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報
告

INTERIM REPORT 2020

(Stock code 股份代號 : 91)



金禧國際控股集團有限公司
Golden Century International
Holdings Group Limited

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Pan Jibiao (*Chairman*)
Ms. Shao Yanxia (appointed on 6 April 2020)
Mr. Lo Tsz Fung Philip (resigned on 1 July 2020)
Mr. Tam Tak Wah (resigned on 4 May 2020)
Mr. Cheng Wai Keung (resigned on 6 April 2020)

Non-Executive Director

Mr. Shiu Shu Ming (appointed on 18 March 2020)

Independent Non-Executive Directors

Mr. Lai Kin Keung (appointed on 6 April 2020)
Mr. Chan Yim Por Bonnie
Mr. Yeung Chi Wai (appointed on 6 April 2020)
Mr. Chan Tsz Kit (resigned on 6 April 2020)
Mr. Wang Li (resigned on 6 April 2020)

CHIEF EXECUTIVE OFFICER

Mr. Pan Jibiao (appointed on 1 September 2020)
Mr. Lyu Guoping (ceased to be Chief Executive Officer on 1 September 2020)

AUTHORISED REPRESENTATIVES

Mr. Lee Kin Fai (appointed on 1 July 2020)
Mr. Huen Felix Ting Cheung (appointed on 4 May 2020)
Mr. Lo Tsz Fung Philip (resigned on 1 July 2020)
Mr. Tam Tak Wah (resigned on 4 May 2020)

JOINT COMPANY SECRETARIES

Mr. Lee Kin Fai (appointed on 9 April 2020)
Mr. Huen Felix Ting Cheung (appointed on 9 April 2020)
Mr. Lo Tsz Fung Philip (resigned on 9 April 2020)

AUDIT COMMITTEE

Mr. Yeung Chi Wai (*Chairman*) (appointed on 6 April 2020)
Mr. Chan Yim Por Bonnie
Mr. Lai Kin Keung (appointed on 6 April 2020)
Mr. Chan Tsz Kit (resigned on 6 April 2020)
Mr. Wang Li (resigned on 6 April 2020)

NOMINATION COMMITTEE

Mr. Lai Kin Keung (*Chairman*) (appointed on 6 April 2020)
Mr. Yeung Chi Wai (appointed on 6 April 2020)
Mr. Chan Yim Por Bonnie
Mr. Chan Tsz Kit (resigned on 6 April 2020)
Mr. Wang Li (resigned on 6 April 2020)

REMUNERATION COMMITTEE

Mr. Chan Yim Por Bonnie (*Chairman*)
Mr. Lai Kin Keung (appointed on 6 April 2020)
Mr. Yeung Chi Wai (appointed on 6 April 2020)
Mr. Chan Tsz Kit (resigned on 6 April 2020)
Mr. Wang Li (resigned on 6 April 2020)

公司資料

董事

執行董事

盤繼彪先生(*主席*)
邵艷霞女士(於二零二零年四月六日獲委任)
盧梓峯先生(於二零二零年七月一日辭任)
譚德華先生(於二零二零年五月四日辭任)
鄭偉強先生(於二零二零年四月六日辭任)

非執行董事

蕭恕明先生(於二零二零年三月十八日獲委任)

獨立非執行董事

黎建強先生(於二零二零年四月六日獲委任)
陳炎波先生
楊志偉先生(於二零二零年四月六日獲委任)
陳子傑先生(於二零二零年四月六日辭任)
王礪先生(於二零二零年四月六日辭任)

行政總裁

盤繼彪先生(於二零二零年九月一日獲委任)
呂國平先生(於二零二零年九月一日不再擔任
行政總裁)

授權代表

李健輝先生(於二零二零年七月一日獲委任)
禡廷彰先生(於二零二零年五月四日獲委任)
盧梓峯先生(於二零二零年七月一日辭任)
譚德華先生(於二零二零年五月四日辭任)

聯席公司秘書

李健輝先生(於二零二零年四月九日獲委任)
禡廷彰先生(於二零二零年四月九日獲委任)
盧梓峯先生(於二零二零年四月九日辭任)

審核委員會

楊志偉先生(*主席*)(於二零二零年四月六日獲委任)
陳炎波先生
黎建強先生(於二零二零年四月六日獲委任)
陳子傑先生(於二零二零年四月六日辭任)
王礪先生(於二零二零年四月六日辭任)

提名委員會

黎建強先生(*主席*)(於二零二零年四月六日獲委任)
楊志偉先生(於二零二零年四月六日獲委任)
陳炎波先生
陳子傑先生(於二零二零年四月六日辭任)
王礪先生(於二零二零年四月六日辭任)

薪酬委員會

陳炎波先生(*主席*)
黎建強先生(於二零二零年四月六日獲委任)
楊志偉先生(於二零二零年四月六日獲委任)
陳子傑先生(於二零二零年四月六日辭任)
王礪先生(於二零二零年四月六日辭任)

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
The Bank of East Asia, Limited

LEGAL ADVISERS

Patrick Chu, Conti Wong Lawyers LLP

AUDITOR

Confucius International CPA Limited
Certified Public Accountants
Rooms 1501–8, 15th Floor
Tai Yau Building
181 Johnston Road
Wanchai, Hong Kong

REGISTERED OFFICE

45th Floor,
Tower 1, Times Square,
Causeway Bay,
Hong Kong

SHARE REGISTRAR

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

STOCK CODE

91

BOARD LOT

10,000

COMPANY WEBSITE

www.goldcenturyintl.com

主要往來銀行

中國銀行(香港)有限公司
星展銀行(香港)有限公司
東亞銀行有限公司

法律顧問

朱國熙、黃錦華律師事務所(有限法律責任合夥)

核數師

天健國際會計師事務所有限公司
執業會計師
香港灣仔
莊士敦道181號
大有大廈
15樓1501–8室

註冊辦事處

香港
銅鑼灣
時代廣場一座
45樓

股份過戶登記處

卓佳標準有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

91

每手股數

10,000

公司網站

www.goldcenturyintl.com

The Board of Directors (the “Board” or “Directors”) of Golden Century International Holdings Group Limited (the “Company”) hereby present the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2020 (the “Period”).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group’s revenue in the Period was HK\$2,978,000 (2019: HK\$4,366,000), representing a decrease of 31.79% as compared with the same period last year. The revenue generated by the sale of electronic components decreased by 31.79% from HK\$4,366,000 in 2019 to HK\$2,978,000 in 2020. The coalbed methane (“CBM”) exploration and exploitation operating subsidiaries and the treasury segment did not contribute to the Group’s revenue during the Period.

Gross Profit

The Group recorded a gross profit of HK\$437,000 in the Period, a decrease from HK\$481,000 in the same period last year.

Other Gains and Losses

The decrease in the other gains and losses of HK\$42,967,000, from HK\$56,337,000 in the same period last year to HK\$13,370,000 in the Period, was mainly caused by the decrease in the gain on fair value change of convertible notes – embedded derivatives.

Administrative Expenses

The administrative expenses amounted to HK\$23,513,000 in the Period (2019: HK\$21,084,000). The slight increment was mainly caused by the increase in staff costs as well as depreciation of property, plant and equipment and right-of-use assets.

Finance Costs

The finance costs incurred during the Period were HK\$30,826,000 (2019: HK\$24,643,000), which were mainly imputed interest on convertible notes, interests on loan from Century Gold Millennium International Group Holdings Limited (the “Ultimate Holding Company”) and Mr. Pan Jibiao, the ultimate controlling party of the Company (the “Ultimate Controlling Party”), and borrowings.

Loss for the Period

The significant decrease in the net loss as compared with the same period last year was mainly due to the combined effect of (i) no impairment loss on the production sharing contract (the “PSC”) in the Period (2019: HK\$413,598,000); (ii) the decrease in the amortisation of PSC by HK\$10,873,000 from HK\$13,411,000 in the same period last year to HK\$2,538,000 in the Period; (iii) the decrease in the other gains and losses of HK\$42,967,000 from HK\$56,337,000 in the same period last year to HK\$13,370,000 in the Period; and (iv) a deferred tax credit of HK\$106,752,000 due to a significant reversal of the temporary difference arising from the amortisation of the intangible assets in respect of the PSC was recorded in the same period last year.

金禧國際控股集團有限公司(「本公司」)董事局(「董事局」或「董事」)謹此提呈本公司及其附屬公司(「本集團」)截至二零二零年六月三十日止六個月(「本期間」)之未經審核綜合中期業績。

管理層討論及分析

財務回顧

收益

本集團於本期間之收益為2,978,000港元(二零一九年：4,366,000港元)，較去年同期減少31.79%。電子零件銷售所產生之收益由二零一九年之4,366,000港元減少31.79%至二零二零年之2,978,000港元。經營煤層氣(「煤層氣」)勘探及開採之附屬公司及庫務分類於本期間並無為本集團帶來收益貢獻。

毛利

本集團於本期間錄得毛利437,000港元，較去年同期之481,000港元減少。

其他收益及虧損

其他收益及虧損由去年同期之56,337,000港元減少42,967,000港元至本期間之13,370,000港元，主要因可換股票據－內含衍生工具之公平值變動收益減少導致。

行政開支

本期間內行政開支為23,513,000港元(二零一九年：21,084,000港元)。輕微增幅乃主要由於員工成本增加以及物業、機器及設備及使用權資產折舊。

融資成本

於本期間產生的融資成本為30,826,000港元(二零一九年：24,643,000港元)，主要為可換股票據之估算利息、來自世紀金禧國際控股集團有限公司(「最終控股公司」)及本公司最終控制方盤繼彪先生(「最終控制方」)之貸款利息及借款。

本期間虧損

虧損淨額較去年同期大幅減少乃主要由於以下各項的綜合影響：(i)本期間內產品分成合同(「產品分成合同」)並無產生減值虧損(二零一九年：413,598,000港元)；(ii)產品分成合同之攤銷由去年同期之13,411,000港元減少10,873,000港元至本期間之2,538,000港元；(iii)其他收益及虧損由去年同期之56,337,000港元減少42,967,000港元至本期間之13,370,000港元；及(iv)遞延稅項抵免106,752,000港元，因去年同期錄得有關產品分成合同之無形資產攤銷所產生之暫時差異重大撥回。

The Group recorded a loss attributable to the shareholders of the Company (the “Shareholders”) of approximately HK\$46,110,000 in the Period (2019: HK\$309,807,000), and basic and diluted loss per share was approximately HK6.26 cents (2019: HK64.65 cents).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2020, the Group’s cash and bank balances amounted to HK\$75,119,000 (as at 31 December 2019: HK\$10,509,000), which were mainly denominated in Hong Kong dollars and Renminbi. The net current assets of the Group were approximately HK\$21,659,000 (as at 31 December 2019: the net current liabilities of HK\$63,713,000). As at 30 June 2020, the Group had bonds of HK\$9,990,000 (as at 31 December 2019: HK\$14,966,000), loan from the Ultimate Holding Company of HK\$71,534,000 (as at 31 December 2019: HK\$10,000,000), loan from the Ultimate Controlling Party of HK\$59,360,000 (as at 31 December 2019: Nil) and convertible notes (liability and embedded derivatives portion) of HK\$373,395,000 (as at 31 December 2019: HK\$378,955,000).

GEARING RATIO

As at 30 June 2020, the Group had total assets amounting to HK\$282,102,000 (as at 31 December 2019: HK\$190,954,000) and total liabilities of HK\$642,679,000 (as at 31 December 2019: HK\$518,688,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 227.82% as at 30 June 2020 (as at 31 December 2019: 271.63%).

CAPITAL STRUCTURE

As at 30 June 2020, the Group had capital deficiency attributable to the Shareholders of HK\$355,521,000 (as at 31 December 2019: HK\$322,830,000).

During the Period, the Group generally financed its operations from net proceeds from electronic components business, exercise of warrants, loans from the Ultimate Holding Company and the Ultimate Controlling Party.

CONVERTIBLE NOTES

On 24 August 2018, the Company entered into the convertible notes restructuring agreement with New Alexander Limited (“New Alexander”), pursuant to which New Alexander agreed to a consensual restructuring of its rights and obligations under the existing convertible notes due 31 December 2018 (the “Convertible Notes Restructuring Agreement”). Upon completion of the stipulated conditions precedent to the Convertible Notes Restructuring Agreement, new convertible notes due 31 December 2021 would be issued for the settlement of the existing convertible notes. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 30 October 2018, the special mandate for the issue of the new convertible notes with principal amount of HK\$365,000,000 and bearing interest at 2% per annum due 31 December 2021 (the “Convertible Notes”) upon completion of the Convertible Notes Restructuring Agreement and issue and allotment of the conversion shares were approved. All the conditions precedent under the Convertible Notes Restructuring Agreement were fulfilled and the completion took place on 6 November 2018.

本集團於本期間錄得本公司股東(「股東」)應佔虧損約46,110,000港元(二零一九年: 309,807,000港元), 每股基本及攤薄虧損約為6.26港仙(二零一九年: 64.65港仙)。

流動資金及財務資源

於二零二零年六月三十日, 本集團的現金及銀行結餘為75,119,000港元(於二零一九年十二月三十一日: 10,509,000港元), 主要以港元及人民幣計值。本集團之流動資產淨值為約21,659,000港元(於二零一九年十二月三十一日: 流動負債淨額63,713,000港元)。於二零二零年六月三十日, 本集團有債券9,990,000港元(於二零一九年十二月三十一日: 14,966,000港元)、來自最終控股公司之貸款71,534,000港元(於二零一九年十二月三十一日: 10,000,000港元)、來自最終控制方之貸款59,360,000港元(於二零一九年十二月三十一日: 無)及可換股票據(包括負債及內含衍生工具部分)373,395,000港元(於二零一九年十二月三十一日: 378,955,000港元)。

資產負債比率

於二零二零年六月三十日, 本集團之總資產為282,102,000港元(於二零一九年十二月三十一日: 190,954,000港元)及總負債為642,679,000港元(於二零一九年十二月三十一日: 518,688,000港元)。本集團之資產負債比率(按總負債除以總資產計算)於二零二零年六月三十日為227.82%(於二零一九年十二月三十一日: 271.63%)。

資本架構

於二零二零年六月三十日, 本集團之股東應佔資本虧絀為355,521,000港元(於二零一九年十二月三十一日: 322,830,000港元)。

於本期間, 本集團通常以電子零件業務、行使認股權證之所得款項淨額、來自最終控股公司及最終控制方之貸款為其業務提供資金。

可換股票據

於二零一八年八月二十四日, 本公司與New Alexander Limited(「New Alexander」)訂立可換股票據重組協議, 據此, New Alexander同意協定重組其於二零一八年十二月三十一日到期之現有可換股票據項下之權利及義務(「可換股票據重組協議」)。待完成可換股票據重組協議所訂明之先決條件後, 將發行於二零二一年十二月三十一日到期之新可換股票據, 以結清現有可換股票據。根據於二零一八年十月三十日舉行之本公司股東特別大會上通過之普通決議案, 於可換股票據重組協議完成後, 發行於二零二一年十二月三十一日到期本金額為365,000,000港元以年利率2厘計息之新可換股票據(「可換股票據」), 以及發行及配發兌換股份之特別授權已獲批准。可換股票據重組協議之所有先決條件已達成, 並已於二零一八年十一月六日完成。

On 30 September 2019, the Ultimate Holding Company as purchaser and New Alexander as vendor entered into a transfer agreement dated 30 September 2019 (the “CN Transfer Agreement”) in relation to the transfer of the Convertible Notes, pursuant to which the Ultimate Holding Company conditionally agreed to acquire and New Alexander conditionally agreed to sell the Convertible Notes issued by the Company in the aggregate outstanding principal amount of HK\$365,000,000, which are convertible into a total of 3,041,666,666 new shares upon full conversion at the conversion price of HK\$0.12 per share, at a total consideration of HK\$310,250,000 (equivalent to approximately HK\$0.102 per share of the Company). The CN Transfer Agreement was completed on 1 April 2020. During the Period, the Convertible Notes with the principal amount of HK\$10,000,000 were converted into shares and the principal amount of HK\$355,000,000 remained outstanding as at 30 June 2020.

