

CHINA HUARONG ENERGY COMPANY LIMITED 中國華榮能源股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

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**CHAIRMAN'S
STATEMENT**
主席報告書

Subsequent to the completion of the Disposal in March 2019, the Group has devoted significant focus on the production and sales of crude oil, with the objective of maintaining sustainable production while minimising production cost. In the meanwhile, the management of the Group has proactively sought opportunities to improve the Group's overall performance, including establishing trading division in China, and entering into the Acquisition Agreement to acquire 50.46% of the equity interest of Nantong Zhuosheng.

However, the outbreak of COVID-19 since the beginning of 2020 has created greater uncertainty to the global economy, and the Group performance has been disrupted significantly since then. Despite most countries have coupled with the impact, and with the availability of vaccination bringing in positive implication, the Group management is of the view that COVID-19 shall still have a prolonged impact to the demand of crude oil and sales price fluctuation, in particular the significant disruption in cargo logistics and mobility.

Given the Group's Energy business will be operating under pressure in the current low oil price environment and the unpredictable market outlook, the Group will continue to be stringent with variable costs and capital expenditures, in order to maintain strong and resilient financial positions through prudent management of debt levels and liquidity across the board.

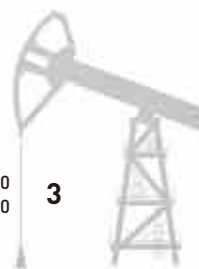
In response to the collapse in selling prices and demand for refined products, the management of the Group decided to postpone the capital expenditures plan, temporarily reduce production, and implement company-wide cost-saving measures, with an aim to maintain its financial positions while protecting value in an extended low commodity price environment. The Group has been implementing a new oil well development method which had been proved to improve and achieve a better production efficient on the oil well-drilling operation. The Group remains positive with the business model in long term, and the Group is of the view that the new oil well development method shall improve and achieve a better production efficiency on the oil well-drilling operation.

在完成二零一九年三月的出售事項後，本集團著重聚焦原油生產及銷售，以期在盡力降低生產成本的情況下保持可持續生產。同時，本集團管理層積極尋求機會，提高本集團的整體業績，包括於中國成立貿易部門，並訂立收購協議收購南通焯晟50.46%股權。

然而，自二零二零年初COVID-19疫情的爆發為全球經濟帶來更大的不確定性，自此，本集團的業績受到嚴重影響。儘管多數國家受到影響，而隨著疫苗的出現帶來正面影響，但本集團管理層認為，COVID-19疫情仍將對原油需求和售價波動產生持續影響，尤其是貨運物流及流動性重大中斷。

鑑於本集團的能源業務將在當前低油價環境和不可預測的市場前景下面臨壓力，因此本集團將繼續嚴格執行可變成本及資本支出，通過全面審慎管理債務水平和流動性，維持強勁而具彈性的財務狀況。

為了應對銷售價格和成品油需求的暴跌，本集團管理層決定推遲資本開支計劃，暫時減產，並實施全公司的成本節約措施以維持財務狀況，同時在持續低迷的商品價格環境中保值。本集團已採取新的油井開發方式，該方式已獲證明可提升油井鑽井作業並提高生產效率。長遠而言，本集團對業務模式仍持積極態度，本集團認為新的油井開發方式將在油井鑽井作業方面有所改進，並提高生產效率。





CHAIRMAN'S STATEMENT

主席報告書

The Group has successfully pursued into other related opportunities within the energy industry to broaden the revenue source to ease the sole reliance on the oil exploration since the beginning of the Year. The Group has established several trading companies in China for energy and mining related commodity with the objective of creating a new income stream and improve the Group profit margin. The Group has crystalized a number of business development since July 2020 and it has brought in positive impacts to the revenue of the Group.

The Group has also completed the Acquisition of 50.46% of the equity interest in Nantong Zhuosheng on 22 January 2021. It is understood that Nantong Zhuosheng has achieved a number of post completion undertakings, including the profit guarantee target for 2020. Such achievement has indicated that the demand of oil storage is strong, and its performance shall bring in positive impact to the Group's 2021 results. The Group management is of the view that the acquisition of Nantong Zhuosheng shall bring in synergy and create greater platform for the newly established trading entities. The Group are able to offer boarder varieties of services to build up our customers portfolio and solidify the underlying turnover and profit.

The Group is also continuing to negotiate with lenders in relation to the extension of existing financial obligations of the Group. The Group remains positive on the progress and is exploring other initiatives to increase the liquidity of the Group including different financing options.

Acknowledgements

I would like to take this opportunity to express my sincere gratitude to the Directors and the employees for their dedicated and concerted effort, and to our shareholders and all creditors and relevant institutions for their patience and ardent support to the Group.

Chen Qiang

Chairman

本集團自年初以來已成功尋求能源行業的其他相關機遇，以拓寬收益來源，減輕對石油勘探的唯一依賴。本集團在中國成立多間能源及開採相關商品的貿易公司，以開拓新收入來源，提高本集團的利潤率。自二零二零年七月以來，本集團已在該等貿易公司進行了多項業務發展且已對本集團的收益帶來正面影響。

本集團亦於二零二一年一月二十二日完成南通焯晟50.46%股權的收購事項。據悉，南通焯晟已實現多項完成後承諾，包括二零二零年的利潤保證目標。實現承諾表明對油儲需求強勁，其表現將對本集團二零二一年業績產生積極影響。本集團管理層認為，收購南通焯晟將為新成立的貿易實體帶來協同效應及創造更大的平台。本集團能夠提供更廣泛的服務以建立我們的客戶組合併鞏固相關營業額及利潤。

本集團亦繼續與貸款人就本集團現有財務責任的延期進行協商。本集團對進展保持樂觀且正探索增加本集團流動資金的其他舉措，包括不同融資選擇。

致謝

藉此機會，我對全體董事及員工的團結協作，以及各位股東和所有債權人和相關機構給予我們的耐心和鼎力支持表示衷心感謝！

主席

陳強

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Business Review

The Group recorded a revenue of approximately RMB34.8 million for the year ended 31 December 2020 (the “**Year**”), compared to a revenue of approximately RMB47.7 million for the year ended 31 December 2019 (the “**Comparative Year**”). Profit attributable to the equity holders of the Company was approximately RMB782.6 million for the Year (Comparative Year: RMB137.3 million).

The increase in profit was mainly driven by the discharge of Relevant Guarantees and changes in foreign currency translation, offset by the impairment losses on property, plant and equipment and intangible assets.

The Group’s net deficit position as at 31 December 2020 was improved compared to that of 31 December 2019, with the net deficit decreased by RMB664.4 million. It was largely driven by the further discharge of the Relevant Guarantees, offset by the impairment losses on property, plant and equipment and intangible assets.

Disposal and Relevant Guarantee

On 9 October 2018, the Company entered into a conditional sale and purchase agreement (the “**Agreement**”) to dispose of the core assets and liabilities of its shipbuilding, offshore engineering, engineering machinery and marine engine building segments (the “**Shipbuilding and Engineering Businesses**”, together with the holding company of the Shipbuilding and Engineering Businesses, referred to as the “**Disposal Group**”) with an independent third party, Unique Orient Limited (the “**Purchaser**”) (the “**Disposal**”). The Disposal constituted a very substantial disposal for the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). An extraordinary general meeting of the Company was held on 13 December 2018 in which the Disposal was approved by the shareholders.

The Company signed the second supplemental agreement on 3 March 2019 regarding the Disposal, pursuant to which (1) the transfer of the sale share of Able Diligent Limited (the “**Sale Share**”), the holding company of Disposal Group, to the Purchaser shall take place on or before 31 March 2020; (2) the Purchaser agreed to procure the release or discharge of the relevant guarantees provided by the Company in respect of borrowings owed by the Disposal Group (the “**Relevant Guarantees**”); and (3) the Purchaser agreed to execute a share charge over the Sale Share in favour of the Company.

業務回顧

於截至二零二零年十二月三十一日止年度（「**本年度**」），本集團錄得收益約人民幣34.8百萬元，而截至二零一九年十二月三十一日止年度（「**可比年度**」）的收益約為人民幣47.7百萬元。本年度，本公司權益持有人應佔利潤約為人民幣782.6百萬元（可比年度：人民幣137.3百萬元）。

利潤增加主要歸因於解除相關擔保及外幣換算變動，並由物業、廠房及設備及無形資產的減值虧損所抵銷。

本集團於二零二零年十二月三十一日的淨虧絀狀況較二零一九年十二月三十一日有所改善，淨虧絀減少人民幣664.4百萬元，主要是由於進一步解除相關擔保所致，並由物業、廠房及設備及無形資產的減值虧損所抵銷。

出售事項及相關擔保

於二零一八年十月九日，本公司已與獨立第三方東唯有限公司（「**買方**」）訂立有條件買賣協議（「**協議**」），以出售造船、海洋工程、工程機械及動力工程板塊（「**造船及工程業務**」，連同造船及工程業務控股公司統稱為「**出售集團**」）的核心資產及負債（「**出售事項**」）。根據香港聯合交易所有限公司證券上市規則（「**上市規則**」），出售事項構成本公司非常重大的出售事項。本公司於二零一八年十二月十三日舉行股東特別大會，其中出售事項已獲股東批准。

本公司於二零一九年三月三日就出售事項簽訂第二份補充協議，據此(1)出售集團之控股公司Able Diligent Limited將於二零二零年三月三十一日或之前向買方轉讓銷售股份（「**銷售股份**」）；(2)買方同意促成全面免除或解除本公司就出售集團借款所提供的相關擔保（「**相關擔保**」）；及(3)買方同意以本公司為受益人就銷售股份訂立股份質押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Disposal was completed on 10 March 2019 (the “Disposal Day”) when the Sale Share was transferred to the Purchaser. All the assets and liabilities associated to the Disposal, except the financial guarantee contract as mentioned hereafter, were derecognized on the Disposal Day. The Company signed the third, fourth and fifth supplemental agreements on 29 August 2019, 30 October 2019 and 25 March 2021, respectively. According to the latest supplemental agreements, the Purchaser will procure the release or discharge of the Relevant Guarantees and complete the relevant registration before 31 December 2021.

The Group and the Purchaser have been working closely to procure the release or discharge of all remaining Relevant Guarantees in full and it was agreed that all debts owing by the Disposal Group will be assigned to the Purchaser when the Relevant Guarantees have been released or discharged in full and the relevant registration have been completed.

Throughout the Year, the Company, together with the Purchaser, has successfully discharged the Relevant Guarantees in an amount of approximately RMB2 billion. In particular, the Company has taken the following actions in respect of the release and discharge of the Relevant Guarantees during the last two years:

- (i) the Company has ongoing discussions with the Purchaser on a regular basis regarding the status and progress of the release or discharge of the Relevant Guarantees;
- (ii) the Company, together with the Purchaser, has been actively negotiating with the relevant banks and lenders to release or discharge the Relevant Guarantees; and
- (iii) the Company is also maintaining its relationship with the banks and the lenders of the Disposal Group so that no action will be taken by them to demand immediate repayment of its outstanding borrowings under the Relevant Guarantees.

出售事項已於二零一九年三月十日(「出售日」)完成，銷售股份已轉讓予買方。與出售事項有關的所有資產及負債(下文所描述的財務擔保合約除外)均於出售日終止確認。本公司分別於二零一九年八月二十九日、二零一九年十月三十日及二零二一年三月二十五日訂立第三份、第四份及第五份補充協議。根據最新補充協議，買方將促成免除或解除相關擔保，並於二零二一年十二月三十一日前完成相關登記。

本集團及買方一直就促使免除或解除所有餘下的相關擔保緊密合作及同意當相關擔保完全免除或解除及相關註冊手續完成時，出售集團之所有債務將由買方承擔。

於本年度，本公司連同買方已成功解除約人民幣20億元的相關擔保。特別是本公司在過去兩年內就免除及解除相關擔保採取了以下行動：

- (i) 本公司定期與買方就免除或解除相關擔保的狀況和進度進行持續討論；
- (ii) 本公司與買方一直積極與相關銀行及貸款人磋商，以免除或解除相關擔保；及
- (iii) 本公司亦維持其與銀行及出售集團的貸款人的關係，以確保彼等不會採取行動要求即時償還相關擔保項下的未償還借款。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Company and/or the Purchaser (as appropriate) have prepared and submitted discharging proposals to the relevant banks and lenders since 2018, with an initial goal of discharging the Relevant Guarantees in batches by 2020. However, despite that the above actions had been taken by the Company and the Purchaser, the Relevant Guarantees could not be fully discharged in 2020 because of (1) the distraction and suspension of business caused by the novel coronavirus pneumonia (the “**COVID-19**”) in the most of 2020; and (2) the fact that the discharging process of banks was time-consuming and procedurally and administratively complicated, particularly given that each bank or lender would have its own internal review procedures as well as approval hierarchy. As the discharging progressed further, additional time was required for the relevant banks and lenders to conduct their internal risk assessment in respect of the discharging proposals. As the Company is only in the capacity as the guarantor of the Relevant Guarantees, the Company may not always be in the position to negotiate with the relevant banks and lenders concerning certain financial conditions or obligations which would be imposed on the Purchaser. Such discussions could only be initiated by the Purchaser, and the Company would not have control over the relevant progress and timing.

Nonetheless, both the Company and the Purchaser are committed to procuring the full discharge of the Relevant Guarantees by 2021.

本公司及／或買方(視情況而定)自二零一八年起已編製並向相關銀行及貸款人提交解除擔保建議，初步旨在於二零二零年前分批解除相關擔保。然而，儘管本公司及買方已採取上述行動，但相關擔保未能於二零二零年全部解除，乃因為(1) 新型冠狀病毒肺炎(「**COVID-19**»)於二零二零年大部分時間造成業務分散及停業；及(2) 銀行的解除過程耗時，並且在程序和管理上很複雜，特別是各銀行或貸款人將有其自身的內部審查程序和按層級審批。隨著解除擔保工作的進一步推進，相關銀行及貸款人需要更多時間就解除建議進行內部風險評估。由於本公司僅作為相關擔保的擔保人，本公司未必總能與相關銀行及貸款人就若干財務狀況或將會對買方施加的責任進行磋商。該等討論只能由買方發起，而本公司將無法控制相關進度和時間。

儘管如此，本公司及買方均致力於促使相關擔保在二零二一年以內全部解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at the date of this report, the latest status of the Relevant Guarantees (classified by the Company as Relevant Guarantees A to D for ease of reference) and the expected time for discharging are summarised as follows:

於本報告日期，相關擔保(本公司將其分類為相關擔保A至D，以便參考)的最新狀態及預期解除時間概述如下：

Relevant Guarantees 相關擔保	2020 Interim Status 二零二零年中期狀態	Current Status 當前狀態	Expected Time of Discharge 預期解除時間
Relevant Guarantees A 相關擔保A	A portion of the Relevant Guarantees A has been discharged. 已解除一部分相關擔保A。	Relevant Guarantee A discharged in full on 30 September 2020. 相關擔保A已於二零二零年九月三十日全部解除。	—
	Pending relevant bank's final approval for discharging the remaining outstanding amount. 等待相關銀行的最終批准解除剩餘相關擔保。		
Relevant Guarantees B 相關擔保B	Discharging proposal has been submitted to the head office of the relevant bank in September 2019 and is currently under internal review. 解除擔保建議已於二零一九年九月提交至相關銀行的總部，目前正在內部審核中。	The discharging proposal was approved by the relevant division before the end of 2020. 相關部門已於二零二零年年末前批准解除擔保建議。	By the second quarter of 2021 於二零二一年第二季度以前
		The relevant bank has completed the disposal provision process, and it is in the finalization stage. 相關銀行已完成處置準備工作，目前正在最後整理中。	
Relevant Guarantees C 相關擔保C	Relevant Guarantee C discharged in full on 30 June 2020. 相關擔保C已於二零二零年六月三十日全部解除。	Relevant Guarantee C discharged in full on 30 June 2020. 相關擔保C已於二零二零年六月三十日全部解除。	—
Relevant Guarantees D 相關擔保D	Discharging proposal has been submitted to the relevant bank by the Purchaser in July 2018. Discharge progress shall expedite following the settlement of the outstanding secured bank loan. 買方已於二零一八年七月向相關銀行提交解除擔保建議。結清未償還有擔保銀行貸款後，解除進度將大有進展。	The outstanding bank loan was not settled prior to 31 December 2020, hence the relevant bank has proposed a revising proposal in the fourth quarter of 2020, and it is subjected to finalization by the head office of the bank. 未償還銀行貸款於二零二零年十二月三十一日前未結清，故相關銀行已於二零二零年第四季度提出經修訂建議，待銀行總部最終批准。	By the third quarter of 2021 於二零二一年第三季度以前





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at 31 December 2020 and the date of this report, the Relevant Guarantees provided by the Company to the Disposal Group in the process of being discharged or released amounted to RMB5,938.6 million (31 December 2019: RMB3,728.0 million), inclusive of principals and interests. In consideration of such financial guarantees, the Group recognized financial guarantee contracts of RMB4,545.1 million (31 December 2019: RMB6,545.1 million) which will be released upon the releasing or discharging of these Relevant Guarantees. In the Year, the Company has further discharged certain part of the Relevant Guarantees amounting to RMB2,000.0 million. A gain was recognised accordingly in the profit and loss account.

Details of the Disposal were disclosed in note 18 of the 2019 annual report, and the announcements of the Company dated 9 October 2018, 15 November 2018, 25 December 2018, 4 March 2019, 11 March 2019, and the circular of the Company dated 23 November 2018.

Debt Restructuring

Together with the Disposal, the Group has also conducted and executed a series of debt restructuring arrangements with an aim to ease the financial burden of the Group. The lenders have been supportive in general to the Group and the overall situation has been improved significantly compared to the Comparative Year.

(a) Repayment of a secured bank loan

It is the intention of the Company to repay such secured bank loan by utilizing the US dollar facility entered with a shareholder of the Company (the "Shareholder") in 2018 (the "Facility"). The Facility has a total amount of USD250 million. It is an interest-free and unsecured facility with an initial maturity date of 31 December 2021. The Company expects to utilise the Facility to repay the outstanding secured bank loan in batches and all such repayments shall be made by the third quarter of 2021. Based on the best knowledge and information available to the Company after discussions with the Shareholder, the Shareholder is committed to provide the Facility required by the Company to settle the outstanding secured bank loan in full in 2021. As at the date of this report, the Company has successfully extended the maturity date of the Facility to 31 December 2023.

於二零二零年十二月三十一日及本報告日期，本公司向出售集團提供在解除或免除過程中的相關擔保(包括本金及利息)，金額為人民幣5,938.6百萬元(二零一九年十二月三十一日：人民幣3,728.0百萬元)。作為該等財務擔保的代價，本集團確認財務擔保合約人民幣4,545.1百萬元(二零一九年十二月三十一日：人民幣6,545.1百萬元)，將於免除或解除該等相關擔保後解除。於本年度，本公司已進一步解除若干部分的相關擔保，為人民幣2,000.0百萬元，故於損益賬目確認收益。

出售事項的詳情披露於二零一九年年報附註18、本公司日期分別為二零一八年十月九日、二零一八年十一月十五日、二零一八年十二月二十五日、二零一九年三月四日及二零一九年三月十一日之公告以及本公司日期為二零一八年十一月二十三日之通函。

債務重組

進行出售事項的同時，本集團亦已進行及執行一系列債務重組安排，旨在減輕本集團的財務負擔。總體而言，貸款人對本集團表示支持，且整體情況已較可比年度有明顯改善。

(a) 償還有抵押銀行貸款

本公司有意動用與本公司一名股東(「該股東」)於二零一八年訂立的美元融資(「融資」)償還該等有抵押銀行貸款。融資總額為250百萬美元，為免息無抵押，初始到期日為二零二一年十二月三十一日。本公司預期將動用該筆融資分批償還尚未償還的有抵押銀行貸款，所有該等還款須於二零二一年第三季度前償還。經與該股東討論後，據本公司所深知及可得資料，該股東承諾提供本公司所需的融資，以於二零二一年全額結清未償還有抵押銀行貸款。於本報告日期，本公司已成功將融資到期日延長至二零二三年十二月三十一日。

The Group has repaid the principal and interest payable of the secured bank loan amounting to approximately RMB146.4 million during the Year. The outstanding principal was therefore reduced to approximately RMB314.8 million (31 December 2019: RMB461.2 million).

(b) Extension of maturity date of promissory notes

As at 31 December 2020, the Company had outstanding promissory notes of RMB1.9 billion (31 December 2019: RMB2.1 billion).

The Company has been in continuous discussions and negotiations with the promissory noteholders with the objective of obtaining their agreements to extend the overdue liabilities during the Year. The management of the Company has taken a proactive approach and had numerous discussions with all the promissory noteholders regarding the extension of maturity dates of the promissory notes. By 31 December 2020, the Company has successfully extended the maturity of a significant proportion, RMB860.7 million, beyond 12 months from the end of the Year.

Despite the remaining noteholders have not yet granted the final consents to the Company for extending the maturity of the remaining overdue liabilities, they have indicated their willingness to extend the maturity dates of the promissory notes. These negotiations were not finalized as at 31 December 2020 as certain commercial terms remain in discussion and finalization.

The Company is currently working out a plan to settle the outstanding promissory notes, which would depend on the Company's financial performance and upcoming discussions with the financial institutions on refinancing. As at the date of this report, no definite settlement terms have been reached by the Company with any relevant parties in this regard. The management of the Company has been actively following up on the status and progress of the above matters and has been continuously monitoring the relevant progress and development through regular meetings.

本集團已於本年度償還有抵押銀行貸款的應付本金及利息約人民幣146.4百萬元。未償還本金因而減至約人民幣314.8百萬元(二零一九年十二月三十一日：人民幣461.2百萬元)。

(b) 延長承兌票據到期日

於二零二零年十二月三十一日，本公司未償還承兌票據為人民幣19億元(二零一九年十二月三十一日：人民幣21億元)。

本公司於本年度一直與承兌票據持有人進行持續討論及磋商，以期取得其同意延長逾期負債。本公司管理層已採取積極作法並與所有承兌票據持有人就延長承兌票據到期日進行多次討論。於二零二零年十二月三十一日前，本公司已成功將一大部分負債(人民幣860.7百萬元)的到期日自本年度年末起延長逾十二個月。

儘管餘下票據持有人尚未就延長餘下逾期負債的到期日向本公司授出最終同意，彼等已表示願意延長承兌票據的到期日。有關磋商於二零二零年十二月三十一日尚未定案，乃由於若干商業條款仍待討論及定案。

本公司目前正在制定償還尚未償還承兌票據的計劃，該計劃將視乎本公司的財務表現及與金融機構就再融資即將進行的討論而定。截至本報告日期，本公司尚未就此與任何相關方達成明確的償還條款。本公司管理層一直積極跟進上述事項的狀況及進度，並通過例會持續監控相關進展和發展。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

These aforesaid debt-restructuring actions are devised to align with the Disposal to improve the overall financial position of the Group. The Group expects that the successful release or discharge of Relevant Guarantees shall have a positive impact on the extension of maturity date, and settlement of promissory notes.

Obtaining Financial Resources

To further improve the Group's financing position for its future development, the Group has continued to utilise certain financing arrangements during the Year, mainly being the Facility entered with a shareholder in 2018. This Facility has a total amount of USD250.0 million. It is an interest-free and unsecured facility with an initial maturity of two years. Up to the date of this report, the Company had utilised approximately USD119.7 million, mainly for the oilfield development, repayment of remaining debts and general working capital.

The Company also expects to continue to utilise the Facility for its repayment of debts, its capital expenditure on the Energy Business and for general working capital purpose. As a result of the outbreak of COVID-19, the Group's operations in Kyrgyzstan have been temporarily restricted. Coupled with the current low oil price and stagnant global demand on oil, it is expected that expenditures in the Energy Business would only start to be resumed by the Group by 2024, the earliest. The management of the Group is taking a prudent approach to manage the capital expenditure of the Energy Business and will continue to monitor the development of the oil market in making any capital expenditure decisions.

The Company and the Shareholder are engaged in ongoing discussions as to the provision of further financial assistance by the Shareholder to the Company, which is still preliminary and subject to further discussion. If any such plan is materialised, the Company will make announcement accordingly.

As at the date of this report, the Company has successfully extended the Facility maturity date to 31 December 2023.

Energy Exploration and Production

The Group acquired 60% interest in the project involving five oilfields zones located in the Fergana Valley of the Republic of Kyrgyzstan (the "**Kyrgyzstan Project**"), which marked a breakthrough of the Group into the energy exploration and production industry in 2014.

上述債務重組措施之目標為改善本集團的整體財務狀況，與出售事項的目標一致。本集團預期成功免除或解除相關擔保將為承兌票據的到期日延長及結清帶來正面影響。

獲取財政資源

為進一步改善本集團就其未來發展之融資情況，本集團於本年度繼續動用若干融資安排，主要為於二零一八年與一名股東訂立之融資。該融資總額為250.0百萬美元，為免息無抵押之初始兩年期融資。截至本報告日期，本公司已動用約119.7百萬美元用於油田開發、償還剩餘債務及一般營運資金。

本公司亦預期將繼續將融資用於償還債務、能源業務的資本開支及作一般營運資金用途。由於COVID-19疫情的爆發，本集團在吉爾吉斯的業務暫時受到限制。加上目前油價低迷，全球石油需求停滯，預計本集團在能源業務方面的開支最早將於二零二四年前開始恢復。本集團管理層正採取審慎態度管理能源業務的資本開支，並將在作出任何資本開支決策時持續關注石油市場的發展。

本公司與該股東已就該股東向本公司提供進一步財務援助進行討論，該討論仍屬初步，有待進一步討論。如任何有關計劃實現，本公司將相應作出公告。

於本報告日期，本公司已成功將融資到期日延長至二零二三年十二月三十一日。

能源勘探及生產

本集團收購位於吉爾吉斯共和國費爾幹納盆地五個油田區塊之項目（「**吉爾吉斯項目**」）60%權益，標誌著本集團於二零一四年於能源勘探及生產行業的突破。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Under the agreements entered into with the national oil company of Kyrgyzstan, КыргызжерНефтегаз (“**Kyrgyzjer Neftegaz**” Limited Liability Company), a subsidiary of the Company was granted rights to cooperate with the national oil company of Kyrgyzstan in the operation of the five oilfields zones, namely, Maili-Su IV, Eastern Izbaskent, Izbaskent, Changyrtash and Chigirchik. The first three oilfields zones are located at the northeastern part of the Fergana Valley while the latter two are located at the Southeastern part of Fergana Valley. The total area covered by these five fields is approximately 545 square kilometers.

On the exploration front, the Group has drilled a total of 73 wells across the five oilfields zones, including 54 in exploration, and 19 currently being construction-in-progress. The Group has also held a number of appraisal wells for exploration and development. As at 31 December 2020, 63 wells were at production (2019: 57 wells).

For the Year, the Kyrgyzstan Project recorded sales of 113,493 barrels (bbl) (for the Comparative Year: 149,314 bbl) of light crude oil. Revenue from the Energy Business was approximately RMB22.0 million for the Year decreased by approximately 53.9% from RMB47.7 million for the Comparative Year.

The decline of revenue in 2020 was primarily driven by the decrease in both selling price and sales volume. The management of the Group is foreseeing that the oil exploration will continue to be restrained by COVID-19, and with the excess supply and lower demand in the region, it is reasonably expected that the oil price is unlikely to recover substantially in the near future. In general, both the selling price and sales volume will not return to pre-COVID-19 level within the next 12 to 18 months.

In response to the collapse in selling prices and demand for refined products, the management of the Group decided to postpone the capital expenditures plan, temporarily reduce production, and implement company-wide cost-saving measures, with an aim to maintain its financial positions while protecting value in an extended low-commodity-price environment. The Group has been implementing a new oil well development method which had been proved to improve and achieve a better production efficient on the oil well-drilling operation. The Group remains positive with the business model in long term, and the Group is of the view that the new oil well development method shall improve and achieve a better production efficiency on the oil well-drilling operation.

根據與吉爾吉斯國家石油公司簽訂的協議，本公司附屬公司 КыргызжерНефтегаз（「吉爾吉斯大陸油氣」有限公司*）獲授與吉爾吉斯國家石油公司合作經營五個油田區塊的權利，即馬里蘇IV、東伊巴克特、伊巴克特、羌格爾塔什及奇克爾奇克。前三個油田區塊位於費爾幹納盆地東北部，其餘兩個油田區塊位於盆地東南部。該等五個油田區塊總覆蓋面積約達545平方公里。

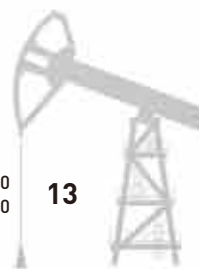
在勘探方面，本集團於五個油田區塊合共鑽井73座，包括54座正在勘探中及19座正在建設中。本集團亦擁有多個用於勘探及開發的評價井。於二零二零年十二月三十一日，63座油井處於生產中（二零一九年：57座油井）。

於本年度，吉爾吉斯項目錄得銷售輕質原油113,493桶（於可比年度：149,314桶）。能源業務於本年度錄得收益約人民幣22.0百萬元，較可比年度人民幣47.7百萬元減少約53.9%。

二零二零年收益下降主要是由於售價及銷量均錄得下降所致。本集團管理層預計，石油勘探將繼續受到COVID-19疫情的限制，且該地區供應過多及需求較低，可合理預計石油價格短期內大幅恢復的可能性不大。整體而言，在未來十二至十八個月內，售價和銷量將不會恢復到疫情之前的水平。

為了應對售價和成品油需求的暴跌，本集團管理層決定推遲資本開支計劃，暫時減產，並實施全公司的成本節約措施，旨在維持財務狀況的同時，在持續低迷的商品價格環境中保值。本集團已採取新的油井開發方式，該方式已獲證明可提升油井鑽井作業並提高生產效率。長遠而言，本集團對業務模式仍持積極態度，本集團認為新的油井開發方式將在油井鑽井作業方面有所改進，並提高生產效率。

* 僅供識別





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Although the global commodity market has been heavily affected by the outbreak of COVID-19, there is a growing market demand for oil storage services. As disclosed in the interim report, the Group has been continuously looking for other strategic opportunities within the industry sector to broaden and diversify its revenue source to ease the sole reliance on the oil exploration business.

On 23 October 2020, a wholly-owned subsidiary of the Company entered into an acquisition agreement with Mr. Hou Maohua (the “Vendor”) and Nantong Zhuosheng Petrochemical Co., Ltd (“Nantong Zhuosheng”, or the “Target Company”) (the “Acquisition Agreement”), pursuant to which the Group conditionally agreed to acquire approximately 50.46% of the equity interest of Nantong Zhuosheng. The transaction was approved by shareholders on 15 January 2021 and was completed on 22 January 2021 (the “Acquisition”).

Nantong Zhuosheng possesses the facility, capacity and expertise in the provision of oil storage services. The Board believes that the Group can accumulate sufficient experience in the operation and management in this area, and further expand its business presence within the oil sector after acquiring Nantong Zhuosheng. This acquisition also reflected the Group’s strategy of investing in oil-and-gas-related storage and logistic projects, which would enable the Group to expand its energy business vertically.

The management of the Group is committed to maintaining its liquidity and will manage its business through this unprecedented market cycle.

On 1 March 2020, a new director, Mr. Niu Jianmin, was appointed as executive director to the board of the Company. Mr. Niu Jianmin has over 30 years of experience in oil and energy industry. He will be playing a leading role in the expansion and development of the Energy Business of the Group.

儘管全球商品市場持續受到COVID-19疫情的嚴重影響，但市場對油儲服務的需求不斷增加。誠如中報所披露，本集團一直繼續尋找該業務分部內的其他戰略機遇，以拓寬及多元化收益來源，減輕對石油勘探業務的唯一依賴。

於二零二零年十月二十三日，本公司之全資附屬公司與侯茂華先生（「賣方」）及南通焯晟石油化工有限公司（「南通焯晟」或「目標公司」）訂立收購協議（「收購協議」），據此，本集團有條件同意收購南通焯晟約50.46%股權。該交易獲股東於二零二一年一月十五日批准並於二零二一年一月二十二日完成（「收購事項」）。

南通焯晟於提供油儲服務方面擁有設施、能力及專業知識。董事會認為，於收購南通焯晟後，本集團可積累該領域豐富的營運及管理經驗，並進一步擴大其於石油領域的業務。此項收購亦反映了本集團於油氣相關倉儲及物流項目的投資策略，令本集團能垂直擴大其能源業務。

本集團管理層致力於保持其流動性，並將在這個前所未有的市場週期中管理其業務。

於二零二零年三月一日，新董事牛建民先生獲委任為本公司董事會執行董事。牛建民先生於石油及能源行業擁有逾三十年的經驗。彼將於本集團能源業務的擴展及發展中發揮領導作用。

Proved and Probable Oil Reserve and Estimates

A competent person's report was prepared in September 2018 in accordance with Petroleum Resources Management System (PRMS) to estimate the oil resources and reserves as of 30 June 2018. The following table sets out the revised estimates of the Group's reserves as at 31 December 2020 by using the abovementioned report as the basis:

經證實加概略之石油儲量和估算

於二零一八年九月，根據以石油資源管理制度(PRMS)編製的合資格人士報告，對截至二零一八年六月三十日的石油資源及儲量進行了估算。下表載列截至二零二零年十二月三十一日本集團基於上述報告之經修訂儲量估算：

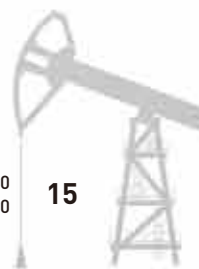
<i>Unit: million tonnes</i> 單位：百萬噸		Proved 證實	Proved plus probable 證實加概略
Maili-Su IV	馬里蘇IV	13.6	18.17
East Izbaskent	東伊斯巴特	5.10	8.15
Izbaskent	伊斯巴特	4.95	5.04
Total reserves as at 30 June 2018 (the basis date)	截至二零一八年六月三十日之 總儲量(基準日期)	23.65	31.36
Less: production during second half of 2018	減：二零一八年下半年之產量	0.02	0.02
Total estimated reserves as at 31 December 2018	截至二零一八年十二月三十一日之 總估計儲量	23.63	31.34
Less: production during 2019	減：二零一九年之產量	0.04	0.04
Total estimated reserves as at 31 December 2019	截至二零一九年十二月三十一日之 總估計儲量	23.59	31.30
Less: production during 2020	減：二零二零年之產量	0.03	0.03
Total estimated reserves as at 31 December 2020	截至二零二零年十二月三十一日之 總估計儲量	23.56	31.27

Financial Review

The Group's operating results for the Year were primarily contributed by the Company and its subsidiaries engaged in the energy exploration and production. As a result of adopting International Financial Reporting Standard 5, the results of the Disposal Group were included under the Discontinued Operations for the Comparative Year.

財務回顧

本年度，本集團之經營業績主要來自本公司及其附屬公司從事能源勘探及生產。由於採納國際財務報告準則第5號，故出售集團的業績於可比年度已列入已終止業務。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Revenue

For the Year, the Group recorded a revenue of approximately RMB34.8 million (for the Comparative Year: approximately RMB47.7 million), representing a year-on-year decrease of approximately 27%. The revenues are derived from: (1) sales of crude oil produced from the Kyrgyzstan Project: approximately RMB22.0 million (for the Comparative Year: approximately RMB47.7 million). The Group has proceeded sales of 113,493 barrels (bbl) during 2020 (for the Comparative Year: 149,314 bbl) from the Kyrgyzstan Project, with the average price per tonne of crude oil was approximately USD203 in the Year compared to approximately USD301 in the Comparative Year. The decline in both sales volume and selling price were mainly due to the effect of COVID-19, which impacted the overall crude oil market with a trend of oversupply while the demand has remained low; (2) commodity trading revenue of RMB12.8 million from the newly established trading businesses based in China (for the Comparative Year: NIL). The Group has entered into the energy-related commodity trading in China since July 2020, and it is expected that the newly established businesses will continue to grow throughout 2021.

Cost of Sales

For the Year, the Group's cost of sales increased by approximately 18.7% to RMB41.2 million (for the Comparative Year: RMB34.7 million), which was largely driven by the additional costs associated with the new trading revenue stream.

Gross Profit/Losses

The Group recorded gross losses of approximately RMB6.4 million for the Year compared to gross profit of approximately RMB13.1 million for the Comparative Year. The decreased in oil price and lower demand of crude oil have affected the Group's gross profit margin significantly.

General and Administrative Expenses

For the Year, the Group's general and administrative expenses increased by approximately 12.5% to RMB48.5 million (for the Comparative Year: RMB43.1 million). The increase was largely driven by the expected credit loss allowance on trade receivables, and professional expenses associated with the Acquisition. The recurring cost have been reduced as expected with the implementation of company-wide cost-saving measures to minimise expenses.

收益

於本年度，本集團錄得收益約人民幣34.8百萬元（於可比年度：約人民幣47.7百萬元），年度同比減少約27%。收益來自(1)吉爾吉斯項目生產的原油銷售，約人民幣22.0百萬元（於可比年度：約人民幣47.7百萬元）。本集團於二零二零年來自吉爾吉斯項目的銷量為113,493桶（於可比年度：149,314桶），於本年度每噸原油之平均價約為203美元，而於可比年度約為301美元。銷量及售價均下降主要是由於受COVID-19疫情的影響，引致整個原油市場供應過剩，而需求卻一直低迷；(2)來自中國新設立的貿易業務的商品貿易收益人民幣12.8百萬元（於可比年度：零）。本集團自二零二零年七月起開始在中國開展能源相關商品貿易，預計新設立的業務將在二零二一年全年持續增長。

銷售成本

於本年度，本集團的銷售成本增加約18.7%至人民幣41.2百萬元（於可比年度：人民幣34.7百萬元），乃主要由新交易收益流相關的額外成本所驅動。

毛利潤／虧損

本集團於本年度錄得毛虧損約人民幣6.4百萬元，而於可比年度則錄得毛利潤約人民幣13.1百萬元。油價下跌及原油需求下降對本集團的毛利率造成重大影響。

一般及行政開支

於本年度，本集團的一般及行政開支增加約12.5%至人民幣48.5百萬元（於可比年度：人民幣43.1百萬元）。該增加主要由應收賬款之預期信貸虧損撥備及收購事項相關專業費用所致。隨著實施全公司成本控制措施，以盡力減小開支，經常性成本已如期減少。

Impairment loss — Intangible Assets — Co-operation Rights

For the Year, the Group has recorded a total impairment loss of RMB1,157.2 million, of which RMB864.4 million has been allocated to the Co-operation Rights (for the Comparative Year: nil). This was primarily in line with the oil and gas industry where majority of the players were recognizing impairment due to the significant decline in oil price and the low demand within the market. The management of the Group has engaged an independent valuer to reassess the underlying recoverable amount of the Co-operation Rights.

The valuation assessments are predominantly established under the discounted cashflow framework, or “income method”, and the underlying assumptions are based on market participant approach, as well as the internal decision on the development plan.

Despite the assessment approach and mechanism are largely consistent with previous year, the current year outcome has changed significant and it is due to change in the following assumptions: (1) the prospective oil price has reduced significantly in comparison to the Comparative Year, with the forecast oil price reduced from US48–65 per barrel, down to USD32–45 per barrel; (2) historically the Group has a proactive development plan which is heavily driven by the prospective oil price incremental. However, with the change in the market circumstances including low oil price and reduction in oil demand both locally and internationally, the Board and Group management considered it is appropriated to postpone development plan until 2024.

The changes of the abovementioned assumptions have not only indicated a significant impairment on the assets, but also addressed the concern that the auditor had raised in the past, i.e. whether the Group has the capability of obtaining sufficient financial resources to invest in oil assets development within the next 12 months while the Group has prolonged going concern uncertainty. With the postponement of the oil assets development plan up to 2024, it is considered that such uncertainty associated with ongoing financial capacity has been appropriately considered and factored in the evaluation of the impairment loss.

As an outcome of the assessment, the Group has provided an impairment loss of RMB1,157.2 million for the assets associated with the Group’s operations in Kyrgyzstan, and a substantial portion of RMB864.4 million was applied against the Co-operation Rights within intangible assets.

