註2(b)) [#]	中國	40,000,000港元	–	100%/0%	礦區勘探·中國
IMFSMI (note 2(b)) [#]	PRC	Nil	–	100%/0%	Not yet commenced business
內蒙古森源 (附註2(b)) [#]	中國	無	–	100%/0%	尚未開始經營業務

[#] These companies are wholly-owned foreign enterprises established in the PRC.

47. 本公司的附屬公司詳情 (續)

(b) 自二零一零年起不再綜合入賬之全資實體詳情如下：

[#] 這些公司為於中國成立的外商獨資企業。

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綜合財務報表附註

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

47. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

The following table shows information of the subsidiary that has non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

47. 本公司的附屬公司詳情 (續)

下表列示擁有對本集團屬重大的非控股權益(「非控股權益」)的附屬公司資料。財務資料概要指公司內對銷之前的金額。

Name 名稱		Shundong Port 順東港務	
		2019 二零一九年	2018 二零一八年
Principal place of business/ country of incorporation	主要營業地／註冊成立 所在國家	The PRC 中國	The PRC 中國
% of ownership interests/voting rights held by NCI	非控股權益持有的 擁有權權益／投票權%	53.3%/33.3%	49%/49%
At 31 December:	於十二月三十一日：	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	1,384,296	1,368,826
Current assets	流動資產	104,433	39,913
Current liabilities	流動負債	(777,963)	(663,257)
Non-current liabilities	非流動負債	(266,389)	(407,084)
Net assets	資產淨值	444,377	338,398
Accumulated NCI	累計非控股權益	237,031	165,815
Year ended 31 December:	截至十二月三十一日止年度：		
Revenue	收益	129,830	115,080
Profit	溢利	31,278	5,488
Profit and total comprehensive income	溢利及全面收入總額	28,979	2,845
Profit allocated to NCI	分配至非控股股東 權益的溢利	15,665	2,689
Dividends paid to NCI	派付予非控股股東 權益的股息	-	-

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綜合財務報表附註

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

48. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

On 26 September 2019, Shundong Port, Mid-Ocean, 山東順泰港務有限公司 (Shandong Shuntai Port Services Company Limited) (the “JV Partner”) and an independent third party (the “Investor”) entered into a capital increase agreement, in which to subscribe for the new equity in the capital of Shundong Port for the consideration of RMB70 million (HK\$77 million), which shall be satisfied by the capitalisation of a pre-existing loan owed by Shundong Port to the Investor (the “Capital Increase”). On completion of the Capital Increase, the equity holding of Mid-Ocean in Shundong Port decreases from 51% to approximately 46.7%. The effect of the Capital Increase on the equity attributable to the owners of the Company is a gain recognised directly in other reserve of the Group of approximately HK\$18,842,000.

48. 綜合現金流量表附註

(a) 主要非現金交易

於二零一九年九月二十六日，順東港務、中海、山東順泰港務有限公司（「合資企業夥伴」）與一名獨立第三方（「投資方」）訂立增資協議，據此，可以人民幣70,000,000元（約77,000,000港元）代價認購順東港務股本中的新股權，該代價透過將順東港務欠付投資方的現有前貸款資本化而支付（「增資」）。於完成增資後，中海於順東港務的股權由51%減至約46.7%。增資對本公司擁有人應佔股權的影響為於本集團其他儲備直接確認的收益約18,842,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

48. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or the future cash flows will be, classified in the Group's consolidated cash flows from financing activities.