WARRANTS

On 16 October 2019, a total of 143,755,385 bonus warrants were issued by the Company on the basis of one warrant for every five shares held on 30 September 2019, being the record date for ascertaining the entitlements of Shareholders to the bonus warrant issue. The holders of these bonus warrants are entitled to subscribe in cash for 143,755,385 new shares at an initial subscription price of HK\$0.04 per share at any time during the period commencing from 16 October 2019 to 15 October 2020 (both dates inclusive). If all bonus warrants are exercised, net proceeds of approximately HK\$5,750,000 will be raised. The net proceeds received as and when subscription rights are exercised will be applied as general working capital of the Group. During the Period, 18,663,075 new ordinary shares were issued upon the exercise of 18,663,075 units of these bonus warrants. Net proceeds of approximately HK\$747,000 were raised upon the exercise of the bonus warrants and were used as the general working capital of the Group.

DIVIDEND

The Board does not recommend any payment of dividend in the Period (2019: Nil).

COMMITMENTS

Details of the commitments of the Group are set out in note 20 to the condensed consolidated financial statements.

TREASURY POLICY

The Group mainly operates in Hong Kong and the People’s Republic of China (the “PRC”) with most of the transactions settled in Hong Kong dollars, Renminbi and United States dollars; the existing currency peg of Hong Kong dollars with United States dollars will likely continue in the near future, so the exposure to foreign exchange fluctuation is minimal.

The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

於二零一九年九月三十日，最終控股公司(作為買方)與New Alexander(作為賣方)訂立日期為二零一九年九月三十日之轉讓協議(「可換股票據轉讓協議」)，內容有關轉讓可換股票據，據此，最終控股公司有條件同意收購，而New Alexander有條件同意出售本公司所發行並可按兌換價每股0.12港元悉數兌換為合共3,041,666,666股新股份之可換股票據(其未償還本金總額為365,000,000港元)，總代價為310,250,000港元(相等於每股本公司股份約0.102港元)。可換股票據轉讓協議於二零二零年四月一日完成。於本期間，本金額為10,000,000港元之可換股票據轉換為股份及本金額為355,000,000港元之可換股票據於二零二零年六月三十日尚未行使。

認股權證

於二零一九年十月十六日，本公司按於二零一九年九月三十日(即確定股東有權獲發紅利認股權證之記錄日期)每持有五股股份獲發一份認股權證之基準發行合共143,755,385份紅利認股權證。此等紅利認股權證之持有人有權由二零一九年十月十六日起至二零二零年十月十五日止期間(包括首尾兩日)，隨時按初步認購價每股股份0.04港元以現金認購143,755,385股新股份。全數紅利認股權證一經行使，將可籌集所得款項淨額約5,750,000港元。認購權獲行使時所收取之所得款項淨額將用作本集團之一般營運資金。於本期間，18,663,075股新普通股已於18,663,075份此等紅利認股權證獲行使時予以發行。紅利認股權證獲行使時所籌集之所得款項淨額約為747,000港元，並已用作本集團之一般營運資金。

股息

董事局不建議於本期間派付任何股息(二零一九年：無)。

承擔

本集團之承擔詳情載於簡明綜合財務報表附註20。

庫務政策

本集團主要在香港及中華人民共和國(「中國」)經營，大部份交易以港元、人民幣及美元結付，而現行港元與美元掛鈎之制度在短期內應會繼續，故外匯波動風險極低。

本集團目前並無外幣對沖政策。然而，本集團管理層會監察外匯風險，並於必要時考慮對沖重大外幣風險。

CONTINGENCIES

Save as disclosed in note 21 to the condensed consolidated financial statements, the Group had no other contingencies as at 30 June 2020.

CHARGES ON ASSETS

As at 30 June 2020, the Group had no charges on assets.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 24 to the condensed consolidated financial statements, the Group had no other material event after the Period.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2020, the Group had 41 employees, of which 18 were in Hong Kong and 23 were in the PRC. Employee remuneration policy of the Group is reviewed periodically and is determined based on performance of the Group and employees' responsibilities, qualifications and performances. Remuneration packages comprised basic salary, discretionary bonus, medical schemes, share options, mandatory provident fund schemes for employees in Hong Kong and the state-managed employee pension schemes for employees in the PRC.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Save as disclosed in note 24(a) & (b) to the condensed consolidated financial statements, the Group had no other material acquisitions and disposals.

BUSINESS REVIEW

According to the directive of the management of the Group, the Group has reformulated its business strategies with the efforts to develop a comprehensive and industrial-financial integrated global platform.

The Company has been renamed as "Golden Century International Holdings Group Limited" since 18 March 2020. The aims of which are to better reflect the Group's strategic business plan and its direction of future development, and to provide the Company with a more appropriate corporate image and identity that will help the Company to develop its future business.

The recent relocation of the Group's head office is regarded as a remarkable development. Pursuant to the Company's announcement dated 11 June 2020, the head office of the Company had been relocated to the entire 45th Floor, Tower 1, Times Square, Causeway Bay with effect from 15 June 2020. This office relocation can help to increase the overall administrative efficiency of the Group, boost the staff morale and further strengthen the relationship and bonding with the Group's clients and business alliances. In addition, the head office is conveniently located in the heart of the commercial zone in Hong Kong Island, which is easily accessible by transportation and conducive to the Group's future business promotion.

During the Period, the Group was mainly engaged in CBM exploration and production in the PRC, electronic components trading and treasury businesses.

或然事項

除簡明綜合財務報表附註21披露者外，於二零二零年六月三十日，本集團並無其他或有費用。

資產抵押

於二零二零年六月三十日，本集團並無資產抵押。

呈報期後事項

除簡明綜合財務報表附註24所披露外，本集團於本期間後並無其他重大事項。

僱員及薪酬政策

於二零二零年六月三十日，本集團有41名僱員（其中香港18名及中國23名）。本集團會定期檢討僱員薪酬政策，並基於本集團表現及僱員責任、資歷及表現釐定有關政策。薪酬福利包括基本薪金、酌情花紅、醫療計劃、購股權、為香港僱員而設之強制性公積金計劃及為中國僱員而設之國家管理僱員退休金計劃。

重大收購及出售附屬公司之事項

除簡明綜合財務報表附註24(a)及(b)所披露外，本集團並無其他重大收購及出售事項。

業務回顧

根據本集團管理層指示，本集團已重新制定業務策略，旨在開發全面及產業結合金融的全球化平台。

本公司已自二零二零年三月十八日起易名為「金禧國際控股集團有限公司」，為求更能反映本集團的戰略業務計劃及其未來發展方向，並向本公司提供更合適的企業形象及定位，將有助本公司發展日後業務。

本集團總部近期遷址乃一項重大進展。根據本公司日期為二零二零年六月十一日的公告，本公司總辦事處已遷至銅鑼灣時代廣場一座45樓全層，自二零二零年六月十五日起生效。辦事處遷址可有助提升本集團整體行政效益、增強員工士氣及進一步鞏固及促進與本集團客戶及業務聯盟的關係。此外，總部位於香港島的商業中心區，交通便利且有利本集團未來的業務推廣。

於本期間，本集團主要在中國從事煤層氣勘探及生產、電子零件貿易及庫務業務。

Coalbed Methane Business

The Group explores, develops and produces CBM in Anhui Province with a total exploration area of 567.843 square kilometres (the “Contract Area”). As at 30 June 2020, the CBM operation was still in exploration stage: a total of 42 exploration wells were drilled and 7 of them were production wells. However, the pumps of these wells were stuck with coal fines and were broken down due to the long term dewatering and only 4 of the production wells were under actual production during the year of 2018. As the technical experts considered that it is not cost effective to replace the pumps, these wells eventually have ceased to produce since July 2018. Thus, there was no contribution from the CBM business for the Period.

Despite the fact that there is a gain on fair value change of the embedded derivative portion of the convertible notes of HK\$19,722,000 (2019: HK\$48,295,000), a loss of HK\$16,355,000 (2019: HK\$409,605,000) was recorded mainly due to the amortisation of the PSC of HK\$2,538,000 (2019: HK\$13,411,000), the imputed interest on convertible notes of HK\$24,817,000 (2019: HK\$21,131,000), depreciation of property, plant and equipment and right-of-use assets of HK\$3,990,000 (2019: HK\$4,606,000) and no impairment loss on the PSC in 2020 (2019: HK\$413,598,000).

The Group, through its wholly-owned subsidiary, Canada Can-Elite Energy Limited (“Can-Elite”), entered into the PSC with China United Coalbed Methane Corporation Limited (“China United”), a state-owned company wholly-owned by China National Offshore Oil Corporation authorised by the PRC government to partner with foreign companies to explore, develop and produce CBM assets. Pursuant to the PSC, Can-Elite is the operator of the Anhui CBM assets and holds 70% of participating interests in the PSC for a term of 30 years starting from 2008.

The Contract Area is divided into Area A (part of Luling Block with an area of 23.686 square kilometres that has its proven reserves submitted) and Area B (primary part of Su’nan Block with an area of 544.157 square kilometres, with the proven reserve yet to be submitted). Area A can start production as soon as the overall development proposal (“ODP”) has been filed by relevant government authorities of the PRC. Pursuant to the fourth modification agreement entered into between Can-Elite and China United in August 2017, the exploration period of Area B has been extended to 31 March 2020. On 10 August 2020, Can-Elite and China United entered into the fifth modification agreement regarding the modified PSC (the “Fifth Modification Agreement”), pursuant to which the parties to the Fifth Modification Agreement agreed to further extend the exploration period of Area B for two years from the original expiry date of 31 March 2020.

煤層氣業務

本集團於安徽省經營煤層氣之勘探、開發及生產，其總勘探面積為567.843平方公里（「合約區」）。於二零二零年六月三十日，煤層氣運作仍處於勘探階段：共完成鑽探勘探井四十二口，其中七口為生產井。然而，該等氣井之水泵被煤粉堵塞並因長期抽水而故障，導致二零一八年度實際生產之生產井僅有四口。技術專家認為更換水泵不符合成本效益，故該等氣井最終已於二零一八年七月起停止生產。因此，煤層氣業務於本期間並無貢獻。

儘管錄得可換股票據內含衍生工具部分之公平價值變動之收益19,722,000港元（二零一九年：48,295,000港元），惟仍然錄得16,355,000港元之虧損（二零一九年：409,605,000港元），此乃主要由於錄得產品分成合同之攤銷2,538,000港元（二零一九年：13,411,000港元），可換股票據之估計利息24,817,000港元（二零一九年：21,131,000港元）、物業、機器及設備及使用權資產折舊3,990,000港元（二零一九年：4,606,000港元），以及於二零二零年產品分成合同並無產生減值虧損（二零一九年：413,598,000港元）所致。

本集團透過其全資附屬公司加拿大英發能源有限公司（「英發能源」）與中聯煤層氣有限責任公司（「中聯」，一間由中國海洋石油公司全資擁有的國有企業，由中國政府授權其與外商合作經營煤層氣資產之勘探、開發及生產業務）訂立產品分成合同。根據產品分成合同，英發能源為安徽煤層氣資產之經營者，並自二零零八年起計三十年擁有產品分成合同之70%參與權益。

合約區現劃分為A區（已提交探明儲量的蘆嶺區塊部分，面積為23.686平方公里）及B區（待提交探明儲量的宿南區塊主要部分，面積為544.157平方公里）。A區之總體開發方案（「總體開發方案」）只需要向中國有關政府部門備案即可開始進入生產。根據英發能源與中聯於二零一七年八月訂立之第四次修訂協議，B區之勘探期已延長至二零二零年三月三十一日。於二零二零年八月十日，英發能源與中聯就經修改產品分成合同訂立第五次修改協議（「第五次修改協議」），據此，第五次修改協議之訂約方同意將B區之勘探期由原本的到期日（二零二零年三月三十一日）再延長兩年。

Due to the recent outbreak of novel coronavirus (COVID-19) epidemic (“**Coronavirus**”), the Chinese government implemented various measures to prevent the spread of the Coronavirus, including but not limited to new border control measures and restrictions on production resumption. These containment efforts have impeded the Group from executing its plan to continuing the necessary procedures, requirements and conditions for submission of the ODP. As such, most of the exploration work done originally planned by the Group, have been postponed to the third and fourth quarter of 2020, and together with the existing financial constraints, it is assessed by the Board that the submission of the ODP will be postponed likely to late 2021.

Following the aforesaid extension, the Group will continue its focus on (i) executing its plan to continuing the necessary procedures, requirements and conditions for submission of the overall development proposal in respect of the Area A set out in the PSC to the relevant government authorities of the PRC; and (ii) preparation of the reserve report of Area B.

Electronic Components Business

The Group continued to be affected by the weak global demand dragged on the consumables market. As a result, revenue generated from the electronic components segment dropped to HK\$2,978,000, which represents a 31.79% decrease as compared with the same period last year. The Group will regularly review the range of products distributed to confront with the increasingly difficult business environment so as to generate stable revenue and return. However, it shall be expected that the situation will not improve in the short run.

Treasury Business

The treasury business includes (i) securities trading, (ii) securities brokerage and (iii) money lending business.

(i) Securities Trading

The Group adopts a prudent approach for all its investments with the view for short to medium term profit. As at 30 June 2020, the Group did not hold any securities (as at 31 December 2019: HK\$10,125,000). Due to the fluctuation in the stock market, the Group has disposed all its securities investment during the Period and recorded loss of HK\$3,425,000 on disposal of financial assets at fair value through profit and loss (2019: loss of HK\$1,261,000). During the same period last year, the Group also recorded net gain of HK\$5,864,000 on revaluation of financial assets at fair value through profit and loss from investment in Styland Holdings Limited (stock code: 211), which is principally engaged in investment holdings, financial services, mortgage financing, property development and investment and trading of securities.

由於近期爆發新型冠狀病毒(COVID-19)疫情(「**新冠病毒**」)，中國政府實施多項措施，以防止新冠病毒蔓延，包括但不限於新制定的邊境管制措施及復工復產限制。該等遏制措施對本集團為提交總體開發方案繼續履行必要的程序、要求及條件而執行其計劃造成障礙。因此，本集團原先計劃完成的大部分勘探作業，已延遲至二零二零年第三及第四季，再考慮到現時資金緊張，董事局評定總體開發方案將很可能延遲至二零二一年年底提交。

於上述延長後，本集團將繼續專注(i)執行其計劃，於向相關中國政府部門提交A區總體開發方案(如產品分成合同所載)時，繼續履行必要的程序、要求及條件；及(ii)擬備B區的儲量報告。

電子零件業務

本集團繼續受全球消耗品市場需求疲弱影響。因此，電子零件分類產生的收益較去年同期下降31.79%至2,978,000港元。本集團將定期檢討產品分銷系列以應付日益嚴峻的營商環境，從而創造穩定收益及回報。然而，預期形勢不會在短期內改善。

庫務業務

庫務業務包括(i)證券買賣、(ii)證券經紀及(iii)放債業務。

(i) 證券買賣

本集團對其所有投資均採取審慎的態度，以賺取短期至中期收益。於二零二零年六月三十日，本集團並無持有任何證券(於二零一九年十二月三十一日：10,125,000港元)。由於股票市場波動，本集團已於本期間出售其所有證券投資，並就出售按公平值計入損益之金融資產錄得虧損3,425,000港元(二零一九年：虧損1,261,000港元)。於去年同期，本集團就重估投資於大凌集團有限公司(股份代號：211)之按公平值計入損益之金融資產亦錄得收益淨額5,864,000港元，該公司主要從事投資控股、金融服務、按揭融資、物業發展和投資以及證券買賣業務。

(ii) Securities Brokerage

The Group conducted securities brokerage business through a wholly-owned subsidiary, GCINT Limited (formerly known as International Standard Resources Securities Limited until 27 February 2020). However, due to the loss of responsible officers to comply with the applicable licensing requirements and consequential failure to apply the exchange participants of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Board, after assessing the time and total cost to be incurred in connection with the re-activation of business of GCINT Limited, decided to cease the business of GCINT Limited with effect on 8 May 2020. In connection with the cessation of business of GCINT Limited, steps have been taken to notify the Securities and Futures Commission (“**SFC**”) and request the revocation of its licenses to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (“**SFO**”).