減值虧損 — 無形資產 — 合作經營權

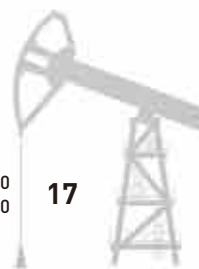
於本年度，本集團的減值虧損總額為人民幣1,157.2百萬元，其中人民幣864.4百萬元已分配至合作經營權（於可比年度：無）。這主要與油氣行業保持一致，該行業大部分參與者因油價大幅下跌及市場需求低迷而確認減值。本集團管理層已聘請獨立估值師重新評估合作經營權的相關可收回金額。

估值評估主要是根據貼現現金流量框架或「收入法」及基於市場參與者方法的相關假設以及就開發計劃所作出的內部決策而進行。

儘管評估方法及機制與上一年度大致相同，惟本年度的結果已大幅變動，是由以下假設的變動：(1) 相較於可比年度，預期油價已大幅下跌，預測油價由每桶48至65美元下跌至每桶32至45美元；(2) 本集團過往已制定積極的開發計劃，此舉在很大程度上受到預期油價上漲所驅動。然而，隨著市況變動（包括油價低迷以及本地及國際的石油需求下降），董事會及本集團管理層認為，將開發計劃推遲至二零二四年實屬適當。

上述假設的變動不僅顯示資產出現重大減值，亦解決核數師於過往期間提出的事項，即於本集團遭遇持續經營不確定因素時，是否有能力於未來12個月內獲得足夠的財務資源以投資於石油資產開發。隨著石油資產開發計劃推遲至二零二四年，本集團認為與持續財務能力有關的該等不確定因素已於評估減值虧損時予以適當考慮。

由於評估結果，本集團已就與其於吉爾吉斯的業務有關的資產計提減值虧損人民幣1,157.2百萬元，且很大一部分（人民幣864.4百萬元）適用於無形資產內的合作經營權。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Impairment loss — Property, plant and equipment

For the Year, the Group recorded an impairment loss on property, plant and equipment of RMB296.6 million (for the Comparative Year: RMB19.3 million). The majority of the impairment loss amounting to RMB292.8 million arose a part of the total impairment loss of RMB1,157.2 million as mentioned in the Impairment loss — Intangible Assets — Co-operation Rights.

The remaining impairment loss of RMB3.8 million is associated with certain specific oil assets of the Group. These oil assets were previously used for the Group's oil production but had become idle due to mechanical issues. Given the cost required to rectify such assets might exceed its benefit, the Company decided not to do so in the near future. As such, an impairment losses provision has been made based on the net book value of the specific assets.

Other Gains/Losses — Net

For the Year, the Group's other gain — net was RMB16.4 million (for the Comparative Year: net losses RMB0.04 million), and the gain was mainly due to foreign currency exchange fluctuations associated with working capital.

Finance Costs — Net

The Group's finance income for the Year increased by approximately 6.4% to RMB36.6 million (for the Comparative Year: RMB34.4 million), which was mainly due to the recognition of imputed interest gain of interest-free loans when they were extended in the Year.

Finance costs for the Year decreased by approximately 79.8% to RMB72.2 million (for the Comparative Year: RMB356.8 million), and the reduction was mainly attributed by the net foreign exchange gain associated with the borrowings for the Year.

Total Comprehensive Income for the Year

During the Year, the Group recorded total comprehensive income of approximately RMB664.4 million (for the Comparative Year: RMB134.9 million), of which total comprehensive income attributable to the equity holders of the Company was approximately RMB680.0 million (for the Comparative Year: RMB160.3 million). The improvement on total comprehensive income attributable to the equity holders of the Company was mainly driven by the further discharge of the Relevant Guarantees, offset by the impairment losses on property, plant and equipment and intangible assets.

減值虧損 — 物業、廠房及設備

於本年度，本集團錄得物業、廠房及設備減值虧損人民幣296.6百萬元（於可比年度：人民幣19.3百萬元）。大部分減值虧損人民幣292.8百萬元為減值虧損—無形資產—合作經營權所述減值虧損總額人民幣1,157.2百萬元的一部分。

餘下減值虧損人民幣3.8百萬元與本集團特定石油資產有關。該等石油資產先前用於本集團石油生產，但由於機械問題閒置。鑒於整改該等資產所需成本可能超過其裨益，本公司決定近期內不進行整改。因此，已根據特定資產的賬面淨值計提減值虧損撥備。

其他收益／虧損 — 淨額

於本年度，本集團的其他收益—淨額為人民幣16.4百萬元（於可比年度：淨虧損人民幣0.04百萬元），有關收益主要是由於與營運資金有關的外匯匯率波動所致。

融資成本 — 淨額

於本年度，本集團的融資收益增加約6.4%至人民幣36.6百萬元（於可比年度：人民幣34.4百萬元），主要是由於確認無息貸款應計利息收益（於本年度延期）所致。

於本年度內，融資成本減少約79.8%至人民幣72.2百萬元（於可比年度：人民幣356.8百萬元），主要是由於年內與借款有關的外匯收益淨額所致。

本年度全面收益總額

於本年度，本集團錄得全面收益總額約人民幣664.4百萬元（於可比年度：人民幣134.9百萬元），其中本公司權益持有人應佔全面收益總額約為人民幣680.0百萬元（於可比年度：人民幣160.3百萬元）。本公司權益持有人應佔全面收益總額改善主要由進一步解除相關擔保所帶動，並由物業、廠房及設備及無形資產的減值虧損所抵銷。

Liquidity and Going Concern

The Group recorded a net profit of RMB765.0 million (2019: RMB112.1 million) and had an operating cash inflow of RMB15.8 million (2019: outflow of RMB43.0 million) during the year ended 31 December 2020. As at 31 December 2020, the Group had a deficit of RMB7,899.1 million (2019: RMB8,563.5 million) and the Group's current liabilities exceeded its current assets by RMB7,423.4 million (2019: RMB9,911.5 million). The Group maintained cash and cash equivalents of RMB16.1 million (2019: RMB42.9 million) as at 31 December 2020.

As at 31 December 2020, borrowings of the Group, amounted to RMB3,392.9 million, out of which RMB1,365.2 million were overdue. As at 31 December 2020, overdue interest payables amounted to RMB492.5 million. Certain borrowings of the Group contain cross-default terms, causing Borrowings of the Group of RMB8.6 million at 31 December 2020 to become immediately repayable.

A series of plans and measures have been taken to mitigate liquidity pressure and to improve the financial position of the Group. In order to enhance the liquidity and improve the financial position of the Group, the Group has restructured its operations, refinancing its debts and proactively liaising with relevant financial institutions to discharge the Relevant Guarantees.

Details regarding uncertainties on the going concern of the Group and the respective plans and measures are set out in the section headed "Going Concern Basis" in Note 2.1(b) to the notes to the consolidated financial statements.

Borrowings

The Group's short-term borrowings decreased by RMB713.8 million from RMB2,657.4 million as at 31 December 2019 to RMB1,943.6 million as at 31 December 2020, and the Group's long-term borrowings increased by RMB512.2 million from RMB937.1 million as at 31 December 2019 to RMB1,449.3 million as at 31 December 2020.

流動資金及可持續經營

截至二零二零年十二月三十一日止年度，本集團錄得淨利潤人民幣765.0百萬元(二零一九年：人民幣112.1百萬元)及經營現金流入人民幣15.8百萬元(二零一九年：流出人民幣43.0百萬元)。於二零二零年十二月三十一日，本集團虧絀為人民幣7,899.1百萬元(二零一九年：人民幣8,563.5百萬元)，且本集團的流動負債超過其流動資產人民幣7,423.4百萬元(二零一九年：人民幣9,911.5百萬元)。於二零二零年十二月三十一日，本集團維持現金及現金等價物人民幣16.1百萬元(二零一九年：人民幣42.9百萬元)。

於二零二零年十二月三十一日，本集團借款為人民幣3,392.9百萬元，當中人民幣1,365.2百萬元已逾期。於二零二零年十二月三十一日，逾期應付利息為人民幣492.5百萬元。本集團的若干借款含交叉違約條款，導致本集團借款人民幣8.6百萬元須於二零二零年十二月三十一日立即償還。

我們已採取一系列計劃及措施減輕流動資金壓力，改善本集團財務狀況。為提升本集團的流動資金及改善財務狀況，本集團重組其運營及再融資債務，以及積極與有關金融機構協商解除相關擔保。

有關本集團可持續經營的不確定性及相關計劃與措施的詳情，載列於綜合財務報表附註之附註2.1(b)「持續經營基準」一節。

借款

本集團的短期借款從二零一九年十二月三十一日的人民幣2,657.4百萬元減少人民幣713.8百萬元至二零二零年十二月三十一日的人民幣1,943.6百萬元，及本集團的長期借款從二零一九年十二月三十一日的人民幣937.1百萬元增加人民幣512.2百萬元至於二零二零年十二月三十一日的人民幣1,449.3百萬元。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at 31 December 2020, our total borrowings were RMB3,392.9 million (as at 31 December 2019: RMB3,594.5 million), of which RMB12.6 million (approximately 0.4%) was denominated in RMB (as at 31 December 2019: RMB28.4 million (approximately 0.8%)) and the remaining RMB3,380.3 million (approximately 99.6%) was denominated in other currencies such as USD and HKD (as at 31 December 2019: RMB3,566.1 million (approximately 99.2%)). Approximately 86.0% of the borrowings bear interests at fixed rate (as at 31 December 2019: approximately 87.2%).

Significant Investments

Save as disclosed in this report, the Group did not have any other significant investments during the Year.

Material Acquisition and Disposal of Subsidiaries

On 23 October 2020, the Group entered into the Acquisition Agreement, pursuant to which the Group conditionally agreed to acquire 50.46% of the equity interest of Nantong Zhuosheng. For details of the acquisition, please refer to the announcements dated 23 October 2020, 16 November 2020, 4 December 2020, 14 December 2020 and circular dated 23 December 2020 respectively. Save for the above, the Group had no other material acquisitions or disposals of investments during the Year under review.

Future Plans for Material Investments and Capital Assets

As at 31 December 2020, the Group did not have other plans for material investments and capital assets.

Foreign Exchange Risks

The Group incurred net foreign exchange gain of approximately RMB151.3 million (for the Comparative Year: losses of RMB62.8 million) due to the appreciation of RMB against USD and HKD during the Year, which resulted in exchange gain on certain USD-denominated and HKD-denominated liabilities, such as trade and other payables and borrowings of the Group.

Capital Expenditure

For the Year, our capital expenditure was approximately RMB13.7 million (for the Comparative Year: RMB39.7 million), which was mainly used in the energy exploration and production segment.

於二零二零年十二月三十一日，我們的借款總額為人民幣3,392.9百萬元（於二零一九年十二月三十一日：人民幣3,594.5百萬元），其中人民幣12.6百萬元（約0.4%）以人民幣計值（於二零一九年十二月三十一日：人民幣28.4百萬元（約0.8%）），另外人民幣3,380.3百萬元（約99.6%）則以其他貨幣如美元及港元計值（於二零一九年十二月三十一日：人民幣3,566.1百萬元（約99.2%））。約86.0%的借款以固定利率計算利息（於二零一九年十二月三十一日：約87.2%）。

重大投資

除本報告所披露外，本集團於本年度並無任何其他重大投資。

附屬公司的重大收購及出售

於二零二零年十月二十三日，本集團訂立收購協議，據此，本集團有條件同意收購南通焯晟50.46%股權。有關收購的詳情，請參閱日期分別為二零二零年十月二十三日、二零二零年十一月十六日、二零二零年十二月四日、二零二零年十二月十四日的公告及日期為二零二零年十二月二十三日的通函。除上述者外，於回顧年度內，本集團並無其他重大收購或出售投資。

未來重大投資及資本資產計劃

於二零二零年十二月三十一日，本集團並無其他重大投資及資本資產計劃。

外匯風險

於本年度，本集團產生外匯收益淨額約人民幣151.3百萬元（於可比年度：虧損人民幣62.8百萬元），乃由於人民幣兌美元及港元升值，令本集團應付賬款及其他應付款項及借款等若干以美元及港元計值負債產生匯兌收益。

資本開支

於本年度，我們的資本開支約人民幣13.7百萬元（於可比年度：人民幣39.7百萬元），主要用於能源勘探及生產板塊。

Gearing Ratio

Our gearing ratio (measured by total borrowings divided by the sum of total borrowings and total deficit) increased from approximately 72.3% as at 31 December 2019 to approximately 75.3% as at 31 December 2020. Contributed by the profit of approximately RMB765.0 million for the year ended 31 December 2020, the total deficit was reduced to approximately RMB7,899.1 million as at 31 December 2020 (as at 31 December 2019: RMB8,563.5 million).

Contingent Liabilities

As at 31 December 2020, we had contingent liabilities of RMB895.0 million (as at 31 December 2019: RMB853.7 million), which was resulted from financial guarantees provided by the Company to Disposal Group.

Credit Assessment and Risk Management

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents, outstanding trade and other receivables. As at 31 December 2020, the Group had cash and cash equivalents of approximately RMB16.1 million (as at 31 December 2019: RMB42.9 million), of which approximately RMB10.6 million (approximately 66%) was denominated in RMB and the remaining RMB5.5 million (approximately 34%) was denominated in USD, HKD and other currencies. The Group does not use any financial instruments for hedging purposes.

All of the Group's cash and bank balances, short-term and long-term bank deposits were placed with reputable banks which the management believes are of high creditworthiness and without significant credit risk.

The Group carries out customer credit checks prior to entering into sales contract with customers. The Group offers credit lines after evaluating the customer's credit profiles, financial conditions, past experiences and other factors.

資本負債比率

我們的資本負債比率(根據總借款除以總借款與總虧絀之和計算)從二零一九年十二月三十一日的約72.3%增至二零二零年十二月三十一日的約75.3%。受截至二零二零年十二月三十一日止年度利潤約人民幣765.0百萬元影響，於二零二零年十二月三十一日的總虧絀減少至約為人民幣7,899.1百萬元(於二零一九年十二月三十一日：人民幣8,563.5百萬元)。

或然負債

於二零二零年十二月三十一日，我們有或然負債人民幣895.0百萬元(於二零一九年十二月三十一日：人民幣853.7百萬元)，此乃由於本公司向出售集團提供財務擔保所致。

信貸評估及風險管理

信貸風險乃按集團基準管理。信貸風險來自現金及現金等價物、未償還應收賬款及其他應收款項。於二零二零年十二月三十一日，本集團的現金及現金等價物約為人民幣16.1百萬元(於二零一九年十二月三十一日：人民幣42.9百萬元)，其中約人民幣10.6百萬元(約66%)以人民幣計值，另外餘下人民幣5.5百萬元(約34%)以美元、港元及其他貨幣計值。本集團並無使用任何金融工具作對沖用途。

本集團所有現金及銀行結餘、短期及長期銀行存款均存置於有良好信譽的銀行，管理層認為該等銀行具有高信貸資質且無重大信貸風險。

本集團與客戶訂立銷售合約前審核客戶信貸狀況。本集團會先評估客戶信用資質，計及其財務狀況、過往經驗及其他因素，然後授予信貸限額。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Human Resources

As at 31 December 2020, the Group had approximately 95 employees (as at 31 December 2019: approximately 93 employees). Total staff costs (including directors' emoluments) for the Group were approximately RMB17.9 million for the Year (for the Comparative Year: approximately RMB19.7 million). The principal elements of remuneration package includes basic salary and other benefits, contribution to pension schemes, discretionary bonus and/or share options granted under an approved share option scheme. Such remuneration should reflect work complexity, time commitment, responsibility and performance with a view of attracting, motivating and retaining high performing individuals.

Additional Information On Auditors' Modified Opinions

The Board wishes to draw the attention of the shareholders of the Company (the "Shareholders") to the section headed "Basis for Disclaimer of Opinion" as contained in the Independent Auditor's Report dated 26 March 2021 issued by the Company's auditors, Crowe (HK) CPA Limited, now contained in pages 86 to 91 of this annual report. On the basis set out therein, our auditors do not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2020.

As explained in the "Basis for Disclaimer of Opinion", the auditors' disclaimer of opinion were principally caused by (1) the multiple uncertainties relating to going concern, and (2) the brought forward legacy in relation to the opening balances and comparative figures in relation to the impairment of assets within the Energy Business.

As set out in Note 2.1(b) of this report, the directors of the Company have been undertaking a number of measures to mitigate the liquidity pressure, to improve its financial position, to refinance its operation and to restructure its debts. Despite that the auditors could not obtain sufficient evidence regarding the going concern of the Group, the Group's overall financial position for the year ended 31 December 2020 had improved significantly comparing to that of 2019. With all the measures mentioned above (refer to the "Business Review" section of "Management Discussion and Analysis"), we are expecting the Group's overall financial position to be further improved in the year to come.

The auditors' disclaimer opinion in relation to the opening balances and comparative figures relating to the impairment of assets within Energy Business is more of a legacy issue brought forward from prior year. The written down value of such assets as at 31 December 2020 has been audited, and the auditor was able to obtain sufficient and appropriate audit evidence regarding the value of the underlying assets as set out in Note 7 of this report. Therefore, the disclaimer on assets impairment in relation to Energy Business is not expected to recur in the Company's auditor's report for the financial year subsequent to the year ended 31 December 2020.

人力資源

於二零二零年十二月三十一日，本集團的員工合共約95名（於二零一九年十二月三十一日：約93名）。於本年度，本集團的總員工成本（包括董事薪酬）約為人民幣17.9百萬元（於可比年度：約人民幣19.7百萬元）。酬金組合的主要項目包括基本薪金及其他福利、退休金計劃供款、酌情花紅及／或根據已獲批准的購股權計劃授出的購股權。該等酬金應反映個人工作的複雜性、時間的投入、責任和工作表現，以吸引、鼓勵和續聘高績效表現的人才。

關於核數師經修訂意見的額外資料

董事會謹此提請本公司股東（「股東」）垂注本公司核數師國富浩華（香港）會計師事務所有限公司出具的日期為二零二一年三月二十六日的獨立核數師報告（現載於本年報第86至91頁）所載的「導致無法表示意見的基礎」一節。根據當中所載的基礎，我們的核數師對本集團截至二零二零年十二月三十一日止年度的綜合財務報表不發表意見。

誠如「導致無法表示意見的基礎」所闡釋，核數師之無法表示意見乃主要由(1)有關持續經營的多項不確定事項；及(2)與能源業務內的資產減值相關的期初結餘及比較數字有關的結轉遺留問題所致。

誠如本報告附註2.1(b)所載，本公司董事一直採取多項措施，以減緩流動性壓力，並改善其財務狀況，同時對其營運進行再融資及重組債務。儘管核數師無法獲得關於本集團持續經營的足夠證據，本集團截至二零二零年十二月三十一日止年度之整體財務狀況較二零一九年已大幅改善。憑藉上述所有措施（請參閱「管理層討論與分析」之「業務回顧」一節），我們預期本集團的整體財務狀況將於來年進一步改善。

核數師與能源業務內的資產減值相關的期初結餘及比較數字有關的無法表示意見更多屬自上一年度結轉的遺留問題。該等資產於二零二零年十二月三十一日的撇減值已獲審核，且核數師能夠就本報告附註7所載相關資產的價值獲取足夠及適當的審計憑證。因此，有關能源業務的資產減值的無法表示意見預期不會於本公司截至二零二零年十二月三十一日止年度後之財政年度之核數師報告中再次出現。

The Board and audit committee agreed with the views of the management and the auditors regarding the uncertainties relating to going concern, and disclaimer opinion on the opening balances and comparative figures on the impairment of energy sector's assets. There is no disagreement by the Board, the management nor the audit committee with the position taken by the Company's auditors regarding the disclaimer of opinion.

The Directors will continue to use their best efforts to protect and uphold the Company's best interest, including ongoing negotiation with various lenders over the debt restructuring arrangements. The Group, the Directors and the management are proactively to resolve matters relating to disclaimer of opinion throughout the financial year 2021.

Event After The Reporting Period

On 22 January 2021, the Group completed the Acquisition of 50.46% equity interest in Nantong Zhuosheng Petrochemical Co., Ltd. All the conditions precedent as set out in the Acquisition Agreement have been fulfilled on the same date. The Directors consider that the Acquisition can lay a foundation for the Group to develop a vertically-integrated business model for its participation in the energy sector in the long run. The Acquisition will result in potential synergy with the Group's newly established oil and gas trading business, by securing a stable and reliable storage of oil as part of the supply chain of the Group at competitive price, improving operational efficiency and saving costs of the Group as a whole. In this connection, the Acquisition shall lay a solid foundation and create a positive operating condition for the Group's long-term development of oil and gas business.

We are currently in the process of finalizing the accounting for the Acquisition and expect to complete our preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed by the end of the second quarter of 2021.

As at the date of this report, the Company has successfully extended the maturity date of the Facility entered with a shareholder of the Company, to 31 December 2023.

董事會及審核委員會同意管理層及核數師關於持續經營有關的不確定事項的意見以及能源領域資產減值的期初結餘及比較數字的無法表示意見。董事會、管理層及審核委員會對本公司核數師就無法表示意見採取的立場並無異議。

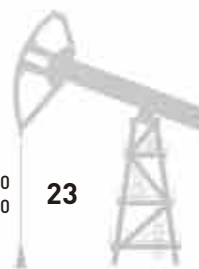
董事將繼續竭力保障及維護本公司的最佳利益，包括與各貸款人就債務重組安排持續磋商。本集團、董事及管理層於二零二一年財政年度將積極解決有關無法表示意見之事項。

報告期後事項

於二零二一年一月二十二日，本集團完成南通焯晟石油化工有限公司50.46%股權的收購事項。收購協議所載所有先決條件已於同日達成。董事認為，收購事項能為本集團長期參與能源領域發展垂直整合業務模式奠定基石。收購事項將與本集團新成立的油氣貿易業務產生潛在的協同效應，以具有競爭力的價格確保穩定及可靠的油儲（作為本集團供應鏈的一部分），從而提高本集團整體營運效率並節約成本。因此，收購事項將為本集團油氣業務的長期發展奠定堅實的基礎並創造良好的經營條件。

我們目前正在完成該收購事項的會計處理，並預期於二零二一年第二季度末之前完成將購買代價初步分配予所購買的資產及所承擔的負債。

於本報告日期，本公司與本公司一名股東訂立的融資到期日已成功延長至二零二三年十二月三十一日。





DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Board of Directors

The Board, which oversees the Company's operations through several committees, has ultimate responsibility for the administration of the affairs of the Company. The Board consists of seven Directors, four of whom are executive Directors, and three of whom are independent non-executive Directors.

Executive Directors

Mr. CHEN Qiang

Chairman of the Board,
Executive Director and Chief Executive Officer

Mr. Chen Qiang, aged 59, an executive Director, the Chairman and chief executive officer of the Company. Mr. Chen joined the Group in 2004 and was appointed as an executive Director on 24 October 2010. He was further appointed as the Chairman with effect from 26 November 2012. He is also the chairman of our finance and investment committee, a member of our corporate governance committee and a member of our remuneration committee. He is responsible for overseeing the overall operations of the Group and is a director of a subsidiary of the Company. In 2002, Mr. Chen obtained his doctorate degree in naval architecture and ocean engineering from Harbin Engineering University (哈爾濱工程大學) and an MBA degree from China Europe International Business School (中歐國際工商學院). Mr. Chen obtained a master's degree in professional accounting (EMPAcc) (專業會計碩士) from the Chinese University of Hong Kong and was awarded the CFO Qualifying Certificate from the Shanghai National Accounting Institute (上海國家會計學院) in 2010. He also obtained a bachelor's degree in marine power engineering from Shanghai Jiao Tong University (上海交通大學) in 1982. He also completed the Rongsheng Global Leaders Program of the Wharton School of the University of Pennsylvania in October 2011. Mr. Chen once served as an assistant to the general manager and subsequently a deputy manager of Jiangnan Shipbuilding Group Co., Ltd. (江南造船集團有限公司). He was an executive deputy general manager and subsequently the vice-chairman to the board of directors and general manager of Shanghai Waigaoqiao Shipbuilding Co., Ltd. (上海外高橋造船有限公司), and was one of the founders of the company. Mr. Chen is one of the experts on the national expert database of the PRC and was named as one of the "one hundred entrepreneurial talents" by the Jiangsu provincial government. In 2011, he was also a top-tier chief scientist enrolled in the 4th "333 Talents Cultivation Project" of Jiangsu Province. In 2010, the

董事會

董事會通過若干委員會監督本公司運營，承擔本公司事務管理的最終責任。董事會由七人組成，其中包括四名執行董事及三名獨立非執行董事。

執行董事

陳強先生

董事會主席、
執行董事兼首席執行官

陳強先生，59歲，為本公司執行董事、主席兼首席執行官。陳先生於二零零四年加入本集團，並於二零一零年十月二十四日獲委任為執行董事。彼還於二零一二年十一月二十六日獲委任為董事會主席。彼亦為財務及投資委員會主席、企業管治委員會成員及薪酬委員會成員。彼負責監管本集團整體運營，並為本公司一家附屬公司之董事。陳先生於二零零二年獲哈爾濱工程大學船舶與海洋工程博士學位，及獲中歐國際工商學院工商管理碩士學位。陳先生二零一零年獲香港中文大學專業會計碩士學位，並獲上海國家會計學院頒發財務總監資格證書。彼亦於一九八二年獲上海交通大學船舶動力機械學士學位。彼亦於二零一一年十月完成賓夕法尼亞大學沃頓學院的熔盛全球領袖課程。陳先生曾先後出任江南造船集團有限公司的總經理助理及副總經理。陳先生曾任上海外高橋造船有限公司的常務副總經理及董事會副主席兼總經理，並為該公司創始人之一。陳先生為中國國家級專家庫人才，亦被江蘇省政府選為「百名創業人才」之一。彼於二零一一年亦獲選為江蘇省第四期「333高層次人才培養」的第一層次首席科學家。於二零一零年，挪威知名船運雜誌「Trade Winds」將其列於「當今船運業最具影響力的百名人物(100 Most Influential People in Shipping Today)」第四十一名。於二零一二年，勞氏海運報將其列入「2012國際航運界最有影響力100人」第八十八名。陳先生享有國務院政府特殊津貼，並曾多次獲得多項國內獎

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

prestigious Norwegian shipping magazine "TradeWinds" ranked him the 41st among the "100 Most Influential People in Shipping Today". In 2012, Lloyd's List ranked him the 88th among the "100 Most Influential People in Global Shipping Industry of 2012". Mr. Chen enjoys special government allowances granted by the State Council and has won many domestic awards and has been granted many honorary titles, for example, the State Scientific and Technological Progress Second Class Award (國家科學技術進步二等獎) in 1990. Mr. Chen is a committee member of the Jiangsu Shipbuilding and Offshore Engineering Assessment Panel of Professional Qualification (江蘇省船舶與海洋工程高級專業技術資格評審會).

Mr. HONG Liang

Executive Director and Chief Operating Officer

Mr. Hong Liang, aged 49, is an executive Director and chief operating officer of the Company. Mr. Hong joined the Group in 2006 and was appointed as an executive Director on 24 October 2010. He is a member of our finance and investment committee. He is also a director of certain subsidiaries of the Company. Mr. Hong is primarily responsible for investment and financing, capital as well as cost and budget management. Mr. Hong obtained his bachelor's degree in accounting from Shanghai University (上海大學) in 1994. He obtained the Master of Executive Professional Accountancy (EMPAcc) from Shanghai National Accounting Institute and The Chinese University of Hong Kong in August 2010. He also completed the Rongsheng Global Leaders Program of the Wharton School of the University of Pennsylvania in October 2011. Mr. Hong has 20 years of experience in corporate finance and strategic investment gained from his service at investment banks. Mr. Hong worked at Shenyin and Wanguo Securities (申銀萬國證券公司) as an assistant manager of division two of the Shanghai investment banking department from 1994 to 1997, the deputy general manager of the Shanghai investment banking division of CITIC Securities Limited (中信證券有限責任公司), the general manager of the investment banking division of United Securities Company Limited (聯合證券股份公司) from 1998 to 1999, the deputy manager of the investment banking division of CITIC Securities Limited (中信證券股份公司) from 1999 to 2002, the general manager of the investment and development division of Shanghai Sunglow Investment Co., Ltd. (上海陽光投資集團有限公司) from 2002 to 2004, and the deputy general manager of the strategic investment division of Shanghai Dasheng Holdings Limited (上海大盛資產公司) from 2004 to 2005.

項和獲授多項榮譽，如一九九零年獲國家科學技術進步二等獎。陳先生為江蘇省船舶與海洋工程高級專業技術資格評審會委員。

洪樑先生

執行董事及首席營運官

洪樑先生，49歲，為本公司的執行董事兼首席營運官。洪先生於二零零六年加入本集團，並於二零一零年十月二十四日獲委任為執行董事。彼亦為財務及投資委員會成員。彼亦為本公司若干附屬公司之董事。洪先生主要負責投融資、資金及成本預算管理。洪先生於一九九四年獲上海大學會計學學士學位，於二零一零年八月獲得上海國家會計學院與香港中文大學的高級財會人員專業會計碩士學位。彼亦於二零一一年十月完成賓夕法尼亞大學沃頓商學院的熔盛全球領袖課程。洪先生曾在投資銀行工作，在企業融資及策略融資方面累積二十年經驗。洪先生曾自一九九四年至一九九七年擔任申銀萬國證券公司上海投資銀行部門第二部副經理、中信證券有限責任公司上海投資銀行部的副總經理、自一九九八年至一九九九年擔任聯合證券股份公司投資銀行部總經理、自一九九九年至二零零二年擔任中信證券股份公司投資銀行部副經理、自二零零二年至二零零四年擔任上海陽光投資集團有限公司投資發展部總經理及自二零零四年至二零零五年擔任上海大盛資產公司策略投資部副總經理。





DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. ZHU Wen Hua

Executive Director

Ms. Zhu Wen Hua, aged 52, is an executive Director. Ms. Zhu was appointed as an executive Director on 31 December 2013. She is a member of our nomination committee. She has served as vice-chairman of Rongsheng Heavy Industries since May 2015. She served as an assistant supervisor of the supervisory audit department and a supervisor of the bidding control department of Rongsheng Heavy Industries, a subsidiary of the Company, since 2009 and January 2012 respectively. She also has served as an assistant to the president of Rongsheng Heavy Industries since October 2013. Since March 2014, she has served as vice-president of Rongsheng Heavy Industries, as well as head of the cost control department and director of the bidding office. She is also a director of certain subsidiaries of the Company. Ms. Zhu graduated from the Graduate School of the Shanghai University (上海大學研究生部) in May 2010 studying a professional postgraduate course in Management Science & Engineering. She also completed the Rongsheng Global Leaders Program of the Wharton School of the University of Pennsylvania in June 2012.

Mr. NIU Jianmin

Executive Director

Mr. Niu, aged 54, is currently the president of КыргызжерНефтегаз (Kyrgyzier Neftegaz Limited Liability Company), an indirect non-wholly owned subsidiary of the Company, since March 2018. Mr. Niu was graduated from the Russian major of Kunlun Vocational College in Xinjiang (新疆昆仑職業大學) in 1991 and graduated from the Russian language and literature of Tashkent Normal University (塔什幹師範大學) in 1995. In 2018, he entered the Kyrgyz Humanities University (吉爾吉斯人文大學) and studied for a master's degree in economic management. Mr. Niu has over 30 years of experience in oil and energy industry. Prior to joining the Company, he served as the deputy general manager of Xinjiang Yaxin International Economic and Trade Co., Ltd. (新疆亞鑫國際經貿股份有限公司) from 1991 to 2002. He was also the general manager of Xinjiang Lishida Aluminum International Trade Co., Ltd. (新疆力士達鋁業國貿公司) from 2002 to 2009. From 2009 to 2018, he was employed in several oil and energy related companies, mainly responsible for acquisition, exploration and development of Kazakhstan oilfield projects.

朱文花女士

執行董事

朱文花女士，52歲，為執行董事。朱女士於二零一三年十二月三十一日獲委任為執行董事，彼亦為提名委員會成員。彼於二零一五年五月起擔任熔盛重工副董事長。彼曾於二零零九年起出任熔盛重工的監察審計部副主任，及於二零一二年一月起擔任熔盛重工招標管控部主任，並於二零一三年十月起擔任熔盛重工的總裁助理。彼於二零一四年三月起擔任熔盛重工副總裁，兼任成本管控部部長及招標辦公室主任。彼亦為本公司若干附屬公司之董事。朱女士於二零一零年五月畢業於中國上海大學研究生部，學習管理科學與工程專業研究生課程。彼亦於二零一二年六月完成賓夕法尼亞大學沃頓商學院的熔盛全球領袖課程。

牛建民先生

執行董事

牛先生，54歲，於二零一八年三月起擔任本公司間接非全資附屬公司 КыргызжерНефтегаз (吉爾吉斯大陸油氣有限公司*) 的總裁。牛先生於一九九一年畢業於新疆昆仑職業大學俄語專業，於一九九五年畢業於塔什幹師範大學俄羅斯語言文學，二零一八年進入吉爾吉斯人文大學就讀經濟管理學碩士學位。牛先生於石油及能源行業擁有近三十年的經驗。加入本公司之前，牛先生曾於一九九一年至二零零二年就任新疆亞鑫國際經貿股份有限公司副總經理；於二零零二年至二零零九年任職新疆力士達鋁業國貿公司總經理；自二零零九年至二零一八年分別就任於多個石油及能源相關公司，主要負責哈薩克斯坦油田項目收購及勘探開發。

* 僅供識別

Independent Non-executive Directors

Mr. WANG Jin Lian

Independent Non-executive Director

Mr. Wang Jin Lian, aged 75, is an independent non-executive Director. He was appointed as an independent non-executive Director on 31 July 2013. He is the chairman of our corporate governance committee and nomination committee and a member of our audit committee, finance and investment committee and remuneration committee. He was the secretary general of China Association of the National Shipbuilding Industry from May 2006 to August 2015. Mr. Wang has over 40 years of experience in shipbuilding industry. He previously held various senior positions, including deputy director general of the international bureau of China State Shipbuilding Corporation (中國船舶工業總公司), director general of the planning and development department of China State Shipbuilding Corporation (中國船舶工業集團公司), vice chairman of Shanghai Waigaoqiao Shipbuilding Co., Ltd. (上海外高橋造船有限公司) and vice chairman of Hudong Heavy Machinery Co., Ltd. (滬東重機股份有限公司). Mr. Wang holds the senior engineer (researcher level) qualification in China. He graduated from Beijing Institute of Aeronautics (currently named as Beihang University) (北京航空學院，現為北京航空航天大學) in 1969.

Ms. ZHOU Zhan

Independent Non-executive Director

Ms. Zhou Zhan, aged 59, is an independent non-executive Director. She was appointed as an independent non-executive Director on 21 May 2014. She is the chairman of our audit committee and remuneration committee and a member of our finance and investment committee and nomination committee. She is currently a partner at Beijing Promise Certified Public Accountants General Partnership (北京京重信會計師事務所). She participated in founding Sino-Reality Certified Public Accountants (華實會計師事務所) in 1997, where she served as a partner from 1997 to 2013. Ms. Zhou has more than 30 years of experience in auditing, accounting and taxation. Ms. Zhou holds Certified Public Accountant and Certified Public Tax Advisor qualifications in the PRC. She graduated from Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor's degree in economics in 1983.

獨立非執行董事

王錦連先生

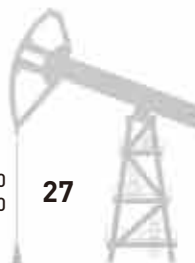
獨立非執行董事

王錦連先生，75歲，為獨立非執行董事。彼於二零一三年七月三十一日獲委任為獨立非執行董事。彼為企業管治委員會及提名委員會主席，及審核委員會、財務投資委員會及薪酬委員會成員。彼於二零零六年五月至二零一五年八月擔任中國船舶工業行業協會秘書長。王先生於船舶工業行業方面擁有超過四十年的經驗。他曾先後擔任中國船舶工業總公司國際事業局副局長、中國船舶工業集團公司發展計劃部主任、上海外高橋造船有限公司副董事長及滬東重機股份有限公司副董事長。王先生在中國擁有高級工程師(研究員級)資格。彼於一九六九年畢業於北京航空學院(現為北京航空航天大學)。

周展女士

獨立非執行董事

周展女士，59歲，為獨立非執行董事。彼於二零一四年五月二十一日獲委任為獨立非執行董事。彼為審核委員會及薪酬委員會主席，及財務及投資委員會成員及提名委員會成員。彼現為北京京重信會計師事務所合夥人。彼於一九九七年組建華實會計師事務所，並於一九九七年至二零一三年擔任合夥人。周女士在審計、會計及稅務行業擁有超過三十年的經驗。周女士擁有中國註冊會計師及中國註冊稅務師資格。彼於一九八三年畢業於中南財經政法大學經濟學學士學位。





DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. LAM Cheung Mau

Independent Non-executive Director

Mr. Lam Cheung Mau, aged 64, is an independent non-executive Director. Mr. Lam was appointed as an independent non-executive Director on 18 November 2015. He is a member of our audit committee and corporate governance committee. Mr. Lam has over 30 years of experience in the auditing and finance. He previously held various positions, as officers in the audit department of Hua Chiao Commercial Bank, in the corporate planning and budgeting division of the finance department of Bank of China (Hong Kong) and was an audit manager of Han's Laser Technology Industry Group Co., Ltd. Mr. Lam graduated in 1982 from the accounting division of Xiamen University (廈門大學) with a bachelor's degree in economics. Mr. Lam is currently an independent non-executive director of China Smarter Energy Group Holdings Limited (a company listed on the Hong Kong Stock Exchange) and a member of its audit committee, remuneration committee and nomination committee.

林長茂先生

獨立非執行董事

林長茂先生，64歲，為獨立非執行董事。林先生於二零一五年十一月十八日獲委任為獨立非執行董事。彼為審核委員會及企業管治委員會成員。林先生於審計及財務行業擁有逾三十年的經驗。林先生先後任職華僑商業銀行稽核(審計)部及中國銀行(香港)財務部企業規劃預算處主任及深圳市大族激光科技股份有限公司審計部經理。林先生於一九八二年於廈門大學會計專業畢業，獲授經濟學學士學位。林先生目前為中國智慧能源集團控股有限公司(一家於香港聯交所上市的公司)的獨立非執行董事，以及其審核委員會、薪酬委員會及提名委員會成員。

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to submit this report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

Principal Activities and Analysis of Operations

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 32 on pages 210 to 212 to the financial statements.

Details of the analysis of the Group's turnover and contribution to gross profit for the year, by operating segments, are set out in Note 5 to the consolidated financial statements.

Business Review

A fair review of the business of the Group as required pursuant to Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), comprising analysis of the Group performance during the year, description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2020 as well as indication of likely future development in the business of the Group are set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" contained in this annual report.

The financial risk management objectives and policies of the Group are set out in Note 3 to the consolidated financial statements. An analysis of the Group's performance using financial key performance indicators is shown in the section headed "Five-Year Financial Summary" of this annual report.

Results

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of comprehensive income on pages 94 to 96 of this annual report.

Dividend Policy and Dividends

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

董事欣然呈報本報告連同本集團截至二零二零年十二月三十一日止年度的經審核綜合財務報表。

主要業務及營運分析

本公司的主要業務為投資控股。其主要附屬公司的業務載於財務報表第210頁至第212頁附註32。

本集團按經營板塊的營業額及年度毛利潤貢獻分析詳情載列於綜合財務報表附註5。

業務回顧

按公司條例(香港法例第622章)附表5指定本集團業務之中肯審視，其中包括集團於年內之表現分析、本集團所面對主要風險及不明朗因素之描述、自二零二零年財政年度終結後發生並對本集團有影響之重大事項，以及本集團日後可能出現之業務發展，均載於本年報之「主席報告書」、「管理層討論與分析」及「企業管治報告」之章節內。

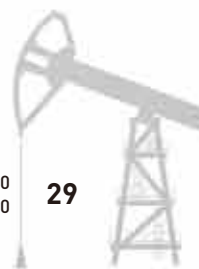
本集團之金融風險管理目標及政策載於綜合財務報表附註3。運用財務關鍵表現指標對本集團表現之分析載於本年報之「五年財務概要」之章節中。

業績

本集團截至二零二零年十二月三十一日止年度的年度業績載列於本年報第94至96頁綜合全面收益表。

股息政策及股息

董事不建議派付截至二零二零年十二月三十一日止年度末期股息(二零一九年：無)。





REPORT OF THE DIRECTORS

董事會報告

The Company's ability to pay dividends depends on, among other things, the Group's current and future operations, liquidity position and capital requirements. The payment of dividends by the Company is also subject to compliance with any restrictions under the Laws of the Cayman Islands, the memorandum and articles of association of the Company and any applicable laws, rules and regulations. The Board will review the dividend policy from time to time and may exercise at its absolute and sole discretion to update, amend, and/or modify the policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any specific period.