		Bank borrowings HK\$'000 銀行借款 千港元	Other borrowings HK\$'000 其他借款 千港元	Finance lease liabilities HK\$'000 融資租賃 負債 千港元	Lease liabilities HK\$'000 租賃負債 千港元	Convertible bonds HK\$'000 可換股債券 千港元	Promissory notes HK\$'000 承兌票據 千港元	Amounts due to non-controlling shareholders HK\$'000 應付非控股股東款項 千港元	Total liabilities from financing activities HK\$'000 來自融資活動之總負債 千港元
At 1 January 2018	於二零一八年一月一日	294,584	159,992	215,857	-	195,400	-	101,600	967,433
Changes in cash flows	現金流量變動	(62,220)	81,879	(172,047)	-	437,410	-	113,729	398,751
Non-cash changes	非現金流量變動	2,476	(70,345)	(1,767)	-	(572,302)	-	44,089	(597,849)
At 31 December 2018, and 1 January 2019, as previously reported	於二零一八年十二月三十一日及二零一九年一月一日(如之前所列報)	234,840	171,526	42,043	-	60,508	-	259,418	768,335
Effect of changes in accounting policies	會計政策變動的影響	-	39,452	(42,043)	20,747	-	-	-	18,156
At 1 January 2019, as restated	於二零一九年一月一日(經重列)	234,840	210,978	-	20,747	60,508	-	259,418	786,491
Changes in cash flows	現金流量變動								
New bank borrowings	新銀行借款	344,190	-	-	-	-	-	-	344,190
Repayment of bank borrowings	償還銀行借款	(334,132)	-	-	-	-	-	-	(334,132)
New other borrowings	新其他借款	-	110,786	-	-	-	-	-	110,786
Repayment of other borrowings	償還其他借款	-	(67,396)	-	-	-	-	-	(67,396)
Repayment of finance lease liabilities/lease liabilities	償還融資租賃負債/租賃負債	-	-	-	(7,217)	-	-	-	(7,217)
Repayment of promissory notes	償還承兌票據	-	-	-	-	-	(98,166)	-	(98,166)
Repayments of non-controlling shareholders' loan	償還非控股股東貸款	-	-	-	-	-	-	(122,536)	(122,536)
Interest paid	已付利息	(19,554)	(5,541)	-	(7)	-	(351)	-	(25,453)
Non-cash changes	非現金變動								
Capital injection by non-controlling interests	非控股權益注資	-	(77,000)	-	-	-	-	-	(77,000)
Disposal of subsidiaries	出售附屬公司	-	(42,612)	-	(857)	-	-	-	(43,469)
Reclassified from amounts due to non-controlling shareholders	應付非控股股東款項重新分類	-	(3,817)	-	-	-	-	3,817	-
Reclassified to other payables	重新分類至其他應付款項	-	26,237	-	-	(35,258)	-	-	(9,021)
Addition of right-of-use assets	添置使用權資產	-	-	-	370	-	-	-	370
Loss on early redemption	提前贖回的虧損	-	-	-	-	-	6,459	-	6,459
Settlement of deposits received for potential disposal of subsidiaries	結算就可能出售附屬公司收取的按金	-	-	-	-	-	17,800	-	17,800
Acquisition of equity instruments at fair value through other comprehensive income	收購按公平值計入其他全面收入的權益工具	-	-	-	-	-	226,060	-	226,060
Interest expenses (note 11)	利息開支(附註11)	19,554	10,130	-	841	971	818	12,879	45,193
Exchange difference	匯兌差額	(4,635)	(3,385)	-	(220)	-	(75)	(5,120)	(13,435)
At 31 December 2019	於二零一九年十二月三十一日	240,263	158,380	-	13,657	26,221	152,545	148,458	739,524

48. 綜合現金流量表附註(續)

(b) 融資活動所產生的負債變動

下表載列本集團來自融資活動負債之變動詳情，包括現金及非現金變動。來自融資活動的負債乃現金流量或未來現金流量將劃分為本集團來自融資活動之綜合現金流量之負債。

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綜合財務報表附註

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

49. EVENTS AFTER THE REPORTING PERIOD

- (a) Subsequent to the year end date, the Investors entered into the Funding Agreement with Shundong Port pursuant to which the Investors agreed to provide funding of RMB360 million (approximately HK\$402 million) to Shundong Port by way of non-voting, fixed-interest preference shares. As at the date of approval of these financial statements, RMB180 million (approximately HK\$201 million) has been received from the Investors pursuant to the Funding Agreement and the remaining sum is agreed to be drawn down by the end of year 2020. Since the Funding Agreement involves no dilution of the Group's voting right, profit sharing and return of capital in Shundong Port and the funding provided by the Investors are essentially by way of debt instrument in nature, Shundong Port remains as a subsidiary of the Company and its results continue to be consolidated in the Group's financial statements.
- (b) In April 2020, the Group entered into a sale and purchase agreement with an independent third party to acquire 49% equity interest of a company established in the PRC which is engaged in mining related business in Shandong Province, the PRC. The total cash consideration for this acquisition is RMB17 million (approximately HK\$19 million). The acquisition has not been completed up to the date of approval of these financial statements.

50. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Directors on 31 August 2020.

49. 報告期後事項

- (a) 於年結日後，投資方與順東港務訂立一份融資協議，據此，投資方同意以無投票權、定息優先股的形式向順東港務提供人民幣360,000,000元（約402,000,000港元）的資金。於該等財務報表獲批准之日，已根據融資協議自投資方收取人民幣180,000,000元（約201,000,000港元），餘下金額同意將於二零二零年底提取。由於融資協議不涉及攤薄本集團於順東港務的投票權、利潤分派及資本返還且投資方提供的資金主要通過債務工具進行，因此順東港務仍為本公司的附屬公司，其業績繼續併入本集團的財務報表。
- (b) 於二零二零年四月，本集團與一名獨立第三方訂立買賣協議，以收購一家在中國成立的公司49%的股權，該公司於中國山東省從事採礦相關業務。該收購的總現金代價為人民幣17,000,000元（約19,000,000港元）。截至該等財務報表獲批准之日，該收購尚未完成。

50. 批准綜合財務報表

綜合財務報表獲董事於二零二零年八月三十一日批准及授權刊發。



ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED
能源國際投資控股有限公司