The Group aims to expand into the finance industry and become a wealth and financial services conglomerate. On 19 May 2020, the Company entered into a sale and purchase agreement as purchaser with SD Financial Group Holdings Limited as vendor and Mr. Dai Zhi as guarantor, pursuant to which the Company agreed to acquire the entire issued share capital of SD Limited (a licensed corporation which can conduct Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities under the SFO) and the entire issued share capital of SD Asset Management Limited (a licensed corporation which can conduct Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities under the SFO). The acquisition was completed on 1 August 2020. Details are set out in the Company’s announcements dated 19 May 2020 and 3 August 2020.

(iii) Money Lending

The Group carries its money lending business by providing both secured and unsecured loans to corporate and individual customers. Strict internal policies for granting and on-going review of the loan are established so as to ensure the business risk is manageable. Moreover, to meet the statutory requirements and to cope with the complexity of the business environment, regular review and updates of internal policy are performed. During the Period, due to the reallocation of funds, the Group did not distribute any amount of funds to the money lending business. As a result, no revenue was generated from this segment (i.e. interest income) (2019: Nil).

(ii) 證券經紀

本集團透過全資附屬公司金禧國際證券有限公司(前稱標準資源證券有限公司,直至二零二零年二月二十七日為止)經營證券經紀業務。然而,鑒於負責人員離去而未能遵從適用牌照規定及其後申請成為香港聯合交易所有限公司(「**聯交所**」)之交易所參與者被拒,董事局經評估重新啓動金禧國際證券有限公司之業務所需之時間及總成本,決定終止金禧國際證券有限公司之業務,自二零二零年五月八日起生效。關於終止金禧國際證券有限公司之業務,已採取有關步驟通知證券及期貨事務監察委員會(「**證監會**」)及要求證監會撤銷其進行證券及期貨條例(「**證券及期貨條例**」)下第1類(證券交易)及第4類(就證券提供意見)受規管活動之牌照。

本集團旨在向金融業擴張,並成為財富及金融服務綜合企業。於二零二零年五月十九日,本公司(為買方)與盛大金融集團控股有限公司(為賣方)及戴志先生(為擔保人)訂立買賣協議,據此本公司同意收購盛大證券期貨有限公司(一家可進行證券及期貨條例下第1類(證券交易)及第2類(期貨合約交易)受規管活動之持牌法團)全部已發行股本及盛大資產有限公司(一家可進行證券及期貨條例下第4類(就證券提供意見)、第5類(就期貨合約提供意見)及第9類(提供資產管理)受規管活動之持牌法團)全部已發行股本。有關收購已於二零二零年八月一日完成。詳情載於本公司日期為二零二零年五月十九日及二零二零年八月三日的公告。

(iii) 放債業務

本集團經營其放債業務並提供有抵押及無抵押之企業及個人客戶貸款。本集團已就授出貸款制定嚴謹的內部政策,並確立貸款的持續審閱,以確保業務風險處於可管理水平。此外,為達到法定規定,亦為了應對更複雜的營商環境,本集團已定期檢討及更新內部政策。於本期間,由於資金重新分配,本集團並無分配任何資金至放債業務。因此,此分類並無錄得任何收益(即利息收入)(二零一九年:無)。

PROSPECTS

Given that there are increasing concerns over the environmental issues, it is foreseeable that the highly polluted energies will be eliminated and even phased out from the market and the use of replaceable clean energies will become more popular sooner or later, thus resulting in a keener market demand for natural gas. The demand growth of natural gas market will continue to retain its strong momentum. The management of the Group will continue to focus on our CBM business. Following the entry of the Fifth Modification Agreement of PSC with China United, the Group will continue its focus on (i) executing its plan to continue the necessary procedures, requirements and conditions for submission of the overall development proposal in respect of the Area A set out in the PSC to the relevant government authorities of the PRC; and (ii) preparing the reserve report of Area B.

In order to strive for better returns for our Shareholders, the Group has been diversifying its financial services sector. Upon acquisition of SD Limited and SD Asset Management Limited, the Group would be able to provide services of Types 1, 2, 4, 5 and 9 regulated activities under the SFO. On 21 August 2020, the ordinary resolution of the extraordinary general meeting relating to subscription of shares in United Able International Limited was approved and upon the allotment, the Group will have a member which holds the insurance brokerage licence under the Insurance Ordinance. With these licenses, the Group could provide a wider range of financial services to its clients. Details of the acquisition of SD Limited and SD Asset Management Limited and the subscription of shares in United Able International Limited are set out in note 24(a) and (b) to the condensed consolidated financial statements.

Looking forward, amidst the Coronavirus, we will do our utmost to seize any market opportunities arising from the Chinese economy transformation, keep on optimising operation performance, provide value-added services to our clients, strive to expand into new industries/new markets, and enhance the relationship and bonding with the international and local strategic alliances, with a view to providing our investors with satisfactory returns.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

There was no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

展望

鑒於環境問題越趨嚴重，預計高度污染能源將被摒除，甚至逐步被市場淘汰，可替代潔淨能源的應用遲早會逐漸普及，故市場對天然氣的需求將會更加殷切。天然氣市場的需求增長將繼續保持強勁勢頭。本集團管理層將繼續專注煤層氣業務。與中聯訂立產品分成合同之第五次修訂協議後，本集團將繼續專注(i)執行其計劃，於向相關中國政府部門提交A區總體開發方案(如產品分成合同所載)時，繼續履行必要的程序、要求及條件；及(ii)擬備B區的儲量報告。

為了爭取更佳股東回報，本集團已多元化發展其金融服務分類。收購盛大證券期貨有限公司及盛大資產有限公司後，本集團將可提供證券及期貨條例下第1、2、4、5及9類受規管活動的服務。於二零二零年八月二十一日，股東特別大會上有關認購駿盟國際有限公司的股份的普通決議案已獲批准，而於配發後，本集團將擁有一間持有《保險業條例》下保險經紀牌照的成員公司。持有該等牌照有助本集團向其客戶提供更廣泛的金融服務。收購盛大證券期貨有限公司及盛大資產有限公司及認購駿盟國際有限公司的股份的詳情載於簡明綜合財務報表附註24(a)及(b)。

展望未來，我們將在新冠病毒疫情之下竭盡全力，緊握中國經濟轉型的市場機遇，持續優化營運表現，為客戶提供增值服務，致力擴展至新行業／新市場，並提升與國際及本地戰略聯盟的關係及合作，為投資者提供可觀回報。

董事於交易、安排或合約中之權益

於本期間結算日或本期間內任何時間，本公司或其任何附屬公司概無訂立任何涉及本集團業務而董事於其中直接或間接擁有重大權益且仍然生效之重要交易、安排或合約。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

As at 30 June 2020, the interests and short positions of each Director and chief executive of the Company in the shares of the Company, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register maintained by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

於二零二零年六月三十日，各董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之本公司股份、相關股份及債權證中，擁有記錄於本公司根據證券及期貨條例第352條所存置之登記冊內，或已根據聯交所證券上市規則(「上市規則」)所載上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

Long positions in shares of the Company

於本公司股份之好倉

Name of Director/ chief executive of the Company	Nature of interest	Number of ordinary shares	Number of underlying shares	Total	Approximate percentage of issued share capital of the Company 佔本公司 已發行股本之 概約百分比 (Note 1) (附註1)
董事／本公司 主要行政人員姓名	權益性質	普通股數目	相關股份數目	總計	
Pan Jibiao (Note 2) 盤繼彪(附註2)	Through a controlled corporation 透過受控法團	469,817,393 (Note 2) (附註2)	3,035,787,471 (Note 3) (附註3)	3,505,604,864	421.45%
Lyu Guoping 呂國平	Beneficial owner 實益擁有人	25,000	5,000 (Note 4) (附註4)	30,000	0.00%
Notes:			附註：		
1.	Based on 831,789,312 ordinary shares of the Company issued as at 30 June 2020.			1.	按本公司於二零二零年六月三十日已發行普通股831,789,312股計算。
2.	These 469,817,393 ordinary shares of the Company are held by Century Gold Millennium International Holdings Group Limited, which is wholly owned by Mr. Pan Jibiao. Pursuant to the SFO, Mr. Pan Jibiao is deemed to be interested in these ordinary shares of the Company.			2.	該469,817,393股本公司普通股由盤繼彪先生全資擁有之世紀金禧國際控股集團有限公司持有。根據證券及期貨條例，盤繼彪先生被視為於該等本公司普通股中擁有權益。
3.	These 3,035,787,471 underlying shares consist of (i) a total of 77,454,138 warrant shares at an exercise price of HK\$0.04 per warrant share which may be allotted and issued upon exercise in full of such warrants; and (ii) a total of 2,958,333,333 conversion shares at a conversion price of HK\$0.12 which may be issued and allotted upon full conversion of the convertible notes, and such conversion shares were issued by the Company and due in 2021, in an aggregate outstanding principal amount of HK\$355,000,000 as at 30 June 2020.			3.	該3,035,787,471股相關股份包括(i)將於悉數行使該等認股權證後按行使價每股認股權證股份0.04港元可予發行及配發之合共77,454,138股認股權證股份；及(ii)將於悉數兌換由本公司發行並於二零二一年到期之可換股票據(其於二零二零年六月三十日之未償還本金總額為355,000,000港元)後按兌換價0.12港元可予發行及配發之合共2,958,333,333股兌換股份。
4.	These 5,000 underlying shares represent a total of 5,000 warrant shares at an exercise price of HK\$0.04 per warrant share will be issued and allotted upon exercise in full of the total 5,000 warrants.			4.	該5,000股相關股份為將於悉數行使合共5,000份認股權證後按行使價每股認股權證股份0.04港元發行及配發之合共5,000股認股權證股份。

Save as disclosed above, as at 30 June 2020, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the shares of the Company, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 June 2020, the interests and short positions of the substantial Shareholders (other than the Directors and chief executive of the Company) in the shares of the Company and underlying shares of the Company which were notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be kept in the register under section 336 of the SFO were as follows:

Name of substantial Shareholders	Nature of interest	Number of ordinary shares	Number of underlying shares	Total	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
主要股東名稱	權益性質	普通股數目	相關股份數目	總計	
Century Gold Millennium International Holdings Group Limited (Note 2)	Beneficial owner	469,817,393	3,035,787,471 (Note 3)	3,505,604,864	421.45%
世紀金禧國際控股集團有限公司 (附註2)	實益擁有人		(附註3)		

Notes:

- Based on 831,789,312 ordinary shares of the Company issued as at 30 June 2020.
- These 469,817,393 ordinary shares of the Company are held by Century Gold Millennium International Holdings Group Limited, which is wholly owned by Mr. Pan Jibiao. Pursuant to the SFO, Mr. Pan Jibiao is deemed to be interested in these ordinary shares of the Company.
- These 3,035,787,471 underlying shares consist of (i) a total of 77,454,138 warrant shares at an exercise price of HK\$0.04 per warrant share which may be allotted and issued upon exercise in full of such warrants; and (ii) a total of 2,958,333,333 conversion shares at a conversion price of HK\$0.12 which may be issued and allotted upon full conversion of the convertible notes, and such conversion shares were issued by the Company and due in 2021, in an aggregate outstanding principal amount of HK\$355,000,000 as at 30 June 2020.

除上文所披露外，於二零二零年六月三十日，概無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第XV部)之本公司股份、相關股份或債權證中，擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之有關條文被當作或視為擁有之權益及淡倉)；或(ii)根據證券及期貨條例第352條須記入該條例所述之登記冊內之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

主要股東於本公司股份及相關股份之權益及淡倉

於二零二零年六月三十日，主要股東(董事及本公司主要行政人員除外)於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文已知會本公司及聯交所，以及須記錄於根據證券及期貨條例第336條須存置之登記冊內之權益及淡倉如下：

附註：

- 按本公司於二零二零年六月三十日已發行普通股831,789,312股計算。
- 該469,817,393股本公司普通股由盤繼彪先生全資擁有之世紀金禧國際控股集團有限公司持有。根據證券及期貨條例，盤繼彪先生被視為於該等本公司普通股中擁有權益。
- 該3,035,787,471股相關股份包括(i)將於悉數行使該等認股權證後按行使價每股認股權證股份0.04港元可予發行及配發該合共77,454,138股認股權證股份；及(ii)將於悉數兌換由本公司發行並於二零二一年到期之可換股票據(其於二零二零年六月三十日之未償還本金總額為355,000,000港元)後按兌換價0.12港元可予發行及配發之合共2,958,333,333股兌換股份。

Save as disclosed above, as at 30 June 2020, the Company has not been notified of any other interests or short positions in the Shares or underlying Shares of the Company, which are required to be recorded in the register required to be kept under section 336 of the SFO.

CORPORATE GOVERNANCE

The Company had complied with the Corporate Governance Code (the “CG Code”) in Appendix 14 to the Listing Rules throughout the Period with the following major deviations:

Non-executive directors (Deviation from Code Provision A.4.1)

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Mr. Chan Yim Por Bonnie is the only independent non-executive Director (“INED”) who is not appointed for a specific term while Mr. Lai Kin Keung and Mr. Yeung Chi Wai both entered into the service agreements with the Company for a term of three years. This constitutes a deviation from the code provision A.4.1. However, more than one-third of the Directors (including executive and non-executive) are subject to retirement by rotation at each annual general meeting under the articles of association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the corporate governance practices of the Company are no less exacting than those in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted a code of conduct regarding the directors’ securities transactions on exactly the terms and required standard contained in the Model Code as set out in Appendix 10 to the Listing Rules. Before the Group’s interim results are announced, notifications are sent to the Directors to remind them not to deal in the securities of the Company during the blackout periods. Having made specific enquiry of all the Directors, they confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding directors’ securities transactions throughout the Period.

CHANGES REGARDING DIRECTORS, SUPERVISOR AND CHIEF EXECUTIVES

The changes regarding the Directors, supervisors and chief executives of the Company as required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules are set out below:

- (1) Mr. Shiu Shu Ming was appointed as non-executive Director with effect from 18 March 2020, details were set out in the announcement dated 18 March 2020 and the 2019 annual report of the Company;
- (2) Ms. Shao Yanxia was appointed as executive Director with effect from 6 April 2020, details were set out in the announcement dated 6 April 2020 and the 2019 annual report of the Company;

除上文所披露外，於二零二零年六月三十日，本公司概不知悉有任何其他於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉。

企業管治

本公司於本期間內一直遵守上市規則附錄十四的企業管治守則(「企管守則」)，惟以下主要偏離事件除外：

非執行董事(偏離守則條文第A.4.1條)

根據守則條文第A.4.1條，非執行董事的委任應有指定任期，並須接受重新選舉。陳炎波先生是唯一並無指定任期的獨立非執行董事(「獨立非執行董事」)，而黎建強先生及楊志偉先生皆已與本公司訂立為期三年的服務協議。這構成偏離守則條文第A.4.1條。然而，根據本公司的組織章程細則，超過三分之一的董事(包括執行及非執行董事)須於每年的股東週年大會上輪值告退。因此，本公司認為已採取足夠措施，以確保本公司的企業管治常規不比企管守則所載者寬鬆。

董事進行證券交易之標準守則

本公司已採納一套有關董事進行證券交易之行為守則，其與上市規則附錄十所載之標準守則所訂的條款及規定標準完全一致。於本集團的中期業績公佈前，本公司已向董事發出通知，提醒彼等於禁售期內不得買賣本公司證券。經向所有董事作出特定查詢後，彼等確認於本期間均一直遵守標準守則所訂有關董事進行證券交易之規定標準及本公司本身自訂之行為守則。

有關董事、監事或主要行政人員之變動

根據上市規則第13.51(2)條及13.51B(1)條須予披露之有關本公司董事、監事及主要行政人員之變動如下：

- (1) 蕭恕明先生自二零二零年三月十八日起獲委任為非執行董事，有關詳情載於本公司日期為二零二零年三月十八日的公告及二零一九年年報；
- (2) 邵艷霞女士自二零二零年四月六日起獲委任為執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告及二零一九年年報；