Closure of Register of Members

The register of members of the Company will be closed during the period from Monday, 31 May 2021 to Thursday, 3 June 2021 (both days inclusive), during which no transfers will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company to be held on Thursday, 3 June 2021 ("2021 AGM"). In order to be eligible to attend and vote at the 2021 AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 28 May 2021.

Share Capital

Details of the movements in the share capital of the Company are set out in Notes 12 and 13 to the consolidated financial statements.

Convertible Bonds

Details of the convertible bonds are set out in the Note 16 to the consolidated financial statements.

Distributable Reserves

As at 31 December 2020, no reserves of the Company available for distribution to shareholders (2019: Nil).

本公司派付股息之能力取決於(其中包括)本集團現時及未來營運、流動資金狀況及資本需求等情況。本公司股息的派付亦須遵守開曼群島法律、本公司組織章程大綱及章程細則以及任何適用法例、規則及法規項下的任何限制。董事會將不時檢討股息政策，並在其認為合適及必要的情況下可隨時全權酌情更新、修訂及/或更改該政策。本公司概不能保證於任何特定期間派付任何特定金額之股息。

暫停股份過戶登記

本公司將由二零二一年五月三十一日(星期一)至二零二一年六月三日(星期四)止(包括首尾兩日)，期間暫停辦理股份過戶登記，目的是確定有權出席本公司將於二零二一年六月三日(星期四)舉行的應屆股東週年大會("二零二一年股東週年大會")並於會上投票的股東名單。為合資格有權出席二零二一年股東週年大會並於會上投票，所有股份過戶文件連同相關股票須於不遲於二零二一年五月二十八日(星期五)下午四時三十分送交本公司香港證券登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)進行登記。

股本

本公司股本的變動詳情載列於綜合財務報表附註12及13。

可換股債券

本公司可換股債券詳情載列於綜合財務報表附註16。

可供分派儲備

於二零二零年十二月三十一日，本公司概無可供分派予股東的儲備(二零一九年：無)。

Financial Summary

A summary of the results for the year ended and of the assets and liabilities of the Group as at 31 December 2020 and for the previous four financial years are set out in the Five-Year Financial Summary section on page 214 of this annual report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association or the relevant laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis.

Purchase, Sale or Redemption of the Company's Listed Securities

During the year ended 31 December 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Share Option Schemes

Pre-IPO Share Option Scheme

On 24 October 2010, the Company conditionally approved and adopted the Pre-IPO Share Option Scheme.

As at 31 December 2020 and as at the date of this report, there was no outstanding options under the Pre-IPO Share Option Scheme. No further options will be offered or granted by the Company pursuant to the Pre-IPO Share Option Scheme. The exercise price per Share of the options granted under the Pre-IPO Share Option Scheme is HKD20.00. The Pre-IPO Share Option Scheme has expired during the year ended 31 December 2020.

The purpose of the Pre-IPO Share Option Scheme is to give the participants an opportunity to acquire a personal stake in the Company and help motivate such participants to optimise their performance and efficiency, and also to help retain the participants whose contributions are important to the long-term growth and profitability of the Group. The maximum number of Shares issued and to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme to any one Participant (including both exercised and unexercised options) in any 12-month period shall not exceed 1% of the Shares in issue as at the date of grant.

財務概要

本集團截至二零二零年十二月三十一日止年度以及之前四個財政年度的業績及資產負債概要載列於本年報第214頁五年財務概要一節。

優先購買權

本公司的細則或相關開曼群島法律概無優先購買權條文規定要求本公司須按比例發行新股份。

購買、出售或贖回本公司的上市證券

截至二零二零年十二月三十一日止年度，本公司及其任何附屬公司均無購買、出售或贖回任何本公司上市證券。

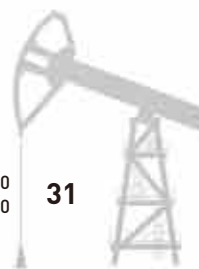
購股權計劃

首次公開發售前購股權計劃

於二零一零年十月二十四日，本公司有條件批准及採納首次公開發售前購股權計劃。

於二零二零年十二月三十一日及於本報告日期，首次公開發售前購股權計劃項下概無購股權尚未行使。本公司不會根據首次公開發售前購股權計劃再發行或授出購股權。根據首次公開發售前購股權計劃授予的購股權行使價為每股股份20.00港元。首次公開發售前購股權計劃已於截至二零二一年十二月三十一日止年度屆滿。

首次公開發售前購股權計劃的目的是給予參與者擁有本公司個人權益的機會，並能推動參與者發揮其最好的表現與效率，及用以保留對本集團之長遠增長及利益有重要貢獻的參與者。在任何十二個月期間內，向任何一位參與人士根據首次公開發售前購股權計劃授出之購股權(包括已行使及未行使之購股權)獲行使時所發行及將發行之最高股份數目不得超過於授出日期已發行股份之1%。



REPORT OF THE DIRECTORS

董事會報告

The following table discloses details of the Company's outstanding share options held by the Directors and certain employees of the Company under the Pre-IPO Share Option Scheme and their movements during the year ended 31 December 2020:

下表披露本公司董事及若干僱員持有本公司首次公開發售前購股權計劃項下未行使購股權的詳情以及截至二零二零年十二月三十一日止年度的變動:

Names of grantees	Date of grant	Number of share options 購股權數目				As at 31 December 2020 於二零二零年 十二月 三十一日	Exercise price (HKD) 行使價 (港元)	Exercisable period 行使期
		As at 1 January 2020 於二零二零年 一月一日	Exercised 已行使	Cancelled 註銷	Lapsed 失效			
Mr. Hong Liang 洪樑先生	24 October 2010 二零一零年 十月二十四日	875,000	—	—	875,000	—	20.00	Note 附註
Ms. Zhu Wen Hua 朱文花女士	24 October 2010 二零一零年 十月二十四日	75,000	—	—	75,000	—	20.00	Note 附註
Senior Management and other employees (in aggregate) 高級管理層及其他僱員 (合共)	24 October 2010 二零一零年 十月二十四日	1,700,000	—	—	1,700,000	—	20.00	Note 附註
Total 合計		2,650,000	—	—	2,650,000	—		

Note:

Each of the grantees to whom the options have been granted under the Pre-IPO Share Option Scheme is entitled to exercise:

- (i) up to 20% of the shares that are subject to the options granted to the relevant grantee (rounded down to the nearest whole number of shares) at any time during the period commencing on 19 November 2010 (the "Listing Date") and ending on the first anniversary of the Listing Date;
- (ii) up to 40% of the shares that are subject to the options granted to the relevant grantee less the number of shares in respect of which the options have been exercised by the grantee (rounded down to the nearest whole number of shares) at any time during the period commencing on the expiry of the first anniversary of the Listing Date and ending on the second anniversary of the Listing Date;
- (iii) up to 60% of the shares that are subject to the options granted to the relevant grantee less the number of shares in respect of which the options have been exercised by the grantee (rounded down to the nearest whole number of shares) at any time during the period commencing on the expiry of the second anniversary of the Listing Date and ending on the third anniversary of the Listing Date;

附註:

根據首次公開發售前購股權計劃獲授購股權的各承授人有權行使:

- (i) 由二零一零年十一月十九日(「上市日期」)起至上市日期一週年屆滿止期間任何時間,不多於授予相關承授人購股權所涉股份的20%(約減至最接近股份總數的整數);
- (ii) 由上市日期一週年屆滿起至上市日期兩週年屆滿止期間任何時間,不多於授予相關承授人購股權所涉股份的40%減承授人已行使購股權所涉股份(約減至最接近股份總數的整數);
- (iii) 由上市日期兩週年屆滿起至上市日期三週年屆滿止期間任何時間,不多於授予相關承授人購股權所涉股份的60%減承授人已行使購股權所涉股份(約減至最接近股份總數的整數);

- (iv) up to 80% of the shares that are subject to the options granted to the relevant grantee less the number of shares in respect of which the options have been exercised by the grantee (rounded down to the nearest whole number of shares) at any time during the period commencing on the expiry of the third anniversary of the Listing Date and ending on the fourth anniversary of the Listing Date; and
- (v) such number of shares subject to the options granted to the relevant grantee less the number of shares in respect of which the options have been exercised by the grantee (rounded down to the nearest whole number of shares) at any time during the period commencing on the expiry of the fourth anniversary of the Listing Date and ending on 26 October 2020.
- (iv) 由上市日期三週年屆滿起至上市日期四週年屆滿止期間任何時間，不多於授予相關承授人購股權所涉股份的80%減承授人已行使購股權所涉股份（約減至最接近股份總數的整數）；及
- (v) 由上市日期四週年屆滿起至二零二零年十月二十六日止期間任何時間，授予相關承授人購股權所涉股份減承授人已行使購股權所涉股份數目（約減至最接近股份總數的整數）。

Share Option Scheme

On 24 October 2010, the Company also conditionally approved and adopted a share option scheme for the purpose of enabling the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. Under the Share Option Scheme, the maximum number of Shares which may be issued by the Company pursuant to the exercise of the share options under the Share Option Scheme is 140,000,000 Shares, representing 10% of the total issued share capital of the Company on the Listing Date. As at 31 December 2020 and as at the date of this report, the total number of Shares in respect of the outstanding options granted under the Share Option Scheme was 24,761,000 Shares, representing approximately 0.52% of the total issued share capital of the Company comprising 4,770,491,507 Shares. The exercise price per Share of the options granted under the Share Option Scheme is HKD9.70. During the Period, no share options had been granted under the Share Option Scheme.

The maximum number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme to each participant (including both exercised and unexercised options) in any 12-month period shall not exceed 1% of the Shares in issue as at the date of grant.

購股權計劃

於二零一零年十月二十四日，本公司亦有條件批准及採納一項購股權計劃，旨在容許本集團授出購股權予經甄選的參與者，作為彼等對本集團作出貢獻的獎勵或獎賞。根據購股權計劃，本公司可能根據購股權計劃行使購股權而發行的股份數目最多為140,000,000股股份，相等於上市日期當日的本公司已發行股本總額的10%。截至二零二零年十二月三十一日及於本報告日期，購股權計劃授出的未行使購股權涉及的股份總數為24,761,000股，相等於本公司已發行股本總額4,770,491,507股股份的約0.52%。根據購股權計劃授予的購股權行使價為每股股份9.70港元。於本期間，概無根據購股權計劃授出購股權。

在任何十二個月期間內，向任何一位參與人士根據購股權計劃授出之購股權（包括已行使及未行使之購股權）獲行使時所發行及將發行之最高股份數目不得超過於授出日期已發行股份之1%。



REPORT OF THE DIRECTORS

董事會報告

The following table discloses details of the Company's outstanding share options held by the Directors and certain employees of the Company under the Share Option Scheme and their movements during the year ended 31 December 2020:

下表披露本公司董事及若干僱員持有本公司購股權計劃項下未行使購股權的詳情以及截至二零二零年十二月三十一日止年度的變動:

Names of grantees	Date of grant	Number of share options 購股權數目				As at 31 December 2020 於二零二零年 十二月 三十一日	Exercise price (HKD) 行使價 (港元)	Exercisable period 行使期
		As at 1 January 2020 於二零二零年 一月一日	Exercised 已行使	Cancelled 註銷	Lapsed 失效			
Mr. Chen Qiang 陳強先生	30 April 2012 二零一二年 四月三十日	14,000,000	—	—	—	14,000,000	9.70	Note 附註
Mr. Hong Liang 洪禎先生	30 April 2012 二零一二年 四月三十日	2,800,000	—	—	—	2,800,000	9.70	Note 附註
Ms. Zhu Wen Hua 朱文花女士	30 April 2012 二零一二年 四月三十日	900,000	—	—	—	900,000	9.70	Note 附註
Senior Management and other employees (in aggregate) 高級管理層及 其他僱員(合共)	30 April 2012 二零一二年 四月三十日	8,272,000	—	—	1,211,000	7,061,000	9.70	Note 附註
Total 合計		25,972,000	—	—	1,211,000	24,761,000		

Note:

No share options are exercisable prior to the first anniversary of 30 April 2012 ("Date of Grant"). On each of the first, second, third, fourth and fifth anniversaries of the Date of Grant, a further 20% of the share options granted to each grantee may be exercised, provided that no share options shall be exercised after 30 April 2022.

Particulars of the Company's Pre-IPO Share Option Scheme and Share Option Scheme are set out in Note 13 to the consolidated financial statements.

Subsidiaries

Details of the Company's subsidiaries as at 31 December 2020 are set out in Note 31 to the consolidated financial statements.

附註:

概無購股權可於二零一二年四月三十日(「授出日期」)一週年屆滿前行使。於授出日期一週年、兩週年、三週年、四週年及五週年分別可行使向各承授人進一步授出之20%購股權，惟概無購股權可於二零二零年四月三十日後行使。

本公司首次公開發售前購股權計劃及購股權計劃的詳情載列於綜合財務報表附註13。

附屬公司

於二零二零年十二月三十一日，本公司附屬公司詳情載列於綜合財務報表附註31。

Connected Transactions

Exempt Connected Transactions

During the year ended 31 December 2020, the Company entered into certain related party transactions which also constitute fully exempt connected transaction under Chapter 14A of the Listing Rules, details of which are set out below:

During the year ended 31 December 2020, Mr. Zhang Zhi Rong (a substantial Shareholder of the Company) and/or entities controlled by him or his close family members, agreed to provide security-free and interest-free loan facilities to the Group for working capital purposes for an aggregate amount up to RMB1,671,675,000.

During the year ended 31 December 2020, directors and substantial shareholders of the Company or entities controlled by them provided guarantees and security in respect of certain bank borrowings and refund guarantees of the Group.

As the above financial assistance was provided by connected persons for the benefit of the Company on normal commercial terms (or better to the Company) and no security over the assets of the Group is granted in respect of the financial assistance, the financial assistance constitutes connected transactions of the Company exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

Related Party Transactions

Details of the material related party transactions undertaken by the Group in the normal course of business are set out in Note 30 to the consolidated financial statements. Those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules are set out in the section headed "Connected Transactions" above, and the Company has complied with the applicable requirements in accordance with Chapter 14A of the Listing Rules.

關連交易

獲豁免關連交易

截至二零二零年十二月三十一日止年度，本公司訂立若干關聯方交易，該等交易亦構成上市規則第14A章項下獲全面豁免之關連交易，詳情如下：

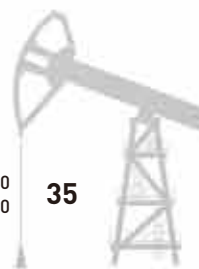
截至二零二零年十二月三十一日止年度，本公司主要股東張志熔先生及／或由其或其家屬控制的實體同意向本集團提供用於運營資金的無抵押免息貸款，合計金額最多人民幣1,671,675,000元。

截至二零二零年十二月三十一日止年度，本公司董事及主要股東或受其控制的實體為本集團若干銀行借款和退款擔保提供擔保及抵押。

由於上述關連人士提供的財務支持，乃為本公司利益按照一般商業條款（或更有利於本公司）作出，而且並無以本集團資產就財務支持作出抵押。根據上市規則第14A.90條，有關財務支持構成本公司之關連交易，其可豁免遵守申報、公告及獨立股東批准的規定。

關聯方交易

本集團於日常業務中進行的重大關聯方交易詳情載列於綜合財務報表附註30。該等構成上市規則項下之關連交易／持續關連交易的關聯方交易載列於上文「關連交易」一節，及本公司已遵守上市規則第14A章的適用規定。





REPORT OF THE DIRECTORS

董事會報告

Major Customers and Suppliers

During the year ended 31 December 2020, the Group had no purchases from major suppliers since the operations and capital expenditure of the Group were minimal. The percentages of sales, attributable to the Group's largest customer and the three largest customers were 17.9% and 44.8%, respectively. During the year ended 31 December 2020, none of the Directors or any of their associates, or any shareholders of the Company (which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any interest in any of the Group's five largest suppliers or customers.

Remuneration Policy

The remuneration of directors are recommended by the remuneration committee of the Company and approved by the Board, based on prevailing market conditions and with reference to other companies of a similar size, business nature and scope as the Company. In addition, the Company may grant share options to eligible directors and employees as incentives for their contributions to the Group.

The primary goal of our policy for remuneration packages is to ensure that Directors are fairly rewarded and they receive appropriate incentives to maintain high standards of performance.

The principal elements of the Directors' remuneration package include:

- basic salary and other benefits;
- contribution to pension schemes;
- discretionary bonus; and
- share options granted under an approved option scheme.

Details of the Directors' emoluments, the five highest-paid individuals and senior management of the Group for the year ended 31 December 2020 are set out in Notes 19 and 24, respectively, to the consolidated financial statements.

主要客戶及供應商

截至二零二零年十二月三十一日止年度，由於本集團的經營及資本開支處於相當低的水平，本集團並無向主要供應商進行採購。本集團最大客戶及三大客戶(不包括撤銷建造合約)應佔銷售百分比分別為17.9%及44.8%。截至二零二零年十二月三十一日止年度，本公司董事或彼等的任何聯繫人士或據董事所深知擁有本公司已發行股5%以上的本公司任何股東並無擁有本集團五大供應商或客戶的任何權益。

酬金政策

董事酬金乃根據當時市場情況及參考規模、業務性質及範疇相若的其他公司，由本公司薪酬委員會推薦並由董事會批准。此外，本公司或會向合資格董事及僱員授出購股權，作為彼等對本集團貢獻的獎勵。

本集團薪酬組合政策主要旨在確保董事獲得公平報酬並適當激勵董事保持高水準表現。

董事酬金組合的主要項目包括：

- 基本薪金及其他福利；
- 退休金計劃供款；
- 酌情花紅；及
- 根據已獲批准的購股權計劃授出的購股權。

於截至二零二零年十二月三十一日止年度，本集團董事酬金、五位最高薪酬人士及高級管理層詳情分別載於綜合財務報表附註19及24。

Directors

Directors of the Company during the year ended 31 December 2020 and up to the date of this report are as follows:

Executive Directors

Mr. Chen Qiang (*Chairman and Chief Executive Officer*)

Mr. Hong Liang (*Chief Operating Officer*)

Ms. Zhu Wen Hua

Mr. Niu Jianmin (appointed on 1 March 2020)

Independent Non-executive Directors

Mr. Wang Jin Lian

Ms. Zhou Zhan

Mr. Lam Cheung Mau

Mr. Chen Qiang, Ms. Zhu Wen Hua and Mr. Lam Cheung Mau are due to retire from the Board by rotation at the 2021 AGM in accordance with Article 16.18 of the Articles of Association.

The biographical details of the Directors and senior management of the Company as at the date of this Report are set out in the Directors and Senior Management section on pages 24 to 28 of this annual report.

Directors' Service Contracts

During the year ended 31 December 2020, none of the Directors had entered into a service contract with the Group which was not determinable within one year without payment of compensation, other than statutory compensation.

董事

於截至二零二零年十二月三十一日止年度及直至本年報日期，本公司董事如下：

執行董事

陳強先生(主席兼首席執行官)

洪樑先生(首席營運官)

朱文花女士

牛建民先生(於二零二零年三月一日獲委任)

獨立非執行董事

王錦連先生

周展女士

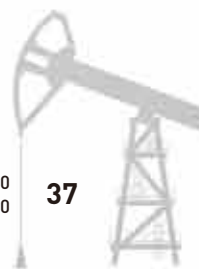
林長茂先生

根據細則第16.18條，陳強先生、朱文花女士及林長茂先生將於二零二一年股東週年大會上輪席退任。

本公司董事及高級管理人員截至本報告日期的履歷詳情載列於本年報第24至28頁董事及高級管理人員一節。

董事的服務合約

於截至二零二零年十二月三十一日止年度，概無董事與本集團訂立不得於一年內免付賠償(法定賠償除外)予以終止的服務合約。





REPORT OF THE DIRECTORS

董事會報告

Directors' Material Interests in Transactions, Arrangements and Contracts that are Significant in Relation to the Company's Business

Save for the contracts described under the section headed "Connected Transactions" above, no contracts of significance (as defined in Appendix 16 to the Listing Rules) or arrangements in relation to the Group's business to which the Company or its holding company or a subsidiary of the Company or its holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2020.

Directors' Interests in Competing Business

As at 31 December 2020, none of the Directors were interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with businesses of the Group.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any Specified Undertaking of the Company

As at 31 December 2020, the Directors and chief executive of the Company had the following interests in the Shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"):

董事於與本公司業務有關之交易、安排及合約中之重大權益

除上文「關連交易」一節所述合約外，本公司或其控股公司或本公司附屬公司或其控股公司並無訂立任何有關本集團業務的重大合約（定義見上市規則附錄十六）或安排，及董事直接或間接擁有重大權益且於年終或截至二零二零年十二月三十一日止年度期間內任何時間有效的重大合約或安排。

董事於競爭業務的權益

於二零二零年十二月三十一日，除本集團的業務外，概無董事於與本集團業務構成或可能構成直接或間接競爭的業務中擁有權益。

董事及最高行政人員於本公司或本公司之任何特定業務之股份、相關股份及債權證中的權益及淡倉

於二零二零年十二月三十一日，本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份或相關股份中擁有須登記於證券及期貨條例第352條規定存置的登記冊，或須根據上市公司董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所的權益如下：

(A) Long Positions in Shares and Underlying Shares of the Company

(A) 於本公司股份及相關股份的好倉

Names of Director 董事名稱	Personal interest 個人權益	Corporate interest 公司權益	Number of Shares Interested 擁有權益的股份數目		Total 合計	Percentage of issued share capital ³ 佔已發行股本百分比 ³
			Corporate interest 公司權益	Equity derivatives (share options) ² 股本衍生工具 (購股權) ²		
Mr. Chen Qiang 陳強先生	—	—	27,200,000 ¹	14,000,000	41,200,000	0.86%
Mr. Hong Liang 洪樑先生	—	—	—	2,800,000	2,800,000	0.06%
Ms. Zhu Wen Hua 朱文花女士	—	—	—	900,000	900,000	0.02%

Notes:

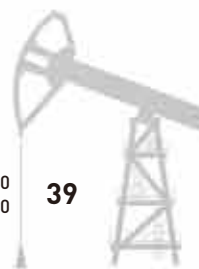
- 27,200,000 Shares (before taking into account the 14,000,000 Shares that may be granted to Mr. Chen Qiang pursuant to share options) are directly held by Boom Will Limited. Boom Will Limited is 100% directly beneficially owned by Mr. Chen Qiang.
- These interests represented the interests in underlying shares in respect of share options granted by the Company to these directors as beneficial owners, the details of which are set out in the section headed "Share Option Schemes" above.
- These percentages have been compiled based on the total number of issued shares of the Company of 4,770,491,507 as at 31 December 2020 and rounded to two decimal places.

Save as disclosed above, as at 31 December 2020, none of the Directors or the chief executive of the Company had any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

附註:

- 27,200,000股股份(不計及根據購股權可能授予陳強先生的14,000,000股股份)由盛意有限公司直接持有。盛意有限公司由陳強先生直接實益持有100%權益。
- 該等權益代表本公司向該等作為實益擁有人之董事授出之購股權涉及之相關股份之權益，有關詳情載列於上文「購股權計劃」一節。
- 該等百分比乃按照本公司於二零二零年十二月三十一日的已發行股份總數4,770,491,507股計算，並湊整至兩個小數位。

除上文所披露者外，於二零二零年十二月三十一日，概無本公司董事或最高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)的股份、相關股份或債權證中擁有須登記於根據證券及期貨條例第352條規定存置的登記冊，或根據標準守則須知會本公司及香港聯交所的權益或淡倉。





REPORT OF THE DIRECTORS

董事會報告

(B) Share Options

The interests of the Directors and chief executive in the share options (being regarded as unlisted physically settled equity derivatives) of the Company are detailed in the section headed "Share Option Schemes" above.

Save as disclosed above, at no time during the year, the Directors and chief executive (including their spouses and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares, warrants or debentures, if applicable) of the Company or its associated corporations required to be disclosed pursuant to the SFO.

(B) 購股權

董事及最高行政人員於本公司購股權的權益被界定為非上市實物結算股本衍生工具，詳情載於上文「購股權計劃」一節。

除上文所披露者外，於年內任何時間，董事及最高行政人員(包括彼等的配偶及18歲以下子女)均無擁有須根據證券及期貨條例作出披露的本公司或其相聯法團的任何股份(或認股證或債權證，倘適用)認購權益或獲授或行使任何權利認購有關股份(或認股證或債權證，倘適用)。

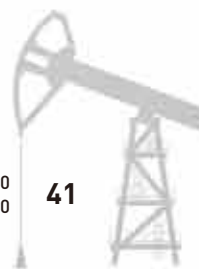
Substantial Shareholders' Interests in the Share Capital of the Company

As at 31 December 2020, the interests of substantial shareholders (other than the Directors or chief executive of the Company) in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東於本公司股本的權益

於二零二零年十二月三十一日，主要股東（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有須登記於根據證券及期貨條例第336條規定存置登記冊的權益如下：

Name of substantial shareholder 主要股東名稱	Number of shares and derivatives interested 擁有權益的股份及 衍生工具數目	Percentage of issued share capital ⁷ 佔已發行股份 百分比 ⁷
China Minsheng Banking Corp. Ltd. ¹	7,006,000,000	146.86%
Ms. Zhao Xuejun ² 趙雪君女士 ²	1,420,120,000	29.77%
Skyline Asia International Limited ²	1,420,120,000	29.77%
Action Phoenix Limited ²	1,150,000,000	24.11%
Mr. Wang Ping ³ 王平先生 ³	288,659,794	6.05%
Kingwin Victory Investment Limited ³ 宏易勝利投資有限公司 ³	288,659,794	6.05%
Mr. Zhang Zhi Rong ⁴ 張志熔先生 ⁴	388,301,031	8.14%
Fine Profit Enterprises Limited ⁴ 好利企業有限公司 ⁴	388,301,031	8.14%
Mr. Mei Liang ⁵ 梅靚先生 ⁵	348,000,000	7.29%
Top Acton Limited ⁵	348,000,000	7.29%
Mr. Ho Kwok Leung Glen ⁶ 何國樑先生 ⁶	342,000,000	7.17%
Mr. Lai Kar Yan ⁶ 黎嘉恩先生 ⁶	342,000,000	7.17%
China Development Bank ⁶	342,000,000	7.17%
Castle Giant Investments Limited ²	270,120,000	5.66%





REPORT OF THE DIRECTORS

董事會報告

Notes:

1. This interest represents the interests directly held by Minsheng Bank (Shanghai) and Minsheng Bank (Suzhou) in the 6,639,880,000 underlying shares and 366,120,000 underlying shares of the Company respectively in relation to the Subscription Convertible Preference Shares issued by the Company. Both Minsheng Bank (Shanghai) and Minsheng Bank (Suzhou) are branches of China Minsheng Banking Corp. Ltd.. As such, Minsheng Bank (Shanghai) and Minsheng Bank (Suzhou) will also not be regarded as a public Shareholder in the event that Minsheng Bank (Shanghai) and Minsheng Bank (Suzhou), individually or in aggregate, hold 10% or more of the issued share capital of the Company upon conversion of the Subscription Convertible Preference Shares. Minsheng Bank (Shanghai) and Minsheng Bank (Suzhou) may be subject to the obligations to make a general offer under the Takeovers Code in the event that they, individually or in aggregate, hold 30% or more of the issued share capital of the Company upon conversion of the Subscription Convertible Preference Shares. Pursuant to the Company's Amendments and Restatement of Memorandum and Articles of Association, if the issue of ordinary Shares following the exercise by a holder of the Convertible Preference Shares of the conversion rights would result in the Company not meeting the Public Float Requirement immediately after the conversion, then the conversion and the number of ordinary Shares to be issued pursuant to such conversion shall be restricted to the maximum number of ordinary Shares issuable by the Company which would not in the reasonable opinion of the Company result in a breach of the Public Float Requirement.
2. These represent the same interests of Action Phoenix Limited and Castle Giant Investments Limited. Each of Action Phoenix Limited and Castle Giant Investments Limited is a wholly owned subsidiary of Skyline Asia International Limited, of which is 100% directly beneficially owned by Ms. Zhao Xuejun.
3. Kingwin Victory Investments Limited is wholly-owned by Mr. Wang Ping. This presents the same interest of Kingwin Victory Investment Limited.
4. This represents the same interest of Fine Profit Enterprises Limited ("Fine Profit") and Wealth Consult Limited ("Wealth Consult") of 21,744,800 shares. Wealth Consult is a wholly-owned subsidiary of Fine Profit, of which is wholly owned by Mr. Zhang Zhi Rong. Mr. Zhang Zhi Rong was therefore deemed to have an interest in the shares in which Fine Profit was interested.
5. Top Acton Limited is wholly-owned by Mr. Mei Liang. This represents the same interest of Top Acton Limited.
6. Mr. Ho Kwok Leung Glen and Mr. Lai Kar Yan (the "Receivers") were appointed on 25 June 2019 as the receivers of China Development Bank holding 342,000,000 shares of the Company as at 31 December 2020.
7. These percentages have been compiled based on the total number of issued shares of the Company of 4,770,491,507 as at 31 December 2020 and rounded to two decimal places. All interest stated above represent long positions.

Save as disclosed above, as at 31 December 2020, the Company had not been notified of any persons (other than the Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

附註:

1. 該權益指民生銀行(上海)及民生銀行(蘇州)分別就與本公司所發行供認購可轉換優先股有關之本公司6,639,880,000股及366,120,000股相關股份所直接持有之權益。民生銀行(上海)及民生銀行(蘇州)均為中國民生銀行股份有限公司的分行。因此,倘民生銀行(上海)及民生銀行(蘇州)個別或合共持有供認購可轉換優先股獲兌換時本公司10%或以上已發行股本,則民生銀行(上海)及民生銀行(蘇州)亦不會被視為公眾股東。倘民生銀行(上海)及民生銀行(蘇州)個別或合共持有供認購可轉換優先股獲兌換時本公司30%或以上已發行股本,則彼等須根據收購守則履行全面要約義務。根據本公司修訂及重列組織章程大綱及細則,倘可轉換優先股持有人行使換股權後發行普通股將會導致緊隨兌換後本公司不符合公眾持股量規定,則兌換及根據該兌換而將發行的普通股數目應限於在合理認為本公司不會導致違反公眾持股量規定的情況下本公司可發行普通股的最大數目。
2. 該等權益指Action Phoenix Limited及Castle Giant Investments Limited之相同權益。Action Phoenix Limited及Castle Giant Investments Limited為Skyline Asia International Limited的全資附屬公司,後者由趙雪君女士直接全資實益擁有。
3. 宏易勝利投資有限公司為由王平先生全資實益擁有之公司。該權益指宏易勝利投資有限公司之相同權益。
4. 該權益指好利企業有限公司("好利")及Wealth Consult Limited("Wealth Consult")於21,744,800股股份中之相同權益。Wealth Consult為好利之全資附屬公司,好利由張志熔先生全資擁有。因此,張志熔先生被視作擁有好利所持股份之權益。
5. Top Acton Limited為由梅靚先生全資擁有。該權益指Top Acton Limited之相同權益。
6. 何國樑先生及黎嘉恩先生(統稱為「接管人」)於二零一九年六月二十五日被委派為國家開發銀行之接管人。於二零二零年十二月三十一日,國家開發銀行持有342,000,000股本公司股份。
7. 該等百分比乃按照本公司於二零二零年十二月三十一日的全部已發行股份總數4,770,491,507股計算,並湊整至兩個小數位。上述所有權益均屬好倉。

除上文所披露者外,於二零二零年十二月三十一日,本公司未獲知會有任何人士(本公司董事或最高行政人員除外)擁有本公司股份或相關股份根據證券及期貨條例第336條規定存置的登記冊記載的權益或淡倉。

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the year ended 31 December 2020 and as at the date of this report, there has been sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2020.

Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact to the Group. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees from time to time. As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

公眾持股量

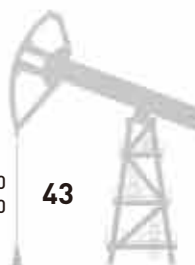
根據本公司公開獲得的資料及就董事所知，截至二零二零年十二月三十一日止整個年度及於本報告日期，本公司公眾持股量超過本公司已發行股份的25%，故符合上市規則規定。

管理合約

截至二零二零年十二月三十一日止年度，本公司概無就全部或任何部份重大業務的管理及行政事務訂立或存有任何管理合約。

遵守法律和法規

本集團已制定合規程序，以確保遵守(尤其是)對其產生重大影響之適用法律、規則及法規。相關員工會不時獲知悉適用法律、規則及法規之任何變動。就本公司所知，其已於各重大方面遵守對本公司業務及營運有重大影響之相關法律及規例。





REPORT OF THE DIRECTORS

董事會報告

Environmental Policies and Performance

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. We encourage environmental protection and comply with environmental regulation and promotes awareness towards environmental protection to the employees. In the course of its daily operations, the Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances. The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operations of the Group's businesses to enhance environmental sustainability.

Further details of the Group's environmental policies and performance will be disclosed in the "Environmental, Social and Governance Report" of this annual report.

Relationship with Customers and Suppliers

The Group has been maintaining friendly negotiation with its customers and suppliers to develop long-term relationships. Further details in relation to the major customers and suppliers identified during the Period are disclosed in the paragraph headed "Major Customers and Suppliers" in this report and in the section headed "Operation Practices" in the "Environmental, Social and Governance Report" of this annual report.

Tax Relief

The Company is not aware of any relief from taxation available to the shareholders of the Company by reason of their holdings in the shares of the Company.

Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report section on pages 46 to 63 of this annual report.

環保政策及表現

我們在日常業務營運中不斷推廣環保措施和意識，以達到其保護環境的承諾。我們鼓勵環保、遵守環保法規，並推動僱員提升環保意識。於日常營運過程中，本集團堅持循環再造及減廢之原則，實施各項綠色辦公室措施，例如雙面打印及複印、提倡使用環保紙及透過關掉閒置的電燈及電器減少耗能。本集團將不時檢討其環保工作，並將考慮在本集團之業務營運中實施進一步環保措施及慣例，以加強環境之可持續性。

有關本集團環保政策及表現的進一步詳情將披露本年報「環境、社會及管治報告」內。

與客戶及供應商之關係

本集團致力與客戶及供應商保持友善協商，從而建立長遠的合作關係。有關本期間內已物色主要客戶之進一步詳情已於本報告「主要客戶及供應商」一段以及本年報「環境、社會及管治報告」之「營運慣例」一段中披露。

稅務減免

本公司概不知悉任何因股東持有本公司股份而享有的稅務減免。

企業管治

本公司採納的企業管治常規載列於本年報第46至63頁企業管治報告一節。

Permitted Indemnity Provisions

The Articles of Association provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of the relevant legal actions against the Directors.

Auditor

The consolidated financial statements for the year ended 31 December 2020 have been audited by Crowe (HK) CPA Limited. PricewaterhouseCoopers resigned as auditors of the Company with effect from 30 September 2020. Crowe (HK) CPA Limited was appointed as auditor of the Company with effect from 30 September 2020 to fill the casual vacancy and to hold office until the conclusion of the 2021 AGM.

Directors' Responsibilities for the Financial Statements

The Directors are responsible for the preparation of financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing these financial statements for the year ended 31 December 2020, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable, and have prepared the financial statements on a going concern basis. The Directors are responsible for keeping proper accounting records which disclose, with reasonable accuracy at any time, the financial position of the Group.

On behalf of the Board

Chen Qiang

Chairman

Hong Kong, 26 March 2021

獲准許的彌償條文

根據細則規定，本公司各董事或其他高級人員對於其在任何民事或刑事法律訴訟中作為本公司董事或其他高級人員出庭抗辯而得直或獲釋所產生或所致的損失和債務，則有權從本公司資產中獲得彌償。此外，本公司已就董事面對有關法律訴訟安排適當的董事及高級人員責任保險。

核數師

截至二零二零年十二月三十一日止年度的綜合財務報表已由國富浩華(香港)會計師事務所有限公司審核。羅兵咸永道會計師事務所有限公司自二零二零年九月三十日起辭任本公司核數師。國富浩華(香港)會計師事務所有限公司自二零二零年九月三十日起獲委任為本公司核數師，以填補臨時空缺並任職至二零二一年股東週年大會結束。

董事對財務報表的責任

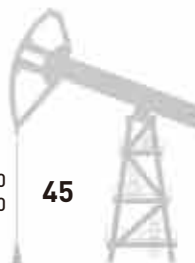
董事須負責編製各財政期間的財務報表，以真實及公平地反映本集團業務狀況及期內業績及現金流量。在編製截至二零二零年十二月三十一日止年度的財務報表時，董事選用並貫徹採用合適的會計政策，作出審慎合理判斷及預測，及按持續經營基準編製財務報表。董事亦須負責妥善保存會計記錄，以隨時合理準確地披露本集團財務狀況。

代表董事會

主席

陳強

香港，二零二一年三月二十六日





CORPORATE GOVERNANCE REPORT

企業管治報告

The Board and the management of the Company strictly adhere to the principles of good corporate governance, which is vital to prudent management and the enhancement of shareholder value. These principles emphasise transparency, accountability and independence. Set out below are those principles of corporate governance adopted by the Company.

During the year ended 31 December 2020, the Company complied with the applicable code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Listing Rules, save for the deviations as described in this Corporate Governance Report.

Code provision A.2.1 of the Code stipulates that the roles of the chairman of the board and the chief executive officer should be separate and should not be performed by the same individual. Mr. Chen Qiang had performed both the roles of chairman of the board (the “Chairman”) and chief executive officer of the Company in deviation from code provision A.2.1 of the Code during the year ended 31 December 2020. The Company believes that it is more efficient and effective for the Company to develop its long term strategies and in the execution of its business plans if Mr. Chen Qiang serves as both the Chairman and the chief executive officer of the Company.

The Board

Board Composition

The Board currently comprises four executive Directors, namely Mr. Chen Qiang (Chairman and Chief Executive Officer), Mr. Hong Liang (Chief Operating Officer), Ms. Zhu Wen Hua and Mr. Niu Jianmin, and three independent non-executive Directors, namely Mr. Wang Jin Lian, Ms. Zhou Zhan and Mr. Lam Cheung Mau. The Board considers this composition to be balanced, and reinforces a strong independent review and monitoring function on overall management practices.

Full details of changes in the Board during the year and up to the date of this report are provided in the Report of the Directors on pages 29 to 45 of this annual report.

The Directors’ biographical details are set out in the Directors and Senior Management section on pages 24 to 28 of this annual report.

Roles and Responsibilities of the Board

The Board is responsible for formulating the overall strategies as well as reviewing the operation and financial performance of the Group. The Board is responsible for considering and deciding on matters covering the Group’s overall strategies, major acquisitions and disposals, annual and interim results, approving Directors’ appointments to the Board, major capital transactions and other significant operational and financial matters.

本公司董事會及管理層堅守良好的企業管治原則，此舉對穩健管理及提升股東價值至關重要。該等原則重視透明度、問責性及獨立性。下文載列本公司所採納的企業管治原則。

截至二零二零年十二月三十一日止年度，本公司遵守上市規則附錄十四企業管治守則（「守則」）所載的適用守則條文，除本企業管治報告所述之偏離者除外。

A.2.1守則條文規定董事會主席及首席執行官的角色應有區分，並不應由同一人同時兼任。於截至二零二零年十二月三十一日止年度，陳強先生同時兼任本公司董事會主席（「主席」）及首席執行官之職位，與A.2.1守則條文有所偏離。本公司相信，倘陳強先生同時出任本公司主席兼首席執行官，此舉令本公司可更有效發展其長遠策略及實施其業務計劃。

董事會

董事會成員

董事會現由四名執行董事（即陳強先生（主席兼首席執行官）、洪樑先生（首席營運官）、朱文花女士及牛建民先生）及三名獨立非執行董事即王錦連先生、周展女士及林長茂先生組成。董事會認為這個組合權力平衡，能加強對整體管理運作的獨立審查及監督。

年內及截至本報告日期，董事會變動之全部詳情載於本年報第29頁至第45頁的董事會報告內。

董事簡歷詳情載於本年報第24至28頁董事及高級管理層一節。

董事會角色及責任

董事會負責制定整體策略，並檢討本集團營運及財務表現。董事會負責審議本集團整體策略、重大收購及出售、年度及中期業績、批准委任董事加入董事會、重大資本交易及其他重大營運及財務事宜，以及進行有關方面的決策。

Our independent non-executive Directors offer diverse industry expertise, serve the important functions of advising the management on strategies, ensuring that the Board fulfils high standards of financial and other mandatory reporting requirements as well as providing adequate checks and balances for safeguarding the interests of shareholders and the Company as a whole.

Delegation to Management

Day-to-day operational responsibilities are specifically delegated by the Board to the management. Major responsibilities include:

- execution of business and operational strategies and initiatives adopted by the Board;
- preparation of reports and accounts for the Board's approval before publication;
- adoption of the remuneration policy approved by the Board;
- implementation of internal control and risk management procedures; and
- compliance with relevant statutory requirements, rules and regulations.

Board Practices

The Board holds at least four regular meetings annually at approximately quarterly intervals to discuss the Group's business development, operations and financial performance. Notice of at least 14 days is given to all Directors for all regular Board meetings. All regular Board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board and the Directors are invited to include matters of special concerns for discussion in the agenda. The agenda and accompanying board papers are then sent in full to all Directors at least 3 days in advance or within reasonable time prior to the relevant Board meetings.

All Directors have access to the Board papers and all related materials, and are provided with adequate information by the management to enable the Board to make informed decisions on the matters to be discussed. The minutes of the Board meetings have sufficient details of the matters discussed at Board meetings which are prepared and kept by the Company Secretary and are opened for inspection by any Director. The Directors are free to access to the management for enquiries about further information, when required, and the Directors can obtain independent professional advice at the Company's expense.

本集團獨立非執行董事具備不同行業的專業知識，負責履行的重要職務包括向管理層提供策略方面的建議，並確保董事會在達致高水平財務及其他強制申報規定的同時，具備充分權力制衡，以保障股東及本公司整體利益。

轉授於管理層

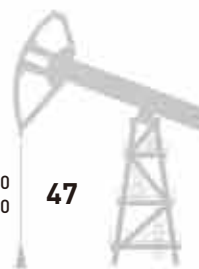
董事會特別指派管理層履行日常營運職務，其中主要職務包括：

- 執行董事會所採納之業務及營運策略及方針；
- 編製報告及賬目，以供董事會在對外公佈前審批；
- 採納董事會批准之薪酬政策；
- 推行內部監控及風險管理程序；及
- 遵守相關法定規定、規則及法規。

董事會常規

董事會每年最少舉行四次定期會議，約每季舉行一次，討論本集團之業務發展、營運及財務表現。就董事會所有定期會議，全體董事均會於最少14天前獲得通知。所有定期董事會會議均設有正式議程，具體列出待議事項供董事會審議，董事亦可於議程中加入特別事項以供審議。議程及隨附之會議文件全部在相關董事會會議舉行前至少3日或在一段合理時間內向全體董事派發。

全體董事均有權查閱董事會文件及所有有關材料，管理層亦會提供充份資料，使董事會可就待議事項作出知情決定。董事會會議記錄詳細記錄董事會會議中所討論之事項，並由公司秘書準備及備存，任何董事均可查閱董事會會議記錄。此外，董事可以隨時聯絡管理層以查詢進一步資料，董事亦可以諮詢獨立專業人士之意見，相關費用由本公司承擔。



CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance Records of Directors and Board Committee Members

During the year ended 31 December 2020, the Board held six Board meetings. The agendas and accompanying board papers are given to all Directors in a timely manner. The Chairman of the Board shall ensure the Directors being properly briefed on issues arising at those Board meetings.

Apart from the regular Board meetings, the Chairman of the Board also held a meeting with all independent non-executive Directors, without the presence of the other executive Directors.

董事及董事委員會成員出席記錄

截至二零二零年十二月三十一日止年度，董事會舉行了六次董事會會議。會議議程及隨附的董事會文件已適時給予全體董事。董事會主席確保全體董事適當知悉董事會會議上商討之事項。

除定期舉行董事會會議外，董事會主席亦在並無其他執行董事出席的情況下與全體獨立非執行董事舉行會議。

Name of Director 董事姓名	Meetings Attended/Held 出席會議次數/會議舉行次數						Continuous Professional Development 持續專業發展	Type of Trainings (Notes) 培訓類別 (附註)
	Board 董事會	Audit Committee 審核委員會	Corporate Governance Committee 企業管治 委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Annual General Meeting 股東週年 大會		
Executive Directors 執行董事								
Mr. Chen Qiang (Chairman) 陳強先生(主席)	6/6 ^(C)	-	2/2	-	1/1	1/1	A,B	
Mr. Hong Liang 洪樑先生	6/6	-	-	-	-	1/1	A,B	
Ms. Zhu Wen Hua 朱文花女士	6/6	-	-	1/1	-	0/1	A	
Mr. Niu Jianmin (appointed on 1 March 2020) 牛建民先生(於二零二零年三月一日委任)	5/6	-	-	-	-	-	A	
Independent non-executive Directors 獨立非執行董事								
Mr. Wang Jin Lian 王錦連先生	6/6	2/2	2/2 ^(C)	1/1 ^(C)	1/1	0/1	A,B	
Ms. Zhou Zhan 周展女士	5/6	2/2 ^(C)	-	1/1	1/1 ^(C)	0/1	A,B	
Mr. Lam Cheung Mau 林長茂先生	6/6	2/2	2/2	-	-	1/1	A,B	

Note relating to attendance records of meetings:

1 Chairmen of the Board and the Board Committees are indicated by (C).

Notes relating to attendance records of training:

A Reading and online studying.

B In-house training.

有關會議出席記錄的附註：

1 董事會及董事委員會主席以(C)表示。

有關培訓的出席記錄附註：

A 研讀及網上學習。

B 內部培訓。

Continuous Professional Development

Code Provision A.6.5 of the Code stipulates that all directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Group also makes available continuous professional development to the Directors at the expense of the Company and to ensure that their contribution to the Board remains informed and relevant.

During the year, the Company arranged Directors to join an in-house training on (1) Directors' duties and responsibilities under the Listing Rules; (2) Risk management and internal control; and (3) Environmental, social and governance report to enhance their capacities to carry out directors' duties.

Beside, every newly appointed Director will receive comprehensive, formal and tailored induction package from the Company's external legal advisor ensuring that he/she has a proper understanding of the Company's operation, business, the relevant laws and regulations, the Listing Rules and governance policies. The company secretary also provides the updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements to the Board from time to time.

Independence of Independent Non-executive Directors

During the year ended 31 December 2020, the Board at all times met the requirements of the Listing Rules relating to the appointment of independent non-executive Director, whereby at least one of whom possesses appropriate professional qualifications or accounting or related financial management expertise.

The Board has received from each independent non-executive Director a written annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and is satisfied with the independence of all the independent non-executive Directors.

Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change that may affect his/her independence.

持續專業發展

守則A.6.5守則條文規定，所有董事均須參加持續專業發展，以擴闊及更新董事的知識及技能。本集團亦使董事可參與持續專業發展，費用由本公司承擔，並確保彼等繼續在掌握全面資訊及切合所需的情況下向董事會作出貢獻。

本年度，本公司就(1)上市規則要求下之董事職責和責任；(2)風險管理與內部監控；及(3)環境、社會及管治報告安排董事參與內部培訓，以增強其履行董事職責的能力。

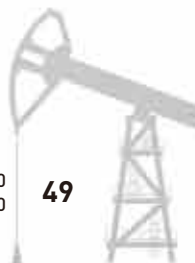
此外，每名新委任董事均會獲本公司外聘法律顧問提供全面、正式及專屬的入職培訓，確保其對本公司之運作、業務、相關法律及法規、上市規則及管治政策有確切了解。公司秘書亦會不時提醒董事會關於上市規則及其他相關法律及監管規定之更新、最新發展及變動。

獨立非執行董事之獨立性

截至二零二零年十二月三十一日止年度期間內，董事會一直符合有關委任獨立非執行董事的上市規則要求，據此至少一名獨立非執行董事具備適當的專業資格或具有會計或相關財務管理之專業知識。

根據上市規則第3.13條，董事會已接獲各獨立非執行董事就其獨立性呈交之年度書面確認，亦信納全體獨立非執行董事之獨立性。

倘出現任何可能影響他／她的獨立性的轉變，各獨立非執行董事須在可行情況下盡快知會本公司。





CORPORATE GOVERNANCE REPORT

企業管治報告

Appointment and Re-election of Directors

The procedures for appointing and re-electing directors are set out in the Articles of Association. The Board is responsible for selecting and recommending candidates for directorship, taking into consideration factors such as appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills.

Under the Articles of Association, one-third of the Directors must retire, and if eligible, may be subject to re-election at each AGM. Furthermore, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting.

To further reinforce accountability, any further re-appointment of an independent non-executive Director who has served the Company's Board for more than nine years will be subject to separate resolution to be approved by the shareholders of the Company.

In accordance with the Articles of Association, Mr. Chen Qiang, Ms. Zhu Wen Hua and Mr. Lam Cheung Mau will retire by rotation at the 2021 AGM. All retiring Directors, being eligible, has offered themselves for re-election as Directors at the 2021 AGM.

Each of the executive Directors entered into renewed service contracts with the Company for a term of three years commencing on 24 October 2019.

Each of the independent non-executive directors is appointed for a specific term, subject to re-election, which will run until the conclusion of the third annual general meeting from the date of their last re-election and in accordance with the Company's By-laws.

Directors' Interests in Shares

Details of Directors' interests in the Shares are set out in the Report of the Directors section on pages 29 to 45 of this annual report.

委任及重選董事

委任及重選董事的程序載於細則。董事會負責甄選及推薦董事人選，考慮因素包括合適專業知識及行業經驗、個人操守、誠信及個人才能等。

根據細則，三分之一的董事必須於每屆股東週年大會上輪席退任，惟若合乎資格可重選連任。此外，為填補臨時空缺或作為董事會增補而委任之任何董事僅應任職至其獲委任後本公司之首個股東大會為止，並於該大會上膺選連任。

為進一步加強問責性，再度委任於本公司董事會服務超過九年的獨立非執行董事，將須以獨立決議案方式提呈本公司股東批准。

根據細則，陳強先生、朱文花女士及林長茂先生將於二零二一年股東週年大會上輪值退任董事一職。所有退任董事合資格並願意於二零二一年股東週年大會上膺選連任。

各執行董事已與本公司訂立自二零一九年十月二十四日起計為期三年的重續服務合約。

每位獨立非執行董事乃按特定任期委任及可膺選連任，任期由上次重選當日起計至第三個股東週年大會結束時為止，並需根據本公司細則之規定。

董事的股份權益

有關董事的股份權益詳情載於本年報第29至第45頁的董事會報告內。

Model Code on Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standards of the Model Code set out in Appendix 10 to the Listing Rules. Having made specific enquiry of the Directors, all Directors confirmed that they have complied with the required standards set out in the Model Code and the Company's code of conduct regarding directors' securities transactions during the year ended 31 December 2020.

Directors' Liability Insurance and Indemnity

The Company has arranged for appropriate liability insurance to indemnify its Directors for their liabilities arising out of corporate activities undertaken for the Company. During the year ended 31 December 2020, no claim was made against the Directors.

Board Committees

The Board has established an audit committee (the "**Audit Committee**"), a remuneration committee (the "**Remuneration Committee**"), a nomination committee (the "**Nomination Committee**"), a corporate governance committee (the "**Corporate Governance Committee**") and a finance and investment committee (the "**Finance and Investment Committee**") with defined terms of reference. Details and reports of the committees are set out below.

Audit Committee

The Audit Committee was established to review the Group's financial reporting, risk management and internal control systems and make relevant recommendations to the Board. The Audit Committee comprises of three members: Ms. Zhou Zhan, being chairman of the Audit Committee, Mr. Wang Jin Lian and Mr. Lam Cheung Mau, all of whom are independent non-executive Directors. Ms. Zhou Zhan, as the chairman of the Audit Committee, possesses appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules.

證券交易的標準守則

本公司已採納一套有關董事進行證券交易之行為守則，該守則之嚴格程度不低於上市規則附錄十所載的標準守則所規定之標準。經向董事作出具體查詢後，各名董事確認，於截至二零二零年十二月三十一日止年度，彼一直遵守標準守則所載之規定標準及本公司有關董事進行證券交易之行為守則。

董事責任保險及彌償保證

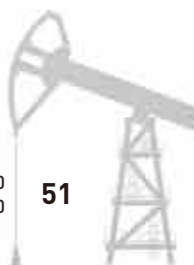
本公司已安排適當的責任保險，以就董事因本公司各種企業活動所產生之責任提供彌償保證。截至二零二零年十二月三十一日止年度期間內，概無董事遭索償。

董事委員會

董事會已成立審核委員會(「**審核委員會**」)、薪酬委員會(「**薪酬委員會**」)、提名委員會(「**提名委員會**」)、企業管治委員會(「**企業管治委員會**」)以及財務及投資委員會(「**財務及投資委員會**」)，並已界定其職權範圍。各委員會之詳情及報告載列如下。

審核委員會

審核委員會的成立乃為審查本集團的財務申報、風險管理及內部監控，並向董事會提出相關建議。審核委員會由三名成員組成，分別為周展女士(即審核委員會主席)、王錦連先生及林長茂先生，彼等均為獨立非執行董事。審核委員會主席周展女士具備上市規則規定的適當專業資格、會計或相關財務管理專業知識。





CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to the terms of reference of the Audit Committee, the main duties of the Audit Committee are to audit and supervise the financial reporting procedures of the Group, consider the appointment, re-appointment and remuneration of the auditor and any matters related to the removal and resignation of the auditor. In addition, the Audit Committee is responsible for examining and inspecting the effectiveness of the Group's risk management and internal control systems, including conducting reviews, on a regular basis, in respect of the risk management and internal control over various corporate structures and business procedures, and considering their potential risks and imminence, so as to ensure the effectiveness of the Company's business operations and to achieve its corporate objectives and strategies. The scope of such reviews covers finance, operations, compliance and regulations.

During the year ended 31 December 2020, the Audit Committee held two meetings. The following is a summary of the work of the Audit Committee during the year:

- review of and recommendation for the Board's approval of the Group's consolidated financial statements for the year ended 31 December 2019;
- review of and recommendation for the Board's approval the Group's interim condensed consolidated financial information for the six months ended 30 June 2020;
- review of the reports from the external auditor;
- review of the risk management and internal control systems of the Group;
- review of the reports from the internal auditor;
- approval of the internal audit plan for the year ended 31 December 2020;
- review of the effectiveness of the internal audit function; and
- review of the external auditor's remuneration and terms of engagement.

根據審核委員會的職權範圍，審核委員會的主要職責為審核及監督本集團的財務申報程序、審議核數師的任命、續聘、報酬以及任何與核數師的罷免及辭任相關的事宜。此外，審核委員會負責檢視本集團風險管理及內部監控之成效，包括定期檢討企業架構及業務流程之風險管理及內部監控，並考慮其潛在風險及迫切性以確保公司業務運作效率及實現其企業目標及策略。該等檢討的範圍涵蓋財務、營運、合規及法規各方面。

截至二零二零年十二月三十一日止年度，審核委員會舉行了兩次會議。年內審核委員會進行之工作之概要如下：

- 檢討及建議董事會批准本集團截至二零一九年十二月三十一日止年度之綜合財務報表；
- 檢討及建議董事會批准本集團截至二零二零年六月三十日止六個月內之中期簡明綜合財務資料；
- 審議外聘核數師之報告；
- 檢討本集團之內部監控及風險管理系統；
- 審議內部核數師之報告；
- 批准截至二零二零年十二月三十一日止年度的內部審核計劃；
- 檢討內部核數功能之有效性；及
- 檢討外聘核數師之酬金及委聘條款。

The consolidated financial statements of the Group for the year ended 31 December 2020 have been reviewed and approved by the Audit Committee, and the Audit Committee is of the opinion that such financial statements comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended the Board's approval of the Group's consolidated financial statements for the year ended 31 December 2020.

Remuneration Committee

The Remuneration Committee was established on 24 October 2010 and has been delegated with the responsibility of determining the remuneration policy and structure for all Directors and senior management, reviewing and approving the specific remuneration packages of all Directors and making recommendations to the Board regarding the remuneration of independent non-executive Directors. The Remuneration Committee comprises three members: Ms. Zhou Zhan (an independent non-executive Director) being the chairman of the Remuneration Committee, Mr. Chen Qiang (Chairman of the Board and an executive Director) and Mr. Wang Jin Lian (an independent non-executive Director).

During the year ended 31 December 2020, the Remuneration Committee held a meeting. The following is a summary of the work of the Remuneration Committee during the year:

- annual review of the remuneration packages of the Directors and senior management of the Company.
- reviewed and made recommendations to the Board the directors' fee for Independent Non-executive Directors.

The particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Notes 24 to the consolidated financial statements.

Pursuant to B.1.5 of the Code, the remuneration of the members of the senior management by band for the year ended 31 December 2020 is set out below:

Remuneration bands (RMB) 薪酬等級(人民幣)	Number of person 人員數目
Below 1,000,000 少於1,000,000	1

審核委員會已審閱及批准本集團截至二零二零年十二月三十一日止年度的綜合財務報表，及審核委員會認為該財務報表符合適用的會計準則、上市規則及所有其他適用法律規定。審核委員會因此建議董事會批准本集團截至二零二零年十二月三十一日止年度的綜合財務報表。

薪酬委員會

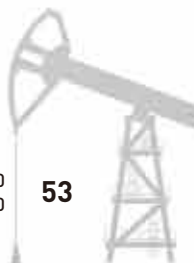
薪酬委員會於二零一零年十月二十四日成立，負責釐定全體董事及高級管理人員的薪酬政策及架構，以及檢討並批准全體董事之特定薪酬組合併就獨立非執行董事之薪酬向董事會提出建議。薪酬委員會由三名成員組成：即薪酬委員會主席周展女士（獨立非執行董事）、陳強先生（董事會主席兼執行董事）及王錦連先生（獨立非執行董事）。

截至二零二零年十二月三十一日止年度，薪酬委員會舉行了一次會議。薪酬委員會於年內的工作概要如下：

- 就董事及本公司高級管理層的薪酬待遇進行年度檢討。
- 審閱及就獨立非執行董事之董事袍金向董事會提供建議。

根據上市規則附錄十六規定須予披露之有關董事薪酬及最高薪酬的五位僱員的詳細資料載於綜合財務報表附註24。

根據B.1.5守則，截至二零二零年十二月三十一日止年度，高級管理層成員之薪酬等級載列如下：





CORPORATE GOVERNANCE REPORT

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Nomination Committee

The Nomination Committee was established on 1 April 2012 with written terms of reference. The Nomination Committee comprises of three members, namely Mr. Wang Jin Lian (an independent non-executive Director) being the chairman of the Nomination Committee, Ms. Zhu Wen Hua (an executive Director) and Ms. Zhou Zhan (an independent non-executive Director).

The key duties of the Nomination Committee are as follows:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select, or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
- (e) to determine the policy, procedures and criteria for the nomination of directors.

提名委員會

提名委員會成立於二零一二年四月一日，並以書面形式劃定其職權範圍。提名委員會由三名成員組成，分別為提名委員會主席王錦連先生(獨立非執行董事)、朱文花女士(執行董事)及周展女士(獨立非執行董事)。

提名委員會之主要職責如下：

- (a) 每年最少一次檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出之變動向董事會提出建議以配合本公司之公司策略；
- (b) 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事之獨立性；
- (d) 就董事委任或重新委任以及董事(尤其是主席及最高行政人員)繼任計劃向董事會提出建議；及
- (e) 決定董事提名的政策、程序及標準。

The Nomination Committee is to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. To ensure changes to the Board composition can be managed without undue disruption, a formal, considered and transparent procedure is in place for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee. The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities. Further details of the selection criteria and the procedure are set out in the terms of reference of the Nomination Committee which are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2020, the Nomination Committee held a meeting. The meeting was held, amongst other things, to review on the structure, size and composition (including the skills, knowledge and experience) of the Board, to assess the independence of each of the independent non-executive Directors and to review the retirement plan of the Board.

Nomination Procedures and Criteria

A shareholder may at any general meeting nominate a candidate for directorship if, within the 7 days commencing the day after the despatch of the notice of such general meeting, such shareholder (being entitled to attend and vote at such general meeting and not being the candidate) gives to the company secretary a written notice of his/her intention to propose such candidate for election and also a written notice signed by such candidate of his/her willingness to be elected.

Other than the nomination of directors by shareholders, at present, candidates for directorship may be nominated by the Chief Executive Officer of the Company, who will provide the Nomination Committee with notice of such nomination once a candidate has been identified.

The Nomination Committee is responsible for making recommendations to the Board with respect to the nomination of candidates for directorship by making reference to the Company's Board Diversity Policy, which was adopted by the Board on 26 March 2013 and various aspects of the candidate, including (but not limited to) his/her education background, professional experience, experience in the relevant industry and past directorships. In particular, for candidates to be independent non-executive directors, the Nomination Committee assesses his/her independence under Rule 3.13 of the Listing Rules. Then, the Nomination Committee will make its recommendations to the Board for consideration and approval.

提名委員會確保董事會按照本公司業務而具備適當所需技巧、經驗及多樣的觀點與角度。為確保董事會組成人員的變動不會帶來不適當的干擾，本公司應設有正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，並設定有秩序的董事繼任計劃(如認為有需要)，包括定期檢討此類計劃。委任新董事(作為新增董事或填補所出現的臨時空缺)或重新委任任何董事乃經提名委員會推薦候選人後由董事會作出決定。用於考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精神以處理本公司事務，並促進董事會成員多元化，使董事會能有效履行其職責。更多甄選標準及程序的詳情載於提名委員會職權範圍，該職權範圍已於聯交所及本公司網站內登載。

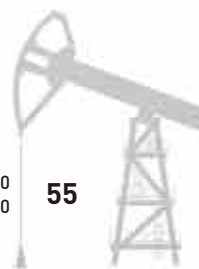
截至二零二零年十二月三十一日止年度，提名委員會舉行一次會議。舉行會議以(其中包括)審議董事會之架構、人數及組成(包括技能、知識及經驗)、評核向獨立非執行董事之獨立性及審議董事會之退休計劃。

提名程序及準則

倘股東於寄發股東大會通知起計7日內向公司秘書提交有關其有意建議人選參選董事的書面通知且有關係選人已簽署有關書面通知表示其願意參選，則有關股東(其有權出席有關股東大會並於會上投票及並非為候選人)可於有關股東大會上提名候選人參選。

除由股東提名董事外，現時董事候選人可由本公司首席執行官提名，本公司首席執行官於確定候選人後將即時向提名委員會提供有關提名通知。

提名委員會負責參考董事會於二零一三年三月二十六日採納的本公司董事會多元化政策就提名董事候選人向董事會提供建議，以及多方面考慮候選人，包括(但不限於)其學歷背景、專業經驗、於相關行業的經驗及過往曾擔任的董事職位。特別就獨立非執行董事候選人而言，提名委員會會根據上市規則第3.13條評核其獨立性。其後提名委員會將向董事會提供建議以作考慮及批准。





CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Committee

The Corporate Governance Committee was established on 1 April 2012 with written terms of reference. The Corporate Governance Committee comprises of three members, namely Mr. Wang Jin Lian (an independent non-executive Director) being the chairman of the Corporate Governance Committee, Mr. Chen Qiang (Chairman of the Board and an executive Director), and Mr. Lam Cheung Mau (an independent non-executive Director).

The key duties of the Corporate Governance Committee are as follows:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Code on Corporate Governance Practices (Appendix 14 to the Listing Rules) and disclosure in the Corporate Governance Report.

During the year ended 31 December 2020, the Corporate Governance Committee held two meetings. The meetings were held:

- to review the compliance with the Code and the relevant disclosure in the draft 2019 Annual Report and the draft 2020 interim report;
- to review the training and continuous professional development of Directors and senior management; and
- to review the corporate governance policy in relation to the disclosure on inside information and the proposed appointment of members of the inside information disclosure committee.

企業管治委員會

企業管治委員會成立於二零一二年四月一日，並以書面形式劃定其職權範圍。企業管治委員會由三名成員組成，分別為企業管治委員會主席王錦連先生(獨立非執行董事)、陳強先生(董事會主席兼執行董事)及林長茂先生(獨立非執行董事)。

企業管治委員會之主要職責如下：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提供意見；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守上市規則附錄十四所載的企業管治常規守則及在企業管治報告內的披露。

截至二零二零年十二月三十一日止年度，企業管治委員會舉行兩次會議。會議舉行乃為：

- 檢討守則的遵守情況及二零一九年年度報告及二零二零年中期報告草案內的相關披露；
- 檢討董事及高級管理層的培訓及持續專業發展；及
- 檢討有關披露內幕消息及建議委任內幕消息披露委員會成員的企業管治政策。

Finance and Investment Committee

The Finance and Investment Committee was established on 1 April 2012 with written terms of reference. The Finance and Investment Committee comprises of four members, namely Mr. Chen Qiang (Chairman of the Board and an executive Director) being the chairman of the Finance and Investment Committee, Mr. Hong Liang (an executive Director), Mr. Wang Jin Lian (an independent non-executive Director) and Ms. Zhou Zhan (an independent non-executive Director).

The key responsibilities of the Finance and Investment Committee are as follows:

- (a) to develop and review the Company's investment policies, financial strategies and objectives and make recommendations to the Board;
- (b) to consider, evaluate and review major project investments, acquisitions and disposals of the Group and to make recommendations to the Board;
- (c) to conduct post-investment evaluations on investment projects of the Group;
- (d) to arrange and approve banking facilities, loans, financial instruments, guarantees and indemnities of the Group;
- (e) to approve the opening and cancellation of bank or securities accounts of the Group and to approve the authorised signatories and mode of operations of the accounts;
- (f) to oversee the overall management of all the risks of the Group, including, without limitation, the financial and operational risks by setting and formulating risk management policies and strategies; and
- (g) to review and assess the adequacy and effectiveness and risk management policies and framework in identifying, measuring, monitoring and controlling risks.

財務及投資委員會

財務及投資委員會成立於二零一二年四月一日，並以書面形式劃定其職權範圍。財務及投資委員會由四名成員組成，分別為財務及投資委員會主席陳強先生(董事會主席兼執行董事)、洪樑先生(執行董事)、王錦連先生(獨立非執行董事)及周展女士(獨立非執行董事)。

財務及投資委員會之主要職責如下：

- (a) 制定及檢討公司的投資政策、財務策略及目標，並向董事會提供意見；
- (b) 考慮、評估及檢討本集團主要項目投資、收購及出售，並就此向董事會提供意見；
- (c) 就本集團投資項目開展投資後進行評估；
- (d) 安排及批准本集團的銀行融資、借貸、金融工具、擔保及彌償保證；
- (e) 批准本集團銀行或證券戶口之開戶及取消，並批准其戶口之授權簽署及運作模式；
- (f) 設定及規劃風險管理政策及策略以監督本集團的風險的全面管理，包括但不限於財務及運營風險；及
- (g) 檢討及評估風險管理政策及架構是否足夠及有效發現、估量、監察及控制風險。





CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Board Diversity Policy was adopted by the Company pursuant to the resolutions passed at a Board meeting held on 26 March 2013. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, the nomination and the board appointments during the year ended 31 December 2020 were made after considering the board diversity in a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Risk Management and Internal Control

The Board places great importance on internal controls and is responsible for the risk management and internal control systems and reviewing the effectiveness of those risk management and internal control. The Company has provided directors training materials, which contain, amongst other things, inside information regulatory requirements, prepared by the Company's external legal advisor in order to ensure the company is compliance with regulatory requirements.

The risk management and internal control systems are designed to manage the risk of failure to achieve corporate objectives and to protect the Group's assets and information. It aims to provide reasonable assurance against material misstatements, losses, damages or fraud and to manage rather than eliminate risks of failure in operations systems. The Board has delegated the design, implementation and ongoing assessment of risk management and internal control systems to the management, while the Board, through its Audit Committee, oversees and reviews the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures in place. Qualified personnel of the Group maintain and monitor these systems of controls on an ongoing basis.

董事會多元化政策

本公司根據於二零一三年三月二十六日舉行之董事會會議上通過之決議案，採納董事會多元化政策。本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展之關鍵元素。於設計董事會組成時，本公司從多個方面考慮董事會多元化後，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，作出於截至二零二零年十二月三十一日止年度的提名及董事會委任。

風險管理及內部監控

董事會非常重視內部控制，並負責風險管理及內部監控系統及評估這些風險管理及內部監控的成效。本公司已為董事提供由本公司外聘法律顧問起草載有(其中包括)內幕消息監管規定的培訓材料，以確保本公司遵守相關的監管規定。

風險管理及內部監控系統乃為管理未能達成企業目標的相關風險及保障本集團資產及資料而設。該系統旨在合理防範嚴重誤報、損失、損害或詐騙，以及管理(而並非杜絕)作業系統的故障風險。董事會已委託管理層設計、執行及持續評核風險管理及內部監控系統，而董事會則會通過審核委員會監督及評審現有財務、營運及合規監控系統以及風險管理措施，以評估其是否充足及有效。本集團合資格人士持續維護與監察上述監控系統。

The Board reviewed the effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance control and risk management systems. The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board reviewed the adequacy and effectiveness of the Group's risk management and internal control systems semi-annually through the Audit Committee. During the year ended 31 December 2020, no irregularity or material weakness was noted within any function or process. The Audit Committee is satisfied that the risk management and internal control systems had functioned effectively as intended.

The Company had established internal audit function and regularly carries out reviews on the effectiveness of the risk management and internal control in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

The Board considers the risk management and internal control systems are effective and adequate for the Group as a whole. The Board further considers that there was no issue relating to the material controls, including financial, operational and compliance controls and risk management functions of the Group.

In addition, the Board and/or its committees have also reviewed the adequacy of the Company's resources, staff's qualifications and experience, training programmes and the related budgets in the Company's accounting, internal audit and financial reporting functions.

Inside Information

The Company has established a disclosure committee to oversee disclosure of inside information in accordance with a policy on disclosure of inside information (the "**Disclosure Policy**"). The Disclosure Policy sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner and in such a way so as not to place any person in a privileged dealing position and to allow sufficient time for the market to price the listed securities of the Company with the latest available information of the Company.

董事會已評核本集團風險管理及內部監控系統，包括財務、營運及合規監控與風險管理系統之成效。董事會承認其須對風險管理及內部監控系統負責，並有責任檢討該等制度的有效性。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。董事會透過審核委員會每半年檢討集團的風險管理及內部監控系統的充足程度及成效。截至二零二零年十二月三十一日止年度內，未有發現任何職能或工序有欠穩妥之處或重大缺失。審核委員會信納風險管理及內部監控系統之運作效率一如預期。

本公司有設立內部審核功能並定期對風險管理及內部監控的有效性進行審閱，確保其能夠符合及應對靈活多變的經營環境。

董事會認為，風險管理及內部監控系統對本集團整體而言屬有效及充足。董事會並認為，本集團在財務、營運及合規監控以及風險管理職能各方面未有任何重大監控問題。

此外，董事會及／或其委員會亦審閱本公司的資源、員工資歷及經驗、培訓項目，以及本公司會計、內部審核及財務報告功能相關預算之足夠性。

內幕消息

本公司設有披露委員會，以根據內幕消息披露管理規定（「**披露規定**」）監督內幕消息披露。披露規定載列有關處理及發佈內幕消息之程序及內部監控，使內幕消息得以適時處理及發佈，並不會導致任何人士在本公司上市證券交易上處於佔優地位，亦讓市場在得悉本公司最新可得資料的情況下，有充足時間定出本公司上市證券之價格。





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All directors and employees of the Company must comply with the Disclosure Policy which provides guidelines to the directors, senior officers and other relevant employees of the Group to ensure proper safeguards in place to prevent the Company from breaching the statutory disclosure requirements of inside information. The Disclosure Policy also includes appropriate internal control and reporting systems to identify and assess potential inside information and relevant steps to be taken.

The Disclosure Policy also stipulates that dissemination of inside information of the Company shall be conducted by publication of the relevant information on the websites of Hong Kong Exchanges and Clearing Limited and the Company, according to the requirements of the SFO and the Listing Rules.

Company Secretary

Ms. Leung Yin Fai is the Company Secretary of the Company and responsible for advising the Board on corporate governance matters and ensuring that the Board policy and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the company secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the company secretary is responsible for facilitating communications among Directors as well as with management.

The Company engages an external service provider, Ms. Leung Yin Fai, as its company secretary. Mr. Hong Liang, executive director of the Company, is the primary contact person whom Ms. Leung Yin Fai can contact. During the year ended 31 December 2020, the company secretary has undertaken more than 15 hours of relevant professional training.

External Auditor and Auditor's Remuneration

PricewaterhouseCoopers resigned as auditors of the Company with effect from 30 September 2020. Crowe (HK) CPA Limited was appointed as auditor of the Company with effect from 30 September 2020 to fill the casual vacancy and to hold office until the conclusion of the 2021 AGM. The aggregate remuneration in respect of services provided by external auditor for the year ended 31 December 2020 was approximately HKD3.4 million (2019: HKD3.5 million), of which HKD3.0 million (2019: HKD3.5 million) represents annual audit and other audit-related services.

本公司所有董事及僱員必須遵守披露規定。該規定為本集團董事、高級人員及其他相關僱員提供指引，確保設有適當措施，以預防本公司違反法定的內幕消息披露規定。披露規定亦載有適當的內部監控及匯報制度，以識別及評估潛在的內幕消息及採取相關行動。

根據證券及期貨條例及上市規則規定，披露規定亦規範本公司內幕消息之發佈方法乃於香港交易及結算所有限公司及本公司網站內刊載相關消息。

公司秘書

梁燕輝女士為本公司公司秘書負責就企業管治事宜向董事會提供意見並確保遵守董事會政策及程序、適用法例、規則及規例。所有董事均可獲得公司秘書的建議及服務以確保董事會遵守議事程序及所有適用法律。此外，公司秘書負責促進董事之間以及管理層之間的溝通。

本公司已委聘外部服務提供者梁燕輝女士作為公司秘書。本公司執行董事洪樑先生為梁燕輝女士可聯絡的主要聯絡人士。截至二零二零年十二月三十一日止年度，公司秘書已進行了超過15小時的相關專業培訓。

外聘核數師及核數師酬金

羅兵咸永道會計師事務所有限公司自二零二零年九月三十日起辭任本公司核數師。國富浩華(香港)會計師事務所有限公司自二零二零年九月三十日起獲委任為本公司核數師，以填補臨時空缺並任職至二零二一年股東週年大會結束。截至二零二零年十二月三十一日止年度，外聘核數師就其提供之服務收取酬金合共約3.4百萬港元(二零一九年：3.5百萬港元)，其中3.0百萬港元(二零一九年：3.5百萬港元)乃年度審計及其他審計相關服務費用。

Directors' Responsibility for Financial Statements and Auditor's Responsibility

All Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 December 2020 and of ensuring that the preparation of the consolidated financial statements of the Company is in accordance with the applicable standards and requirements.

The statement of the auditor about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 86 to 91 of this annual report.

Going Concern and Mitigation Measures

During the Period, the Group recorded a profit of approximately RMB765.0 million and had an operating cash inflow of RMB15.8 million. As at 31 December 2020, the Group had a total deficit of RMB7,899.1 million and the Group's current liabilities exceeded its current assets by RMB7,423.4 million. While the Group only maintained cash and cash equivalents of RMB16.1 million. These conditions, together with others described in Note 2.1(b) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt over the Group's ability to continue as a going concern. However, a number of measures have been undertaken to improve the Group's liquidity and financial position, to refinance its operations and to restructure its debts. For further details of these measures, please refer to Note 2.1(b) to the consolidated financial statements.

Shareholders' Rights

Under the Articles of Association, in addition to regular Board meetings, Directors of the Company, on the written requisition of two or more shareholders of the Company holding not less than 10% of the paid-up capital of the Company which carry voting rights, shall convene an extraordinary general meeting to address specific issues of the Company.

The requisition must (i) specify the objects of the meeting, the name of the requisitionist(s), their contact details and the number of ordinary shares in the Company held by them, (ii) be signed by the requisitionist(s) and (iii) be deposited at the Company's principal place of business in Hong Kong.

董事對財務報表的責任及核數師責任

所有董事知悉彼等負責編製本公司截至二零二零年十二月三十一日止年度的綜合財務報表，並確保根據適用標準及規定編製本公司綜合財務報表。

有關核數師對本集團財務報表申報責任的陳述載於本年報第86頁至第91頁的獨立核數師報告內。

持續經營及應對措施

於本期間，本集團錄得溢利約人民幣765.0百萬元及錄得經營現金流出約人民幣15.8百萬元。於二零二零年十二月三十一日，本集團虧絀總額為人民幣7,899.1百萬元，而本集團流動負債超過流動資產人民幣7,423.4百萬元。本集團只維持現金及現金等價物人民幣16.1百萬元。以上事項，連同綜合財務報表附註2.1(b)所述的其他事項，表明可能導致本集團的持續經營能力產生重大疑慮的事項或情況存在重大不確定性。不過，我們已採取多項措施以改善流動資金水平及財務狀況，務求為其業務再融資及重組債務。有關該等應對計劃及措施的進一步詳情，請參閱綜合財務報表附註2.1(b)。

股東權利

根據細則，除董事會定期會議外，在持有不少於本公司帶有投票權之繳足股本10%的兩名或以上本公司股東書面要求下，本公司董事須召開股東特別大會處理本公司的特定議題。

請求書必須(i)明確說明大會的主旨、請求人士名稱、彼等的聯絡資料及其持有本公司普通股的數目、(ii)由請求人簽署及(iii)繳存於本公司香港主要營業地點。





CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors must, within 21 days from the date of the deposit of the requisition, proceed to convene an extraordinary general meeting to be held within a further 21 days. If the Directors fail to convene the extraordinary general meeting as aforesaid, the requisitionist(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves convene the meeting. Any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Investor Relations Department whose contact details are as follows:

Investor Relations Department

China Huarong Energy Company Limited
Suites 1508-10, 15/F, Shui On Centre,
6-8 Harbour Road, Wanchai, Hong Kong
Email: cosec@huarongenergy.com
Tel no.: +852 3900 1888
Fax no.: +852 2180 7880

The Investor Relations Department will forward the shareholders' enquiries and concerns to the Board and/or the relevant Board committees and answer any shareholders' questions (where applicable and appropriate).

Shareholders' Meetings

The Company regards the AGM as an important event as it provides an invaluable opportunity for the Board to communicate with the shareholders of the Company. All shareholders are given at least 20 clear business days' prior notice to attend the AGM. During the AGM, the Directors are available to answer questions which shareholders may have. Poll results are published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in a timely manner.

All shareholders of the Company have the right to be informed and participate in material matters of the Company as prescribed by laws and the Articles of Association.

在請求書繳存日期起計21天內，董事必須安排於其後21天內召開一次股東特別大會。如董事未能如上文所述召開股東特別大會，該等請求人或佔全體請求人一半以上總表決權的請求人可自行召開會議。惟於請求書繳存日期起計三個月屆滿後不能舉行任何該等會議，而本公司須向請求人償付所有因董事會未有召開會議致使請求人須自行召開會議而產生的合理開支。

股東向董事會進行查詢

股東可於任何時間以書面方式透過投資者關係部向董事會提出查詢及表達意見。投資者關係部的聯絡資料如下：

投資者關係部

中國華榮能源股份有限公司
香港灣仔港灣道6-8號
瑞安中心15樓1508-10室
電郵：cosec@huarongenergy.com
電話：+852 3900 1888
傳真：+852 2180 7880

投資者關係部將向董事會及／或相關董事委員會轉交股東的查詢及意見，並在適當情況下回覆股東提問。

股東大會

本公司將股東週年大會視為重要事件，因其提供寶貴機會讓董事會與本公司股東溝通。全體股東最少於足20個營業日前得悉有關出席股東週年大會之通知。於股東週年大會舉行期間，董事將即場回應股東的提問。投票結果將適時分別登載於香港交易及結算所有限公司及本公司網站內。

本公司所有股東均擁有法例及細則所規定的關於本公司重大事項的知情權及參與權。

Investor Relations

The Group is committed to regular and proactive communication with its shareholders. It has adopted a policy of disclosing clear, adequate and relevant information to its shareholders in a timely manner through various channels.