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|---|--|
| <p>(3) Mr. Lai Kin Keung has been appointed as an independent non-executive Director with effect from 6 April 2020, details were set out in the announcement dated 6 April 2020 and the 2019 annual report of the Company;</p> | <p>(3) 黎建強先生自二零二零年四月六日起獲委任為獨立非執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告及二零一九年年報；</p> |
| <p>(4) Mr. Yeung Chi Wai has been appointed as an independent non-executive Director with effect from 6 April 2020, details were set out in the announcement dated 6 April 2020 and the 2019 annual report of the Company;</p> | <p>(4) 楊志偉先生自二零二零年四月六日起獲委任為獨立非執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告及二零一九年年報；</p> |
| <p>(5) Mr. Chan Yim Por Bonnie has stepped down as the chairman and become a member of the Nomination Committee with effect from 6 April 2020, details were set out in the announcement of the Company dated 6 April 2020;</p> | <p>(5) 陳炎波先生自二零二零年四月六日起退任提名委員會主席，並轉任提名委員會成員，有關詳情載於本公司日期為二零二零年四月六日的公告；</p> |
| <p>(6) Mr. Lee Kin Fai, the joint company secretary of the Company, was appointed as chief financial officer of the Company with effect from 1 July 2020, details were set out in the announcements of the Company dated 9 April 2020 and 30 June 2020;</p> | <p>(6) 本公司聯席公司秘書李健輝先生自二零二零年七月一日起獲委任為本公司財務總監，有關詳情載於本公司日期為二零二零年四月九日及二零二零年六月三十日的公告；</p> |
| <p>(7) Mr. Cheng Wai Keung has tendered his resignation as an executive Director with effect from 6 April 2020, details were set out in the announcement of the Company dated 6 April 2020;</p> | <p>(7) 鄭偉強先生自二零二零年四月六日起辭任執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告；</p> |
| <p>(8) Mr. Chan Tsz Kit has tendered his resignation as an independent non-executive Director with effect from 6 April 2020, details were set out in the announcement of the Company dated 6 April 2020;</p> | <p>(8) 陳子傑先生自二零二零年四月六日起辭任獨立非執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告；</p> |
| <p>(9) Mr. Wang Li has tendered his resignation as an independent non-executive Director with effect from 6 April 2020, details were set out in the announcement of the Company dated 6 April 2020;</p> | <p>(9) 王礫先生自二零二零年四月六日起辭任獨立非執行董事，有關詳情載於本公司日期為二零二零年四月六日的公告；</p> |
| <p>(10) Mr. Tam Tak Wah has tendered his resignation as executive Director with effect from 4 May 2020, details were set out in the announcement of the Company dated 4 May 2020; and</p> | <p>(10) 譚德華先生自二零二零年五月四日起辭任執行董事，有關詳情載於本公司日期為二零二零年五月四日的公告；及</p> |
| <p>(11) Mr. Lo Tsz Fung Philip has tendered his resignation as the executive Director and chief financial officer of the Company with effect from 1 July 2020, details were set out in the announcement of the Company dated 30 June 2020.</p> | <p>(11) 盧梓峯先生自二零二零年七月一日起辭任本公司執行董事及財務總監，有關詳情載於本公司日期為二零二零年六月三十日的公告。</p> |

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES IN THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the Period.

購買、出售或贖回本公司之上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) approved by the Shareholders on 11 November 2014, under which the Directors may, at their discretion, offer any eligible participants (including any Directors) of the Company or of any of its subsidiaries option(s) to subscribe for shares in the Company subject to the terms and conditions stipulated in the Scheme. For each lot of the share options granted, the participants will pay a nominal consideration of HK\$1. The period within which the Shares must be taken up under an option is determined by the Board from time to time, except that such period shall not exceed ten years from the date of grant of the options.

The exercise price of the share options is determinable by the Board, that it shall be at least the higher of (i) the closing price of the Shares on the Stock Exchange on the date of grant of share options; and (ii) the average closing price of the Shares on the Stock Exchange for the five business days immediately preceding the date of grant.

At the annual general meeting of the Company held on 7 June 2017, an ordinary resolution was passed refreshing the scheme mandate limit. The maximum number of shares of the Company issuable upon exercise of all share options granted and to be granted under the Scheme is an amount equivalent to 10% of the Shares in issue as at 7 June 2017. This limit can further be refreshed by the Shareholders in a general meeting in accordance with the provisions of the Listing Rules. The maximum number of shares issuable under share options granted to each eligible participant under the Scheme within any twelve-month period, is limited to 1% of the Shares in issue at any time. Any further grant of share options in excess of this limit is subject to the Shareholders’ approval in a general meeting.

There were no share options granted and exercised during the Period. There were no share options outstanding as at 30 June 2020.

REVIEW OF INTERIM RESULTS

The unaudited interim results for the Period have been reviewed by the audit committee of the Company (the “Audit Committee”) in compliance with Rule 3.21 of the Listing Rules and the relevant code provisions of the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee comprises all the INEDs including Mr. Yeung Chi Wai, Mr. Lai Kin Keung and Mr. Chan Yim Por Bonnie.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to express my sincere thanks to our Shareholders for their support and to our staff for their contributions and diligence during the Period.

By order of the Board
Golden Century International Holdings Group Limited
Pan Jibiao
Chairman

Hong Kong, 26 August 2020

購股權計劃

本公司營運一項經股東於二零一四年十一月十一日批准之購股權計劃(「該計劃」)。根據該計劃，董事可酌情向本公司或其任何附屬公司之任何合資格參與者(包括任何董事)授出購股權以認購本公司股份，惟須遵照該計劃所規定之條款及條件。參與者就每批獲授之購股權支付名義代價1港元。根據購股權接納股份之期間由董事局不時釐定，惟有有關期間不得超過購股權授出日期起計十年。

購股權之行使價由董事局釐訂，並不得少於(i)股份於購股權授出日期在聯交所所報之收市價；及(ii)股份於緊接授出日期前五個營業日在聯交所所報之平均收市價之較高者。

一項有關更新計劃授權限額之普通決議案已在本公司於二零一七年六月七日舉行之股東週年大會上獲得通過。於根據該計劃所授出或將予授出之所有購股權獲行使時，本公司可發行之股份數目最多相等於本公司於二零一七年六月七日已發行股份之10%。此限額可經股東根據上市規則之條文於股東大會上進一步更新。於任何十二個月期間內，授予各合資格參與者之購股權可發行之股份數目最多以於任何時間已發行股份之1%為限。任何超過此限額之購股權須經股東於股東大會上批准方可進一步授予。

本期間內並無授出或行使購股權。於二零二零年六月三十日，並無購股權尚未行使。

審閱中期業績

本公司審核委員會(「審核委員會」)已遵照上市規則第3.21條及上市規則附錄十四所載之企管守則之相關守則條文，審閱本期間之未經審核中期業績。審核委員會由全體獨立非執行董事組成，包括楊志偉先生、黎建強先生及陳炎波先生。

鳴謝

本人謹代表董事局藉此機會向各股東對本集團之支持及全體員工於本期間之貢獻及勤奮致以衷心感謝。

承董事局命
金禧國際控股集團有限公司
 主席
盤繼彪

香港，二零二零年八月二十六日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2020

簡明綜合損益報表

截至二零二零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
	Notes 附註		
Revenue	收益	2,978	4,366
Cost of sales	銷售成本	(2,541)	(3,885)
Gross profit	毛利	437	481
Other income	其他收入	91	13
Other gains and losses	其他收益及虧損	13,370	56,337
Administrative expenses	行政開支	(23,513)	(21,084)
Amortisation of production sharing contract	產品分成合同之攤銷	(2,538)	(13,411)
Impairment loss on production sharing contract	產品分成合同之減值虧損	-	(413,598)
Loss from operations	來自業務之虧損	(12,153)	(391,262)
Finance costs	融資成本	(30,826)	(24,643)
Loss before tax	除稅前虧損	(42,979)	(415,905)
Income tax	所得稅	(3,283)	105,959
Loss for the period	期間虧損	(46,262)	(309,946)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人	(46,110)	(309,807)
Non-controlling interests	非控股權益	(152)	(139)
		(46,262)	(309,946)
Loss per share	每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄(每股港仙)	(6.26)	(64.65)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2020

簡明綜合損益及其他全面收入報表

截至二零二零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Loss for the period	期間虧損	(46,262)	(309,946)
Other comprehensive income	其他全面收入		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	2,117	137
Other comprehensive income for the period, net of income tax	期間其他全面收入，扣除所得稅	2,117	137
Total comprehensive expenses for the period	期間全面開支總額	(44,145)	(309,809)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人	(43,993)	(309,670)
Non-controlling interests	非控股權益	(152)	(139)
		(44,145)	(309,809)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2020

於二零二零年六月三十日

		Notes 附註	Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	10	66,606	71,079
Right-of-use assets	使用權資產	11	40,634	1,798
Intangible assets	無形資產	12	90,306	94,751
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		–	1,000
			197,546	168,628
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		–	10,125
Trade and other receivables	貿易及其他應收款項	13	9,437	1,692
Cash and bank balances	現金及銀行結餘		75,119	10,509
			84,556	22,326
Current liabilities	流動負債			
Borrowings	借款		–	25,000
Other borrowing, unsecured	其他借款，無抵押	14	10,834	11,059
Trade and other payables	貿易及其他應付款項	15	37,496	38,517
Bonds	債券	16	–	4,976
Lease liabilities	租賃負債		9,266	1,159
Tax payables	應付稅項		5,301	5,328
			62,897	86,039
Net current assets (liabilities)	流動資產(負債)淨額		21,659	(63,713)
Total assets less current liabilities	資產總值減流動負債		219,205	104,915

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

簡明綜合財務狀況表(續)

At 30 June 2020

於二零二零年六月三十日

		Notes 附註	Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Non-current liabilities	非流動負債			
Other payables	其他應付款項	15	16,612	16,342
Bonds	債券	16	9,990	9,990
Convertible notes – liability portion, unsecured	可換股票據 – 負債部分，無抵押	17	285,284	268,607
Convertible notes – embedded derivatives, unsecured	可換股票據 – 內含衍生工具，無抵押	17	88,111	110,348
Lease liabilities	租賃負債		29,366	646
Loan from ultimate holding company	來自最終控股公司之貸款		71,534	10,000
Loan from ultimate controlling party	來自最終控制方之貸款		59,360	–
Deferred tax liabilities	遞延稅項負債	18	19,525	16,716
			579,782	432,649
Net liabilities	負債淨額		(360,577)	(327,734)
Capital and reserves	資本及儲備			
Share capital	股本	19	2,071,417	2,060,115
Reserves	儲備		(2,426,938)	(2,382,945)
Capital deficiency attributable to owners of the Company	本公司擁有人應佔資本虧絀		(355,521)	(322,830)
Non-controlling interests	非控股權益		(5,056)	(4,904)
Capital deficiency	資本虧絀		(360,577)	(327,734)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔					Non-controlling interests	Total equity (capital deficiency) 總權益 (資本虧絀)
		Share capital	Special capital reserve	Exchange reserve	Accumulated losses	Sub-total		
		股本	特別資本儲備	匯兌儲備	累計虧損	小計	非控股權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
As at 1 January 2020 (Audited)	於二零二零年 一月一日(經審核)	2,060,115	579,799	149,691	(3,112,435)	(322,830)	(4,904)	(327,734)
Loss for the period	期間虧損	-	-	-	(46,110)	(46,110)	(152)	(46,262)
Other comprehensive income for the period	期間其他全面收入	-	-	2,117	-	2,117	-	2,117
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	2,117	(46,110)	(43,993)	(152)	(44,145)
Issue of shares upon exercise of warrants (note 19)	行使認股權證時發行股份 (附註19)	747	-	-	-	747	-	747
Issue of shares upon conversion of convertible notes (note 17)	可換股票據轉換時發行 股份(附註17)	10,555	-	-	-	10,555	-	10,555
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	2,071,417	579,799	151,808	(3,158,545)	(355,521)	(5,056)	(360,577)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔					Non-controlling interests	Total equity
		Share capital	Special capital reserve	Exchange reserve	Accumulated losses	Sub-total		
		股本	特別資本儲備	匯兌儲備	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2019 (Audited)	於二零一九年一月一日 (經審核)	2,032,322	579,799	146,494	(2,715,631)	42,984	(4,534)	38,450
Transitional adjustments on the initial application of HKFRS 16	首次應用香港財務報告準則第16號的過渡調整	-	-	-	(13)	(13)	-	(13)
Adjusted as at 1 January 2019	於二零一九年一月一日之調整	2,032,322	579,799	146,494	(2,715,644)	42,971	(4,534)	38,437
Loss for the period	期間虧損	-	-	-	(309,807)	(309,807)	(139)	(309,946)
Other comprehensive income for the period	期間其他全面收入	-	-	137	-	137	-	137
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	137	(309,807)	(309,670)	(139)	(309,809)
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	2,032,322	579,799	146,631	(3,025,451)	(266,699)	(4,673)	(271,372)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Operating activities	經營業務		
Cash (used in) generated from operations	經營(動用)產生之現金	(29,291)	27,070
Income tax paid	已付所得稅	(46)	(47)
Interest received	已收利息	2	1
Net cash (used in) generated from operating activities	經營業務(動用)產生之現金淨額	(29,335)	27,024
Investing activities	投資業務		
Decrease in restricted bank balances	受限制銀行結餘減少	-	11
Decrease in pledged bank deposits	已抵押銀行存款減少	-	60
Decrease in cash balance in a pledged margin account	已抵押保證金賬戶現金結餘減少	1	-
Purchase of property, plant and equipment	購買物業、機器及設備	(759)	(158)
Payment of rental deposit	租賃按金付款	(1,731)	-
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項	7,700	-
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	-	33
Net cash generated from (used in) investing activities	投資業務產生(動用)之現金淨額	5,211	(54)
Financing activities	融資業務		
Principal elements of lease payment	租賃付款主要部分	(1,037)	-
Proceeds from loan from ultimate controlling party	來自最終控制方之貸款所得款項	59,591	-
Proceeds from loan from ultimate holding company	來自最終控股公司之貸款所得款項	58,000	-
Repayment for borrowings	償還借款	(25,000)	-
Proceeds from issue of shares upon exercise of warrants	行使認股權證時發行股份之所得款項	747	-
Interest paid	已付利息	(2,362)	(6,278)
Repayment for bonds	償還債券	(5,000)	-
Net cash generated from (used in) financing activities	融資業務產生(動用)之現金淨額	84,939	(6,278)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the six months ended 30 June 2020

簡明綜合現金流量表(續)

截至二零二零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	60,815	20,692
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	10,388	6,161
Effect of foreign exchange rate changes	外匯匯率變動之影響	3,796	297
Cash and cash equivalents at end of period	期終之現金及現金等值項目	74,999	27,150
Analysis of the balances of cash and cash equivalents:	現金及現金等值項目結餘分析：		
Cash and bank balances	現金及銀行結餘	75,119	27,292
Less: Restricted bank balances	減：受限制銀行結餘	-	(22)
Pledged bank deposits	已抵押銀行存款	(120)	(120)
Cash and cash equivalents at end of period	期終之現金及現金等值項目	74,999	27,150

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2020

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). It is authorised for issue on 26 August 2020.

The condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the 2019 annual financial statements, except for the accounting policy changes that become effective for the 2020 annual financial statements. Details of any changes in accounting policies are set out in note 2 to the condensed consolidated financial statement.

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant for the understanding of the changes in financial position and performance of the Group since the 2019 annual financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”).

Going concern basis

The Group incurred a net loss attributable to owners of the Company of approximately HK\$46,110,000 for the period ended 30 June 2020, and as at the same date, the Group’s total liabilities exceeded its total assets by approximately HK\$360,577,000 and capital deficiency attributable to owners of the Company amounted to approximately HK\$355,521,000.