The Board communicates with its shareholders and investors through various channels. The Board members meet and communicate with shareholders and investors at annual general meetings and other general meetings.

Investor Relations Department responds in a timely manner to letters and telephone enquiries from shareholders and investors of the Company. An email contact cosec@huarongenergy.com is available to shareholders and investors of the Company.

The Company's website (<http://www.huarongenergy.com.hk>) facilitates effective communications with shareholders, investors and other stakeholders of the Company by making up-to-date information relating to the Group's business developments, operations, financial information, corporate governance practices and other information available electronically and on a timely basis.

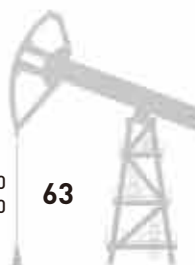
投資者關係

本集團致力與其股東進行定期及主動的溝通。其已採納政策，透過多種渠道及時向其股東清晰及充足地披露有關資料。

董事會透過各種渠道與股東及投資者進行溝通。董事會成員參加股東週年大會和其他股東大會，以與股東及投資者會面與溝通。

投資者關係部門一直適時回覆本公司股東及投資者的函件及電話查詢。本公司股東及投資者可通過電郵 cosec@huarongenergy.com 與本公司聯絡。

本公司的網站 (<http://www.huarongenergy.com.hk>) 提供有關本集團的業務發展、經營、財務資料、企業管治常規的最新資訊及以電子方式適時提供其他資料，有效促進本公司與其股東、投資者及其他持份者之間的溝通。





ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Overview

China Huarong Energy Company Limited (the “Group” or “we”) is pleased to present this Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) for 2020 to demonstrate its commitments, policies and performance in corporate sustainability. The Group is principally engaged in energy exploration and production businesses in the Republic of Kyrgyzstan (“Kyrgyzstan”). The Group was granted rights to conduct its energy exploration and production businesses by holding 60% interests in the projects involving five oilfields located in the Fergana Valley of Kyrgyzstan, namely Maili-Su IV, Eastern Izbaskent, Izbaskent, Changyrtash and Chigirchik.

About This ESG Report

This ESG Report covers the Group’s energy exploration and production businesses in Kyrgyzstan and the offices in Shanghai and Hong Kong in the People’s Republic of China (the “PRC”) for the period from 1st January 2020 to 31st December 2020 (the “Reporting Period”). It has been prepared in strict compliance with the requirement under Appendix 27 – Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited. Key Performance Indicators (“KPIs”) that need to be revealed compulsorily as required by the ESG Guide are all addressed in the Environmental Sustainability and Social Sustainability sections of this ESG Report. Alongside with the reporting principles of the ESG Guide, general disclosure of the Group’s ESG procedures was illustrated through the compliance with relevant laws and regulations.

概覽

中國華榮能源股份有限公司(「本集團」或「我們」)欣然發表二零二零年度環境、社會及管治報告(「本報告」)，以展示本集團就企業可持續發展層面上的承諾、政策與績效。本集團主要業務為於吉爾吉斯共和國(「吉爾吉斯」)從事能源勘探及生產。我們通過持有60%權益位於吉爾吉斯費爾幹納盆地五個油田項目，即馬裏蘇IV、東伊斯巴克特、伊斯巴克特、羌格爾塔什及奇克爾奇克，獲授權經營能源勘探及生產業務。

關於本報告

本報告嚴格遵循香港聯合交易所有限公司主板上市規則附錄27所載《環境、社會及管治報告指引》的規定而編寫，涵蓋本集團於吉爾吉斯的能源勘探及生產業務，以及於中國上海及中國香港的辦公室。本報告的匯報時間範圍為二零二零年一月一日至二零二零年十二月三十一日(「匯報期間」)。本報告已就《環境、社會及管治報告指引》內規定必須報告的關鍵績效指標，分別在環境可持續發展和社會可持續發展章節全部披露。此外，除遵守《環境、社會及管治報告指引》的報告原則外，本報告同時就已遵守的相關法律和法規作出說明。

Stakeholders Engagement

Stakeholders refer to the groups and individuals materially influencing or being influenced by the Group's businesses. Our stakeholders include government, regulatory authorities, shareholders, employees, directors, customers, suppliers, general public and etc. We strongly believe that effective communications with our stakeholders is essential for our corporate development and creates long-term corporate values. It also helps the Group better understanding the sustainability issues which are important to its stakeholders and respond appropriately, relevantly and effectively. During the Reporting Period, we utilized various channels including regular reports, meetings, face-to-face interviews, trainings, on-site visits, company website and etc., to communicate with our stakeholders. This ESG Report is prepared based on those ESG issues that our stakeholders consider important.

The Group welcomes stakeholders' feedback, especially on its sustainability policies and performance. Readers are also welcomed to share their views with the Group at cossec@huarongenergy.com.

Board Inclusiveness

The Board of Directors (the "Board") of the Group is the highest governing body primarily responsible for the formulation of its sustainability strategy. The Board regularly integrates the Group's sustainability objectives into its businesses, identifies and manages its sustainability risks and provides improvement recommendations. The Group also engaged an independent consultant to facilitate the collection and consolidation of its sustainability information as well as provide recommendations on its future sustainability development.

持份者參與

持份者是指對本集團業務產生重大影響或受影響的團體和個人。本集團的持份者包括政府、監管機構、股東、僱員、董事、客戶、供應商和公眾等。我們深信與持份者有效溝通對本集團的業務發展及創造長期價值尤關重要，更有助本集團瞭解持份者所關注的可持續發展議題，從而令我們可作出適切、相關及有效的回應。於匯報期間，我們透過不同形式，包括定期報告、會議、面對面訪談、培訓、現場參觀、公司網站等，與持份者進行溝通，並根據他們認為重要的環境、社會及管治議題編制本報告。

本集團樂意傾聽持份者的意見和反饋，特別是持份者對我們於可持續發展的工作及績效。讀者可透過電郵 cossec@huarongenergy.com 與本集團分享寶貴意見。

董事會參與

本集團董事會為主要負責和制定本集團可持續發展的最高管治機構。董事會定期將本集團的可持續發展目標整合到業務中，識別及管理我們的可持續發展風險，並作出改善建議。本集團還聘請了獨立的可持續發展顧問，促進我們的可持續發展數據收集和整合，並就我們未來可持續發展提供建議。





ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. Environmental Sustainability

This section primarily discloses the Group's policies and KPIs on emissions, use of resources, and the environment and natural resources in 2020.

A.1 Emissions

The Group is fully aware that its core businesses of crude oil exploration and extraction consume a large amount of natural resources which will cause a direct impact to the environment and generate greenhouse gases. Therefore, we firmly abide the "green production" principle and strive to enhance the crude oil extraction rate and production efficiency. The Group strictly complies with relevant environmental laws and regulations of Kyrgyzstan. Our pollutants are discharged in strict accordance with statutory requirements and standards to ensure the emissions of greenhouse gases, sewages and wastes do not exceed the limits stated in the laws. During the project development stage, we have already carried out a detailed environmental impact assessment to identify various potential environmental risks. Then we formulated and submitted the risk reduction plans to the State Inspectorate for Environmental and Technical Safety of Kyrgyzstan in conjunction with other relevant departments for approval. Dedicated departments are set up in the production sites for monitoring all operations in compliance with Kyrgyzstan environmental laws. We recruited environmental protection engineers who are familiar with the ecological environment and laws of Kyrgyzstan. Their duties include on-site inspection of the oil wells, land and energy usage in the production, and identification of high environmental and safety risks procedures in the production processes. Those high risk procedures will be firmly adjusted to avoid any major accidents damaging the local ecological environment. They shall record the Group's environmental protection performance in every quarter. Furthermore, the Group appointed external consultants to provide professional advices and monitor the entire production process. The State Inspection for Environmental and Technical Safety of the Kyrgyzstan also conducts annual routine inspections of the Group and provides inspection reports.

A. 環境可持續發展

本章節主要披露了本集團在二零二零年有關排放物、資源使用、環境及天然資源的政策和關鍵績效指標。

A.1 排放物

本集團深明核心勘探及開採原油業務需要消耗大量天然資源，對環境造成直接衝擊及產生溫室氣體，因此我們堅守綠色生產原則，努力提高原油開採率及生產效能。我們嚴格遵守吉爾吉斯的環保相關法律法規，按照法定要求和標準排放污染物，確保溫室氣體、污水和廢棄物的排放量不超過法例上限。在項目開發過程中，我們先進行詳細的環境影響評估報告，以識別各項潛在的環境風險，並就此制定應對方案，呈交給吉爾吉斯國家生態技術監督部聯合其他相關部門審批。我們生產基地設有專責部門，確保所有運作符合吉爾吉斯的環保法例。本集團聘用了熟悉吉爾吉斯生態環境和法例的安全環保工程師。他們定期巡查各油井現場、工程生產項目的能源、土地使用等情況，亦會識別生產流程中具高環境安全風險的工序，嚴格作出調整，避免發生破壞生態環境的重大事故，並每季度會對本集團的環保情況進行備案。此外，本集團亦聘請外部顧問提供專業意見，監察整個生產流程。吉爾吉斯國家安全環保監督局每年亦會對本集團進行例行檢查，並提供檢查結論書。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, the State Inspection for Environmental and Technical Safety of the Kyrgyzstan issued an environmental protection non-violation certificate to the Group, proving that there was no excessive emission against the national permitted emission levels. The Group also has not violated any environmental protection laws and regulations.

During the Reporting Period, the Group generated 331.46kg of Nitrogen Oxides, 0.63kg of Sulphur Oxides and 18.67kg of Particulate Matter. The total greenhouse gas emissions from the Group were 355.75tonnes CO_{2e} for the same period. It was mainly from the production processes direct emissions (Scope 1), and indirect emissions of electricity consumption in daily operations (Scope 2) and paper usage (Scope 3). The total amount of greenhouse gas emissions decreased by 18.0% compared with 2019. Meanwhile, we planted 200 new trees in the Maili-Su IV production sites during the period to reduce the greenhouse gas emissions.

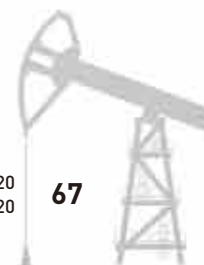
Table 1: Various Emissions in 2020

Gases 氣體	Unit 單位	Amount 排放量
Nitrogen Oxides (NOx) 氮氧化物(NOx)	kg 千克	331.46
Sulphur Oxides (SOx) 硫氧化物(SOx)	kg 千克	0.63
Particulate Matter 夥粒	kg 千克	18.67

於匯報期間，本集團獲吉爾吉斯國家安全環保監督局發出環保無違規證明書，證明未發現本集團有任何排放量超出吉爾吉斯的國家核准排放量。此外，本集團亦沒有違反任何環境保護的法律法規。

於匯報期間，本集團產生氮氧化物331.46千克、硫氧化物0.63千克及夥粒18.67千克。同期，本集團所產生的溫室氣體總量為355.75噸二氧化碳當量，主要來自業務生產過程(第一類)、日常業務運營中的電力消耗(第二類)以及紙張使用(第三類)，溫室氣體總量較二零一九年減少18.0%。與此同時，為舒緩溫室氣體的排放，我們於匯報期間於生產基地馬裏蘇IV油田合共種植了200棵新樹木。

表1：二零二零年各類排放物的排放量





ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Table 2: Greenhouse Gas Emissions in 2020

表2：二零二零年各類別溫室氣體的排放量

KPIs	Unit	Amount	Intensity* (Unit/per thousand barrels of light crude oil) 密度* (單位/每千桶 輕質原油)
關鍵績效指標	單位	排放量	
Scope 1 (Direct Emissions) 第一類(直接排放)	Tonnes of CO _{2e} 噸, 二氧化碳當量	102.28	0.90
Scope 2 (Indirect Emissions) 第二類(間接排放)	Tonnes of CO _{2e} 噸, 二氧化碳當量	246.19	2.17
Scope 3 (Other Indirect Emissions) 第三類(其他間接排放)	Tonnes of CO _{2e} 噸, 二氧化碳當量	7.27	0.06
Total 總計	Tonnes of CO _{2e} 噸, 二氧化碳當量	355.74	3.13

Note: Intensity was calculated by dividing the sales of 113,493 barrels of light crude oil in 2020.

註：密度以二零二零年銷售113,493桶輕質原油計算。

- Hazardous and Non-Hazardous Wastes

There are opportunities for the Group to generate hazardous wastes due to oil and sewage leakages in its operation. We notice that the leakage of unrefined crude oil will have catastrophic impact on the ecological environment. Therefore, we deployed strict measures to closely monitor our oil pipelines and equipment. Crude oil extraction activities can potentially cause water pollution as well. Our production sites have been designed with sewage tanks and anti-seepage cloths, and there are also oil booms and oil suctions at the wharf to prevent waste materials and liquids from penetrating into the soil. We cooperated with qualified outsourcers to ensure all discharged sewage must be properly treated to meet the discharge standards required by the Kyrgyzstan laws. The waste liquid generated during the crude oil extraction must be transported to a central collection point for centralized treatments and then stored in sealed oil cylinders, which must be further processed by qualified outsourcers.

- 有害及無害廢棄物

本集團在營運中有機會因泄漏原油和污水而產生有害廢棄物。我們深知一旦不慎泄漏未經提煉的原油會對生態環境造成災難性的影響。為此我們制定了嚴密的監控措施監測輸油管及設備。原油開採活動亦有機會造成水污染問題。我們的生產基地設計時已建有排污池和鋪有防滲布，在碼頭亦設有圍油欄、吸油氈、消油劑等，以防止廢料及廢液滲入泥土。我們聘用合資格外包商，負責安全處理排走的污水，確保達到吉爾吉斯法例規定的排放標準。而在原油開採過程中產生的廢棄液體會運送到中央收集點集中處理，並用密封油缸儲存再必須經由合資格外包商負責安全棄置處理。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The non-hazardous wastes generated by the Group were mainly from solid wastes in daily operations from production sites and offices, such as plastics, paper, domestic garbage and etc. The Group has implemented a classification method for waste collection and management. Wastes would be classified and stored in recyclable and non-recyclable categories. Our target is to collect and recycle those recyclable wastes as much as possible. Recyclable wastes would be transported to recycling centers or waste treatment plants for further processing by qualified outsourcers. Besides, we returned those used production equipment and parts to suppliers for recycling and reusing. At the same time, we reduced waste from the source. The Group has basically been a paperless office. We encouraged our employees to use electronic documents and electronic communications to reduce paper usage. In addition, we asked our employees to reuse old office equipment, reduce the habit of disposable and effectively plan the meals in the canteens to reduce food waste.

本集團所產生的無害廢棄物主要是來自生產基地及辦公室日常作業的固體廢棄物，如塑料、紙張、生活垃圾等。本集團已對廢物收集實施分類管理，規範廢棄物須按可回收及不可回收兩類分類存放，盡可能收集可回收的廢棄物。經過分類而可回收的廢棄將被運送到合資格回收中心或廢物處理廠，進行重複再用和循環再造的處理。我們還將廢舊生產設備及零件退還給供應商，以進行再利用。與此同時，我們亦從源頭開始減少產生廢棄物。本集團已基本實現無紙化辦公，鼓勵員工使用電子文檔和善用電子通訊，減少紙張使用量。此外，我們亦鼓勵員工重用舊辦公室設備，減少用完即棄的習慣，並有效規劃飯堂的膳食，減少廚餘。

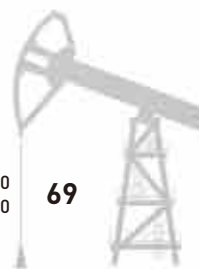
Table 3: Non-Hazardous Waste in 2020

表3：二零二零年無害廢棄物排放量

Wastes	KPIs	Unit	Amount	Intensity* (Unit/per thousand barrels of light crude oil) 密度* (單位/每千 桶輕質原油)
廢棄物	種類	單位	排放量	密度*
Non-Hazardous Waste 無害廢棄物	Daily Solid Waste 日常固體廢棄物	kg 千克	12,445	109.7

Note: Intensity was calculated by dividing the sales of 113,493 barrels of light crude oil in 2020.

註：密度以二零二零年銷售113,493桶輕質原油計算。





ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A.2 Use of Resources

The Group strictly controls the use of natural resources in operations. In order to effectively manage the use of various natural resources, we kept track on their usage and launched a series of internal control systems for the procurement and use of natural resources. During the Reporting Period, the main resources consumed by the Group were electricity, water, gasoline and diesel.

Table 4: Usage of Various Resources in 2020

Resources	Unit	Amount	Intensity* (Unit/per thousand barrels of light crude oil) 密度* (單位/每千 桶輕質原油)
資源類別	單位	用量	
Electricity 電力	kWh 千瓦時	2,551,749	22.483.8
Water 水	m ³ 立方米	836	7.4
Gasoline 汽油	liter 公升	36,073	317.8
Diesel 柴油	liter 公升	6,528	57.5
Paper 紙張	kg 千克	330	2.9

Note: Intensity was calculated by dividing the sales of 113,493 barrels of light crude oil in 2020.

A.2 資源使用

本集團一直嚴格控制在營運中對各類資源的使用量，並啟動了一系列有關天然資源採購和使用的內部監控系統。於匯報期間，本集團消耗的主要資源為電力、水、汽油及柴油。

表4：2020年各類資源使用量

註：密度以二零二零年銷售113,493桶輕質原油計算。

- Electricity

The Group's use of electricity was mainly from the production sites and daily business operations in offices. We believe that the reduction in electricity consumption will reduce the greenhouse gas emissions. During the Reporting Period, we encouraged our staff to reduce electricity consumption and educated them on the topics of energy-saving and emission reduction. We actively explored the adoption of more environmentally friendly technologies in our operations and operating procedures. Followings were the electricity saving measures implemented by the Group to ensure the effective use of electricity.

 - ✓ Display environmental protection signs such as "Please turn off all the lights after work" in prominent positions in production sites and offices to remind conservation of energy
 - ✓ Promote the use of energy-saving lighting systems such as LEDs
 - ✓ Keep the air conditioning system operating at 25 degree celsius
 - ✓ Check the electrical shutdown status regularly everyday to prevent people from leaving without turning off the electrical appliances
 - ✓ Hire professional maintenance specialists to repair and clean the air-conditioning system regularly
 - ✓ Purchase products with energy efficiency label
- 電力

本集團的用電主要來自生產基地和辦公室日常作業。我們認為減少用電可減少溫室氣體排放。於匯報期間，我們鼓勵員工節省用電，向員工進行了節能減排的教育，確保所有員工遵守節電措施，同時也積極研究在業務運營和操作程序中採用更環保的新技術。以下是本集團已實施的有效用電措施：

 - ✓ 於生產設施及辦公室當眼處張貼如「請於放工後關掉所有燈」等環保標誌，提醒員工節約用電
 - ✓ 推動使用LED等節能照明系統
 - ✓ 維持室內空調溫度在25度
 - ✓ 每天定時檢查電器關閉情況，杜絕人走而電器未關閉的情況出現
 - ✓ 定期聘請專業的維修師傅維修及清洗空調系統
 - ✓ 選購獲得能源效益標籤的產品





ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

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- **Water**
The Group's use of water was mainly from the production sites and daily business operations in offices. We regularly emphasized the importance of conserving water to our employees and required them to save water. We cut off unnecessary water usage from the sources and developed measures to recycle water to enhance water usage efficiency. Based on the water usage in different areas, we turned off the faucet valves timely in areas without water demand and stopped water supply during non-office hours. In addition, we are also actively exploring measures to recycle water, through the recycling system collect and retreat the sewage in the production process.
- **Gasoline and Diesel**
The Group's use of gasoline and diesel were mainly from its vehicles. We advocated to use the premium gasoline and diesel to lower the environmental impact. Meanwhile, we purchased low-fuel consumption vehicles if possible and required employees to travel by public transports as much as possible to reduce greenhouse gas emissions.
- **水**
本集團的用水主要來自生產基地和辦公室日常作業。我們定期向員工強調節約用水的重要性，要求員工節約用水。我們從源頭切斷不必要的用水，定期檢視各生產及辦公區域的用水情況，透過控制水流量達至有效用水，及時將不需用水的區域的水龍頭閥門關閉，並在非辦公時間停止供水。此外，我們還積極開拓循環用水的措施，透過循環再用系統回收及處理生產過程中的污水。
- **汽油及柴油**
本集團的汽油及柴油使用主要來自我們的車輛。我們倡導使用高標號的汽油和柴油，降低對環境的影響。同時，我們盡可能選購低油耗車輛及要求員工儘量乘坐公共交通工具出行，以減少溫室氣體排放。

A.3 Environment and Natural Resources

Apart from the resource consumptions and emissions discussed above, the Group's operations did not have other direct and material impact on the environment and natural resources. Looking forward, the Group will continue to closely monitor the environmental protection policies and regulatory trends in the crude oil exploration and extraction of Kyrgyzstan and international community. We shall keep pace with the times and invest in corresponding environmental protection measures if necessary, and enhance the Group's overall performance in sustainability.

A.3 環境及天然資源

除上述討論的資源消耗和排放問題外，本集團的營運對其他環境和天然資源方面沒有直接而重大的影響。展望未來，本集團會持續密切留意吉爾吉斯以及國際社會在能源勘探和生產的環境保護政策及監管趨勢，與時並進，適時按需要投資相應的環保建設，提升本集團於可持續發展的表現。

A.4 Climate Change

Responding to climate changes and its related problems is one of the most severe challenges facing the world. Rising temperatures and extreme weather have been threatening human life. Therefore, the Group regularly reviews the impact of its daily operations on the environment, and is committed to adopting environmentally friendly energy exploration and production methods. With the use of the latest technology, we continuously improve the efficiency of energy extraction and make better use of fuels, so as to reduce our greenhouse gas emissions and alleviate the pressure on global climate change.

B. Social Sustainability

This section primarily discloses the Group's policies, practices and quantitative data on employment, health and safety, development and training, labour standards, supply chain management, product responsibility, anti-corruption and community investment in 2020.

During the Reporting Period, the COVID-19 outbreak has brought huge challenges to the business and operations of the Group. Our human resources team has been closely monitoring the situation and taking necessary measures to protect our employees and customers. With the COVID-19 spreading, we have taken a number of measures in time and extensively used technology to coordinate work and maintain normal business operations, and the impact is minimized. Followings were the anti-pandemic measures adopted by the Group:

- Conducted pandemic prevention trainings
- Reduced the number of employees in production sites and offices
- Strictly limited various physical communications between production sites, sales, administration and back offices
- Disinfected the production sites and offices, reported daily body temperatures and health status of staff and conducted COVID-19 tests
- Provided necessary masks, gloves and sanitizer for those who must go out to work

A.4 氣候變化

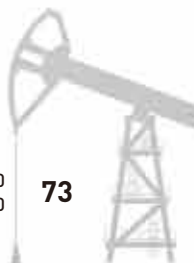
應對氣候變化和其帶來的相關問題是全球面對最嚴峻的挑戰之一，氣溫上升及極端天氣正威脅人類的生活。因此，本集團定期回顧日常營運對環境的影響，致力採用環保的能源勘探及生產模式，透過採用最新的科技持續改善能源開採效益、善用燃料，從而減低我們的溫室氣體排放量，減少對全球氣候變化的壓力。

B. 社會可持續發展

本章節主要披露了本集團在二零二零年有關僱傭、健康與安全、發展與培訓、勞工準則、供應鏈管理、產品責任、反貪污及社區投入的政策和關鍵績效指標。

於匯報期間，2019冠狀病毒病爆發對本集團的業務及營運帶來巨大挑戰。我們的人力資源團隊一直密切監視情況，並採取必要措施以保障員工以及客戶的福祉。隨著2019冠狀病毒病蔓延，我們及時採取多項措施，廣泛利用科技進行工作協調，維持正常業務營運，將影響減至最低。以下為本集團採取的防疫措施：

- 開展防疫知識培訓
- 減少生產基地及集中辦公人員數量
- 嚴格管控生產基地、銷售、行政和後勤等各項親身交流
- 做好生產基地和辦公室消毒，工作人員每日體溫和健康狀況匯報，以及定期開展核酸檢測
- 為必須外出辦事人員配備必要的口罩、手套和消毒液





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- Actively communicated with the Chinese Consulate in Kyrgyzstan and coordinated the work of consular protection
- Actively contacted the Kyrgyzstan police and pandemic prevention departments, strengthened security work during the special periods and kept abreast of the latest national epidemic prevention
- Temporarily suspended personnel recruitment to minimize personnel communications
- 積極與中國駐吉爾吉斯使領事館聯繫，做好領事保護協調工作
- 積極與吉爾吉斯警察、防疫部門聯繫，加強特殊時期安保工作，及時掌握最新國家防疫政策
- 暫時停止人力招聘工作，減少人員交流

B.1 Employment

Talents are the most valuable asset of the Group and they are the driving forces for our sustainable development. Therefore, it is our obligation to provide our staff a fair, open, safe and healthy platform for their professional career development.

The Group has appointed human resources specialists to strictly implement the recruitment, dismissal and welfare policies in accordance with the requirements of the Kyrgyzstan Labour Law and other relevant laws and regulations. We actively comply with the Kyrgyzstan localization policy and maintain the required Kyrgyzstan local employee employment ratio to enhance employment opportunities for local citizens. We strictly prohibit discrimination against local employees. Once found, there are severe penalties for the violators. As our employees are from different countries and races, we notably insist on equality among all our employees of different nationalities, ethics, races, genders, religious beliefs and cultural backgrounds. We also pay special attention to the rights and interests of female employees and ensure them getting fair promotion opportunities. The number of female executives of the Group exceeds that of male executives. We have also set up allowances for International Women's Day and organized female employees to carry out special festival activities.

B.1 僱傭

人才是本集團最寶貴的資產，也是企業可持續發展的動力。因此，我們致力為員工的職業發展提供一個公平、公開、安全和健康的工作平台。

本集團設有專職的人事專員，特別根據吉爾吉斯勞動法和其他相關法律法規的要求，嚴格執行當地的招聘、解聘和福利政策。我們積極配合吉爾吉斯提倡的本地化政策，達到對當地員工的聘用比例要求，為當地人民提供更多的就業機會，亦嚴厲禁止歧視本地員工的行為，一經發現將從嚴從重處罰。我們的員工來自不同國家不同種族，因此我們特別關注多元共融，堅持對平等對待不同國籍、民族、種族、性別、宗教信仰和文化背景的員。我們亦充分重視女性員工的權益，讓女性獲得公平的晉升機會。本集團行政辦公人員中女性員工數目超過男性員工。我們並設立國際三八婦女節津貼，組織女性員工開展節日專題活動。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

At the beginning of each year, the Group prepares annual recruitment plans based on business development needs. Apart from the usual recruitment channels, we also utilize the Kyrgyzstan recruitment websites to publish our recruitment information. We seriously comply with the Kyrgyzstan Labour Law and in accordance with the requirements of the oil industry to recruit the best talents from professional graduates or practitioners related to their positions. All our employees were recruited in accordance with the principles of openness and fairness. The Group's trainings, promotions, dismissals and retirement policies are irrespective of employees' gender, race, age, disability, family status, marital status, sexual orientation, religion beliefs, nationality or any other non-job related factors. When signing an employment contract, Chinese-Russian bilingual staff handbook for the corresponding post will be provided and signed to protect the employees' rights and interests. According to the Kyrgyzstan Labour Law, the Group strictly follows the local minimum wages requirement and pays the social insurance and retirement benefits for its employees. Employees' working hours and rest periods are complied with Kyrgyzstan laws. In addition to the statutory paid leaves, there are sick leave, maternity leave, wedding leave, compassionate leave and etc. Staff performance evaluations of the Group are carried out on both quarterly and annual basis to promote those well performed employees. Annual outstanding employees are selected based on the results of the annual evaluation. Our remuneration policy is approved by a committee consisting of department heads and management team. Meanwhile, the Group has established a clear dismissal system. All dismissals are reasonable, legal and followed the provisions of employment contracts and staff handbook. Any unfair or unreasonable dismissal is strictly prohibited.

我們每年初依據業務發展需要，編制年度招聘計劃。除了慣常的招聘渠道外，我們也利用吉爾吉斯招聘網站發佈招聘信息。我們按照吉爾吉斯勞動法的要求及原油行業的招聘規定，擇優錄取具有與崗位相關的專業畢業或從業的人員。我們所有員工的招聘都遵循公開公平的原則進行。本集團對員工的培訓和晉升機會、解僱或退休等政策均一視同仁，不會因其員工性別、種族、年齡、殘疾、家庭狀況、婚姻狀況、性取向、宗教信仰、國籍或任何其他與工作無關的因素而有差別。在簽署勞動合同時，同時簽署相應崗位的中俄文對照的員工手冊，保障員工的權益。本集團按照吉爾吉斯勞動法規定，嚴格遵守當地最低工資要求，並為所有員工繳納社會保險和退休金。我們根據吉爾吉斯法例制定員工的工作時間和休息時間。除了當地的有薪法定假日外，員工也享有病假、產假、結婚假、喪葬假等。本集團按季度和年度開展員工工作績效考評，評估員工的工作表現，提拔高績效、高潛力的員工，並依據年度考評結果評選年度優秀員工。我們的薪酬政策經主管部門和集團領導組成的委員會審核通過。同時，本集團設立明確的解僱制度，根據法例及員工手冊的規定，合理及合法地解僱員工，嚴格禁止任何不公平或不合理的解僱。





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As at 31st December 2020, the total number of staff of the Group was 95, among 66 were in Kyrgyzstan, 19 were in China and 10 were in Hong Kong. Seven employees were resigned during the Reporting Period which represented an annual turnover rate of 7.4%.

於二零二零年十二月三十一日，本集團的員工總數為95名，其中66名位於吉爾吉斯、19名位於中國及10名位於香港。於匯報期間，辭職員工有7名，整體人員年度流失率為7.4%。

Table 5: Employees by Category as at 31st December 2020

表5：截至2020年12月31日員工分類

Male 男性		Female 女性	
77		18	
Kyrgyzstan 吉爾吉斯	China 中國	Hong Kong 香港	
66	19	10	
Below 30 years old 30歲以下	31-40 years old 31-40歲	41-50 years old 41-50歲	Above 50 years old 50歲以上
38	22	12	23
Senior Management 高級管理層	Middle Management 中級管理層	General Staff 一般員工	
10	16	69	

During the Reporting Period, the Group was in full compliance with relevant laws and regulations regarding remuneration, dismissal, recruitment, promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination, benefits and other related employment matters that are material to the Group. We did not receive any complaints or disputes concerning employment.

於匯報期間，本集團完全恪守就有關薪酬、解僱、招聘、晉升、工作時間、假期、平等機會、多元化、反歧視、福利及其他對本集團屬重大的僱傭相關法律法規。我們並沒有接獲任何有關勞資的投訴或糾紛。

B.2 Health and Safety

Crude oil exploration and extraction businesses are technical industries involving many processes with potential health and occupational safety risks. Thus the Group pays special attention to employees' health and occupational safety. We are committed to minimize occupational health risks by continuously improving the operating environment, enhancing production processes, reducing the use and emission of hazardous substances, and preventing injuries and diseases.

The Group firmly adheres to the Kyrgyzstan laws and regulations related to occupational health and safety. Our safety committee is mainly responsible for labour protection, equipment technical safety, enterprise working conditions, personnel training and business knowledge inspection. We hired safety and environmental protection engineers to carry out daily supervisions and rectifications in accordance with the requirements of Kyrgyzstan laws and regulations, and to record safety performance of the Group in every quarter. The person-in-charge of the production and engineering departments conduct daily inspections in particular focusing on high-risk locations, eliminating hidden safety hazards, and conducting immediate on-site safety educations and rectifications. We provide protection equipment for dangerous jobs and conduct regular safety inspections for production sites. The Group established a disaster response code to all its employees with clear safety process guidelines and contingency measures in response to oil leakages. We also closely monitor oil pipelines and equipment through a combination of on-site on duty, regular patrols and random inspections.

B.2 健康與安全

原油勘探及開採業務為技術性工業，牽涉不少具有潛在健康和職業安全風險的工序，因此本集團特別重視員工的健康和職業安全。我們透過不斷改善作業環境及改進生產程序，減少有害物質的使用和排放，預防傷害和疾病，把職業健康風險降至最低。

本集團堅持貫徹執行與職業健康安全有關的吉爾吉斯法律法規，設有安全委員會，主要負責勞動保護、設備技術安全、企業勞動條件、人員業務培訓及業務知識檢查。我們聘請了專職的安全環保工程師，根據吉爾吉斯法律法規的要求進行日常監督和整改，並於每季度對本集團的安全情況進行登記備案。生產和工程部門負責人每天進行巡視，重點排查高危點，消除安全隱患，對安全問題進行現場教育，並及時整改。我們對危險工種提供安全防護器材，定期對辦公地進行安全檢查。本集團特別制定了災難應變守則，向所有員工提供清晰的安全流程指引及應變措施以應對原油泄漏事故，還通過駐井值班、定期巡視和不定期檢查相結合的方式密切監測輸油管及設備。





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The Group recognizes its businesses are susceptible to fires and thus formulated various fire emergency measures. Smoking and igniting fire in the oil fields are strictly prohibited. Electricity danger signs are put in place to remind employees to pay attention to fire safety. We require our staff to keep the working places clean, tidy, smoke-free, non-toxic, non-hazardous, healthy and safe. The Group also unifies the signs of dangerous goods and standardizes the use and storage of flammable and explosive materials. We placed escape route maps in conspicuous places in our working places and established a person-in-charge system. Those places are equipped with emergency medical kits and firefighting equipment. It is strictly forbidden to occupy emergency exits. There are regularly inspections for fire protection facilities to ensure they are not damaged or expired. Fire drills are also arranged periodically. The Group agreed with the fire brigade to deal with the emergency situations together.

In addition, every front-line production staff is outfitted with work clothes, shoes and safety helmet. They are also equipped with fire extinguishers. In order to further protect the health of our employees, they are required to provide medical proofs before on board and they will undergo physical examinations every year. If any abnormal situation is found, appropriate work arrangements and medical follow ups will be made. Our staff are also protected by the insurance purchased by the Group and the injury full reimbursement policy. We also conduct quarterly safety and occupational health trainings for our employees to enhance their awareness of safety and health. The human resources department arranges regular meetings with employees to help dispatch work stress and takes care of their mental health. In the event of a fatal accident, the Group will provide immediate assistances to the injured employee and safety committee will investigate each accident to prevent reoccurrence of similar incident.

During the Reporting Period, the Group has not recorded any deaths and injuries caused by industrial accidents, and there have not been any violations of laws and regulations related to safe working environment and protection of employees from occupational hazards.

本集團的業務中容易受火災影響，因此制定各項消防應急措施。我們嚴禁員工在油田範圍內吸煙及生火，並在適當位置貼上用電危險標誌，提醒員工注意防火安全。我們要求所有員工需時刻保持工作環境清潔、整潔、無煙、無毒、無危險、健康和安全。本集團也統一危險品識別標誌，規範使用和儲存易燃易爆的物品。我們在辦公地點的明顯地方，安放了逃生路線圖和建立了負責人制度，並配備緊急醫療包和消防器材，嚴禁任何物品佔用緊急出口通道。我們定期對消防設施進行檢查，確保消防設施並無損壞或過期，並定期安排防火演習。本集團通過與消防隊簽訂合同，進行事故應急的聯動。

此外，本集團為每名前線生產員工配備工作服、鞋和安全帽，並配備滅火器。為了進一步保障員工的健康，入職前員工需要提供體檢健康證明，其後每年也會為員工進行身體檢查。如發現任何異常情況會作出合適的工作安排及醫療跟進，員工亦受本集團為他們購買的保險和工傷就醫全額報銷制度所保障。我們亦每季度為員工開展安全和職業健康培訓，以提高員工的安全健康意識。人力資源部門定期與員工座談，幫助其排遣工作壓力，照顧員工心理健康。倘若不幸發生傷亡事故，本集團會為受傷的僱員提供即時援助，而安全委員會亦會對每宗意外進行調查，以防止事故再次發生。

於匯報期間，本集團並無錄得任何工作死亡及因工業意外而受傷的重大事故，亦無發生任何與安全工作環境及保障員工免受職業危險相關的違法違規個案。

B.3 Development and Training

The Group acknowledges the importance of on-the-job training for the development of its employees. Learning new knowledge and skills for our staff can enhance our competitiveness. In accordance with the requirements of the Kyrgyzstan Labour Law and the actual production needs, our human resources specialists are aimed at enhancing the employees' on-the-job skills and passing the assessments of national professional authorities. Employees must have relevant professional education before on board or they have obtained the vocational training certificates issued by the Kyrgyzstan authorities. The Group provides examination leave to encourage employees to study or obtain professional qualifications. We are fully responsible for the internal training costs and partially responsible for those external training costs related to our business needs and personal development. We provide the 3-month pre-employment education to the newly recruited staff and they will be trained by on-site mentors.

During the Reporting Period, the Group arranged all its staff to participate the quarterly safety trainings and each department arranged quarterly business trainings to its respective staff. We provided a total of 2,720 training hours for our employees and all of the 95 employees participated, which represented an average of 28.6 hours per employee.

Table 6: Training Hours of Employees by Category in 2020

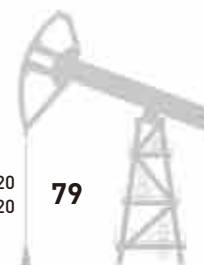
		Senior Management 高級管理層	Middle Management 中級管理層	General Staff 一般員工	Total 合共
Number of Training Hours	培訓時間(小時)	64	448	2,208	2,720
Number of Employees	員工數目	10	16	69	95
Average Training Hours Per Employee	每名員工平均培訓時間(小時)	6.4	28.0	32.0	28.6

B.3 發展與培訓

本集團認識到在職培訓對員工發展的重要性，員工學習新知識及技能有助於提高我們的競爭力。我們有專職的人事專員，按照吉爾吉斯勞動法例要求，結合實際生產需要，提升員工的在職技能和通過國家專業部門的考核。員工入職前必須有相關專業教育經歷，或者通過吉爾吉斯權威機構頒發的職業技能培訓合格證。本集團設立考試假，以鼓勵員工進修或考取專業資格，更會提供全額支付員工參加內部培訓費用及部分支付員工參加外部培訓，以配合本集團業務所需及個人發展。我們為新入職員工進行入職前教育，在工作現場由有經驗的員工進行培訓和指導，為期三個月。

於匯報期間，本集團安排公司全體員工參加每季度一次的安全培訓，而各部門自行開展每季度一次的部門業務培訓。我們為所有員工總共提供了2720小時的培訓，全體95名員工均有參與，平均每名員工的培訓時間為28.6小時。

表6：二零二零年按員工類別劃分的培訓時間





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B.4 Labour Standards

The Group is fully aware that child and forced labour violate basic human rights. The Kyrgyzstan government inspects the legal employment of all enterprises every year and we strictly abides the requirements under the Kyrgyzstan Labour Law. During the recruitment process, we verify the job applicants' personal identification documents including identification cards, academic certificates, previous work records, military service certificates, medical reports and etc., to ensure their ages and nationalities are correct. We offer vacations and alternative leaves in accordance with Kyrgyzstan law of 40-hour work per week. Frontline workers who worked for half a month could take half a month off. For any overtime works during the peak season, the Group adopts a shift work model and provides vacations for overtime workers in accordance with Kyrgyzstan law to ensure sufficient rest. The Group will issue warnings and even dismissal if there is any violation of laws and regulations related to child and forced labour.

During the Reporting Period, the Group was not in violation of any laws and regulations related to the prevention of child and forced labour.