簡明綜合財務報表附註

截至二零二零年六月三十日止六個月

1. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」，以及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。有關報表於二零二零年八月二十六日獲授權刊發。

簡明綜合財務報表乃按二零一九年度財務報表中採納之相同會計政策編製，惟預期將會於二零二零年度財務報表生效之會計政策變動除外。有關會計政策之任何變動之詳情載於簡明綜合財務報表附註2。

編製符合香港會計準則第34號要求之簡明綜合財務報表時，管理層須作出判斷、估計及假設，以致影響政策應用及由年初至今的已呈報資產及負債、收入及開支之金額。實際結果可能與此等估計存在差異。

本中期財務報告載有簡明綜合財務報表及經挑選之附註解釋。該等附註包括對瞭解本集團自二零一九年度財務報表以來之財務狀況及表現變動而言為重要之事件及交易解釋。簡明綜合財務報表及相關附註不包括根據香港財務報告準則（「香港財務報告準則」）編製整份財務報表所要求之一切資料。

持續經營基準

截至二零二零年六月三十日止期間，本集團產生本公司擁有人應佔虧損淨額約46,110,000港元，同日，本集團的總負債超出其總資產約360,577,000港元及本公司擁有人應佔資本虧蝕達約355,521,000港元。

1. BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

The directors of the Company (the “Directors”) are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future, after taking into consideration of the followings:

- (i) As at 30 June 2020, the Company has drawn down loans of HK\$68,000,000 and undrawn loan facilities of HK\$92,000,000 granted by Century Gold Millennium International Holdings Group Limited (the “Ultimate Holding Company”), which is provided on a subordinated basis. The Ultimate Holding Company will not demand the Company for repayment of such loans nor cancel the undrawn loan facilities until all other liabilities of the Group have been satisfied;
- (ii) In addition to the loan facilities stated above, Mr. Pan Jibiao, the ultimate controlling party of the Company (the “Ultimate Controlling Party”), and the Ultimate Holding Company have also undertaken to provide adequate funds to enable the Group to meet in full its financial obligations when they fall due in the foreseeable future;
- (iii) For the loans provided to the Company in principal amount of RMB54,000,000 (approximately HK\$59,139,000) for the period ended 30 June 2020, the Ultimate Controlling Party will not demand repayment until all other liabilities of the Group has been satisfied;
- (iv) The Group will seek to obtain additional financing including but not limited to open offer, placing of the new shares and issuance of bonds;
- (v) The Directors will continue to implement measures aiming at improving the working capital and cash flows of the Group, including close monitoring of general administrative expenses and operating costs.

The Directors have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the reporting date taking into account the impact of above measures, the Directors believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements as and when they fall due in the next twelve months from the reporting date and, accordingly, are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

1. 編製基準(續)

持續經營基準(續)

考慮到下列因素後，本公司董事(「董事」)信納本集團將有充足的財務資源以履行其於可見未來到期的財務承擔：

- (i) 於二零二零年六月三十日，本公司有已提取貸款68,000,000港元，及獲世紀金禧國際控股集團有限公司(「最終控股公司」)授予但未提取的貸款融資92,000,000港元，此乃按後償基準提供。最終控股公司不會要求本公司償還該等貸款，亦不會取消未提取貸款融資直至本集團所有其他負債均已償清；
- (ii) 除上文所述貸款融資外，盤繼彪先生、本公司最終控制方(「最終控制方」)及最終控股公司亦承諾提供足夠融資以令本集團悉數履行其於可見未來到期的財務承擔；
- (iii) 就截至二零二零年六月三十日止期間提供予本公司的本金額為人民幣54,000,000元(約59,139,000港元)的貸款而言，最終控制方不會要求償還，直至本集團所有其他負債均已償清；
- (iv) 本集團將試圖獲得額外融資，包括但不限於透過公開發售、配售新股份及發行債券；
- (v) 董事將繼續採取措施以改善本集團的營運資金及現金流量，包括密切監督一般行政開支及經營成本。

考慮到上述措施後，董事已對本集團自報告日期起計未來十二個月的現金流量預測進行詳細審閱，董事相信，本集團將有充足現金資源以滿足其未來營運資金及自報告日期起計未來十二個月到期的其他財務需求，因此信納，按持續經營基準編製簡明綜合財務報表屬合適之舉。

1. BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

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

The financial information relating to the year ended 31 December 2019 that is included in these condensed consolidated financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to the statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Chapter 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2019 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Chapter 622).

The Company's auditor has reported on those financial statements. The auditor's report was unmodified, including reference to the matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance (Chapter 622).

1. 編製基準(續)

持續經營基準(續)

倘本集團無法繼續按持續經營基準營運，則需要作出調整以將資產價值撇減至其可收回金額，以為可能進一步產生之負債作出撥備，以及將非流動資產及非流動負債分別重新分類至流動資產及流動負債。該等調整之影響並未反映於簡明綜合財務報表內。

載於此等簡明綜合財務報表作為比較資料之截至二零一九年十二月三十一日止年度之財務資料並不構成本公司就該年度之法定年度綜合財務報表，惟是自該等財務報表擷取。根據香港公司條例(香港法例第622章)第436條須予以披露之有關法定財務報表之進一步資料如下：

本公司已按香港公司條例(香港法例第622章)第662(3)條及附表6第3部之規定，向公司註冊處處長遞交截至二零一九年十二月三十一日止年度的財務報表。

本公司的核數師已就該等財務報表作出報告。核數師報告並無修改，載有核數師於出具無保留意見的情況下，提出注意引述的強調事項；及並無載有根據香港公司條例(香港法例第622章)第406(2)、407(2)或(3)條作出的聲明。

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than the changes in accounting policies resulting from the application of amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2019.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKFRS 16	COVID-19 Related Rent Concessions

The application of the Amendment to References to the Conceptual Framework in HKFRS Standards and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Impact of amendment to HKFRS 16

Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease.

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干按公平值計量之金融工具除外。

除應用經修訂香港財務報告準則導致之會計政策變動外，截至二零二零年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方式均與本集團截至二零一九年十二月三十一日止年度之年度財務報表所呈列者相同。

應用經修訂香港財務報告準則

於本中期期間，本集團於編製本集團簡明綜合財務報表時已首次應用香港會計師公會頒佈，並於二零二零年一月一日或其後開始之年度期間強制生效的提述香港財務報告準則概念框架的修訂及以下香港財務報告準則修訂本：

香港會計準則第1號及香港會計準則第8號修訂本	重大的定義
香港財務報告準則第3號修訂本	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革
香港財務報告準則第16號條訂本	COVID-19相關的租金寬減

於本期間應用提述香港財務報告準則概念框架的修訂及香港財務報告準則修訂本對本集團於本期間及過往期間之財務狀況及表現及／或該等簡明綜合財務報表所載之披露並無重大影響。

香港財務報告準則第16號修訂本之影響

香港財務報告準則第16號之修訂本為承租人提供可行權宜方法，使其可選擇不就因COVID-19疫情的直接後果而產生之租金減免應用租賃修訂會計處理。該可行權宜方法僅適用於COVID-19疫情直接後果產生之租金減免，且僅當(i)租賃付款之變動導致租賃代價有所修訂，而經修訂代價與緊接變動前租賃代價大致相同，或少於緊接變動前之租賃代價；(ii)租賃付款之任何減幅僅影響原到期日為二零二一年六月三十日或之前之付款；及(iii)租賃之其他條款及條件並無實質變動。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Impact of amendment to HKFRS 16 (Continued)

The amendment is effective retrospectively for annual periods beginning on or after 1 June 2020 with the earlier application permitted. The amendment did not have any impact on the Group's unaudited interim condensed consolidated financial information.

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

An analysis of the amount of each significant category of revenue from principal activities during the period is as follows:

Sale of electronic components

電子零件銷售

(b) Segment information

The Group manages its business by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management, who are also the executive directors of the Company, for the purpose of resources allocation and performance assessment, the Group has identified the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Electronics components
- Coalbed methane
- Treasury (i.e. securities trading, securities brokerage and money lending)

2. 主要會計政策(續)

香港財務報告準則第16號修訂本之影響(續)

該修訂本於二零二零年六月一日或之後開始的年度期間追溯生效，可予提早應用。該修訂本對本集團的未經審核中期簡明綜合財務資料概無造成任何影響。

3. 收益及分類資料

(a) 收益

本期間主要業務中各項重要收益類別之金額分析如下：

Unaudited 未經審核	
Six months ended 截至以下日期止六個月	
30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Sale of electronic components	4,366

(b) 分類資料

本集團按不同分類管理其業務，該等分類乃按業務類別劃分。分類方式與就資源分配及表現評估向本集團之最高行政管理人員(亦為本公司執行董事)內部呈報資料方式一致，本集團確定以下三個可呈報分類。並無將任何經營分類合計以構成以下可呈報分類。

- 電子零件
- 煤層氣
- 庫務(即證券買賣、證券經紀及放債業務)

3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)
Six months ended 30 June 2020 (Unaudited)

		Electronic components 電子零件 HK\$'000 千港元	Coalbed methane 煤層氣 HK\$'000 千港元	Treasury 庫務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recognised at a point in time	於一個時間點確認	2,978	-	-	2,978
Recognised over time	隨時間確認	-	-	-	-
Reportable segment revenue from external customers	來自外來客戶之可呈報分類收益	2,978	-	-	2,978
Reportable segment results	可呈報分類業績	(380)	(16,355)	(6,014)	(22,749)
Amortisation of production sharing contract	產品分成合同之攤銷	-	2,538	-	2,538
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備以及使用權資產之折舊	147	3,990	218	4,355
Gain on fair value change of convertible notes – embedded derivatives	可換股票據－內含衍生工具之公平值變動之收益	-	(19,722)	-	(19,722)
Interest expenses	利息開支	15	24,854	990	25,859
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之虧損	-	-	3,425	3,425
Other income	其他收入	(33)	(4)	(4)	(41)

3. 收益及分類資料(續)

(b) 分類資料(續)
截至二零二零年六月三十日止六個月
(未經審核)

3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Six months ended 30 June 2019 (Unaudited)

		Electronic components 電子零件 HK\$'000 千港元	Coalbed methane 煤層氣 HK\$'000 千港元	Treasury 庫務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recognised at a point in time	於一個時間點確認	4,366	-	-	4,366
Recognised over time	隨時間確認	-	-	-	-
Reportable segment revenue from external customers	來自外來客戶之可呈報分類 收益	4,366	-	-	4,366
Reportable segment results	可呈報分類業績	(444)	(409,605)	6,767	(403,282)
Amortisation of production sharing contract	產品分成合同之攤銷	-	13,411	-	13,411
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備及使用權資產之折舊	-	4,606	216	4,822
Gain on fair value change of convertible notes – embedded derivatives	可換股票據－內含衍生工具之公平值變動之收益	-	(48,295)	-	(48,295)
Interest expenses	利息開支	-	21,131	25	21,156
Impairment loss on production sharing contract	產品分成合同之減值虧損	-	413,598	-	413,598
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之虧損	-	-	1,261	1,261
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	55	-	55
Net gain on revaluation of financial assets at fair value through profit or loss	重估按公平值計入損益之金融資產之收益淨額	-	-	(5,864)	(5,864)
Write back of other payables	回撥其他應付款項	-	-	(3,850)	(3,850)

There was no inter-segment sales for both periods.

於該兩個期間並無任何分類間銷售。

3. 收益及分類資料(續)

(b) 分類資料(續)

截至二零一九年六月三十日止六個月
(未經審核)

3. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

(i) Reconciliations of reportable segment profit or loss

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Reportable segment loss	可呈報分類虧損	(22,749)	(403,282)
Other income	其他收入	50	13
Other gains and losses	其他收益及虧損	(2,927)	(356)
Unallocated head office and corporate expenses	未分配總辦事處及企業 開支	(12,386)	(8,793)
Interest expenses	利息開支	(4,967)	(3,487)
Consolidated loss before tax	除稅前綜合虧損	(42,979)	(415,905)

3. 收益及分類資料(續)

(b) 分類資料(續)

(i) 可呈報分類溢利或虧損之對賬

4. OTHER GAINS AND LOSSES

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Gain on fair value change of convertible notes – embedded derivatives	可換股票據 – 內含衍生工具之 公平值變動之收益	19,722	48,295
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	–	(55)
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融 資產之虧損	(3,425)	(1,261)
Net gain on revaluation of financial assets at fair value through profit or loss	重估按公平值計入損益之金融 資產之收益淨額	–	5,864
Net foreign exchange loss	匯兌虧損淨額	(2,927)	(356)
Write back of other payables	回撥其他應付款項	–	3,850
		13,370	56,337

4. 其他收益及虧損

5. FINANCE COSTS

5. 融資成本

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Imputed interest on bond	債券之估算利息	445	2,485
Imputed interest on convertible notes	可換股票據之估算利息	24,817	21,131
Imputed interest on lease liabilities	租賃負債之估算利息	113	25
Interest on borrowings	借款之利息	1,741	-
Interest on loan from ultimate controlling party	來自最終控制方之貸款利息	223	-
Interest on loan from ultimate holding company	來自最終控股公司之貸款利息	3,487	-
Interest on promissory notes	承兌票據之利息	-	1,002
		30,826	24,643

6. LOSS BEFORE TAX

6. 除稅前虧損

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

除稅前虧損乃經扣除(計入)以下各項所得：

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	9,648	8,202
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	601	599
Total staff costs	員工成本總額	10,249	8,801
Cost of inventories recognised as expenses	確認為開支之存貨成本	2,541	3,885
Depreciation of property, plant and equipment and right-of-use assets	物業、機器及設備以及使用權資產之折舊	5,571	4,936
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	55
Lease payments for short term lease not included in the measurement of lease liabilities	並未計入租賃負債計量中之短期租賃之租賃付款	640	1,163
Write back of other payables	回撥其他應付款項	-	(3,850)

7. INCOME TAX

7. 所得稅

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Current tax	本期稅項		
People's Republic of China (the "PRC") Enterprise Income Tax	中華人民共和國(「中國」) 企業所得稅	60	41
Deferred tax	遞延稅項		
Current period (note (c))	本期間(附註(c))	3,223	(106,000)
Income tax expense (credit)	所得稅開支(抵免)	3,283	(105,959)

Notes:

- (a) The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime is insignificant to the condensed consolidated financial statements. Thus, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both period.
- (b) The Group's subsidiaries in the PRC are subject to PRC Enterprise Income Tax rate of 25% (2019: 25%) for the six months ended 30 June 2020.
- (c) Deferred tax arising from the reversal of the temporary difference related to revaluation and disposal of financial assets at fair value through profit or loss amounted to HK\$3,857,000 (2019: HK\$752,000) and the reversal of the temporary difference arising from the amortisation of the intangible assets in respect of production sharing contract amounted to HK\$634,000 (2019: HK\$106,752,000).

附註：

- (a) 不符合利得稅兩級制資格之集團實體之溢利將繼續按16.5%劃一稅率繳稅。董事認為，就實施利得稅兩級制所牽涉之金額對簡明綜合財務報表而言為微不足道。因此，香港利得稅於兩個期間均按估計應課稅溢利以16.5%計算。
- (b) 截至二零二零年六月三十日止六個月，本集團於中國之附屬公司須按中國企業所得稅稅率25%(二零一九年：25%)納稅。
- (c) 遞延稅項由有關重估及出售按公平值計入損益之金融資產之暫時差異之撥回3,857,000港元(二零一九年：752,000港元)；及有關產品分成合同之無形資產攤銷所產生之暫時差異之撥回634,000港元(二零一九年：106,752,000港元)而產生。

8. DIVIDEND

No dividend was paid, declared or proposed during the interim period (2019: Nil). The Directors have determined that no dividend will be paid in respect of the interim period (2019: Nil).

8. 股息

於中期期間並無派付、宣派或建議宣派股息(二零一九年：無)。董事已決定不會就中期期間派付股息(二零一九年：無)。

9. LOSS PER SHARE

(a) Basic loss per share

Calculation of the basic loss per share attributable to owners of the Company is based on the following data:

Loss for the purpose of basic loss per share	就計算每股基本虧損所用之虧損
Loss for the period attributable to owners of the Company	本期間本公司擁有人應佔虧損
Weighted average number of ordinary shares for the purpose of basic loss per share	就計算每股基本虧損所用之普通股加權平均數

(b) Diluted loss per share

No adjustment was made in calculating diluted loss per share for both periods as the conversion of convertible notes and exercise of warrants would result in decrease in loss per share. Accordingly, the diluted loss per share is the same as the basic loss per share.

9. 每股虧損

(a) 每股基本虧損

本公司擁有人應佔之每股基本虧損乃根據下列數據計算：

Unaudited 未經審核	
Six months ended 截至以下日期止六個月	
30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
(46,110)	(309,807)
736,449,385	479,184,617

(b) 每股攤薄虧損

計算兩個期間之每股攤薄虧損時並無作出調整，因兌換可換股票據及行使認股權證將導致每股虧損減少。因此，每股攤薄虧損與每股基本虧損相同。

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、機器及設備

		Property, plant and equipment 物業、機器及設備 HK\$'000 千港元
Carrying amount as at 1 January 2019	於二零一九年一月一日之賬面值	94,201
Exchange adjustment	匯兌調整	(1,600)
Additions	添置	299
Impairment	減值	(12,461)
Disposal	出售	(86)
Depreciation	折舊	(9,274)
Carrying amount as at 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日及二零二零年 一月一日之賬面值(經審核)	71,079
Exchange adjustment	匯兌調整	(1,410)
Additions	添置	759
Depreciation	折舊	(3,822)
Carrying amount as at 30 June 2020 (Unaudited) (note)	於二零二零年六月三十日之賬面值 (未經審核)(附註)	<u>66,606</u>

Note: As at 30 June 2020, it includes approximately HK\$31,805,000 of construction in progress (31 December 2019: approximately HK\$32,433,000) for the CBM business under the production sharing contract.

附註：於二零二零年六月三十日，其包括產品分成合同項下於煤層氣業務中之在建工程約31,805,000港元(二零一九年十二月三十一日：約32,433,000港元)。

11. RIGHT-OF-USE ASSETS

11. 使用權資產

		Lease properties 租賃物業 HK\$'000 千港元
Cost	成本	
At 1 January 2019	於二零一九年一月一日	823
Additions	添置	1,748
Exchange adjustment	匯兌調整	(17)
		<hr/>
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	2,554
Additions	添置	40,627
Exchange adjustment	匯兌調整	(48)
		<hr/>
At 30 June 2020	於二零二零年六月三十日	<u>43,133</u>
Accumulated depreciation	累計折舊	
At 1 January 2019	於二零一九年一月一日	103
Charge for the year	年度開支	655
Exchange adjustment	匯兌調整	(2)
		<hr/>
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	756
Charge for the period	期內計入	1,749
Exchange adjustment	匯兌調整	(6)
		<hr/>
At 30 June 2020	於二零二零年六月三十日	<u>2,499</u>
Carrying amount	賬面值	
At 30 June 2020 (Unaudited)	於二零二零年六月三十日(未經審核)	<u>40,634</u>
At 31 December 2019 (Audited)	於二零一九年十二月三十一日(經審核)	<u>1,798</u>

12. INTANGIBLE ASSETS

12. 無形資產

		Production sharing contract (“PSC”) 產品分成合同 (「產品分成合同」) HK\$'000 千港元
Cost	成本	
At 1 January 2019	於二零一九年一月一日	3,758,542
Exchange adjustment	匯兌調整	(69,512)
		<hr/>
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	3,689,030
Exchange adjustment	匯兌調整	(75,008)
		<hr/>
At 30 June 2020	於二零二零年六月三十日	<u>3,614,022</u>
Accumulated amortisation and impairment	累計攤銷及減值	
At 1 January 2019	於二零一九年一月一日	3,232,346
Charge for the year	年度支出	15,701
Impairment loss	減值虧損	413,598
Exchange adjustment	匯兌調整	(67,366)
		<hr/>
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	3,594,279
Charge for the period	期間支出	2,538
Exchange adjustment	匯兌調整	(73,101)
		<hr/>
At 30 June 2020	於二零二零年六月三十日	<u>3,523,716</u>
Carrying amount	賬面值	
At 30 June 2020 (Unaudited)	於二零二零年六月三十日(未經審核)	<u>90,306</u>
At 31 December 2019 (Audited)	於二零一九年十二月三十一日(經審核)	<u>94,751</u>

The PSC is amortised on straight-line basis over the remaining contract terms of 18.4 years (31 December 2019: 18.9 years) of the PSC.

產品分成合同於餘下18.4年(二零一九年十二月三十一日: 18.9年)之合同期限內以直線法攤銷。

13. TRADE AND OTHER RECEIVABLES

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Trade receivables (note (a))	貿易應收款項(附註(a))	15,539	14,704
Less: Impairment allowance (note (b))	減：減值撥備(附註(b))	(14,472)	(14,472)
		1,067	232
Other receivables	其他應收款項	307	251
Deposits and prepayments	按金及預付款項	8,063	1,209
		8,370	1,460
		9,437	1,692

Notes:

(a) Ageing analysis of trade receivables

The ageing analysis of the trade receivables of the Group, based on the dates of the invoices and net of allowance for doubtful debts, is as follows:

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
0-45 days	0至45天	1,067	232
46-90 days	46至90天	-	-
91-365 days	91至365天	-	-
Over 365 days	超過365天	14,472	14,472
		15,539	14,704
Less: Impairment allowance	減：減值撥備	(14,472)	(14,472)
		1,067	232

The credit terms granted to trade receivables in respect of sale of electronic components are due within 45 days from the date of billing.

13. 貿易及其他應收款項

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Trade receivables (note (a))	貿易應收款項(附註(a))	15,539	14,704
Less: Impairment allowance (note (b))	減：減值撥備(附註(b))	(14,472)	(14,472)
		1,067	232
Other receivables	其他應收款項	307	251
Deposits and prepayments	按金及預付款項	8,063	1,209
		8,370	1,460
		9,437	1,692

附註：

(a) 貿易應收款項之賬齡分析

本集團之貿易應收款項(按發票日期及已扣除呆賬撥備)之賬齡分析如下：

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
0-45 days	0至45天	1,067	232
46-90 days	46至90天	-	-
91-365 days	91至365天	-	-
Over 365 days	超過365天	14,472	14,472
		15,539	14,704
Less: Impairment allowance	減：減值撥備	(14,472)	(14,472)
		1,067	232

就電子零件銷售授予貿易應收款項之信貸期一般為自賬單日期起45天內到期。

13. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(b) Impairment allowance

At 30 June 2020, the Group's trade receivables of HK\$14,472,000 (31 December 2019: HK\$14,472,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and the management of the Group assessed that it is highly unlikely that the receivables can be recovered. The Group does not hold any collateral over the trade receivable balances.

There is no trade receivable past due but not impaired at the end of both reporting periods.

14. OTHER BORROWING, UNSECURED

Other borrowing, relating to the CBM business under the PSC (note 12) and payable to an independent third party, is unsecured, interest-free and with no fixed repayment terms.

13. 貿易及其他應收款項(續)

附註：(續)

(b) 減值撥備

於二零二零年六月三十日，本集團之貿易應收款項14,472,000港元(二零一九年十二月三十一日：14,472,000港元)已個別釐定為減值。個別減值應收款項與出現財政困難之客戶相關，且本集團管理層估計有關應收款項極有可能無法收回。本集團並無就貿易應收款項結餘持有任何抵押品。

於兩個呈報期末，概無已到期但尚未減值之貿易應收款項。

14. 其他借款，無抵押

有關產品分成合同(附註12)項下之煤層氣業務及應付予一名獨立第三方之其他借款為無抵押、免息及無固定還款期。

15. TRADE AND OTHER PAYABLES

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Trade payables (note (a))	貿易應付款項(附註(a))	1,499	1,000
Other payables (note (b))	其他應付款項(附註(b))	25,810	27,908
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	16,612	16,342
Accrued expenses	應計開支	10,187	9,609
		54,108	54,859
Analysed for reporting purpose as:	出於呈報目的分析為：		
Non-current liabilities	非流動負債	16,612	16,342
Current liabilities	流動負債	37,496	38,517
Total	總計	54,108	54,859

Notes:

- (a) The ageing analysis of the trade payables of the Group, based on the dates of the invoices, is as follows:

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Current – within 1 month	即期——一個月內	812	272
More than 1 month but within 3 months	超過一個月但不超過三個月	510	529
More than 3 months but within 6 months	超過三個月但不超過六個月	7	40
More than 6 months	超過六個月	170	159
		1,499	1,000

- (b) Other payables include approximately RMB3,807,000 (equivalent to approximately HK\$4,169,000) of engineering fees payable to creditors in the PRC, approximately RMB11,725,000 (equivalent to approximately HK\$12,841,000) of amount payable to China United, approximately HK\$1,102,000 of the provision for reinstatement costs and HK\$2,340,000 of deposits received from a major customer in electronics components business.

15. 貿易及其他應付款項

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Trade payables (note (a))	貿易應付款項(附註(a))	1,499	1,000
Other payables (note (b))	其他應付款項(附註(b))	25,810	27,908
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	16,612	16,342
Accrued expenses	應計開支	10,187	9,609
		54,108	54,859
Analysed for reporting purpose as:	出於呈報目的分析為：		
Non-current liabilities	非流動負債	16,612	16,342
Current liabilities	流動負債	37,496	38,517
Total	總計	54,108	54,859

附註：

- (a) 本集團之貿易應付款項(按發票日期)之賬齡分析如下：

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Current – within 1 month	即期——一個月內	812	272
More than 1 month but within 3 months	超過一個月但不超過三個月	510	529
More than 3 months but within 6 months	超過三個月但不超過六個月	7	40
More than 6 months	超過六個月	170	159
		1,499	1,000

- (b) 其他應付款項包括應付中國債權人之工程款約人民幣3,807,000元(相當於約4,169,000港元)、應付中聯款項約人民幣11,725,000元(相當於約12,841,000港元)、修復成本撥備約1,102,000港元及向電子零件業務的一名主要客戶收取的按金2,340,000港元。

16. BONDS

16. 債券

		Unlisted bond ("Bond II") 非上市債券 (「債券II」) HK\$'000 千港元 (note (a)) (附註(a))	Unlisted bond ("Bond III") 非上市債券 (「債券III」) HK\$'000 千港元 (note (b)) (附註(b))	Unlisted bond ("Bond IV") 非上市債券 (「債券IV」) HK\$'000 千港元 (note (c)) (附註(c))	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	980	10,973	39,489	51,442
Repayment of bonds	償還債券	(1,000)	(1,000)	(36,000)	(38,000)
Interest charge	利息開支	85	777	3,705	4,567
Less: Interest paid	減：已付利息	(65)	(760)	(2,218)	(3,043)
At 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日 及二零二零年一月一日 (經審核)	-	9,990	4,976	14,966
Repayment of bonds	償還債券	-	-	(5,000)	(5,000)
Interest charge	利息開支	-	349	96	445
Less: Interest paid	減：已付利息	-	(349)	(72)	(421)
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	-	9,990	-	9,990
Analysed for reporting purpose as:	出於呈報目的分析為：				
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)				
Non-current liabilities	非流動負債	-	9,990	-	9,990
Total	總計	-	9,990	-	9,990
At 31 December 2019 (Audited)	於二零一九年十二月三十一日 (經審核)				
Non-current liabilities	非流動負債	-	9,990	-	9,990
Current liabilities	流動負債	-	-	4,976	4,976
Total	總計	-	9,990	4,976	14,966

16. BONDS (Continued)

Notes:

- (a) In December 2014, Bond II with an aggregate principal amount of HK\$1,000,000 was issued to a subscriber through a placing agent with an interest rate of 7% per annum payable annually.

Bond II would mature and be redeemed by the Company on the fifth anniversary of the date of issue correspondingly. During the year ended 31 December 2019, an aggregate principle amount of HK\$10,000,000 was paid. There was no remaining balance of Bond II as at 30 June 2020 and 31 December 2019.

Imputed interest expense on Bond II was calculated using effective interest method with an effective interest rate of 9.59% (2019: 9.59%) per annum.

- (b) In August and November 2016, Bond III with an aggregate principal amount of HK\$11,000,000 were issued to individual subscribers with an interest rate of 7% per annum payable semi-annually.

Bond III will mature and be redeemed by the Company on the third anniversary of the date of issue correspondingly.

In March 2019, the maturity date of Bond III with an aggregate principal amount of HK\$10,000,000 was extended from third anniversary in August 2019 to sixth anniversary in August 2022 of the date of issue.

Imputed interest expense on Bond III with an aggregate principal amount of HK\$1,000,000 was calculated using effective interest method with an effective interest rate of 7.38% (2019: 7.38%) per annum.

Imputed interest expense on Bond III with an aggregate principal amount of HK\$10,000,000 was calculated using effective interest method with an effective interest rate of 7.04% (2019: 7.04%) per annum after extension.

- (c) In November and December 2016, Bond IV with an aggregate principal amount of HK\$36,000,000 were issued to subscribers through a placing agent with an interest rate of 6% per annum payable semi-annually.

In February 2017, Bond IV with an aggregate principal amount of HK\$5,000,000 was issued to a subscriber through a placing agent with an interest rate of 6% per annum payable semi-annually.

Bond IV will mature and be redeemed by the Company on the third anniversary in February 2020 of the date of issue correspondingly. During the period ended 30 June 2020, an aggregate principle amount of HK\$5,000,000 was paid. There was no remaining balance of Bond IV as at 30 June 2020.

Imputed interest expenses on Bond IV were calculated using effective interest method with an average effective interest rate of 10.44% (2019: 10.44%) per annum.

16. 債券(續)

附註：

- (a) 於二零一四年十二月，已透過配售代理向認購人發行本金總額為1,000,000港元之債券II，按年利率7厘計息，並須每年支付。

債券II將於發行日期起計第五週年到期由本公司相應贖回。截至二零一九年十二月三十一日止年度，已支付合共10,000,000港元本金。於二零二零年六月三十日及二零一九年十二月三十一日，債券II並無剩下餘額。

債券II之估算利息開支乃採用實際利率法以實際年利率9.59厘(二零一九年：9.59厘)計算。

- (b) 於二零一六年八月及十一月，已向多名個別認購人發行本金總額為11,000,000港元之債券III，按年利率7厘計息，並須每半年支付。

債券III將於發行日期起計第三週年到期及由本公司贖回。

於二零一九年三月，已將本金總額為10,000,000港元之債券III之到期日由發行日期起計第三週年即二零一九年八月延長至第六週年即二零二二年八月。

本金總額為1,000,000港元之債券III之估算利息開支乃採用實際利率法以實際年利率7.38厘(二零一九年：7.38厘)計算。

延長後，本金總額為10,000,000港元之債券III之估算利息開支乃採用實際利率法以實際年利率7.04厘(二零一九年：7.04厘)計算。

- (c) 於二零一六年十一月及十二月，已透過配售代理向多名認購人發行本金總額為36,000,000港元之債券IV，按年利率6厘計息，並須每半年支付。

於二零一七年二月，已透過配售代理向認購人發行本金總額為5,000,000港元之債券IV，按年利率6厘計息，並須每半年支付。

債券IV將於發行日期起計第三週年即二零二零年二月到期及由本公司相應贖回。截至二零二零年六月三十日止期間，已償還合共5,000,000港元本金。於二零二零年六月三十日，債券IV並無剩下餘額。

債券IV之估算利息開支乃採用實際利率法以平均實際年利率10.44厘(二零一九年：10.44厘)計算。

17. CONVERTIBLE NOTES, UNSECURED

On 6 November 2018, the Company issued new convertible notes with principal value of HK\$365,000,000 (“Existing Convertible Notes”) to New Alexander Limited (“New Alexander”), which is an independent third party of the Group.

The initial conversion price of the Existing Convertible Notes was HK\$0.16 (subject to adjustments at any time during the period, commencing from the issue date), the Existing Convertible Notes bear interest at the coupon rate of 2% per annum, payable semi-annually in arrears on 30 June and 31 December in each year, and will mature on 31 December 2021. The holder of the Existing Convertible Notes shall have the right to convert the whole or any part of the principal amount of the Existing Convertible Notes into ordinary shares of the Company, at any time between the date of issue of the Existing Convertible Notes and 31 December 2021.

The Existing Convertible Notes contain two components, liability and embedded derivatives. The liability component is classified as non-current liabilities and carried at amortised cost using the effective interest method. The embedded derivatives component is classified as non-current liabilities and carried at fair value. The effective interest rate of the liability component for the Existing Convertible Notes is 19.39% per annum.

The fair value of the embedded derivatives portion of the convertible notes that are not traded in active markets is determined using valuation techniques. The Group estimates the fair value of the embedded derivatives portion based on an independent professional valuation using the binomial lattice model, which requires various sources of information and assumptions. The inputs to this model are taken from observable markets, but where this is not feasible, a degree of judgement is required in establishing the fair value.