B.4 勞工準則

本集團充分意識到童工及強制勞工違反基本人權。吉爾吉斯政府對所有企業合法用工情況每年進行檢查，而我們亦嚴格按照吉爾吉斯勞動法的要求執行。我們在招聘時會要求應徵者出示身份證明文件包括身份證、畢業證、就業經歷、兵役證、體檢報告等，以確保其提供的年齡及國籍資料無誤。同時，我們按照吉爾吉斯法例每周40小時工作的規定，進行休假及調休。前綫工人工作半個月，休假半個月。倘若遇上業務繁忙的季節需加班工作，本集團採用輪班工作模式，按照吉爾吉斯法例為加班工人提供休假，確保員工有足夠的休息。如果發現違反任何僱用童工及強制勞工的法律法規的情況，本集團會發出警告甚至解僱。

於匯報期間，本集團在防止童工或強制勞工方面，並無違反任何相關法律法規。

B.5 Supply Chain Management

In light of the Group's strong support for sustainability, we also expect our suppliers to fulfill their social responsibilities and preferably select those suppliers which are the most environmental friendly and socially responsible. We are fully aware that it is our responsibility to monitor the ESG performance of the entire supply chain.

Each of the Group's tender is conducted in open manner. Suppliers are given the opportunities to participate in fair and transparent biddings. A tender committee was formed to strictly implement our transparent bidding policy and is responsible for assessing the bidders and their proposals. All selected bidders will be publicly announced. Explicit obligations of the suppliers are stated in the contracts with guarantee deposits to constraint their contractual obligations. We conducted comprehensive evaluations and ranking for all potential suppliers including their pricings, services, financials, environment protection awareness, occupational health and safety, loyalty and etc. During the procurement process, we are required to approach at least three potential suppliers. Selected suppliers are required to pay attention to the environmental risks that may arise in their operations and manufacturing processes. The Group takes all measures to avoid conflicts of interests and prevents bribery in the procurement process. We strictly require our suppliers to declare their interests to prevent transfer of benefits and corruption. The Group insists on selecting reputable suppliers to ensure service quality. An independent and prestige supervisory institute is appointed to carry on annual inspection on 13 items such as safety, environmental protection and labour protection for each supplier. We conduct supplier interviews based on the findings of the supervisory institute and requested the suppliers to rectify and fulfill their obligations. Warnings will be issued to suppliers who failed to comply.

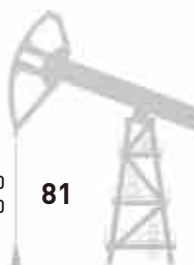
During the Reporting Period, the Group had five suppliers from Kyrgyzstan and seven suppliers from the PRC.

B.5 供應鏈管理

有鑒於本集團大力支持可持續發展，我們亦期望我們的供應商能同樣履行社會責任，優先選擇最環保及最具社會責任的供應商。我們深明有責任監察整體供應鏈的環境、社會及管治績效。

本集團每次的招標，均通過公開形式進行，給與供應商公平透明競爭的參與機會。我們成立了招標委員會，嚴格執行透明的招投標政策，對競標單位和條件進行評估，對中標的供應商進行當眾宣佈，並會在合同中明確供應商的義務，以保證金制度約束供應商的合同義務。我們會對潛在供應商進行全面評估，包括他們的價格、服務、財務實力、環境保護意識、職業健康安全及忠誠度等排列優次。在採購過程中，需要與至少三個潛在供應商接洽。入選的供應商需要注意其營運及製造過程中可能產生的負面環境風險。本集團採取一切措施避免於採購過程中出現利益衝突及防範賄賂行為。我們嚴格要求供應商申報利益，杜絕利益輸送發生。本集團堅持選擇信譽優良的供應商，以確保服務質素，並委託獨立而權威的監督機構對每一家供應商實施年度安全、環保、勞動保護等13項內容進行檢查。我們會對監督機構給出的結論進行供應商約談，並要求進行整改及履行相關義務，對不合格或行為不符的供應商發出警告。

於匯報期間，本集團有五家供應商來自吉爾吉斯和七家來中國的供應商。





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B.6 Product Responsibility

Customers' requirement on product quality is getting higher in the competitive market. The Group strongly believes on maintaining product quality to create maximum values for our customers and to earn their trusts and supports. To ensure the Group's product quality, we have formulated policies regarding product acceptance and regularly inspect the crude oil products if they satisfy the Kyrgyzstan national standards. The Group regularly assesses its product quality and timely checks and prevents deficiencies in advance. For the products that do not meet the standard, we will evaluate with the experts and put those unqualified products into written content for improvement in future. We provide work process and product knowledge trainings to our sales representatives. We never made false publicity for our products as all external product publicities should be approved by the Group's general administration office and management before being released. Meanwhile, through the petroleum association platform, the Group exchanges information and negotiates issues with other market participants to facilitate the establishment of and maintenance of a healthy and orderly market as well as a fair competition environment.

Professional and reliable services are also reflected in the protection of intellectual property rights. The Group has established a management system for handling patent affairs and intellectual property rights, including patent acceptances and application of our own patents. In daily operations, the Group refuses to provide or use any products or services that violate copyright or intellectual property rights. All of the software and information used are with legal licenses and the Group only procures genuine products.

B.6 產品責任

在競爭激烈的市場環境下，客戶對產品質量的要求愈來愈高。本集團深信必須保持產品的質量，才能為我們的客戶創造最大價值，贏取客戶的信任與支持。我們已制定相關產品質量驗收政策，確保本集團的產品質量，定期對原油產品進行檢測，確保符合吉爾吉斯國家標準。本集團定期對產品質量進行回顧和總結，及時查漏補缺，防患於未然。對未符合質量的產品，我們會與專家評估結論，對不合格的產品形成書面內容，改善未來產品質量。我們會為銷售員工提供工作流程和產品認知培訓，從不為產品做虛假宣傳，所有對外產品宣傳內容經核准後，報請本集團主管領導批准後方可對外發佈。同時，本集團也會與其他的市場佔有者，通過原油協會的平台，互通信息，協商問題，共同促進建立及維護健康有序的市場和公平競爭的環境。

專業可靠的服務還體現在保護知識產權上，本集團已建立處理專利事務及知識產權的專屬管理系統，包括專利接收和自己的專利申請。本集團在運營過程中，拒絕提供或使用任何違反版權或知識產權的產品或服務。我們僅會購買正版產品，所有使用的軟件和信息均具有合法許可。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group emphasises the importance in protecting the privacy of its customers and suppliers. Data could be only be collected and used by the supplier and customer management departments. Personal data collection consent must be obtained before collecting data from suppliers and customers. The consent clearly states the purposes of data collection and the data collected will only be used for the purposes for which it was originally collected. We also often remind our staff regarding the Group's requirements for data management and require them to sign confidentiality agreements. Apart from prevention of the information leakage of the Group, we prohibit the improper uses of supplier and customer information. If there is any violation, the Group will not condone it and will handle it impartially.

During the Reporting Period, the Group did not violate any laws and regulations regarding product responsibility, intellectual property right and data privacy. In addition, the Group has not recalled any products that have been sold.

B.7 Anti-corruption

The Group believes that integrity business operation is the foundation of corporate social responsibility, which is also the cornerstone for maintaining the corporate competitive advantage and sustainable development. The Group is committed to achieving high integrity and accountability, and strictly complies with all laws and regulations related to anti-corruption and anti-bribery. We have zero tolerance to any form of corruption. Our employment contract prohibits our staff in participation of any corruption, bribery, extortion, fraud and money laundering activities. It is strictly forbidden for our staff to accept any gifts from suppliers or customers. We also provide regular business ethic and anti-corruption trainings to our staff. Disciplinary violations will be stopped and handled immediately in case of any violations. Employees who violate the law will never be tolerated and be handed over to the judicial authorities. In addition, the Group's anti-corruption policy was introduced to suppliers before signing contracts.

本集團重視保護供應商及客戶的隱私。資料收集和使用僅限於供應商及客戶管理部門。我們在收集資料前，先需要取得供應商及客戶的個人資料收集同意聲明，聲明內清楚列明資料收集的目的，而收集的數據僅限用作當初收集時既定的用途。我們也時刻提醒員工本集團對資料管理的要求，要求員工簽署保密協議，除防止本集團的資料外泄外，亦防供應商及客戶資料被不當使用。如有違例，本集團是絕不姑息，定會秉公辦理。

於匯報期間，本集團並未有違反任何有關產品責任、知識產權及資料私隱的法律法規。此外，本集團以沒有已售產品需要回收。

B.7 反貪污

本集團深信誠信經營是企業社會責任的基礎，也是維持企業競爭優勢和持續經營的重要根基。本集團致力達致高度廉潔與問責，嚴格遵守所有與反貪污及反賄賂相關的法律法規。我們對任何形式的貪污採取零容忍態度。本公司員工合同內規定員工不得有任何腐敗賄賂、勒索、欺詐及洗黑錢行為，嚴禁收受供應商或客戶的禮品禮金。我們同時定期為員工提供商業道德行為及防貪培訓，並為員工提供接受饋贈的利益申報表，一旦發現違紀違規問題，將及時制止及立即嚴肅處理，並把觸犯法律的員工，交由司法機關依法處理，絕不姑息。此外，我們在簽訂合同前均向供應商介紹本公司的監管防貪制度。





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There are independent internal audit department and internal audit regime for the Group. Internal auditor is responsible for the Group's internal audit supervision and the establishment of the internal control system. Based on the results of internal audits, management will organize regular meetings to implement relevant works and prevent the risks of corruption. In addition, the Group has appointed independent third-party auditor with international qualifications to conduct financial audits twice a year to reduce operating risks and strengthen anti-corruption management.

The Group encourages reporting of misconduct. Whistleblowers may report any suspected misconducts to the audit committee of the Group through email. The audit committee will investigate any suspicious or illegal acts to protect the interests of the Group. Investigations are handled confidentially and management will take corrective actions to resolve the proven frauds. The audit committee will report the misconduct events at least once a year to the Board. There are reward funds for whistleblowers to show our appreciation.

During the Reporting Period, the Group did not receive any corruption lawsuits against the Group or its employees. Meanwhile, the Group and its employees were not in violation of any of the relevant laws and regulations in relation to bribery, extortion, fraud and money laundering.

本集團設有獨立運作的內部審計部門及內部審計規章。內部審計員負責本集團的內部審計監督及內部控制體系建設工作。管理層將依據企業內部審核結果，定期組織專題會議落實相關工作，防範貪污風險。此外，本集團已聘請獨立第三方具有國際資質的審計機構每年兩次進行財務審計，從而降低經營風險，加強反腐敗管理。

本集團鼓勵舉報不當行為。舉報人可通過舉報郵箱向本集團審核委員會舉報任何涉嫌的不當行為。審核委員會將對任何可疑或非法行為進行調查，保障本集團利益。調查事宜均予以機密處理，及管理層將採取更正行動，解決經證實的欺詐行為。審核委員會將至少每年一次向董事會匯報不當行為個案。我們也對舉報人員設立獎勵基金，以示嘉許。

於匯報期間，本集團並未發現針對本集團或其僱員的任何貪污訴訟。同時，本集團及其員工在賄賂、勒索、欺詐和洗黑錢方面未違反任何相關法律法規。

B.8 Community Investment

The Group endeavors to community building. We leverage our resources to contribute to the society and assist Kyrgyzstan to become a cohesive and caring society. We pay special attention to fostering employees' awareness of social responsibility and encourage them to voluntary participate in charity events, which allow them integrating with local communities and facilitate the China and Kyrgyzstan relationship. During the Reporting Period, the Group has participated in Cachicarada's annual hygienic works and was responsible to maintain the cleanliness of the streets. Our staff participated in a total of 276 hours of volunteer services.

In addition, we are the member of the Kyrgyzstan Mining Association and were the sponsor the Kyrgyzstan Petroleum Workers' Festival. In order to promote the employment, apart from offering working opportunities to local residents, the Group cooperated with local authorities in Kyrgyzstan to provide Mandarin introductory courses to local residents. Since the Group strictly abides by the Kyrgyzstan laws and regulations, as well as ethnic customs, we are unanimously recognized by the local residents and one of the dozens of Chinese corporates with the highest reputation in Kyrgyzstan.

B.8 社區投入

本集團重視參與社區建設，致力利用我們的資源貢獻社會，銳意協助吉爾吉斯建設成為有凝聚力和關愛的社會。我們十分重視培育員工的社會責任意識，並鼓勵員工自願參與慈善社區活動，融入當地社區，促進中國及吉爾吉斯之間的交流。於匯報期間，本集團曾參與卡奇卡拉達市一年一度衛生城市創建工作，義務負責市內街道的衛生維護工作。我們員工合共參與了276小時義工服務。

此外，我們為吉爾吉斯礦業協會會員，亦贊助吉爾吉斯石油工人節。本集團為了促進就業，除提供職位予吉爾吉斯居民外，我們特別與當地機構合作，為當地居民提供普通話入門課程，增強他們的就業機會。本集團嚴格遵守吉爾吉斯當地法律法規和民族風俗，獲得當地居民的一致認可，為當地數十家中國企業中聲譽最高的公司之一。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE SHAREHOLDERS OF CHINA HUARONG ENERGY COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

致中國華榮能源股份有限公司股東

(於開曼群島註冊成立的有限公司)

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of China Huarong Energy Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 92 to 213, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of comprehensive income for the year then ended, the consolidated statement of changes in equity for the year then ended and the consolidated statement of cash flows for the year then ended; and the notes to the consolidated financial statements, which include a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group and whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

Material Uncertainty Relating to Going Concern

As set out in Note 2.1(b) to the consolidated financial statements, the Group incurred and had an operating cash outflow of RMB9,016,000 during the year ended 31 December 2020. As at 31 December 2020, the Group had a deficit of RMB7,899,066,000 and the Group's current liabilities exceeded its current assets by RMB7,423,414,000. The Group maintained cash and cash equivalents of RMB16,064,000 as at 31 December 2020.

On 9 October 2018, the Group entered into a conditional sale and purchase agreement to dispose of the core assets and liabilities of shipbuilding, offshore engineering, engineering machinery and marine engine building segments (the "Shipbuilding Business", together with the holding company of the Shipbuilding Business referred to as the "Disposal Group") with an independent third party. Pursuant to certain supplemental agreements signed with Unique Orient Limited (the "Purchaser"), an independent third party, the sale shares of Able Diligent Limited, the holding company of the Disposal Group, was transferred to the Purchaser on 10 March 2019. As at 31 December 2020, financial guarantees provided by the Company to the banks and lenders of the Disposal Group, inclusive of principals and interest, amounted to RMB4,545,132,000. The Group has considered the impact and recognised financial guarantee contract of the same amount as at 31 December 2020.

無法表示意見

我們已獲委聘審計列載於第92至213頁中國華榮能源股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於二零二零年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合全面收益表、截至該日止年度的綜合權益變動表及截至該日止年度的綜合現金流量表；以及綜合財務報表附註，包括主要會計政策概要。

我們不對該等 貴集團的綜合財務報表及該等綜合財務報表是否已按照香港《公司條例》的披露規定妥為擬備發表意見。由於本報告「導致無法表示意見的基礎」一節所述事項的重要性，我們未能取得充分和適當的審計憑證，以為該等綜合財務報表的審計意見提供基礎。

導致無法表示意見的基礎

與持續經營相關的重大不確定事項

如綜合財務報表附註2.1(b)所述，截至二零二零年十二月三十一日止年度，貴集團產生及有經營現金流出人民幣9,016,000元。於二零二零年十二月三十一日，貴集團虧絀為人民幣7,899,066,000元，而貴集團流動負債超出其流動資產人民幣7,423,414,000元。於二零二零年十二月三十一日，貴集團維持現金及現金等價物人民幣16,064,000元。

於二零一八年十月九日，貴集團已與獨立第三方訂立有條件出售及購買協議，以售出出售集團之造船、海洋工程、工程機械及動力工程板塊(「造船業務」，連同控股造船業務公司統稱為「出售集團」)的核心資產及負債。根據與獨立第三方東唯有限公司(Unique Orient Limited,「買方」)簽訂的若干補充協議，出售集團控股公司Able Diligent Limited的銷售股份已於二零一九年三月十日轉讓予買方。於二零二零年十二月三十一日，貴公司就出售集團向銀行及借款人提供的財務擔保(包括本金及利息)為人民幣4,545,132,000元。貴集團已考慮其影響並於二零二零年十二月三十一日確認財務擔保合約。

INDEPENDENT AUDITOR'S REPORT

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During the year, the Group's operation was focused primarily on the energy exploration and production segment (the "Energy Business", together with the corporate headquarters referred to as the "Remaining Group"), the development of which has however been limited due to market conditions and availability of funds for investing in exploration and drilling of wells. As at 31 December 2020, borrowings of the Group (the "Borrowings of Remaining Group"), amounted to RMB3,392,891,000, out of which RMB1,365,178,000 were overdue. As at 31 December 2020, overdue interest payables of the Remaining Group amounted to RMB492,486,000. Certain borrowings of the Remaining Group contain cross-default terms, causing Borrowings of Remaining Group of RMB8,618,000 as at 31 December 2020 to become immediately repayable. The Remaining Group had cash and cash equivalents of RMB16,064,000 as at 31 December 2020.

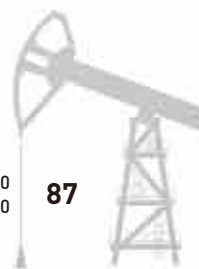
These conditions, together with others described in Note 2.1(b) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt over the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, to refinance its operations and to restructure its debts which are set out in Note 2.1(b) to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to material uncertainties, including (i) whether the Group is able to obtain the agreement from the banks and lenders to release or discharge the Company's guarantees for the borrowings owed by the Disposal Group; (ii) whether the Group is able to convince the banks and lenders not to demand for repayment of the outstanding loans of the Disposal Group before the completion of the release of the Company's guarantees; (iii) whether the Group is able to negotiate with all existing promissory note holders to make further arrangements including extension of the maturity dates; (iv) whether the Group is able to negotiate with the relevant bank for the renewal or extension for repayment for the bank borrowing; (v) whether the Group is able to obtain waivers from the relevant promissory note holders for the due payment in relation to those notes that have cross-default terms and extend the repayment dates when they fall due; (vi) whether the Group can successfully implement a business plan for its Energy Business to generate cash inflows; and (vii) whether the Group can obtain additional sources of financing, including those to finance the Energy Business and draw down from the various facilities made available to the Group by entities controlled by Mr. Zhang Zhi Rong and a close family member of Mr. Zhang Zhi Rong, during the year as and when needed.

年內，貴集團的業務專注於能源勘探及生產分部（「能源業務」，與公司總部統稱為「餘下集團」），然而由於勘探和鑽井投資的市況及可用資金，能源業務之開發受到限制。於二零二零年十二月三十一日，貴集團的借款（「餘下集團借款」）為人民幣3,392,891,000元，當中人民幣1,365,178,000元已逾期。於二零二零年十二月三十一日，餘下集團的逾期應付利息為人民幣492,486,000元。餘下集團的若干借款含交叉違約條款，導致餘下集團須立即於二零二零年十二月三十一日償還借款人民幣8,618,000元。於二零二零年十二月三十一日，餘下集團的現金及現金等價物為人民幣16,064,000元。

以上事項，連同綜合財務報表附註2.1(b)所述的其他事項，表明可能導致貴集團的持續經營能力產生重大疑慮的事項或情況存在重大不確定性。

貴公司董事一直採取多項措施改善貴集團的流動性及財務狀況，為其營運再融資及重組其債務（詳情載於綜合財務報表附註2.1(b)）。綜合財務報表在持續經營的基礎上編製。該編製基礎是基於上述改善措施實施的結果，而該等措施的實施結果取決於重大不確定事項，包括：(i) 貴集團是否能夠取得銀行及貸方的同意，以釋放或解除貴公司對出售集團所欠借款的擔保；(ii) 貴集團是否能夠於貴公司擔保解除完成前說服銀行及貸方不要求償還出售集團的未償還貸款；(iii) 貴集團能否與現有全部承兌票據持有人磋商以作進一步安排，包括延後到期日；(iv) 貴集團能否與有關銀行磋商重續或延期償還銀行借款；(v) 貴集團能否就與具有交叉違約條款及於到期時延長還款日期的該等票據有關的到期付款從相關承兌票據持有人獲取豁免；(vi) 貴集團能否為其能源業務成功執行業務計劃以產生現金流；及(vii) 貴集團能否取得額外融資來源，包括為其能源業務提供資金的融資來源，以及動用由張志熔先生及張志熔先生家屬所控制的實體於年內及有需要時向貴集團所提供多項融資。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

Opening balances and comparative figures — Impairment of property, plant and equipment and intangible assets and impairment of the Company's investments in subsidiaries and amounts due from subsidiaries

The audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2019 (the "2019 Financial Statements"), which form the basis for the comparative figures presented in the current year's consolidated financial statements, was disclaimed by the predecessor auditor, whose report dated 6 May 2020, because of unable to obtain sufficient appropriate audit evidence on impairment of (a) property, plant and equipment and intangible assets; and (b) the Company's investments in subsidiaries and amounts due from subsidiaries.

As at 31 December 2019, the Group's property, plant and equipment and intangible assets amounted to RMB598,369,000 and RMB1,686,779,000 respectively. Such assets pertain to the Energy Business. In determining the recoverable amounts of these non-current assets, the directors of the Company used value-in-use calculations, taking into consideration the proven oil reserve and new sources of financing for oil exploration. As the value-in-use amounts for the Energy Business exceeded the carrying values of the corresponding non-current assets the directors of the Company are of the opinion that there was no impairment of these non-current assets as at 31 December 2019. The recoverable amounts of these non-current assets are estimated based on the assumption that the Group will obtain adequate financing for oil exploration in the future.

如 貴集團無法達成上述計劃及措施，其未必能在持續經營的基礎上繼續經營，並必須作出調整，將 貴集團的資產賬面值調整至其可收回金額，以為進一步可能出現的負債撥備，同時將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於綜合財務報表中。

期初結餘及比較數字 — 物業、廠房及設備以及無形資產之減值以及 貴公司於附屬公司之投資及應收附屬公司款項之減值

對 貴集團截至二零一九年十二月三十一日止年度的綜合財務報表（「二零一九年財務報表」）的審計意見，構成本年度綜合財務報表所呈列比較數字的基礎，由於無法就(a)物業、廠房及設備以及無形資產；及(b) 貴公司於附屬公司之投資及應收附屬公司款項之減值取得充分和適當的審計憑證，因此前任核數師在其日期為二零二零年五月六日之報告內作出無法表示意見。

於二零一九年十二月三十一日， 貴集團物業、廠房及設備以及無形資產分別為人民幣598,369,000元及人民幣1,686,779,000元。該等資產屬於能源業務。釐定該等非流動資產的可收回金額時， 貴公司董事以使用價值計算，並考慮已探明的石油儲量及石油勘探新融資來源。由於能源業務的使用價值金額超過相應非流動資產的賬面值， 貴公司董事認為於二零一九年十二月三十一日，該等非流動資產並無減值。該等非流動資產的可收回金額乃假設 貴集團將於未來就石油勘探取得足夠融資而估計。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

The predecessor auditor were unable to obtain sufficient appropriate audit evidence they consider necessary to assess the recoverable amounts of the non-current assets amounting to RMB2,285,148,000 of the Remaining Group, as the recoverable amount of the non-current assets of the Remaining Group is dependent on the availability of financing for oil exploration. There were no alternative audit procedures that the predecessor auditor could perform to satisfy themselves as to the recoverable amounts of these property, plant and equipment and intangible assets and whether any impairment charge should be made. Any impairment provision for these assets found to be necessary would affect the Group's net assets as at 1 January 2020, the Group's net loss for the year ended 31 December 2019 and the related note disclosures to the consolidated financial statements.

In addition, as these assets were held by a material subsidiary, any impairment provision for these assets found to be necessary would also affect the carrying amounts of the Company's investments in subsidiaries and amounts due from subsidiaries as well as the Company's accumulated losses, which amounted to RMB1,514,410,000, RMB141,221,000 and RMB22,270,682,000, respectively, as at 1 January 2020 as well as the related disclosures in the consolidated financial statements.

As explained above, we have been unable to obtain sufficient appropriate audit evidence about whether the opening balances as at 1 January 2020 of the impairment and carrying amounts of (a) the Group's property, plant and equipment and intangible assets; and (b) the Company's investments in subsidiaries and amounts due from subsidiaries were free from material misstatements. Since opening balances of these assets as at 1 January 2020 are entered into the determination of the impairment loss of these assets and the financial performance of the Group for the year ended 31 December 2020, we were unable to determine whether any adjustments might have been found to be necessary in respect of the impairment loss of these assets and financial performance for the year ended 31 December 2020. Our audit opinion was disclaimed in this respect accordingly.

前任核數師無法取得彼等認為需要的充分及適當的審計證據以評核餘下集團可收回金額為人民幣2,285,148,000元的非流動資產，乃由於餘下集團非流動資產的可收回金額取決於為石油勘探融資的能力。前任核數師並無可替代的審計程序完成審計工作以確定該等物業、廠房及設備以及無形資產的可收回金額，亦無法斷定應否計提減值。一旦需就該等資產作減值撥備，將影響 貴集團於二零二零年一月一日的資產淨值、 貴集團截至二零一九年十二月三十一日止年度的淨虧損以及綜合財務報表之相關附註披露。

此外，由於該等資產由主要附屬公司持有，一旦需就該等資產作減值撥備，亦會影響 貴公司於附屬公司之投資及應收附屬公司款項於二零二零年一月一日的賬面值及 貴公司之累計虧損分別為人民幣1,514,410,000元、人民幣141,221,000元及人民幣22,270,682,000元及於綜合財務報表之相關披露。

誠如上文所闡釋，我們無法就 (a) 貴集團的物業、廠房及設備以及無形資產；及 (b) 貴公司於附屬公司之投資及應收附屬公司款項之減值及賬面值於二零二零年一月一日的期初結餘是否不存在重大錯誤陳述取得充分和適當的審計憑證。由於於二零二零年一月一日的該等資產的期初結餘乃釐定 貴集團於截至二零二零年十二月三十一日止年度的財務表現的因素，故我們無法確定是否需對該等資產的減值虧損及截至二零二零年十二月三十一日止年度的財務表現作出任何調整。我們的審計意見相應就此作出無法表示意見。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Also, as mentioned above, the audit opinion for the year ended 31 December 2019 was disclaimed by the predecessor auditor, our opinion on the comparability of the current year's figures and the corresponding figures was also disclaimed because of the possible effects of these matters.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards ("IFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

此外，誠如上文所述，截至二零一九年十二月三十一日止年度的審計意見乃由前任核數師作出無法表示意見，我們對本年度數字與相應數字的可資比較性的意見亦因該等事項的可能影響作出無法表示意見。

董事及治理層對綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》(「國際財務報告準則」)及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with International Standards on Auditing and to issue an auditor's report. We report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Crowe (HK) CPA Limited
Certified Public Accountants

Hong Kong, 26 March 2021

Chung Wai Chuen, Alfred
Practising Certificate Number: P05444

核數師就審核綜合財務報表承擔的責任

我們負責按照國際審計工作準則，對貴集團的綜合財務報表進行審計，並出具核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。然而，由於本報告導致無法表示意見的基礎一節所披露的事項，我們未能獲得充分和適當的審計證據以為該等綜合財務報表的審計意見提供基礎。

根據國際道德準則委員會的《專業會計師的會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

國富浩華(香港)會計師事務所有限公司
執業會計師

香港，二零二一年三月二十六日

鍾偉全
執業證書編號：P05444





CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

			2020	2019
		Notes	二零二零年	二零一九年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	6	258,913	598,369
Intangible assets	無形資產	7	714,757	1,686,779
			973,670	2,285,148
Current assets	流動資產			
Inventories	存貨	9	818	1,717
Trade receivables	應收賬款	10(a)	1,005	2,777
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	10(b)	14,376	16,491
Cash and cash equivalents	現金及現金等價物	11	16,064	42,851
			32,263	63,836
Total assets	總資產		1,005,933	2,348,984
DEFICIT	虧絀			
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔資本及儲備			
Ordinary shares	普通股	12	2,021,534	2,021,534
Convertible preference shares	可轉換優先股	12	3,100,000	3,100,000
Share premium	股份溢價	12	8,374,605	8,374,605
Other reserves	其他儲備	14	103,199	211,147
Accumulated losses	累計虧損		(21,465,874)	(22,253,809)
			(7,866,536)	(8,546,523)
Non-controlling interests	非控股權益		(32,530)	(16,982)
Total deficit	總虧絀		(7,899,066)	(8,563,505)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

			2020	2019
			二零二零年	二零一九年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	16	1,449,322	937,125
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	15	966,976	772,802
Borrowings	借款	16	1,943,569	2,657,418
Financial guarantee contracts	財務擔保合約	28	4,545,132	6,545,144
			7,455,677	9,975,364
Total liabilities	總負債		8,904,999	10,912,489
Total deficit and liabilities	總虧絀及負債		1,005,933	2,348,984

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

以上綜合財務狀況表應與隨附附註一併參閱。

The consolidated financial statements on pages 92 to 213 were approved by the Board of Directors on 26 March 2021 and signed on its behalf by

第92至213頁的綜合財務報表經董事會於二零二一年三月二十六日批准並由下列人士代表董事會簽署

Chen Qiang

陳強

Director

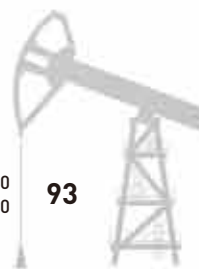
董事

Hong Liang

洪樑

Director

董事





CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020	2019
		Notes	二零二零年	二零一九年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Continuing operations	持續經營業務			
Revenue	收益	5	34,800	47,747
Cost of sales	銷售成本	18	(41,227)	(34,680)
Gross (loss)/profit	毛(虧損)/利潤		(6,427)	13,067
Selling and marketing expenses	銷售及市場推廣開支	18	(14)	(2,393)
General and administrative expenses	一般及行政開支	18	(48,473)	(43,114)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	6	(296,559)	(19,285)
Impairment loss on intangible assets	無形資產減值虧損	7	(864,374)	—
Other gains/(losses) – net	其他收益/(虧損) – 淨額	20	16,393	(40)
Operating loss	經營虧損		(1,199,454)	(51,765)
Finance income	融資收入	21	36,641	34,382
Finance costs	融資成本	21	(72,233)	(356,821)
Finance costs – net	融資成本 – 淨額	21	(35,592)	(322,439)
Loss before income tax	除所得稅前虧損		(1,235,046)	(374,204)
Income tax expense	所得稅開支	22	(8)	—
Loss for the year from continuing operations	來自持續經營業務的年度虧損		(1,235,054)	(374,204)
Discontinued operations	已終止業務			
Loss for the year from discontinued operations	來自已終止業務的年度虧損	17	—	(443,074)
Gain on the disposal of discontinued operations	出售已終止業務的收益	17	—	916,012
Change in provision for financial guarantee contracts	財務擔保合約的撥備變動	28	2,000,011	13,333
Profit for the year arising from discontinued operations	來自已終止業務的年度利潤		2,000,011	486,271
Profit for the year	年度利潤		764,957	112,067

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Profit/(loss) attributable to:	應佔利潤／(虧損)：		
Equity holders of the Company	本公司權益持有人	782,599	137,320
Non-controlling interests	非控股權益	(17,642)	(25,253)
		764,957	112,067
[Loss]/profit attributable to the equity holders of the Company arisen from:	本公司權益持有人應佔 (虧損)／利潤產生於：		
- Continuing operations	- 持續經營業務	(1,217,412)	(378,270)
- Discontinued operations	- 已終止業務	2,000,011	515,590
		782,599	137,320
Other comprehensive income/(loss) for the year:	年度其他全面收入／(虧損)：		
Items that cannot be reclassified to profit or loss	不可重新分類至損益之項目		
- Fair value gain/(loss) on a financial asset at fair value through other comprehensive income	- 按公允值計入其他全面收益的金融資產的公允值收益／(虧損)	—	2,616
Other comprehensive income/(loss) arising from discontinued operations	來自己終止業務的其他全面收入／(虧損)	—	2,616
Items that may be reclassified to profit or loss	可能重新分類至損益之項目		
- Exchange difference on translation of foreign operations	- 換算海外營運產生的匯兌差額	(100,518)	20,223
Other comprehensive income for the year, net of tax	除稅後年度其他全面收入	(100,518)	22,839
Total comprehensive income for the year	年度全面收入總額	664,439	134,906
Attributable to:	歸屬於：		
Equity holders of the Company	本公司權益持有人	679,987	160,282
Non-controlling interests	非控股權益	(15,548)	(25,376)
		664,439	134,906



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Note	2020	2019
	附註	二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total comprehensive (loss)/income for the year attributable to the equity holders of the Company arisen from:	本公司權益持有人應佔年度全面(虧損)/收益總額產生於：		
Continuing operations	持續經營業務	(1,320,024)	(357,924)
Discontinued operations	已終止業務	2,000,011	518,206
		679,987	160,282
Loss per share for loss from continuing operations attributable to the equity holders of the Company (expressed in RMB per share)	本公司權益持有人應佔持續經營業務虧損每股虧損(以每股人民幣元列示)		
- Basic	- 基本	25	(0.03)
- Diluted	- 攤薄	25	(0.03)
Earnings per share for profit from discontinued operations attributable to the equity holders of the Company (expressed in RMB per share)	本公司權益持有人應佔已終止業務利潤每股盈利(以每股人民幣元列示)		
- Basic	- 基本	25	0.04
- Diluted	- 攤薄	25	N/A 不適用

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

以上綜合全面收益表應與隨附附註一併參閱。

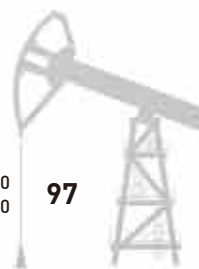
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

Attributable to equity holders of the Company
本公司權益持有人應佔

		Convertible				Accumulated losses	Total	Non-controlling interests	Total Deficit
		Ordinary shares	preference shares	Share premium	Other reserves				
		普通股	可轉換優先股	股份溢價	其他儲備	累計虧損	總計	非控股權益	總虧絀
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 12)	(Note 12)	(Note 12)	(Note 14)				
		(附註12)	(附註12)	(附註12)	(附註14)				
Balance at 1 January 2020	於二零二零年 一月一日的結餘	2,021,534	3,100,000	8,374,605	211,147	(22,253,809)	(8,546,523)	(16,982)	(8,563,505)
Profit/(loss) for the year	年度溢利/(虧損)	—	—	—	—	782,599	782,599	(17,642)	764,957
Other comprehensive income/(loss)	其他全面收益/ (虧損)	—	—	—	—	—	—	—	—
Exchange difference on translation of foreign operations	換算海外營運的 匯兌差額	—	—	—	(102,612)	—	(102,612)	2,094	(100,518)
Total comprehensive income/(loss) for the year	年度全面 收益/(虧損)總額	—	—	—	(102,612)	782,599	679,987	(15,548)	664,439
Transactions with equity holders in their capacity as owners	與身為擁有人之權益 持有人的交易	—	—	—	—	—	—	—	—
Lapse of employee share options	僱員認股權失效	—	—	—	(5,336)	5,336	—	—	—
Total transactions with owners in their capacity as owners	與身為擁有人之權益 持有人的交易總額	—	—	—	—	—	—	—	—
Balance at 31 December 2020	於二零二零年 十二月三十一日的 結餘	2,021,534	3,100,000	8,374,605	103,199	(21,465,874)	(7,866,536)	(32,530)	(7,899,066)



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔							Total 總虧絀
		Ordinary shares 普通股 RMB'000 人民幣千元 (Note 12) (附註12)	Convertible preference shares 可轉換優先股 RMB'000 人民幣千元 (Note 12) (附註12)	Share premium 股份溢價 RMB'000 人民幣千元 (Note 12) (附註12)	Other reserves 其他儲備 RMB'000 人民幣千元 (Note 14) (附註14)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total Total 總計 RMB'000 人民幣千元	Non- controlling interests 非控股權益 RMB'000 人民幣千元	
Balance at 1 January 2019	於二零一九年 一月一日的結餘	1,737,050	3,100,000	8,345,372	3,704,672	(25,907,616)	(9,020,522)	(609,604)	(9,630,126)
Profit/(loss) for the year	年度溢利/(虧損)	—	—	—	—	137,320	137,320	(25,253)	112,067
Other comprehensive income/(loss)	其他全面收益/ (虧損)	—	—	—	—	—	—	—	—
Fair value gain on a financial asset at fair value through other comprehensive income	按公允值計入其他全面 收益的金融資產的 公允值收益	—	—	—	2,616	—	2,616	—	2,616
Exchange difference on translation of foreign operations	換算海外營運的 匯兌差額	—	—	—	20,346	—	20,346	(123)	20,223
Total comprehensive income/ (loss) for the year	年度全面收益/ (虧損)總額	—	—	—	22,962	137,320	160,282	(25,376)	134,906
Transactions with equity holders in their capacity as owners	與身為擁有人之權益 持有人的交易								
Transfer of fair value loss on financial asset at fair value through other comprehensive income to accumulated losses upon disposal	按公允值計入其他全面 收益的金融資產的 公允值虧損於出售時 轉撥至累計虧損	—	—	—	6,140	(6,140)	—	—	—
Issuance of shares upon conversion of convertible bonds	因轉換可換股債券而 發行股份	284,484	—	29,233	—	—	313,717	—	313,717
Release of non-controlling interest upon disposal of discontinued operations	於出售已終止業務時 解除非控股權益	—	—	—	—	—	—	617,998	617,998
Release of other reserves upon disposal	於出售時解除其他儲備	—	—	—	(3,500,018)	3,500,018	—	—	—
Lapse of employee share options	僱員認股權失效	—	—	—	(22,609)	22,609	—	—	—
Total transactions with owners in their capacity as owners	與身為擁有人之權益 持有人的交易總額	284,484	—	29,233	(3,516,487)	3,516,487	313,717	617,998	931,715
Balance at 31 December 2019	於二零一九年 十二月三十一日的結 餘	2,021,534	3,100,000	8,374,605	211,147	(22,253,809)	(8,546,523)	(16,982)	(8,563,505)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

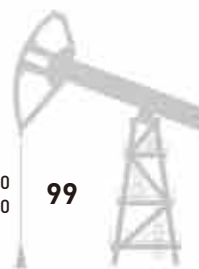
以上綜合全面收益表應與隨附附註一併參閱。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020	2019
			二零二零年	二零一九年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Cash flows from operating activities	來自經營活動的現金流			
Cash used in operations	經營所用現金	27	(2,573)	(23,933)
Interest paid	已付利息		(6,443)	(38,571)
Net cash generated from operating activities from discontinued operations	來自已終止業務的經營活動所得現金淨額	17	—	19,488
Net cash used in operating activities	經營活動所用現金淨額		(9,016)	(43,016)
Cash flows from investing activities	來自投資活動的現金流			
Purchase of property, plant and equipment	購買物業、廠房及設備		(13,743)	(5,695)
Interest received	已收利息		—	80
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備所得款項		1,614	—
Net cash used in investing activities from discontinued operations	來自已終止業務的投資活動所用現金淨額	17	—	(32,950)
Net cash used in investing activities	投資活動所用現金淨額		(12,129)	(38,565)
Cash flows from financing activities	來自融資活動的現金流			
Proceeds from other borrowings and advances	其他借款及墊款所得款項		215,139	309,194
Repayment of other borrowings	償還其他借款		(96,207)	(63,391)
Repayment of bank borrowings	償還銀行借款		(124,029)	(144,472)
Net cash used in financing activities from discontinued operations	來自已終止業務的融資活動所用現金淨額	17	—	(500)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		(5,097)	100,831





CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
	Notes 附註		
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(26,242)	19,250
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	42,851	23,236
Exchange difference on cash and cash equivalents	現金及現金等價物的 匯兌差異	(545)	365
Cash and cash equivalents at end of the year	年終現金及現金等價物	16,064	42,851

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

以上綜合全面收益表應與隨附附註一併參閱。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 General information

China Huarong Energy Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 3 February 2010 as an exempted company with limited liability under the Companies Law of the Cayman Islands. Its registered address is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The principal activities of the subsidiaries are set out in Note 31 to the consolidated financial statements.

The consolidated financial statements are presented in Renminbi (“**RMB**”), unless otherwise stated.

2 Principal accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(a) Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”). The consolidated financial statements have been prepared under the historical cost convention, except as modified by the accounting policies stated below.

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies.

1 一般資料

中國華榮能源股份有限公司(「**本公司**」)於二零一零年二月三日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司的註冊地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為投資控股公司。附屬公司的主要業務載列於綜合財務報表附註31。

除非另行訂明，否則綜合財務報表以人民幣列報。

2 主要會計政策

編製該等綜合財務報表時應用的主要會計政策載列如下。除非另有指明，有關政策已貫徹應用於所呈列的所有年度。

2.1 編製基準

(a) 合規聲明

本公司綜合財務報表乃按國際財務報告準則(「**國際財務報告準則**」)編製。該綜合財務報表乃按歷史成本法編製，惟就下文所述會計政策所作出的調整除外。

按照國際財務報告準則編製綜合財務報表需要運用若干重大會計估計，亦要求管理層在應用本集團的會計政策時作出判斷。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(a) Statement of compliance (Continued)

Except as described below, the accounting policies adopted are consistent with all the year's presented rules unless otherwise stated.

(b) Going concern basis

The Group had an operating cash outflow of RMB9,016,000 (the year ended 31 December 2019: outflow of RMB43,016,000) during the year ended 31 December 2020. As at 31 December 2020, the Group had a deficit of RMB7,899,066,000 (31 December 2019: RMB8,563,505,000) and the Group's current liabilities exceeded its current assets by RMB7,423,414,000 (31 December 2019: RMB9,911,528,000). The Group maintained cash and cash equivalents of RMB16,064,000 (31 December 2019: RMB42,851,000) as at 31 December 2020.

2 主要會計政策 (續)

2.1 編製基準 (續)

(a) 合規聲明 (續)

除下述者外，除非另行訂明，所採納的會計政策與各個年度所呈報規則一致。

(b) 持續經營基準

截至二零二零年十二月三十一日止年度，本集團經營現金流出為人民幣9,016,000元(截至二零一九年十二月三十一日止年度：流出人民幣43,016,000元)。於二零二零年十二月三十一日，本集團虧絀為人民幣7,899,066,000元(二零一九年十二月三十一日：人民幣8,563,505,000元)，而本集團流動負債超出其流動資產人民幣7,423,414,000元(二零一九年十二月三十一日：人民幣9,911,528,000元)。於二零二零年十二月三十一日，本集團維持現金及現金等價物人民幣16,064,000元(二零一九年十二月三十一日：人民幣42,851,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

On 9 October 2018, the Company entered into a conditional sale and purchase agreement with Unique Orient Limited (the “**Purchaser**”), an independent third party, to dispose of the core assets and liabilities of the Shipbuilding Business (the “**Disposal Group**”) at a consideration of HKD1 (the “**Transaction**”). There are certain conditions precedent pursuant to the Transaction, which included, but not limited to, the successful issuance of certain Convertible Preference Shares (“**CPS**”) to certain bank creditors of the subsidiaries of the Disposal Group, and the release or discharge of the relevant guarantees provided by the Company in respect of the debts of the Shipbuilding Business (the “**Relevant Guarantees**”). The conditional sale and purchase agreement and the issuance of CPS were approved by the shareholders of the Company and CPS were issued in December 2018.

On 3 March 2019, supplemental agreements were signed with the Purchaser, such that (1) the transfer of the sale shares of Able Diligent Limited, the holding company of the Disposal Group, to the Purchaser shall take place on or before 31 August 2019; (2) the Purchaser agreed to procure the release or discharge of the Relevant Guarantees; and (3) the Purchaser agreed to execute a share charge over the sale shares in favour of the Company. On 10 March 2019, the Group transferred the sale shares of Able Diligent Limited to the Purchaser.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

於二零一八年十月九日，本公司與獨立第三方東唯有限公司(「買方」)訂立有條件出售及購買協議，以1港元出售造船業務(「出售集團」)的核心資產及負債(「該交易」)。根據該交易有若干先決條件，包括但不限於成功向出售集團附屬公司的若干銀行債權人發行若干可轉換優先股(「可轉換優先股」)，以及免除或解除本公司就造船業務的債務提供的相關擔保(「相關擔保」)。有條件買賣協議及可轉換優先股之發行已獲本公司股東批准，而可轉換優先股已於二零一八年十二月發行。

於二零一九年三月三日，與買方簽訂補充協議，以致(1)出售集團之控股公司Able Diligent Limited向買方轉讓出售股份將於二零一九年八月三十一日或之前進行；(2)買方同意促成免除或解除相關擔保；及(3)買方同意以本公司為受益人就銷售股份訂立股份質押。於二零一九年三月十日，本集團將Able Diligent Limited的銷售股份轉讓予買方。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

Following the completion of the transfer of sale shares, the Group has derecognised the Disposal Group's assets and liabilities and recognised a disposal gain of RMB916,012,000. On 30 October 2019, a supplemental agreement was signed with the Purchaser, such that the share charge over the sale shares in favour of the Company executed by the Purchaser was replaced by a deed of indemnity provided by the Purchaser. Details of the disposal are disclosed in note 17.

As at 31 December 2020, financial guarantees provided by the Company to the banks and lenders of the Disposal Group, inclusive of principals and interest, amounted to RMB4,545,132,000. The Group has considered and recognised the corresponding impact of such financial guarantee contracts as at 31 December 2020. Details are disclosed in note 28.

As at 31 December 2020, borrowings of the Group amounted to RMB3,392,891,000, out of which RMB1,365,178,000 were overdue, while borrowings of the Group amounting to RMB8,618,000 contained cross-default terms as at 31 December 2020 and became immediately repayable. Total overdue interest payables of the Group amounted to RMB492,486,000. These borrowings are further explained below:

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

轉讓出售股份完成後，本集團終止確認出售集團的資產及負債，並確認出售收益人民幣916,012,000元。於二零一九年十月三十日，與買方簽訂補充協議，買方以本公司為受益人就銷售股份訂立的股份質押由買方提供的彌償契據代替。出售詳情於附註17中披露。

於二零二零年十二月三十一日，本公司就出售集團向銀行及借款人提供的財務擔保(包括本金及利息)為人民幣4,545,132,000元。本集團已考慮並於二零二零年十二月三十一日確認了財務擔保合約的相應影響。詳情於附註28中披露。

於二零二零年十二月三十一日，本集團的借款為人民幣3,392,891,000元，其中人民幣1,365,178,000元已逾期，而於二零二零年十二月三十一日本集團借款人民幣8,618,000元含交叉違約條款，並須立即償還。本集團的逾期應付利息為人民幣492,486,000元。該等借款於下文進一步詳述：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

- (i) The Group had promissory notes with an aggregate principal amount of RMB1,945,592,000 outstanding as at 31 December 2020, out of which approximately RMB762,863,000, RMB242,106,000 and RMB45,360,000 had been overdue since 2017, 2018 and 2020 respectively. The remaining outstanding promissory notes amounting to RMB8,618,000 became immediately repayable pursuant to the cross-default terms under the relevant loan agreements.

- (ii) The Group had bank borrowing of RMB314,849,000 which was overdue in accordance with the repayment date of the agreement as at 31 December 2020.

The above conditions indicate the existence of material uncertainties, which may cast significant doubt upon the Group's ability to continue as a going concern.

In view of such circumstances, the directors of the Company have, during the year and up to the date of the approval of these consolidated financial statements, taken the following measures to mitigate the liquidity pressure and to improve the financial position of the Group, to refinance its operation and to restructure its debts:

2 主要會計政策 (續)

2.1 編製基準 (續)

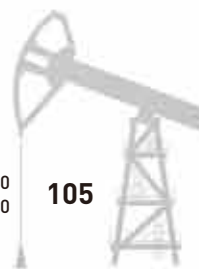
(b) 持續經營基準 (續)

- (i) 於二零二零年十二月三十一日，本集團持有本金總額為人民幣1,945,592,000元的未償還承兌票據，其中約人民幣762,863,000元、人民幣242,106,000元及人民幣45,360,000元分別自二零一七年、二零一八年及二零二零年起已經逾期。餘下未償還承兌票據人民幣8,618,000元根據相關貸款協議項下的交叉違約條款須立即償還。

- (ii) 本集團持有銀行借款人民幣314,849,000元，於二零二零年十二月三十一日，根據相關協議的還款日期已經逾期。

上述狀況表明可能導致本集團的持續經營能力產生重大疑慮存在重大不確定性。

鑒於上述情況，本公司董事於年內及截至批准該等綜合財務報表日期已採取以下措施，以減緩流動性壓力，並改善本集團財務狀況，同時對其營運進行再融資及重組債務：





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

- i) The Group has been actively negotiating with the relevant banks and lenders of the Disposal Group to release or discharge the Relevant Guarantees. Since the date of disposal until 31 December 2020, guarantees of RMB2,210,636,000 were discharged while guarantees of RMB4,545,132,000 are expected to be released in the year of 2021.
- ii) The Group is also maintaining its relationship with the banks and the lenders of the Disposal Group so that no action will be taken by them to demand immediate repayment of its outstanding borrowings under the Relevant Guarantees.
- iii) The Group has also been actively negotiating with the banks and lenders regarding the borrowing of RMB2,260,441,000 to take the following actions:
 - (a) As at 31 December 2020, outstanding promissory notes amounting to RMB1,006,600,000 which were not extended nor repaid upon the schedule repayment dates and thus became overdue and RMB8,618,000 became immediately repayable pursuant to the cross-default terms under the relevant loan agreements. The Company is in the process of negotiating with these promissory note holders for further arrangements, including the extension of maturity dates and obtaining waiver from the lender for the due payment pursuant to the relevant cross-default terms.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

- i) 本集團一直積極與相關銀行及出售集團的貸款人磋商，以免除或解除相關擔保。自出售當日直至二零二零年十二月三十一日，人民幣2,210,636,000元之擔保已解除，而人民幣4,545,132,000元之擔保預期將於二零二一年解除。
- ii) 本集團亦維持其與銀行及出售集團的借款人的關係，以確保彼等不會採取行動要求立即償還相關擔保項下的未償還借款。
- iii) 本集團亦一直積極就借款人民幣2,260,441,000元與銀行及貸款人磋商，以採取以下行動：
 - (a) 於二零二零年十二月三十一日，未償還承兌票據金額人民幣1,006,600,000元於計劃還款日期並無延長或償還，並因此已逾期；而人民幣8,618,000元根據相關貸款協議項下的交叉違約條款須立即償還。本公司正與該等承兌票據持有人磋商以作進一步安排，包括延長到期日，並根據相關交叉違約條款就到期付款向借款人獲取豁免。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

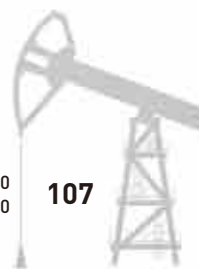
- iii) (Continued)
 - (b) As at 31 December 2020, the Group had bank borrowing of RMB314,849,000 which was overdue. The Group is in the process of negotiating with the relevant bank for extension of repayment and renewal of such borrowing.
- iv) During the year ended 31 December 2020, the Group obtained unsecured and interest-free loans from an entity controlled by a close family member of Mr. Zhang Zhi Rong amounting to RMB360,140,000, which will be due for repayment in December 2022.
- v) As at 31 December 2020, the Group has drawn down USD119,708,000 (equivalent to approximately RMB781,297,000) in total from the loan agreement provided by entity controlled by Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to USD250,000,000 (equivalent to approximately RMB1,631,675,000) to the Group for the funding of the oilfield operations of the energy exploration and production segment. The carrying amount is RMB719,927,000 and it is payable between December 2021 and December 2022.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

- iii) (續)
 - (b) 於二零二零年十二月三十一日，本集團的銀行借款人民幣314,849,000元已逾期。本集團正與相關銀行協商就相關借款予以延長還款及續期。
- iv) 截至二零二零年十二月三十一日止年度，本集團從由張志熔先生家屬控制的實體取得無擔保及免息貸款，金額為人民幣360,140,000元，將於二零二二年十二月到期。
- v) 於二零二零年十二月三十一日，本集團已從由張志熔先生控制的實體訂立之貸款協議合共提取119,708,000美元(相當於約人民幣781,297,000元)，該實體同意向本集團提供不多於250,000,000美元(相當於約人民幣1,631,675,000元)的貸款融資，為本集團能源勘探及生產板塊的油田經營提供資金。賬面值為人民幣719,927,000元並須於二零二一年十二月至二零二二年十二月之間償還。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

- vi) The Group has focused on its operations in development of the energy exploration and production segment. A number of wells were developed in the Republic of Kyrgyzstan (“**Kyrgyzstan**”) and management expects to realise an increase of oil output through further development and expansion of this segment, thereby generating steady operating cash flows.

As at 31 December 2020, the Group has drawn down RMB9,100,000 from the loan agreement provided by an entity controlled by Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to RMB40,000,000 to the Group for the funding in respect of the energy exploration and production segment.

In addition, the Group also entered into a Co-operative Framework Agreement during the year ended 31 December 2018 with an independent third party who agreed to provide materials for the exploration and production of crude oil with an aggregate amount up to USD500,000,000, in exchange for an option to purchase up to 70% of the total crude oil produced by the Group at 92% to 95% of the market price as a form of repayment until all the liabilities are repaid. Such facility has not been utilised up to 31 December 2020.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

- vi) 本集團專注發展能源勘探及生產業務板塊。在吉爾吉斯共和國(「**吉爾吉斯**」)已開發數口油井，而管理層預計透過進一步發展及拓展該業務板塊將石油產量提升，從而帶來穩定的經營現金流。

於至二零二零年十二月三十一日，本集團已從由張志熔先生控制的實體訂立之貸款協議提取人民幣9,100,000元，該實體同意向本集團提供不多於人民幣40,000,000元的貸款融資，為本集團之能源勘探及生產分部提供資金。

此外，截至二零一八年十二月三十一日止年度，本集團亦與一名獨立第三方訂立合作框架協議，該獨立第三方同意提供原油勘探及生產材料總額高達500,000,000美元以交換可按市場價格92%至95%購買本集團原油生產總量最多70%的期權，作為償還方式，直至償還所有負債。直至二零二零年十二月三十一日，該等融資尚未動用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

The directors have reviewed the Group's cash flow projections prepared by management that covered a period of not less than twelve months from 31 December 2020. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of the statement of financial position. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the successful fulfillment of the following plans:

- i) obtaining the agreement from the banks and lenders to release or discharge the Relevant Guarantees for the borrowings owed by the Disposal Group;
- ii) convincing the banks and lenders not to demand for repayment of the outstanding loans of the Disposal Group before the completion of the release of the Relevant Guarantees;

2 主要會計政策 (續)

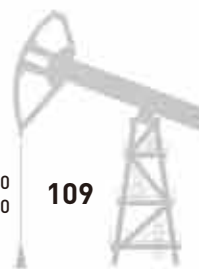
2.1 編製基準 (續)

(b) 持續經營基準 (續)

董事已審閱管理層編製的涵蓋自二零二零年十二月三十一日起至少十二個月的本集團的現金流量預測。彼等認為，考慮到上述計劃及措施，本集團將有充足的營運資金為其業務經營提供資金，並能履行自財務狀況表結算日起計未來十二個月內到期的財務義務。因此，董事相信，以持續經營的基礎編製綜合財務報表屬恰當。

儘管如此，本公司管理層能否如上文所述達成其計劃及措施存有重大的不確定性。本集團日後能否以持續經營基礎繼續經營，將視乎本集團能否成功達成以下計劃，獲得充足的融資及經營現金流量：

- i) 向銀行及借款人取得同意，免除或解除本公司就出售集團所結欠借款作出的相關擔保；
- ii) 說服銀行及借款人於相關擔保免除完成前不要求償還出售集團的未償還貸款；





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

- iii) negotiating with all existing promissory note holders of outstanding principals of RMB1,945,592,000 together with accrued interests thereon for further arrangements including extension of the maturity dates;
- iv) negotiating with the relevant bank for the renewal or extension for repayments for the bank borrowing of RMB314,849,000 that was overdue as at 31 December 2020;
- v) obtaining waivers from the relevant promissory note holders for the due payment in relation to those notes that have cross-default terms and extend the repayment dates when they fall due;
- vi) implementing a business plan for its energy exploration and production segment to generate cash inflows; and
- vii) obtaining additional sources of financing other than those mentioned above, including those to finance the energy exploration and production segment, and the successful drawdown of the various facilities made available to the Group by entities controlled by Mr. Zhang Zhi Rong and a close family member of Mr. Zhang Zhi Rong, as described in management's plan above, as and when needed.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

- iii) 與未償還本金為人民幣1,945,592,000元(連同其應計利息)的所有現有承兌票據持有人磋商，以作進一步安排，包括延後到期日；
- iv) 就二零二零年十二月三十一日之逾期銀行借款人民幣314,849,000元與有關銀行磋商重續或延長還款；
- v) 就與具有交叉違約條款及於到期時延長還款日期的該等票據有關的到期付款從相關承兌票據持有人獲取豁免；
- vi) 為其能源及勘探生產板塊執行業務計劃以產生現金流入；及
- vii) 取得除上述以外的額外融資來源，包括為能源勘探及生產板塊提供資金的融資來源，以及成功動用由張志熔先生及張志熔先生家屬所控制的實體(誠如以上管理層計劃所述)於有需要時向本集團所提供多項融資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) Going concern basis (Continued)

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in these consolidated financial statements.

(c) New and amended standards, improvements and interpretation adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2020.

Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 3	Definition of a Business
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 主要會計政策 (續)

2.1 編製基準 (續)

(b) 持續經營基準 (續)

如本集團無法達成上述計劃及措施，其未必能在持續經營的基礎上繼續經營，並必須作出調整，將本集團的資產賬面值撇減至其可收回金額，以為未來可能出現的負債撥備，同時將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於綜合財務報表。

(c) 本集團採納的新訂及經修訂準則、改進及詮釋

本集團已就其自二零二零年一月一日開始的年度報告期間首次應用以下準則及修訂：

國際會計準則第1號及國際會計準則第8號 (修訂本)	重大的定義
國際財務報告準則第3號 (修訂本)	業務的定義
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號 (修訂本)	利率基準改革

以上所列之修訂對過往期間確認的金額並無任何影響，且預期不會對當前或未來期間產生重大影響。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(d) Issued but not yet effective International Financial Reporting Standards

Standards, amendments and interpretations that have been issued but not yet effective for the financial year beginning 1 January 2020 and not been early adopted by the Group as of the reporting period are as follows:

				Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
IFRS 17	國際財務報告準則第17號	Insurance contracts	保險合約	1 January 2023 二零二三年一月一日
Amendments to IFRS 3	國際財務報告準則第3號 (修訂本)	Reference to Conceptual Framework	概念框架參考意見	1 January 2022 二零二二年一月一日
Amendments to IAS 1	國際會計準則第1號 (修訂本)	Classification of Liabilities as Current or Non-current	負債分類為流動負債或非流動負債	1 January 2022 二零二二年一月一日
Amendments to IAS 37	國際會計準則第37號 (修訂本)	Onerous Contracts – Cost of Fulfilling a Contract	虧損合約 – 履行合約的成本	1 January 2022 二零二二年一月一日
Amendments to IFRSs	國際財務報告準則 (修訂本)	Annual improvements to IFRS standards 2018–2020 Cycle	國際財務報告準則二零一八年至二零二零年週期之年度改進	1 January 2022 二零二二年一月一日
Amendments to IAS 16	國際會計準則第16號 (修訂本)	Property, Plant and Equipment: Proceeds before intended use	物業、廠房及設備：作擬定用途前的所得款項	1 January 2022 二零二二年一月一日

The Group has already commenced an assessment of the impact of the new or revised standards that have been issued but either not yet effective for the financial period beginning 1 January 2020 or not been early adopted by the Group which are relevant to the Group's operation. The Group believes that the application of amendments to IFRSs, amendments to IASs and the new interpretations is unlikely to have a material impact on the Group's statement of financial position and performance as well as disclosure in the future.

2 主要會計政策 (續)

2.1 編製基準 (續)

(d) 已頒佈但尚未生效的國際財務報告準則

已頒佈但於二零二零年一月一日開始的財政年度尚未生效且本集團於報告期間並未提早採納的準則、修訂及詮釋如下：

				Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
IFRS 17	國際財務報告準則第17號	Insurance contracts	保險合約	1 January 2023 二零二三年一月一日
Amendments to IFRS 3	國際財務報告準則第3號 (修訂本)	Reference to Conceptual Framework	概念框架參考意見	1 January 2022 二零二二年一月一日
Amendments to IAS 1	國際會計準則第1號 (修訂本)	Classification of Liabilities as Current or Non-current	負債分類為流動負債或非流動負債	1 January 2022 二零二二年一月一日
Amendments to IAS 37	國際會計準則第37號 (修訂本)	Onerous Contracts – Cost of Fulfilling a Contract	虧損合約 – 履行合約的成本	1 January 2022 二零二二年一月一日
Amendments to IFRSs	國際財務報告準則 (修訂本)	Annual improvements to IFRS standards 2018–2020 Cycle	國際財務報告準則二零一八年至二零二零年週期之年度改進	1 January 2022 二零二二年一月一日
Amendments to IAS 16	國際會計準則第16號 (修訂本)	Property, Plant and Equipment: Proceeds before intended use	物業、廠房及設備：作擬定用途前的所得款項	1 January 2022 二零二二年一月一日

本集團已開始評估與本集團營運有關的該等已頒佈但於二零二零年一月一日開始的財政年度尚未生效或未獲本集團提早採納的新訂或經修訂準則的影響。本集團認為，應用該等對國際財務報告準則及國際會計準則的修訂以及新詮釋不大可能對本集團的財務狀況表及表現以及日後的披露造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.3).

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

2 主要會計政策 (續)

2.2 綜合入賬及權益會計法原則

(a) 附屬公司

附屬公司為本集團具有控制權的所有實體(包括結構實體)。若本集團具有承擔或通過參與享有有關實體所得的可變回報的風險或權利，並能透過其指揮實體業務的權力影響該等回報，即本集團對該實體具有控制權。附屬公司於其控制權轉移至本集團當日全面綜合入賬。於控制權終止的日期起取消綜合入賬。

本集團採用收購會計法將業務綜合入賬(參見附註2.3)。

集團公司間之公司間交易、結餘及未變現交易收益予以對銷。未變現虧損亦會予以抵銷，除非有關交易顯示所轉讓資產的減值證據。附屬公司之會計政策已按需要調整，以確保與本集團採納之政策貫徹一致。

業績內之非控股權益及附屬公司權益分別獨立呈列於綜合全面收益表、權益變動表及財務狀況表。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(b) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

2 主要會計政策 (續)

2.2 綜合入賬及權益會計法原則 (續)

(b) 擁有權權益變動

本集團將不會引致失去控制權的非控股權益交易視為與本集團權益持有人的交易。擁有權權益變動導致控股權益與非控股權益賬面值之間的調整以反映彼等於附屬公司之相對權益。非控股權益調整數額與任何已付或已收代價間之任何差額於本公司權益持有人應佔權益中之個別儲備內確認。

倘本集團因喪失控制權、共同控制權或重大影響力而終止就投資綜合入賬或按權益入賬，其於該實體之任何保留權益按其公允值重新計量，而賬面值變動則於損益內確認。就隨後入賬列作於聯營公司、合營企業或金融資產之保留權益而言，公允值成為初步賬面值。此外，先前於其他全面收益內確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。這可能代表先前在其他全面收益內確認之金額重新分類至損益或轉撥至適用國際財務報告準則所指／准許之另一權益類別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- (i) fair values of the assets transferred
- (ii) liabilities incurred to the former owners of the acquired business
- (iii) equity interests issued by the group
- (iv) fair value of any asset or liability resulting from a contingent consideration arrangement, and
- (v) fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 主要會計政策 (續)

2.3 業務合併

本集團採用收購會計法將所有業務合併入賬，而不論收購權益工具或其他資產。收購附屬公司之已轉讓代價為：

- (i) 所轉讓資產之公允值
- (ii) 所收購業務先前擁有人產生之負債
- (iii) 本集團發行之股權
- (iv) 或然代價安排產生之任何資產或負債之公允值，及
- (v) 於附屬公司任何已存在權益之公允值

除在有限的例外情況外，在業務合併中所購買可識別的資產以及所承擔的負債及或然負債，首先以彼等於購買日期的公允值計量。本集團按逐項收購基準以公允值或非控股權益按比例應佔的被收購實體可識別資產淨值確認被收購實體中的任何非控股權益。

收購相關成本於發生時支銷。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.3 Business combinations (Continued)

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Company who make strategic decisions.

2 主要會計政策 (續)

2.3 業務合併(續)

所轉讓代價、於被收購實體的任何非控股權益金額及任何先前於被收購實體的權益於收購日期的公允值與已收購可識別資產淨值的公允值的差額按商譽列賬。倘上述金額低於所收購業務可識別資產淨值的公允值，有關差額會作為一項廉價購買直接於損益確認。

或然代價歸類為權益或金融負債。歸類為金融負債的金額其後重新計量至公允值，公允值變動於損益確認。

倘業務合併分階段完成，收購方過往於收購對象所持股權於收購日期的賬面值重新計量至收購日期的公允值；該項重新計量所產生的任何收益或虧損，於損益確認。

2.4 板塊報告

經營板塊的報告方式與主要經營決策者獲提供的內部報告的方式一致。本公司的執行董事被視為作出策略決定的主要經營決策者，負責分配資源及評估營運板塊業績。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in profit or loss within 'finance income' or 'finance costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other (losses)/gains — net'.

2 主要會計政策 (續)

2.5 外幣換算

(a) 功能及呈列貨幣

本集團各公司的財務報表所載項目以各實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表乃以人民幣呈列，人民幣為本公司的功能貨幣及本集團的呈列貨幣。

(b) 交易及結餘

外幣交易根據於交易當日或項目重新計量時的估值當日的通行匯率換算為功能貨幣。因結算該等交易及按結算日匯率換算以外幣計價的貨幣性資產及負債而產生的匯兌盈虧乃於損益確認。倘該等交易與合資格現金流對沖及合資格投資淨額對沖有關或歸因於海外業務投資淨額的一部分，則會於權益中遞延。

有關借款的外匯收益及虧損於損益中的「融資收益」或「融資成本」內呈列。所有其他外匯收益及虧損於損益中的「其他(虧損)/收益 — 淨額」呈列。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Translation differences on non-monetary financial assets and liabilities such as derivative financial instruments are recognised as part of the fair value gain or loss.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in profit or loss.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income.

2 主要會計政策 (續)

2.5 外幣換算 (續)

(b) 交易及結餘 (續)

衍生金融工具等非貨幣金融資產及負債之匯兌差額確認為公允值收益或虧損之一部分。

(c) 集團公司

功能貨幣有別於呈列貨幣的所有集團公司(該等公司概無擁有嚴重通貨膨脹經濟的貨幣)的業績及財務狀況均按以下方式換算為呈列貨幣：

- (i) 於財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收市匯率換算；
- (ii) 各全面收益表內的收支乃按平均匯率換算(除非該平均匯率並非在有關交易日期當日通行匯率累積影響的合理估計內，在該情況下，收支按有關交易日期當日匯率換算)；及
- (iii) 所有因而產生的匯兌差額在損益內確認。

在綜合時，換算海外實體的淨投資，以及換算借貸及其他指定作為該等投資對沖的貨幣工具所產生的匯兌差額於其他全面收益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.6 Oil properties

The successful efforts method of accounting is used for oil exploration and production activities. Costs are accumulated on a field-by-field basis. All costs for development wells, support equipment and facilities, and proved mineral interests in oil properties are capitalised within construction in progress under property, plant and equipment. Geological and geophysical costs are expensed when incurred. Costs directly associated with an exploration well, and exploration and property leasehold acquisition costs, are capitalised within construction in progress until the determination of reserves is evaluated. If it is determined that commercial discovery has not been achieved, these costs are charged to profit or loss.

Once commercial reserves are found, construction in progress relevant to oil properties are tested for impairment, or whenever facts and circumstances indicate impairment. No depreciation and depletion is charged during the exploration and evaluation phase. When development is completed on a specific field, it is transferred to oil properties.

An impairment loss is recognised for the amount by which the exploration and evaluation assets' carrying amount exceeds their recoverable amount. The recoverable amount is the higher of the exploration and evaluation assets' fair value less costs of disposal and their value in use.

Oil properties are depreciated using the units-of-production method. Unit-of-production rates are based on proved developed reserves, which are oil reserves estimated to be recovered from existing facilities using current operating methods. Oil volumes are considered to be part of production once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the field storage tank.

2 主要會計政策 (續)

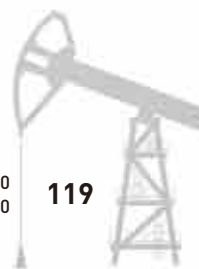
2.6 石油物業

石油勘探與生產活動採用成果法記賬。成本以每塊油田之基準累計。開發井、配套設施以及石油資產中的已探明礦區權益的所有成本均於物業、廠房及設備項下的在建工程中撥充資本。地質及地球物理成本於產生時支銷。直接涉及勘探井的成本以及勘探及物業租賃收購成本乃待評估儲量後而決定是否作為在建工程中撥充資本。倘確定儲量不足以作商業用途，則有關成本會自損益扣除。

一旦發現可作商業用途之儲量，或當事實及情況顯示出現減值，則有關石油項目的在建工程會進行減值測試。於勘探及評估期間無須扣除折舊及折耗。當特定油田完成開發時，其將轉撥為石油項目。

當勘探及評估資產賬面值高於可收回金額時，須將差額確認為減值虧損。可收回金額即勘探及評估資產公允值扣除銷售成本後的數額與使用價值之較高者。

石油項目按單位生產法折舊。單位生產率乃基於已探明經開發儲備，即以目前經營方法估計自現有設施收回的石油儲備。當石油量透過交接或儲存缸的出口閥銷售交易點計量時，即被視為生產的一部分。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.6 Oil properties (Continued)

Proven oil properties are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

2.7 Property, plant and equipment

The Group's buildings, including buildings under construction, are stated at revalued amount. All other property, plant and equipment, except for construction in progress, are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition and construction of the items.

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

2 主要會計政策 (續)

2.6 石油物業 (續)

倘出現事件或情況變動顯示可能無法收回其賬面值，則探明石油項目作減值檢討。當資產賬面值高於可收回金額時，須將差額確認為減值虧損。可收回金額為資產之公允值減出售成本與使用價值之較高者。就評估減值而言，資產乃按可個別識別現金流量之最低級別分組。

2.7 物業、廠房及設備

本集團的樓宇(包括在建樓宇)按重估金額列賬。所有其他物業、廠房及設備(在建工程除外)按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括收購及建設該等項目之直接開支。

期後成本只有在與該項目有關的未來經濟利益很有可能流入本集團，而該項目的成本能被可靠計量時，才包括在資產的賬面值或確認為一項獨立資產(視情況而定)。被替代部分的賬面值取消確認。所有其他維修及保養在產生的財政期間內於損益支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.7 Property, plant and equipment (Continued)

Except for oil properties, the depreciation of which is calculated using the unit-of-production method, depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Computer equipment	3–5 years
電腦設備	三至五年
Office equipment	5 years
辦公設備	五年
Motor vehicles	4–10 years
車輛	四至十年

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Plant and equipment under construction or pending installation are stated at cost impairment losses, if any. No depreciation is made on assets under construction in progress until such time as the relevant assets are completed and available for their intended use.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the profit or loss.

2 主要會計政策 (續)

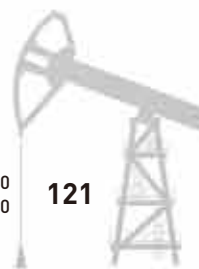
2.7 物業、廠房及設備 (續)

除石油項目(其折舊乃採用單位生產法計算)外，折舊採用以下的估計可使用年期將成本按直線法分攤至剩餘價值計算：

資產的剩餘價值及可使用年期在每個報告期間進行檢討，及在適當情況下調整。倘資產的賬面值高於其估計可收回金額，其賬面值即時撇減至可收回金額。

正在興建或尚待安裝的廠房及設備按成本減值虧損(如有)列賬。相關資產完成並可用作擬定用途前，在建工程資產不會作出折舊。

出售盈虧通過比較所得款項與賬面值而釐定，並在損益內確認。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.8 Intangible assets

Co-operation Rights

The Co-operation Rights represent rights to cooperate with the national oil company of Kyrgyzstan in the operation of the five oil fields zones (“**Co-operation Rights**”). The Co-operation Rights are stated at cost less accumulated amortisation and any impairment losses. The Co-operation Rights are amortised using the unit-of-production method. Unit-of-production rates are based on proved reserves, which are oil reserves estimated to be recovered from existing facilities using current operating methods. Oil volumes are considered to be part of production once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the field storage tank.

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

2 主要會計政策 (續)

2.8 無形資產

合作經營權

合作經營權指與吉爾吉斯國家油公司合作經營五個油田區(「**合作經營權**」)。合作經營權以成本減累計攤銷及任何減值虧損入賬。合作經營權採用單位生產法攤銷。單位生產率乃基於已探明儲備，即以目前經營方法估計自現有設施收回的石油儲備。當石油量透過交接或儲存缸的出口閥銷售交易點計量時，即被視為生產的一部分。

倘非流動資產(或出售組別)的賬面值將主要透過銷售交易而非持續使用而收回，而且有關銷售被視為極可能發生時，則分類為持作出售。其乃按賬面值及公允值減銷售成本兩者中較低者計量，惟本規定明確豁免的遞延稅項資產、僱員福利產生之資產、按公允值列賬的金融資產及投資物業以及保險合同項下的合約權利等資產除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.9 Non-current assets (or disposal groups) held for sale and discontinued operations

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the consolidated statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated statement of financial position.

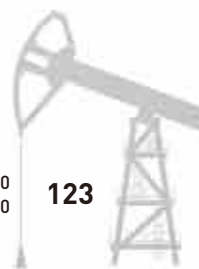
2 主要會計政策 (續)

2.9 持作出售的非流動資產(或出售組別)及已終止業務

減值虧損乃按資產(或出售組別)任何初始或其後撇減至公允價值減銷售成本確認。收益乃按公允價值減銷售資產(或出售組別)成本的任何其後增加確認，惟不超過先前確認的任何累計減值虧損。於銷售非流動資產(或出售組別)日期先前尚未確認的收益或虧損會於終止確認日期時獲確認。

非流動資產(包括該等屬於出售組別一部分的非流動資產)在獲分類為持作出售時不予折舊或攤銷。分類為持作出售的出售組別負債應佔利息及其他開支繼續被確認。

分類為持作出售的非流動資產及分類為持作出售的出售組別資產與綜合財務狀況表內的其他資產分開呈列。分類為持作出售的出售組別負債與綜合財務狀況表內的其他負債分開呈列。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.9 Non-current assets (or disposal groups) held for sale and discontinued operations (Continued)

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of comprehensive income.

2.10 Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 主要會計政策 (續)

2.9 持作出售的非流動資產 (或出售組別)及已終止業務 (續)

已終止業務為已出售實體之一部分或分類為持作出售，並代表一項按業務或經營地區劃分之獨立主要業務；作為出售該按業務或經營地區劃分之業務之單一統籌計劃一部分；或為一間純粹為轉售而收購之附屬公司。已終止業務業績於綜合全面收益表分開呈列。

2.10 投資及其他金融資產

(i) 分類

本集團將其金融資產按以下計量類別分類：

- 隨後將按公允值計量 (計入其他全面收益或計入損益)；及
- 將按攤銷成本計量。

該分類取決於實體管理金融資產及現金流量合約期之業務模式。

按公允值計量的資產而言，收益及虧損將於損益或其他全面收益列賬。對於並非持作買賣的權益工具投資，則取決於本集團是否於初始確認時不可撤銷地選擇按公允值計入其他全面收益 (「按公允值計入其他全面收益」) 對權益投資列賬。

僅當管理該等資產之業務模式發生變動時，本集團對債務投資進行重新分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.10 Investments and other financial assets

(Continued)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There is one measurement category into which the group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other (losses)/gains-net" together with foreign exchange gains and losses.

2 主要會計政策 (續)

2.10 投資及其他金融資產 (續)

(ii) 確認及終止確認

金融資產的定期收購及出售，均於交易日(即本集團承諾收購或出售該資產當日)確認。當本集團從該等金融資產收取現金流量的權利已到期或已被轉讓且本集團已將大部分擁有權的所有風險及回報轉移，則會終止確認該等金融資產。

(iii) 計量

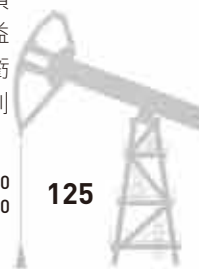
初始計量時，本集團按金融資產之公允值加(倘並非透過損益按公允值計量(「透過損益按公允值計量」)之金融資產)直接歸屬於金融資產收購之交易成本計量。透過損益按公允值計量之金融資產之交易成本於損益列作開支。

在確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，需從金融資產的整體進行考慮。

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及有關資產之現金流量特徵。本集團將其債務工具分類為一個計量類別：

- 攤銷成本：持作收回合約現金流量之資產，該等現金流量僅指支付之本金及利息。該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益確認，並與匯兌收益及虧損一併於「其他(虧損)/收益淨額」內列報。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.10 Investments and other financial assets

(Continued)

(iii) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments is recognised in profit or loss as other income when the Group's right to receive payments is established.

Change in the fair value of financial assets at FVPL are recognised in "other (losses)/gains-net" in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

2 主要會計政策 (續)

2.10 投資及其他金融資產 (續)

(iii) 計量 (續)

權益工具

本集團按公允值後續計量所有權益投資。倘本集團管理層選擇於其他全面收益列報權益投資之公允值收益及虧損淨額，終止確認投資後，概無後續重新分類公允值收益及虧損至損益。當本集團有權收取股息付款時，該等投資之股息於損益確認為其他收入。

透過損益按公允值計量之金融資產之公允值變動在適當情況下於損益表中的「其他(虧損)/收益淨額」確認。按公允值計入其他全面收益之權益投資之減值虧損(及減值虧損撥回)不會因其他公允值變動而分開列報。

(iv) 減值

本集團按前瞻性原則，對按攤銷成本列賬的債務工具相關的預期信貸虧損進行評估。所採用的減值方法取決於信貸風險是否大幅增加。

就應收賬款而言，本集團採用國際財務報告準則第9號允許的簡化方法，其中要求全期預期虧損須自首次確認應收款項時確認，進一步詳情見附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.11 Impairment of non-financial assets

Assets that have an indefinite useful life, for example, goodwill or intangible assets not ready for use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (a CGU). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.12 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The Group's derivative instruments do not qualify for hedge accounting and are accounted for at fair value through profit or loss. Changes in the fair value of these derivative instruments are recognised immediately within "other (losses)/gains – net" in profit or loss.

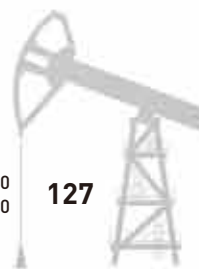
2 主要會計政策 (續)

2.11 非金融資產減值

並無確定可使用年期的資產(例如商譽或尚未可供使用的無形資產)毋須攤銷,惟須每年進行減值測試,須予攤銷的資產須於出現顯示賬面值可能無法收回的事件或轉變時檢討有否減值。當資產賬面值高於可收回金額時,須將差額確認為減值虧損。可收回金額即資產公允值扣除銷售成本後的數額或使用價值(兩者的較高者)。當評估減值,資產按獨立可識別現金流量的最低水平(現金產生單位)分類。商譽以外的非金融資產若出現減值,則須於各報告日期評估能否撥回減值。

2.12 衍生金融工具

衍生工具初步於訂立衍生工具合約當日按公允值確認,之後按公允值重新計量。本集團的衍生工具並不符合作對沖會計處理的資格,而是按公允值計入損益。有關衍生工具的公允值變動即時在損益內確認為「其他(虧損)/收益 – 淨額」。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.13 Inventories

Crude oil inventories are stated at the lower of cost and net realisable value. Costs of inventories represent relevant production costs and are determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.14 Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3.1(b) for a description of the Group's impairment policies.