17. 可換股票據，無抵押

於二零一八年十一月六日，本公司向本集團之獨立第三方New Alexander Limited(「New Alexander」)發行本金額為365,000,000港元之新可換股票據(「現有可換股票據」)。

現有可換股票據之初步換股價為每股0.16港元(於發行日期起計之期間內任何時間可予調整)，現有可換股票據按票息率每年2厘計息，每半年於每年六月三十日及十二月三十一日到期時支付及將於二零二一年十二月三十一日到期。現有可換股票據持有人有權於現有可換股票據發行之日起至二零二一年十二月三十一日止期間，隨時將現有可換股票據之全部或任何部分本金額兌換為本公司普通股。

現有可換股票據包含兩個部分，即負債及內含衍生工具。負債部分歸類為非流動負債，並使用實際利率法按攤銷成本列值。內含衍生工具部分歸類為非流動負債，並按公平值列值。現有可換股票據負債部分之實際年利率為19.39厘。

就並非於活躍市場買賣之可換股票據而言，其內含衍生工具部分之公平值乃使用估值方法釐定。本集團根據利用二項式點陣模式進行之獨立專業估值估計內含衍生工具部分之公平值，有關模式需要輸入不同資料及假設。此模式之輸入數據乃來自可觀察市場，如不能取得有關數據，則於釐定公平值時需要作出一定程度之判斷。

17. CONVERTIBLE NOTES, UNSECURED (Continued)

On 30 September 2019, the Ultimate Holding Company and Existing Convertible Notes holder, New Alexander, entered into the Convertible Notes Transfer Agreement, pursuant to which the Ultimate Holding Company conditionally agreed to acquire and the New Alexander conditionally agreed to sell the convertible notes issued by the Company and held by the New Alexander in the aggregate outstanding principal amount of HK\$365,000,000, which are convertible into a total of 3,041,666,666 new shares upon full conversion at the conversion price of HK\$0.12 per share, at a total consideration of HK\$310,250,000.

The aggregate outstanding principal amount of HK\$105,000,000 Existing Convertible Notes have been transferred to the Ultimate Holding Company on 12 November 2019 and the aggregate outstanding principal amount of HK\$260,000,000 Existing Convertible Notes have been transferred to the Ultimate Holding Company on 1 April 2020.

On 30 June 2020, Existing Convertible Notes with the principal amount of HK\$10,000,000 were converted into 83,333,333 ordinary shares.

The following key inputs and data were applied to the binomial lattice model for the derivatives embedded in the Existing Convertible Notes at 30 June 2020 and 31 December 2019.

		At 30 June 2020 於二零二零年 六月三十日	At 31 December 2019 於二零一九年 十二月三十一日
Share price	股價	HK\$0.250 0.250港元	HK\$0.255 0.255港元
Conversion price	換股價	HK\$0.12 0.12港元	HK\$0.12 0.12港元
Risk-free rate	無風險利率	0.23%	1.74%
Expected dividend yield	預期股息率	Nil 零	Nil 零
Volatility	波幅	92%	86.9%

17. 可換股票據，無抵押(續)

於二零一九年九月三十日，最終控股公司與現有可換股票據持有人New Alexander訂立可換股票據轉讓協議，據此，最終控股公司有條件同意收購，而New Alexander有條件同意出售本公司所發行及由New Alexander持有並可按兌換價每股0.12港元悉數兌換為合共3,041,666,666股新股份之可換股票據（其未償還本金總額為365,000,000港元），總代價為310,250,000港元。

未償還本金總額為105,000,000港元的現有可換股票據於二零一九年十一月十二日轉讓予最終控股公司，而未償還本金總額為260,000,000港元的現有可換股票據於二零二零年四月一日轉讓予最終控股公司。

於二零二零年六月三十日，本金額為10,000,000港元的現有可換股票據轉換為83,333,333股普通股。

就於二零二零年六月三十日及二零一九年十二月三十一日之現有可換股票據內含衍生工具部分應用二項式點陣模式時使用的主要輸入資料及數據如下。

17. CONVERTIBLE NOTES, UNSECURED (Continued)

The movements of the embedded derivatives portion (at fair value) and liability portion (at amortised cost) of the Existing Convertible Notes are as follows:

Existing Convertible Notes due on 31 December 2021

		Embedded derivatives portion	Liability portion	Total
		內含衍生 工具部分 HK\$'000 千港元	負債部分 HK\$'000 千港元	總計 HK\$'000 千港元
Carrying amount of convertible notes (with principal amount of HK\$365,000,000) as 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可換股票據之賬面值(本金額為365,000,000港元)	142,598	231,831	374,429
Imputed interest charged to condensed consolidated statement of profit or loss	於簡明綜合損益報表中支銷之估算利息	–	44,095	44,095
Decrease in fair value credited to condensed consolidated statement of profit or loss	於簡明綜合損益報表中計入之公平值減少	(32,250)	–	(32,250)
Interest paid	已付利息	–	(7,319)	(7,319)
Carrying amount of convertible notes (with principal amount of HK\$365,000,000) as at 31 December 2019 (Audited)	於二零一九年十二月三十一日可換股票據之賬面值(本金額為365,000,000港元)(經審核)	110,348	268,607	378,955
Imputed interest charged to condensed consolidated statement of profit or loss	於簡明綜合損益報表中支銷之估算利息	–	24,817	24,817
Decrease in fair value credited to condensed consolidated statement of profit or loss	於簡明綜合損益報表中計入之公平值減少	(19,722)	–	(19,722)
Conversion of convertible notes (with principal amount of HK\$10,000,000)	轉換可換股票據(本金額為10,000,000港元)	(2,515)	(8,040)	(10,555)
Interest payable	已付利息	–	(100)	(100)
Carrying amount of convertible notes (with principal amount of HK\$355,000,000) as at 30 June 2020 (Unaudited)	於二零二零年六月三十日可換股票據之賬面值(本金額為355,000,000港元)(未經審核)	88,111	285,284	373,395

At 30 June 2020, Existing Convertible Notes with principal amount of HK\$355,000,000 remained outstanding.

17. 可換股票據，無抵押(續)

現有可換股票據之內含衍生工具部分(按公平值列值)及負債部分(按攤銷成本列值)之變動如下：

於二零二一年十二月三十一日到期之現有可換股票據

於二零二零年六月三十日，本金額為355,000,000港元之現有可換股票據尚未償還。

18. DEFERRED TAX LIABILITIES

18. 遞延稅項負債

		Fair value adjustments of financial assets at fair value through profit or loss	Fair value adjustments on PSC arising from the business combination and property, plant and equipment in coalbed methane business	Total
		按公平值 計入損益之 金融資產 作出之 公平值調整 HK\$'000 千港元	業務合併及 煤層氣業務中 物業、機器及 設備導致 對產品分成 合同作出之 公平值調整 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	(3,805)	131,548	127,743
Credit to consolidated statement of profit or loss	於綜合損益報表計入	(52)	(108,601)	(108,653)
Exchange adjustment	匯兌調整	-	(2,374)	(2,374)
At 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日 及二零二零年一月一日 (經審核)	(3,857)	20,573	16,716
(Charge) credit to condensed consolidated statement of profit or loss	於簡明綜合損益報表 (支銷)計入	3,857	(634)	3,223
Exchange adjustment	匯兌調整	-	(414)	(414)
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	-	19,525	19,525

Note: At 30 June 2020, the recognised deferred tax liabilities of PSC represented the tax effect of the fair value adjustments on the business combination completed in 2008.

附註：於二零二零年六月三十日，產品分成合同之已確認遞延稅項負債指對於二零零八年完成之業務合併之公平值調整之稅務影響。

19. SHARE CAPITAL

19. 股本

		Number of ordinary shares 普通股數目	Share capital 股本 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
At 1 January 2019	於二零一九年一月一日	479,184,617	2,032,322
Issue of new shares under rights issue, net of share issue expenses (note (a))	根據供股發行新股份， 扣除股份發行開支(附註(a))	239,592,308	27,352
Issue of shares upon exercise of warrants (note (b))	於行使認股權證時發行股份 (附註(b))	11,015,979	441
At 31 December 2019 and January 2020 (Audited)	於二零一九年十二月三十一日 及二零二零年一月(經審核)	729,792,904	2,060,115
Issue of shares upon exercise of warrants (note (b))	於行使認股權證時發行股份 (附註(b))	18,663,075	747
Issue of shares upon conversion of convertible notes (note (17))	於轉換可換股票據時發行 股份(附註17)	83,333,333	10,555
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	831,789,312	2,071,417

Notes:

(a) Issue of new shares under rights issue

In September 2019, the Company allotted 239,592,308 new ordinary shares on the basis of one rights share for every two shares at a subscription price of HK\$0.12 per rights share. Net proceeds of approximately HK\$27,352,000 were used for the repayment of unlisted corporate bonds and promissory notes issued by the Company and as the general working capital of the Group.

(b) Issue of shares upon exercise of warrants

On 16 October 2019, the Company issued a total of 143,755,385 new bonus warrants ("2019 Warrants") on the basis of one bonus warrant for every five shares of the Company held by the shareholders of the Company (the "Shareholders") on 30 September 2019. The holders of these 2019 Warrants are entitled to subscribe in cash at any time during the period commencing from 16 October 2019 to 15 October 2020 (both dates inclusive) for 143,755,385 new ordinary shares at an initial subscription price of HK\$0.04 per share (subject to adjustment).

During the year ended 31 December 2019, 11,015,979 ordinary shares were issued for cash at the subscription price of HK\$0.04 per share pursuant to the exercise of the 2019 Warrants. At 31 December 2019, the outstanding number of 2019 Warrants was 132,739,406.

During the period ended 30 June 2020, 18,663,075 ordinary shares were issued for cash at the subscription price of HK\$0.04 per share pursuant to the exercise of the 2019 Warrants. At 30 June 2020, the outstanding number of 2019 Warrants was 114,076,331.

附註：

(a) 根據供股發行新股份

於二零一九年九月，本公司按每兩股股份供一股供股股份之基準，以每股供股股份0.12港元之認購價配發239,592,308股新普通股。所得款項淨額約27,352,000港元已用作償還本公司發行之非上市企業債券及承兌票據及用作本集團之一般營運資金。

(b) 於行使認股權證時發行股份

於二零一九年十月十六日，本公司按本公司股東(「股東」)於二零一九年九月三十日每持有五股本公司股份獲發一份紅利認股權證之基準發行合共143,755,385份新紅利認股權證(「二零一九年認股權證」)。此等二零一九年認股權證之持有人有權由二零一九年十月十六日起至二零二零年十月十五日止期間(包括首尾兩日)，隨時按初步認購價每股0.04港元(可予調整)以現金認購143,755,385股新普通股。

於截至二零一九年十二月三十一日止年度，11,015,979股普通股已因行使二零一九年認股權證而按認購價每股0.04港元發行以換取現金。於二零一九年十二月三十一日，尚未行使之二零一九年認股權證數目為132,739,406份。

於截至二零二零年六月三十日止期間，18,663,075股普通股已因行使二零一九年認股權證而按認購價每股0.04港元發行以換取現金。於二零二零年六月三十日，尚未行使之二零一九年認股權證數目為114,076,331份。

20. COMMITMENTS

(a) Capital commitments

Capital commitments outstanding as at 30 June 2020 not provided for in the condensed consolidated financial statements were as follows:

		Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Contracted but not provided for	已訂約但未撥備		
Production sharing contract (note)	產品分成合同(附註)	20,972	27,068
Decoration contracts	裝修合同	4,695	-
		25,667	27,068

Note: On 21 August 2017, Canada Can-Elite Energy Limited ("Can-Elite") entered into the fourth modification agreement regarding the modified PSC with China United Coalbed Methane Corporation Limited ("China United"). Pursuant to the fourth modification agreement, the well count required to be completed in Area A during the exploration period (a period up to the date of approval by the relevant authorities under the PRC government for the overall development program) has increased from at least two U-shaped connected wells to at least four U-shaped connected wells. Further, the exploration period of Area B has been extended for three more years, from the original expiry date of 31 March 2017 to 31 March 2020. During the extended exploration period, at least 15 wells are required to be completed in Area B with the performance of relevant exploration works such as fracturing, drainage and extraction. In order to complete the above exploration works, Can-Elite is required to utilise at a minimum of RMB8,000,000 equivalent in US dollars per year towards Area A and at a minimum of RMB30,000,000 equivalent in US dollars towards Area B, respectively, as the expected minimum exploration expenditure amount.

Subsequently, Can-Elite entered into the fifth modification agreement regarding the modified PSC with China United for the extension of exploration period and amendment of expenditure commitment for exploration (the "Fifth Modification Agreement"). Further details are disclosed in note 24(c) to the condensed consolidated financial statement.

20. 承擔

(a) 資本承擔

於二零二零年六月三十日，未於簡明綜合財務報表中計提撥備之尚待履行資本承擔如下：

附註：於二零一七年八月二十一日，加拿大英發能源有限公司（「英發能源」）與中聯煤層氣有限責任公司（「中聯」）訂立經修訂產品分成合同之第四次修訂協議。根據第四次修訂協議，A區於勘探期內（即至總體開發方案獲得中國政府有關部門批准之日之期間）所需完成之鑽井量已由至少兩對U型對接井增加至四對U型對接井。此外，B區之勘探期已延長多三年，由原本的到期日二零一七年三月三十一日延長至二零二零年三月三十一日。於延長之勘探期內，B區所需完成之鑽井量為至少十五口井，並進行壓裂排採等有關勘探作業。為了完成上述勘探作業，英發能源需分別對A區及B區花費每年至少人民幣8,000,000元等值的美元及至少人民幣30,000,000元等值的美元作為其預期的最低限度勘探費用。

其後，英發能源與中聯就修改產品分成合同訂立第五次修訂協議（「第五次修訂協議」），以延長其勘探期及修改勘探的開支承擔。更多詳情披露於簡明綜合財務報表附註24(c)。

21. CONTINGENCIES

Environmental contingencies

The Group has not incurred any significant expenditure for environment remediation and is currently not involved in any environmental remediation. In addition, the Group has not accrued any amounts for environmental remediation relating to its operations. Under existing legislation, the management of the Group believes that there are no probable liabilities that will have a material adverse effect on the financial position or operating results of the Group. The PRC government, however, has moved and may move further towards more rigorous enforcement of applicable laws and towards the adoption of more stringent environmental standards. Environmental liabilities are subject to considerable uncertainties which affect the Group's ability to estimate the ultimate cost of remediation efforts. These uncertainties include: (i) the exact nature and extent of the contamination at various sites including, but not limited to mines, concentrators and smelting plants irrespective of whether they are operating, closed or sold; (ii) the extent of required cleanup efforts; (iii) varying costs of alternative remediation strategies; (iv) changes in environmental remediation requirements; and (v) the identification of new remediation sites. The amount of such future costs is not determinable due to such factors as the unknown magnitude of possible contamination and the unknown timing and extent of the corrective actions that may be required. Accordingly, the outcome of environmental liabilities under proposed or future environmental legislation cannot be reasonably estimated at present, and could be material.

22. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

21. 或有費用

環境或有費用

本集團至今沒有為環保補救產生任何重大支出，目前亦沒有參與任何環境補救工作。此外，本集團沒有就其業務計提任何環保補救金額。根據現行法例，本集團管理層相信並無存在可能會對本集團財務狀況或經營業績有重大不利影響之負債。然而，中國政府已經及有可能進一步嚴格地執行適用之法例，並採納更為嚴謹之環保標準。環保方面之負債存在不少不確定因素，影響本集團估計各項補救措施最終費用之能力。這些不確定因素包括：(i)各個場地，包括但不限於營運中、已關閉或已出售的礦場、選礦廠及冶煉廠所發生污染的確切性質和程度；(ii)所需進行之清理工作之程度；(iii)各種補救措施之成本；(iv)環境補償規定之改變；及(v)確認新補救場地。由於可能污染程度未明及所需採取之補救措施的確實時間和程度亦未明等因素，故無法釐定該等未來費用。故此，依據建議或未來之環境保護法須承擔之環保負債結果無法在目前合理確定，但有可能十分重大。

22. 金融風險管理及金融工具

以按經常性基準衡量之公平值計量本集團金融資產及金融負債之公平值

本集團部分金融資產及金融負債乃以各呈報期末之公平值計量。下表提供有關該等金融資產及金融負債之公平值釐定方法之資料（尤其是所使用之估值方法及輸入數據），以及根據公平值計量輸入數據之可觀察程度而將公平值計量歸類入公平值等級制度之級別（一至三級）。

- 第一級公平值計量自相同資產或負債於活躍市場之報價（未經調整）取得；
- 第二級公平值計量自可直接（即價格）或間接（即衍生自價格）觀察之輸入數據（不包括第一級之報價）取得；及
- 第三級公平值計量自估值方法包含並非根據可觀察市場數據之資產或負債輸入數據（即不可觀察輸入數據）取得。

22. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

30 June 2020 Financial liabilities

- Convertible notes-embedded derivatives, unsecured (note 17)

二零二零年六月三十日 金融負債

- 可換股票據—內含衍生工具，無抵押(附註17)

22. 金融風險管理及金融工具(續)

以按經常性基準衡量之公平值計量本集團金融資產及金融負債之公平值(續)

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
	–	–	88,111
	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
	10,125	–	1,000
	–	–	110,348

During the six months ended 30 June 2020, there were no transfers between instruments in Level 1 and Level 2, or transfer into or out of Level 3 (2019: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零二零年六月三十日止六個月，第一級及第二級間之工具並無轉撥或於第三級轉入或轉出(二零一九年：無)。本集團之政策為於公平值等級之間發生轉撥的呈報期末確認轉撥。

22. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Information about Level 1 fair value measurements

The fair value of equity securities classified as Level 1 was determined by the quoted price in active market.

Information about Level 3 fair value measurements

The fair value of conversion option embedded in convertible notes is determined using binomial lattice model and the significant unobservable input used in the fair value measurement is credit spread. The fair value measurement is positively correlated to the credit spread. As at 30 June 2020, the credit spread used in the valuation is 23.35% (31 December 2019: 20.74%), and it is estimated that with all other variables held constant, an increase/decrease of 10% points in the credit spread would have increased/decreased the Group's loss by approximately HK\$7,318,000/HK\$7,672,000 (31 December 2019: increased/decreased the Group's loss by approximately HK\$36,362,000/HK\$46,434,000).

The movements during the period in the balances of the Level 3 fair value measurement for the conversion option embedded in convertible notes are disclosed in note 17 to the condensed consolidated financial statements. Fair value gain on conversion option embedded in convertible notes is credited to the condensed consolidated statement of profit or loss. Of the total gains and losses for the period in the profit or loss, fair value gain of HK\$19,722,000 (2019: HK\$32,250,000) was related to conversion option embedded in convertible notes for the reporting period. The fair value of the club debentures was estimated by the Directors with reference to the expected value to be realised.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair values of trade and other receivables, cash and bank balances, other borrowing and trade and other payables approximate their carrying amounts.

The fair values of liability component of convertible notes and bonds are carried at amortised cost using the effective interest method.

22. 金融風險管理及金融工具(續)

以按經常性基準衡量之公平值計量本集團金融資產及金融負債之公平值(續)

有關第一級公平值計量之資料

被分類為第一級之股票證券公平值乃按活躍市場之報價釐定。

有關第三級公平值計量之資料

可換股票據內含之換股權之公平值乃採用二項式點陣模式釐定，而公平值計量所用之重要且不可觀察之輸入數據為信貸息差。公平值計量與信貸息差呈正相關關係。於二零二零年六月三十日，估值所用之信貸息差為23.35%（二零一九年十二月三十一日：20.74%），而倘所有其他變數維持不變，信貸息差上升／下降10個百分點將使本集團之虧損增加／減少約7,318,000港元／7,672,000港元（二零一九年十二月三十一日：本集團之虧損增加／減少約36,362,000港元／46,434,000港元）。

本期間可換股票據內含之換股權之第三級公平值計量結餘之變動於簡明綜合財務報表附註17內披露。可換股票據內含之換股權之公平值收益計入簡明綜合損益報表內。本期間計入損益之合計收益及虧損當中，公平值收益19,722,000港元（二零一九年：32,250,000港元）與於呈報期內可換股票據內含之換股權有關。會所債權證之公平值乃由董事參考將變現之金額估計得出。

並非以按經常性基準衡量之公平值計量本集團金融資產及金融負債之公平值

貿易及其他應收款項、現金及銀行結餘、其他借款及貿易及其他應付款項之公平值與其賬面值相若。

可換股票據及債券之負債部分之公平值乃按攤銷成本以實際利率法計賬。

23. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

(a) Transactions with related parties

During the period, the Group had the following transactions with related parties in the normal course of business:

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Loan interest payable to ultimate holding company (note ii)	應付最終控股公司之貸款利息 (附註ii)	3,487	-
Interest on convertible notes to ultimate holding company	向最終控股公司支付之可換股票據利息	24,817	-
Loan interest payable to ultimate controlling party (note v)	應付最終控制方之貸款利息 (附註v)	223	-
Salaries paid to ultimate controlling party	已付最終控制方之薪金	353	-
		28,880	-

(b) Outstanding balances with related parties

		Unaudited 未經審核	Audited 經審核
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Loan from ultimate holding company (note i)	來自最終控股公司之貸款 (附註i)	68,000	10,000
Loan interest payable to ultimate holding company (note ii)	應付最終控股公司之貸款利息 (附註ii)	3,534	47
Loan from ultimate controlling party (note iv)	來自最終控制方之貸款 (附註iv)	59,139	-
Loan interest payable to ultimate controlling party (note v)	應付最終控制方之貸款利息 (附註v)	223	-
Salaries payable to a ultimate controlling party (note iii)	應付最終控制方之薪金 (附註iii)	-	41
Amount due to non-controlling interests of a subsidiary (note vi)	應付一間附屬公司非控股權益之款項(附註vi)	16,611	16,342
Convertible notes held by ultimate holding company – liability portion	最終控股公司所持之可換股票據 – 負債部分	285,284	77,271
Convertible notes held by a ultimate holding company – embedded derivatives	最終控股公司所持之可換股票據 – 內含衍生工具	88,111	31,744
		520,902	135,445

23. 關聯方交易

本公司與其附屬公司(即本公司之關聯方)之間的結餘及交易已於綜合入賬時對銷，並無於此附註中披露。有關本集團與其他關聯方之間的交易詳情於下文披露。

(a) 與關聯方之交易

於本期間，本集團於日常業務過程中與關聯方之交易如下：

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Loan interest payable to ultimate holding company (note ii)	應付最終控股公司之貸款利息 (附註ii)	3,487	-
Interest on convertible notes to ultimate holding company	向最終控股公司支付之可換股票據利息	24,817	-
Loan interest payable to ultimate controlling party (note v)	應付最終控制方之貸款利息 (附註v)	223	-
Salaries paid to ultimate controlling party	已付最終控制方之薪金	353	-
		28,880	-

(b) 與關聯方之未償還結餘

		Unaudited 未經審核	Audited 經審核
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Loan from ultimate holding company (note i)	來自最終控股公司之貸款 (附註i)	68,000	10,000
Loan interest payable to ultimate holding company (note ii)	應付最終控股公司之貸款利息 (附註ii)	3,534	47
Loan from ultimate controlling party (note iv)	來自最終控制方之貸款 (附註iv)	59,139	-
Loan interest payable to ultimate controlling party (note v)	應付最終控制方之貸款利息 (附註v)	223	-
Salaries payable to a ultimate controlling party (note iii)	應付最終控制方之薪金 (附註iii)	-	41
Amount due to non-controlling interests of a subsidiary (note vi)	應付一間附屬公司非控股權益之款項(附註vi)	16,611	16,342
Convertible notes held by ultimate holding company – liability portion	最終控股公司所持之可換股票據 – 負債部分	285,284	77,271
Convertible notes held by a ultimate holding company – embedded derivatives	最終控股公司所持之可換股票據 – 內含衍生工具	88,111	31,744
		520,902	135,445

23. RELATED PARTY TRANSACTIONS (Continued)

(b) Outstanding balances with related parties (Continued)

Notes:

- (i) The loans were sub-ordinated in nature which were unsecured, interest bearing at 12% to 24% per annum and not repayable within one year. The ultimate holding company has confirmed that it will not demand the Company for repayment of such loans until all the other liabilities of the Group had been satisfied.
- (ii) The interest expenses is arising from the loan from ultimate holding company.
- (iii) The ultimate controlling party of the Company is Mr. Pan Jibiao.
- (iv) The loans were sub-ordinated in nature which were unsecured, interest bearing 12% per annum and not repayable within one year. The ultimate controlling party has confirmed that it will not demand the Company for repayment of such loans until all the other liabilities of Group has been satisfied.
- (v) The interest expenses is arising from the loan from ultimate controlling party.
- (vi) The amounts due to non-controlling interests of a subsidiary are unsecured and interest free. The non-controlling interests of a subsidiary has agreed not to demand repayment in the next twelve months from the year and date.

(c) Key management personnel compensation

23. 關聯方交易(續)

(b) 與關聯方之未償還結餘(續)

附註：

- (i) 貸款屬後償性質，其為無抵押、按年利率12厘至24厘計息及毋須於一年內償還。最終控股公司已確認，直至本集團全部其他債務獲履行前，其不會要求本公司償還該筆貸款。
- (ii) 利息開支乃產生自最終控股公司之貸款。
- (iii) 本公司之最終控制方為盤繼彪先生。
- (iv) 貸款屬後償性質，其為無抵押、按年利率12厘計息及毋須於一年內償還。最終控制方已確認，直至本集團全部其他債務獲履行前，其不會要求本公司償還該筆貸款。
- (v) 利息開支乃產生自最終控制方之貸款。
- (vi) 應付一間附屬公司非控股權益之款項乃無抵押及免息。附屬公司之非控股權益股東同意於年結日起計未來十二個月不會要求償還款項。

(c) 重要管理層成員報酬

		Unaudited 未經審核	
		Six months ended 截至以下日期止六個月	
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物利益	2,230	2,109
Discretionary bonus	酌情花紅	—	—
Retirement scheme contributions	退休福利計劃供款	51	43
		2,281	2,152

Total remuneration is included in "staff costs" (note 6).

總酬金已計入「員工成本」(附註6)。

24. EVENTS AFTER THE REPORTING PERIOD

- a) On 19 May 2020, the Company, SD Financial Group Holdings Limited (the “Vendor”) and Mr. Dai Zhi as guarantor entered into a sale and purchase agreement under which the Company has conditionally agreed that the Company shall purchase and the Vendor has conditionally agreed to sell 23,000,000 issued shares of SD Limited (“Target Company A”) and 5,000,000 issued shares of SD Asset Management Limited (“Target Company B”), representing the entire issued share capital of Target Company A and Target Company B at the consideration of HK\$10,000,000.

Target Company A is a company incorporated in Hong Kong with limited liability and a corporation licensed by the Securities and Futures Commission (“SFC”) to carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities under the Securities and Futures Ordinance (the “SFO”).

Target Company B is a company incorporated in Hong Kong with limited liability and a corporation licensed by SFC to carry out Type 4 (advising on securities), Type 5 (advising on future contracts) and Type 9 (asset management) regulated activities under the SFO.

All conditions precedent to the sale and purchase agreement have been fulfilled and the completion took place on 1 August 2020. Target Company A and Target Company B became wholly-owned subsidiaries of the Company. Details are set out in the Company’s announcements dated 19 May 2020 and 3 August 2020.

24. 呈報期後事項

- a) 於二零二零年五月十九日，本公司、盛大金融集團控股有限公司(「賣方」)及戴志先生(作為擔保人)訂立買賣協議，據此，本公司有條件同意本公司將收購及賣方有條件同意將出售盛大證券期貨有限公司(「目標公司A」)23,000,000股已發行股份及盛大資產有限公司(「目標公司B」)5,000,000股已發行股份，相當於目標公司A及目標公司B全部已發行股本，代價為10,000,000港元。

目標公司A為一家在香港註冊成立之有限公司，並為一家根據《證券及期貨條例》(「證券及期貨條例」)獲證券及期貨事務監察委員會(「證監會」)發牌可進行第1類(證券交易)及第2類(期貨合約交易)受規管活動之持牌法團。

目標公司B為一家在香港註冊成立之有限公司，並為一家根據證券及期貨條例獲證監會發牌可進行第4類(就證券提供意見)、第5類(就期貨合約提供意見)及第9類(提供資產管理)受規管活動之持牌法團。

買賣協議之所有先決條件已獲達成及交易於二零二零年八月一日完成。目標公司A及目標公司B成為本公司之全資附屬公司。詳情載於本公司日期為二零二零年五月十九日及二零二零年八月三日的公告。

24. EVENTS AFTER THE REPORTING PERIOD (Continued)

- b) On 7 May 2020, the Company as subscriber, United Able International Limited (“Target Company C”) as target company and Spring Wave Limited (“Spring Wave”) as the sole shareholder of Target Company C entered into a share subscription agreement. On 24 June 2020, the Company, Target Company C and Spring Wave entered into a supplemental agreement to the share subscription agreement. Pursuant to the share subscription agreement (as amended by the supplemental agreement), the Company has conditionally agreed that the Company shall subscribe and Target Company C shall allot and issue 11,700,000 new shares at the total subscription amount of HK\$3,000,000, representing 90% of the enlarged issued share capital of Target Company C immediately after completion.

Target Company C is a company incorporated in Hong Kong with limited liability and is a licensed insurance broker under the Insurance Ordinance to conduct general and long term business related regulated activities.

The transaction has not yet completed up to the date of approval of these condensed consolidated financial statements. Details are set out in the Company’s announcements dated 7 and 27 May, 10, 24 and 29 June, 10 July, 18 and 21 August 2020 and the Company’s circular dated 28 July 2020.

- c) On 10 August 2020, Can-Elite entered into the Fifth Modification Agreement regarding the modified PSC with China United. Pursuant to the Fifth Modification Agreement, the exploration period applied to Area A shall begin from the date of commencement of the implementation of the contract, to the date of filing to the relevant authorities under the Chinese Government for the Overall Development Program. Further, the exploration period of Area B has been extended for two more years, from the original expiry date (being 31 March 2020) to 31 March 2022. During the extended exploration period, at least 17 wells are required to be completed in Area B with the performance of relevant exploration works such as fracturing, drainage and extraction. In order to complete the above exploration works, Can-Elite is required to utilise at a minimum of RMB35,000,000 equivalent in US dollars towards Area B, as the expected minimum exploration expenditure amount. Details are set out in the Company’s announcement dated 10 August 2020.

24. 呈報期後事項(續)

- b) 於二零二零年五月七日，本公司(為認購人)、駿盟國際有限公司(「目標公司C」)為目標公司及春濤有限公司(「春濤」)(為目標公司C的唯一股東)訂立股份認購協議。於二零二零年六月二十四日，本公司、目標公司C及春濤訂立股份認購協議的補充協議。根據股份認購協議(經補充協議修訂)，本公司已有條件同意，本公司須認購及目標公司C須配發及發行11,700,000股新股份，總認購金額為3,000,000港元，相當於緊隨完成交易後目標公司C經擴大已發行股本的90%。

目標公司C為一家在香港註冊成立之有限公司，並為一家《保險業條例》下之持牌保險經紀，可進行一般及長期業務相關受規管活動。

截至該等簡明綜合財務報表批准日期，交易尚未完成。詳情載於本公司日期為二零二零年五月七日及二十七日；六月十日、二十四日及二十九日；七月十日；八月十八日及二十一日的公告、本公司日期為二零二零年七月二十八日的通函。

- c) 於二零二零年八月十日，英發能源與中聯就修改產品分成合同訂立第五次修改協議。根據第五次修改協議，A區適用勘探期將於合同開始執行當日起計，直至就總體開發方案向中國政府有關部門備案的日期為止。此外，B區之勘探期已延長多兩年，由原本的到期日二零二零年三月三十一日延長至二零二二年三月三十一日。於延長之勘探期內，B區所需完成之鑽井量為至少十七口井，並進行壓裂排採等有關勘探作業。為了完成上述勘探作業，英發能源需對B區花費至少人民幣35,000,000元等值的美元，作為其預期的最低限度勘探費用。詳情載於本公司日期為二零二零年八月十日的公告。



金禧國際
CENTURY INTL

金禧國際控股集團有限公司
Golden Century International
Holdings Group Limited