2 主要會計政策 (續)

2.13 存貨

原油存貨按成本與可變現淨值兩者中的較低者列示。存貨成本代表相關的生產成本，並按加權平均基礎釐定。可變現淨值為日常業務過程中估計售價減去估計的完成成本及估計銷售所需費用。

2.14 應收賬款及其他應收款項

應收賬款為在日常經營活動中就銷售商品或提供服務而應收客戶的款項。如預期在一年或以內(如仍在正常經營週期中，則可在較長時間內)收回應收賬款及其他應收款項，有關應收賬款及其他應收款項會分類為流動資產，否則以非流動資產呈列。

應收賬款按可無條件代價金額初始確認，除非其包括重大融資成分時，則按公允值確認。本集團持有以收取合約現金流為目的之應收賬款，因此其後其乃使用實際利率法按攤銷成本計量。有關本集團減值政策，詳見附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.15 Cash and cash equivalents

Cash and cash equivalents include cash in bank and deposits held at call with banks.

2.16 Share capital

(i) Ordinary shares

Ordinary shares and non-redeemable preference shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

(ii) Convertible preference shares

Non-redeemable convertible preference shares issued by the Company that contain the conversion option components are classified as equity on initial recognition in accordance with the substance of the contractual arrangements and the definitions of an equity instrument. The conversion option allows the holder of the non-redeemable convertible preference shares to convert the convertible preference shares into a fixed number of the Company's own ordinary shares and therefore the whole instrument is classified as an equity instrument.

The convertible preference shares are initially recognised at their par value in share capital. The difference between the par value of the issued convertible preference shares and its fair value is recognised in share premium.

2 主要會計政策 (續)

2.15 現金及現金等價物

現金及現金等價物包括銀行現金及存放在銀行的活期存款。

2.16 股本

(i) 普通股

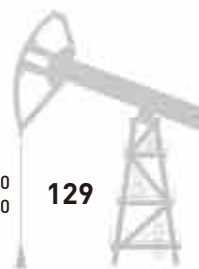
普通股及不可贖回的優先股分類為權益。

發行新股份直接衍生的費用在權益內從所得款項扣減(扣除稅項)。

(ii) 可轉換優先股

本公司發行包括可換股權部分的不可贖回可轉換優先股，其於初始確認時根據合約安排內容及權益工具的定義分類為權益。換股權容許不可贖回可轉換優先股持有人兌換可轉換優先股為固定數目的本公司之普通股，因此整個工具分類為權益工具。

可轉換優先股初始按其面值於股本確認。已發行可轉換優先股面值與公允值的差額將於股份溢價確認。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.17 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

2 主要會計政策 (續)

2.17 應付賬款及其他應付款項

應付賬款為在日常經營活動中就向供應商購買的商品或服務付款的責任。如付款在一年或以內(如仍在正常經營週期中,則可在較長時間內)到期支付,應付賬款及其他應付款項會分類為流動負債,否則以非流動負債呈列。

應付賬款及其他應付款項初步以公允值確認,隨後使用實際利率法按攤銷成本計量。

2.18 借款

借款初步按公允值扣除已產生的交易成本確認。借款其後按攤銷成本計賬,而所得款項(扣除交易成本)與贖回價值的任何差額則以實際利息法於借款期間在損益中確認。

在貸款將很有可能部分或全部提取的情況下,就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下,該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下,該費用撥充資本作為流動資金服務的預付款項,並於其相關融資期間內予以攤銷。

借款分類為流動負債,除非本集團擁有將償還負債限期推遲至報告期末後至少12個月的無條件權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.19 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

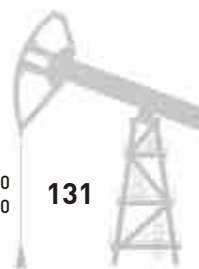
2 主要會計政策 (續)

2.19 撥備

環境恢復撥備、重建成本及法律索償於出現下列情況時確認：本集團由於過往事件而須負上現時法律或建設責任；可能需要自資源撥付以履行責任；且該金額已作出可靠估計。未來經營虧損並無確認撥備。

當有若干類似責任時，須就該等責任類別整體釐定付款現金流出。即使同類責任包括之任何一個項目之現金流出金額較小，仍須確認撥備。

撥備採用稅前利率按照預期需結算有關責任的支出現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息費用。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of each reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of each reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 主要會計政策 (續)

2.20 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入應付的稅項，並經暫時差額及未動用稅項虧損應佔的遞延稅項資產與負債變動調整。

(a) 即期所得稅

即期所得稅支出根據本公司及其附屬公司營運及產生應課稅收益的國家於各報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

內在基準差異

遞延所得稅採用負債法核算，就資產和負債的稅基與資產和負債在綜合財務報表的賬面值之間產生的暫時性差異予以確認。然而，若遞延稅項負債來自對商譽的初始確認，則不予確認。若遞延所得稅來自在交易(不包括企業合併)中對資產或負債的初始確認，而在交易時不影響會計損益也不影響應課稅損益，則不予列賬。遞延所得稅採用在各報告期末前已頒佈或實質頒佈、並預期在遞延所得稅資產變現或遞延所得稅負債結算時適用的稅率(及法律)而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.20 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Inside basis differences (Continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策 (續)

2.20 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

內在基準差異 (續)

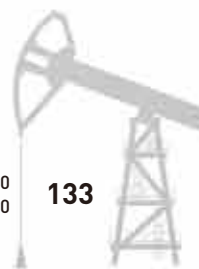
遞延所得稅資產以可能出現未來應課稅溢利，並可用於與暫時性差異互相抵銷為限予以確認。

外在基準差異

遞延所得稅按本集團投資附屬公司所產生的暫時性差異計提撥備，惟倘本集團可以控制暫時性差異的轉回時間，且該暫時性差異在可預見將來有可能不會轉回時，則遞延所得稅負債除外。

(c) 抵銷

當有法定可執行權力將即期稅項資產與即期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.21 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

(b) Pension and employee social security and benefits obligations

The group companies in the PRC and Kyrgyzstan participate in defined contribution retirement plans and other employee social security plans, including pension, medical, other welfare benefits, organised and administered by the relevant governmental authorities for employees in the PRC and Kyrgyzstan. The Group contributes to these plans based on certain percentages of the total salary of employees, subject to a certain ceiling, as stipulated by the relevant regulations.

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 主要會計政策 (續)

2.21 僱員福利

(a) 短期責任

工資及薪金責任(包括預期在僱員提供相關服務期間末後12個月內悉數結算之非貨幣福利、年假及累計病假)乃就直至報告期末之僱員服務予以確認並按預期於結清責任時支付之金額計量。負債於財務狀況表內呈列為即期僱員福利責任。

(b) 退休金及僱員社會保障及福利責任

在中國及吉爾吉斯的集團公司參加界定供款退休計劃及相關政府部門為中國及吉爾吉斯僱員組織及管理的其他僱員社會保障計劃，包括退休金、醫療、其他福利計劃。本集團根據相關法例規定的僱員總薪金的一定百分比(存在上限)向有關計劃供款。

作出供款後，本集團再無進一步供款責任。該等供款會於到期支付時確認為僱員福利開支。可提供現金退還或扣減未來付款之預付供款會確認為資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.21 Employee benefits (Continued)

(c) Share-based compensation

The employees receive equity instruments of the Company as consideration for their services rendered to the Group. The fair value of the employee services received in exchange for the grant of the equity instruments is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments granted, including any market performance conditions; excluding the impact of any service and non-market performance vesting conditions; and including the impact of any non-vesting conditions. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of equity instrument that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision of original estimates, if any, in profit or loss with a corresponding adjustment to equity.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (and share premium).

(d) Bonus plan

The Group recognises a provision for bonus when contractually obliged or when there is a past practice that has created a constructive obligation.

2 主要會計政策 (續)

2.21 僱員福利 (續)

(c) 以股份為基準的薪酬

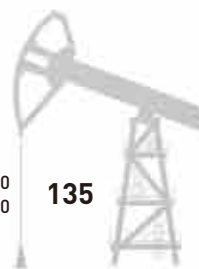
僱員收取本公司的股本工具作為向本集團提供服務的代價。就僱員提供服務而授予的股本工具的公允值須確認為一項支出。將列作支出的總金額乃參考所授股本工具的公允值釐定(包括任何市場表現條件;不包括任何非市場服務及表現歸屬條件所產生的影響;及包括任何非歸屬條件的影響)。所支出的總金額於歸屬期間確認,歸屬期間為所有指定歸屬條件已達成的期間。於各報告期末,實體根據非市場表現及服務條件調整對預計將予歸屬的股本工具數目所作的估計,並在損益確認(如有)調整原來估計所產生的影響,並對權益作出相應調整。

此外,在部分情況下,僱員可在授出日期之前提供服務,故授出日期的公允值就確認服務開始期與授出日期的期間內的開支作出估計。

本公司於購股權獲行使時發行新股份。所收款項(扣除任何直接應計交易成本)會撥入股本(及股份溢價)。

(d) 花紅計劃

本集團在有合約責任或已形成推定責任的過往做法時確認花紅撥備。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.22 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue from sale of goods of the Group was primarily generated from production and sales of oil, and sales of commodities.

Revenue are recognised when or as the control of the goods is transferred to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery occurs when the product have been transported to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from the production and sales of oil are recognised at a point in time when the customer picks up the oil products from the Group, as such the control of the goods is transferred to the customer. The Group does not provide shipment of oil products to customers at any specified location. The performance obligation is completely fulfilled upon the pick-up and the Group then has the right to invoice and recognises the revenue for the oil sold.

Revenue from sale of commodities is generated from the trading of bulk commodities domestically and is recognised at a point in time, on the passing of control of goods to the customer in accordance with shipping terms.

2 主要會計政策 (續)

2.22 收益確認

收益包括於本集團之日常業務活動中銷售貨品的已收或應收代價之公允值。本集團銷售貨品的收益主要來自石油生產及銷售以及商品銷售。

於或當貨品控制權轉移予客戶，且並無未履約責任可影響客戶接受產品時，收益予以確認。當產品已運送到指定地點、已向客戶轉移過時及損失的風險，且客戶依據銷售合約接受產品、接受條款已告失效或本集團有客觀證據證明所有接受標準均已達成，則交付發生。

石油生產及銷售收益於客戶從本集團接收石油產品的時間點確認，其時貨品控制權已轉移予客戶。本集團並無於任何指定地點為客戶提供石油產品裝運。倘履約責任於接收時已完全達成，則本集團有權開具發票並就已售石油確認收益。

銷售商品的收益來自國內大宗商品的交易及於根據付運條款轉移貨品的控制權予客戶的時間點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.23 Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.24 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2 主要會計政策 (續)

2.23 利息收入

按以攤銷成本計量的金融資產利息收入，乃於綜合全面收益表確認為其他收入的一部分。

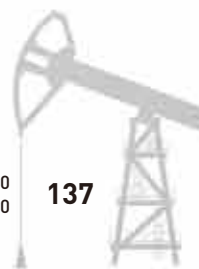
倘利息收入來自為現金管理目的而持有金融資產，利息收入會呈列為融資收入。任何其他利息收入計入其他收入。

利息收入乃將實際利率應用於金融資產之賬面總額計算得出，惟其後成為信貸減值之金融資產除外。對於信貸減值金融資產而言，會向金融資產之賬面值淨額(經扣除虧損撥備)應用實際利率。

2.24 借貸成本

收購、建設或生產合資格資產(需要大量時間才能作擬定用途或銷售的資產)直接衍生的一般及特定借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借貸成本中扣除。所有其他借貸成本在產生期內的損益中確認。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.25 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2 主要會計政策 (續)

2.25 租賃

租賃於租賃資產可供本集團使用當日確認為使用權資產及相應負債。

合約可能包含租賃及非租賃組成部分。本集團按照租賃及非租賃組成部分相應的獨立價格，將合約代價分配至租賃及非租賃組成部分。然而，就本集團為承租人的房地產租賃而言，其選擇將租賃及非租賃組成部分入賬為單一租賃組成部分，並無將兩者區分。

租賃產生的資產及負債初步以現值基準計量。租賃負債包括下列租賃付款的淨現值：

- 固定付款(包括實質上的固定付款)，減去任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，採用於開始日期的指數或利率初步計量；
- 本集團於剩餘價值擔保下預計應付的金額；
- 倘本集團合理確定行使購買選擇權，則為該選擇權的行使價；及
- 倘租賃期反映本集團行使該選擇權，則支付終止租賃的罰款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.25 Leases (Continued)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

2 主要會計政策 (續)

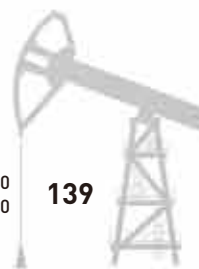
2.25 租賃 (續)

根據合理確定延續選擇權支付的租賃付款亦計入負債計量之內。

租賃付款使用租賃中隱含的利率進行貼現。倘無法輕易確定該利率(為本集團租賃的一般情況)，則使用承租人的增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產具有類似價值的資產所需資金而必須支付的利率。

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動；
- 使用累加法，首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率；及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.25 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

2 主要會計政策 (續)

2.25 租賃 (續)

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額；
- 在開始日期或之前支付的任何租賃付款減去已收任何租賃優惠；
- 任何初始直接成本；及
- 修復費用。

使用權資產一般於資產可使用年期或租賃期(以較短者為準)按直線法計算折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與短期租賃設備及汽車以及低價值資產的所有租賃相關的付款以直線法於損益確認為開支。短期租賃為租賃期12個月或以下的租賃。低價值資產包括信息科技設備及小型辦公傢俱。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.26 Financial guarantees

Financial guarantee contracts are recognised as financial liabilities at the time the guarantees are issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under IFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2 主要會計政策 (續)

2.26 財務擔保

於簽訂擔保的同時，財務擔保合約確認為一項金融負債。該負債初始以公允值計量，後續按以下兩者中的較高者計量：

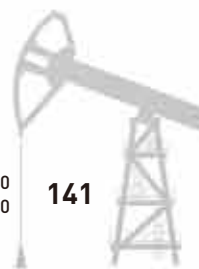
- 按國際財務報告準則第9號金融工具準則中的預期信貸虧損模式確定的金額；及
- 初步確認的金額減去，如適用，按國際財務報告準則第15號來自客戶合約的收益確認準則確認的累計收入。

財務擔保的公允值由基於債務工具下要求的合約支付金額與無需擔保的支付金額之間的，或應向履行義務的第三方支付的金額予以確定。

如與聯營公司的貸款或其他應付款項有關的擔保是以免償方式提供，公允值入賬為出資並確認為投資成本部分。

2.27 股息分派

分派予本公司股東的股息，於股息獲本公司股東或董事（倘適用）批准的期間內於本集團及本公司的財務報表內確認為負債。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 Principal accounting policies

(Continued)

2.28 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 主要會計政策 (續)

2.28 每股盈利

(i) 每股基本盈利

每股基本盈利按：

- 本公司擁有人應佔溢利，不包括除普通股外的服務股權之任何成本
- 除以於財政年度發行在外的普通股加權平均數（經年內已發行普通股的花紅部分予以調整且不包括庫存股）計算。

(ii) 每股攤薄盈利

每股攤薄盈利調整釐定每股基本盈利所使用的數據，以計入：

- 有關潛在攤薄普通股的利息及其他融資成本的所得稅後影響；及
- 假設兌換潛在攤薄普通股而發行在外的額外普通股的加權平均數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management

3.1 Financial risk factors

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

(a) Market risk

(i) Foreign exchange risk

The Group is exposed to foreign exchange risk arising primarily from the transactions in its Energy business with asset denominated in US dollar ("USD") and borrowings denominated in USD and Hong Kong dollar ("HKD"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the entity's functional currency.

Certain trade receivables, other receivables, deposits, cash and cash equivalents, trade and other payables and borrowings are denominated in USD and HKD which are also exposed to foreign exchange risk. Details of the Group's trade and other receivables, prepayments and deposits, cash and cash equivalents, trade and other payables and borrowings denominated in foreign currencies are disclosed in Notes 10, 11, 15 and 16 respectively.

The Group's certain financial guarantees are denominated in RMB. For the entity operating in Kyrgyzstan, most of the transactions are denominated in their functional currency which is USD.

3 財務風險管理

3.1. 財務風險因素

本集團的業務面臨多種財務風險：市場風險(包括外幣匯率風險及利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於財務市場的不可預測因素，尋求盡量減低對本集團財務表現的潛在不利影響。

(a) 市場風險

(i) 外匯風險

本集團面臨主要由其能源業務交易中以美元(「美元」)及借款中以美元及港元(「港元」)列值的資產產生的外匯風險。以實體的功能貨幣以外貨幣列值的日後商業交易和已確認的資產及負債亦會引致外匯風險。

若干應收賬款、其他應收款項、按金、現金及現金等價物、應付賬款及其他應付款項以及借款以美元及港元列值，亦面臨外匯風險。有關本集團以外幣列值的應收賬款及其他應收款項、預付款項及按金、現金及現金等價物、應付賬款及其他應付款項及借款的詳情分別於附註10、11、15及16披露。

本集團的若干財務擔保以人民幣計值。於吉爾吉斯經營實體的大部份交易以彼等的功能貨幣(即美元)計值。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

At 31 December 2020, if RMB had weakened/strengthened by 5% against the USD and HKD respectively with all other variables held constant, post-tax profit for the year would have been approximately RMB201,030,000 (2019: RMB208,967,000) higher/lower, mainly as a result of foreign exchange differences on translation of USD and HKD denominated monetary assets and liabilities.

(ii) Interest rate risk

The Group has no significant interest-bearing assets except for cash and cash equivalents with short maturities. Certain of the Group's short-term borrowings at fixed rates expose the Group to fair value interest-rate risk. Since all fixed-rate borrowings are current and at market interest rate, the directors are of the opinion that the fair value interest-rate risk is minimal. The Group analyses its interest rate exposure on a dynamic basis and will consider the interest rate exposure when enter into any financing, renewal of existing positions and alternative financing transactions.

At 31 December 2020, if interest rate had increased/decreased by 100 basis points with all other variables held constant, post-tax loss for the year would have been approximately RMB3,148,000 (2019: RMB4,610,000) higher/lower.

3 財務風險管理 (續)

3.1. 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

於二零二零年十二月三十一日，倘人民幣兌美元及港元分別貶值／升值5%，而所有其他變量維持不變，則年度除稅後溢利將增加／減少約人民幣201,030,000元(二零一九年：人民幣208,967,000元)，主要是由於換算以美元及港元列值的貨幣性資產及負債的外匯差額所致。

(ii) 利率風險

除於短期內到期的現金及現金等價物外，本集團並無重大計息資產。本集團以固定利率計息的若干短期借款令本集團面臨公允值利率風險。由於所有固定利率借款為即期且按市場利率計息，董事認為公允值利率風險輕微。本集團按動態基準分析其利率風險，並於訂立任何融資、現有持倉額的重續、其他融資交易時考慮利率風險。

於二零二零年十二月三十一日，倘利率上升／下降100個基點，而所有其他變量維持不變，則年度除稅後虧損將增加／減少約人民幣3,148,000元(二零一九年：人民幣4,610,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk arises from cash and cash equivalents, as well as credit exposures to outstanding trade receivables, other receivables and deposits. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets which are stated as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade, other receivables and deposits (Note 10)	應收賬款、其他應收款項及按金(附註10)	5,091	9,488
Cash at banks (Note 11)	銀行存款(附註11)	15,715	41,389
Maximum exposure to credit risk	面臨的最大信貸風險	20,806	50,877

The Group expects that there is no significant credit risk associated with cash at banks since they are deposited with credit worthy financial institutions. Management does not expect that there will be any significant losses from non-performance by these counterparties.

(i) Impairment of financial assets

The Group has financial assets that are subject to the expected credit loss model:

- trade receivables
- deposits and other receivables

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

3 財務風險管理 (續)

3.1. 財務風險因素(續)

(b) 信貸風險

信貸風險來自現金及現金等價物以及未償還應收賬款、其他應收款項及按金。該等結餘賬面值代表本集團所面對與金融資產相關最大信貸風險，載列如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade, other receivables and deposits (Note 10)	應收賬款、其他應收款項及按金(附註10)	5,091	9,488
Cash at banks (Note 11)	銀行存款(附註11)	15,715	41,389
Maximum exposure to credit risk	面臨的最大信貸風險	20,806	50,877

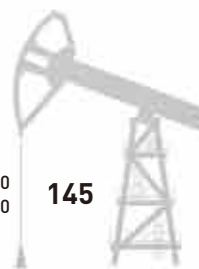
本集團預計，由於銀行存款存放在信譽良好的金融機構中，因此與現金相關的信貸風險不大。管理層預計不會有該等交易對手違約而造成任何重大損失。

(i) 金融資產減值

本集團有金融資產，須遵守預期信貸虧損模式：

- 應收賬款
- 按金及其他應收款項

儘管現金及現金等價物亦須遵守國際財務報告準則第9號的減值要求，惟已確認的減值虧損並不重大。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Trade receivables

The Group performs impairment assessment under ECL model on trade receivables individually or based on provision matrix. Except for credit-impaired trade receivables, the remaining trade receivables are grouped under a provision matrix based on shared credit risk characteristics.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December 2020, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified forecast economic conditions to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 1 year past due.

3 財務風險管理 (續)

3.1. 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 應收賬款

本集團使用預期信貸虧損模式單獨或基於撥備矩陣對應收賬款進行減值評估。除已信貸減值的應收賬款外，餘下應收賬款根據基於共同信貸風險特點建立的撥備矩陣分類。

預期虧損率基於二零二零年十二月三十一日前十二個月以上的銷售付款情況以及此期間相應的歷史信貸虧損經驗。歷史虧損率會進行調整，以反映影響客戶清償應收款項能力的宏觀經濟因素的當前及前瞻性資料。本集團已識別預測經濟狀況為最相關因素，並根據該等因素的預期變化相應調整歷史虧損率。

當不存在合理可收回預期時，撤銷應收賬款。不存在合理可收回預期跡象包括(其中包括)債務人無法與本集團達成還款計劃，以及無法就逾期一年以上的賬款作出合約付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Trade receivables (Continued)

Movement in the loss allowance in respect of credit-impaired trade receivables during the year is as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Balance at 1 January	於一月一日的結餘	—	—
Impairment losses recognised during the year	年內確認的減值虧損	2,827	—
Balance at 31 December	於十二月三十一日的結餘	2,827	—

For the remaining trade receivables, given the track record of regular repayment of trade receivables, the directors are of the opinion that the risk of default by these customers is not significant and does not expect any losses from non-performance by customers. Therefore, expected credit loss rate of the remaining trade receivables is assessed to be close to zero and no provision was made as at 1 January and 31 December 2020.

Other financial assets at amortised cost

For other financial assets at amortised cost, including deposits and other receivables, management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses which is close to zero.

3 財務風險管理 (續)

3.1. 財務風險因素 (續)

(b) 信貸風險 (續)

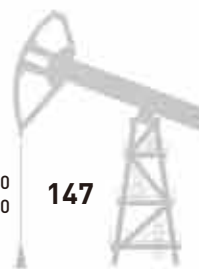
(iii) 應收賬款 (續)

年內已信貸減值應收賬款的虧損撥備變動如下：

就餘下應收賬款而言，基於定期償還應收賬款的往績記錄，董事認為該等客戶違約風險並不重大，且預期不會因客戶不履行責任而引致任何損失。因此，餘下應收賬款的預期信貸虧損率評估接近零，於二零二零年一月一日及十二月三十一日並無計提撥備。

以攤銷成本計量的其他金融資產

就以攤銷成本計量的其他金融資產(包括按金及其他應收款項)而言，管理層於參考對手方歷史違約率及當前財務狀況後，認為其信貸風險自初步確認後並未大幅增加。按12個月預期信貸虧損釐定的減值撥備接近零。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group had an operating cash outflow of RMB9,016,000 (2019: outflow of RMB43,016,000) during the year ended 31 December 2020. As at 31 December 2020, the Group had a deficit of RMB7,899,066,000 (2019: RMB8,563,505,000) and the Group's current liabilities exceeded its current assets by RMB7,423,414,000 (2019: RMB9,911,528,000). The Group maintained cash and cash equivalents of RMB16,064,000 (2019: RMB42,851,000) as at 31 December 2020.

As at 31 December 2020, borrowings of the Group, amounted to RMB3,392,891,000, out of which RMB1,365,178,000 were overdue, while borrowings of the Group amounting to RMB8,618,000 contained cross-default terms as at 31 December 2020 and become immediately repayable. Total overdue interest payables of the Group amounted to RMB492,486,000. These borrowings are further explained below:

- i) The Group had promissory notes with an aggregate principal amount of RMB1,945,592,000 outstanding as at 31 December 2020, out of which approximately RMB762,863,000, RMB242,106,000 and RMB45,360,000 had been overdue since 2017, 2018 and 2020 respectively. The remaining outstanding promissory notes amounting to RMB8,618,000 became immediately repayable pursuant to the cross-default terms under the relevant loan agreement.

3 財務風險管理 (續)

3.1. 財務風險因素 (續)

(c) 流動資金風險

截至二零二零年十二月三十一日止年度，本集團經營現金流出人民幣9,016,000元(二零一九年：流出人民幣43,016,000元)。於二零二零年十二月三十一日，本集團虧絀為人民幣7,899,066,000元(二零一九年：人民幣8,563,505,000元)，而本集團流動負債超出其流動資產人民幣7,423,414,000元(二零一九年：人民幣9,911,528,000元)。於二零二零年十二月三十一日，本集團維持現金及現金等價物人民幣16,064,000元(二零一九年：人民幣42,851,000元)。

於二零二零年十二月三十一日，本集團借款為人民幣3,392,891,000元，其中人民幣1,365,178,000元已逾期。本集團於二零二零年十二月三十一日的借款中有人民幣8,618,000元的借款含交叉違約條款，須立即償還。本集團的逾期應付利息為人民幣492,486,000元。該等借款於下文進一步詳述：

- i) 於二零二零年十二月三十一日，本集團持有本金總額為人民幣1,945,592,000元的未償還承兌票據，其中約人民幣762,863,000元、人民幣242,106,000元及人民幣45,360,000元分別自二零一七年、二零一八年及二零二零年起已經逾期。餘下未償還承兌票據金額為人民幣8,618,000元將根據相關貸款協議項下的交叉違約條款須立即償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

- ii) The Group had bank borrowing of RMB314,849,000, which was overdue in accordance with the repayment date of the agreement as at 31 December 2020.

The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have, during the period and up to the date of the approval of these consolidated financial statements, taken the following measures to mitigate the liquidity pressure and to improve the financial position of the Group, to refinance its operation and to restructure its debts:

- i) The Group has been actively negotiating with the relevant banks and lenders of the Disposal Group to release or discharge the Relevant Guarantees. Since the date of disposal until 31 December 2020, guarantees of RMB2,210,636,000 were discharged while RMB4,545,132,000 are expected to be released in year 2021.
- ii) The Group is also maintaining its relationship with the banks and the lenders of the Disposal Group so that no action will be taken by them to demand immediate repayment of its outstanding borrowings under the Relevant Guarantees.
- iii) The Group has also been actively negotiating with the banks and lenders regarding the borrowings of RMB2,260,441,000 to take the following actions:

3 財務風險管理 (續)

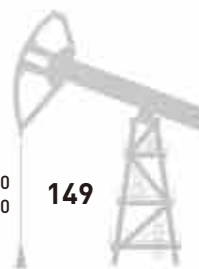
3.1. 財務風險因素 (續)

(c) 流動資金風險 (續)

- ii) 於二零二零年十二月三十一日，本集團持有銀行借款人民幣314,849,000元，根據協議的還款日期已逾期。

上述狀況表明可能導致本集團的持續經營能力產生重大疑慮存在重大不確定性。鑒於上述情況，本公司董事於期內及截至批准綜合財務報表日期已採取以下措施，以減緩流動性壓力，並改善本集團財務狀況，同時對其營運進行再融資及重組債務：

- i) 本集團一直積極與相關銀行及出售集團的借款人磋商，以免除或解除相關擔保。自出售之日起至二零二零年十二月三十一日，已解除擔保人民幣2,210,636,000元，預計於二零二一年解除擔保人民幣4,545,132,000元。
- ii) 本集團亦維持其與銀行及出售集團的借款人的關係，以確保彼等不會採取行動要求即時償還相關擔保項下的未償還借款。
- iii) 本集團亦一直積極就借款人民幣2,260,441,000元與銀行及借款人磋商，以採取以下行動：





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

iii) (Continued)

(a) As at 31 December 2020, the outstanding promissory notes amounting to RMB1,006,600,000 were not extended nor repaid upon the schedule repayment dates and thus became overdue and RMB8,618,000 became immediately repayable pursuant to the cross-default terms under the relevant loan agreements. The Company is in the process of negotiating with these promissory note holders for further arrangements, including the extension of maturity dates and obtaining waiver from the lender for the due payment pursuant to the relevant cross-default terms.

(b) As at 31 December 2020, the Group had bank borrowing of RMB314,849,000 which was overdue. The Group is in the process of negotiating with the relevant bank for extension of repayment and renewal of such borrowing.

iv) During the year ended 31 December 2020, the Group obtained unsecured and interest-free loans from an entity controlled by a close family member of Mr. Zhang Zhi Rong amounting to RMB360,140,000, which will be due for repayment in December 2022.

3 財務風險管理 (續)

3.1. 財務風險因素 (續)

(c) 流動資金風險 (續)

iii) (續)

(a) 於二零二零年十二月三十一日，未償還承兌票據金額為人民幣1,006,600,000元，並未按計劃償還日期延長或償還，因此已逾期，而人民幣8,618,000元已根據相關貸款協議項下的交叉違約條款立即償還。本公司正與該等承兌票據持有人磋商以作進一步安排，包括延長到期日，並根據相關交叉違約條款就到期付款向借款人獲取豁免。

(b) 於二零二零年十二月三十一日，本集團銀行借款人民幣314,849,000元已逾期。本集團正與相關銀行就延長有關借款的還款期及續期進行磋商。

iv) 截至二零二零年十二月三十一日止年度，本集團從由張志榕先生家屬控制的實體取得無擔保及免息貸款，金額為人民幣360,140,000元，將於二零二二年十二月償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

v) As at 31 December 2020, the Group has drawn down USD119,708,000 (equivalent to approximately RMB781,297,000 in total from the loan agreement, provided by an entity controlled by Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to USD250,000,000 (equivalent to approximately RMB1,631,675,000) to the Group for the funding of the oilfield operations of the Energy Business. The carrying amount is RMB719,927,000 and it is repayable between December 2021 to December 2022.

vi) The Group has focused on its operations in development of the energy exploration and production segment. During the period, a number of wells were developed in the Republic of Kyrgyzstan (“**Kyrgyzstan**”) and management expects to realise an increase of oil output through further development and expansion of this segment, thereby generate steady operating cash flows.

As of 31 December 2020, the Group has drawn down RMB9,100,000 from the loan agreement provided by an entity controlled by a close family member of Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to RMB40,000,000 to the Group for the funding in respect of the energy exploration and production segment.

3 財務風險管理 (續)

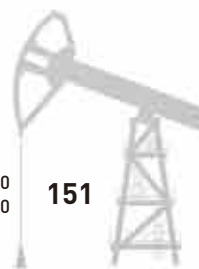
3.1. 財務風險因素 (續)

(c) 流動資金風險 (續)

v) 於二零二零年十二月三十一日，本集團從張志熔先生所控制實體提供的貸款協議提取合共119,708,000美元(相當於約人民幣781,297,000元)，該實體同意向本集團提供不多於250,000,000美元(相當於約人民幣1,631,675,000元)的貸款融資，為本集團能源業務下的油田經營提供資金。賬面值為人民幣719,927,000元並須於二零二一年十二月至二零二二年十二月之間支付。

vi) 本集團專注發展能源勘探及生產業務板塊。期內，在吉爾吉斯共和國(「**吉爾吉斯**」)已開發數口油井，而管理層預計透過進一步發展及拓展該業務板塊將石油產量提升，從而帶來穩定的經營現金流。

於二零二零年十二月三十一日，本集團從張志熔先生的家屬所控制實體提供的貸款協議提取人民幣9,100,000元，該實體同意向本集團提供不多於人民幣40,000,000元的貸款融資，為本集團的能源勘探及生產板塊提供資金。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

vi) (Continued)

In addition, the Group also entered into a Co-operative Framework Agreement during the year ended 31 December 2018 with an independent third party who agreed to provide materials for the exploration and production of crude oil with an aggregate amount up to USD500,000,000, in exchange for an option to purchase up to 70% of the total crude oil produced by the Group at 92% to 95% of the market price as a form of repayment until all the liabilities are repaid. Such facility has not been utilised up to 31 December 2020.

3 財務風險管理 (續)

3.1. 財務風險因素(續)

(c) 流動資金風險(續)

vi) (續)

此外，截至二零一八年十二月三十一日止年度，本集團亦與一名獨立第三方訂立合作框架協議，該獨立第三方同意提供原油勘探及生產材料總額高達500,000,000美元以交換可按市場價格92%至95%購買本集團原油生產總量最多70%的期權作為償還的方式，直至償還所有負債。直至二零二零年十二月三十一日止年度，並無動用該融資。

Group	本集團	Repayable on demand/less than 1 year 按要求償還/一年內 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	More than 2 years 兩年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2020	於二零二零年十二月三十一日				
Borrowings	借款	1,943,569	1,449,322	—	3,392,891
Financial guarantee contracts	財務擔保合約	4,545,132	—	—	4,545,132
Trade and other payables excluding contract liabilities and other tax related payables	應付賬款及其他應付款項(不包括合約負債及其他與稅項有關的應付款項)	942,597	—	—	942,597
At 31 December 2019	於二零一九年十二月三十一日				
Borrowings	借款	2,979,784	1,035,076	—	4,014,860
Financial guarantee contracts	財務擔保合約	6,545,144	—	—	6,545,144
Trade and other payables excluding contract liabilities and other tax related payables	應付賬款及其他應付款項(不包括合約負債及其他與稅項有關的應付款項)	761,196	—	—	761,196

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

Maturity Analysis — borrowings based on scheduled repayments

Certain borrowings contain a repayment on demand clause which can be exercised at the bank's sole discretion. Taking into account the Group's situation, arrangement and the transaction as described in Note 2.1(b), the directors do not consider that it is probable that the banks will exercise their discretion to immediate repayment. The analysis below shows the cash outflows based on the scheduled repayment. The amount includes interest payments computed using contractual rates. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 財務風險管理 (續)

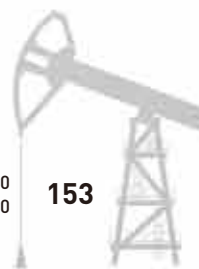
3.1. 財務風險因素 (續)

(c) 流動資金風險 (續)

到期日分析 — 按計劃還款日期之借款

若干借款附帶銀行可全權酌情行使按要償還條款。經考慮本集團之情況、安排及於附註2.1(b)中所闡述的交易，董事認為銀行不大可能會行使要求即時還款之酌情權。以下分析按計劃還款日期列示現金流出量。有關金額包括以合約利率計算之利息付款。董事相信，有關借款將會根據貸款協議所載之計劃還款日期償還。

		Less than 1 year 一年內 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	More than 2 years 兩年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2020	於二零二零年 十二月三十一日	2,436,055	1,449,322	-	3,885,377
At 31 December 2019	於二零一九年 十二月三十一日	2,979,784	1,035,076	-	4,014,860



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 Financial risk management (Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of shareholders' equity. Capital is managed so as to maximise the return to shareholders while maintaining a capital base to allow the Group to operate effectively in the marketplace and sustain future development of the business. This ratio is calculated as total liabilities divided by total assets.

The Group's total liabilities and total assets positions and debt-asset ratio at 31 December 2020 and 2019 were as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Total liabilities	總負債	8,904,999	10,912,489
Total assets	總資產	1,005,933	2,348,984
Debt-asset ratio	負債與資產比率	8.85	4.65

3.3 Fair value estimation

The director consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair value.

3 財務風險管理 (續)

3.2 資本風險管理

本集團資本管理的目標乃保障本集團持續經營的能力，以繼續為股東提供回報並為其他利益相關方謀取利益，同時維持最佳的資本結構以減低資金成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東退回資本、發行新股份或銷售資產以削減債務。

本集團的資本架構包括股東權益。資本受管理以將股東回報最大化並維持資本基礎以使本集團能夠在市場上有效經營及持續進行未來業務發展。該比率乃按負債總額除以資產總額計算。

本集團於二零二零年及二零一九年十二月三十一日的負債總額及資產總額狀況以及負債與資產比率如下：

3.3 公允值估計

董事認為按攤銷成本於綜合財務報表入賬的金融資產及金融負債的賬面值與其公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 Critical accounting estimates, assumptions and judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

4.1 Critical accounting estimates

(a) Going concern

The Group prepares cash flow projections that cover a period of not less than twelve months from 31 December 2020. Taking into account the plans and measures as described in Note 2.1(b), the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of the statement of financial position. The consolidated financial statements is prepared on a going concern basis.

Significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described in Note 2.1(b). Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the successful fulfilment of the plans as described in Note 2.1(b).

4 關鍵會計估計、假設及判斷

估計及判斷會被持續評估，並以過往經驗及其他因素為基礎進行評價，包括在有關情況下對將來發生的事件的合理預期。

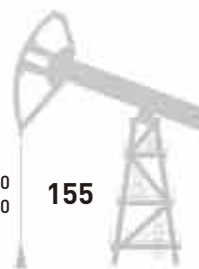
本集團就未來作出估計和假設。所得會計估計將難免偏離實際的相關業績。下文所述的估計和假設存在巨大風險致使下一個財政年度的資產及負債賬面值出現重大調整。

4.1 關鍵會計估計

(a) 持續經營

本集團編製涵蓋自二零二零年十二月三十一日起至少十二個月的現金流量預測。考慮到附註2.1(b)所述計劃及措施，本集團將有充足的營運資金為其業務經營提供資金，並能履行自財務狀況表結算日起計未來十二個月內到期的財務義務。綜合財務報表按持續經營的基礎編製。

本公司管理層能否達成附註2.1(b)所述計劃及措施存有重大的不確定因素。本集團日後能否以持續經營基礎繼續經營取決於本集團能否成功達成附註2.1(b)所述計劃從而獲得充足的融資及經營現金流量。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 Critical accounting estimates, assumptions and judgement

(Continued)

4.1 Critical accounting estimates (Continued)

(b) Impairment of non-financial assets

The Group follows the guidance of IAS 36 "Impairment of Assets" to determine when assets are impaired, which requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the recoverable amount of assets is less than their carrying balance, including factors such as the industry performance and changes in operational and financing cash flows. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (a CGU). The recoverable amount of the CGU has been determined based on value-in-use calculations or fair value less cost to sell, whichever is higher. These calculations require the use of estimates, including operating results, income and expenses of the business, future economic conditions on growth rates and future returns. Significant changes in the key assumptions on which the recoverable amount of the assets is based could significantly affect the Group's financial position and results of operations. Based on management's assessment, total impairment charge of RMB1,157,185,000 was recognised in the Co-operation Rights, and property, plant and equipment during the year ended 31 December 2020 respectively (2019: Nil). Details of which have been disclosed in Notes 6 and 7.

(c) Useful lives and residual values of property, plant and equipment

The Group's management determines the estimated useful lives, and related depreciation expense for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation expense where useful lives are less than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

4 關鍵會計估計、假設及判斷 (續)

4.1 關鍵會計估計 (續)

(b) 非金融資產減值

本集團遵從國際會計準則第36號「資產減值」的指引，以釐定資產減值(須作出重大判斷)。在作出此項判斷時，本集團評估(其中包括)資產的可收回金額少於賬面餘額的持續期間及程度，包括行業表現以及營運及融資現金流量變動等因素。就評估減值而言，資產按可獨立識別現金流量的最低水平分組(現金產生單位)。現金產生單位的可收回金額乃根據使用價值或公允值減銷售成本(以較高者為準)計算釐定。該等計算須使用估計，包括經營業績、業務的收入及開支、增長率等未來經濟狀況及未來回報。資產可收回金額所依據的主要假設的重大變動可能對本集團的財務狀況及經營業績產生重大影響。根據管理層的評估，於截至二零二零年十二月三十一日止年度內分別就合作經營權以及物業、廠房及設備確認減值開支總額人民幣1,157,185,000元(二零一九年：無)。有關詳情披露於附註6及7。

(c) 物業、廠房及設備的可使用年期及剩餘價值

本集團的管理層釐定其物業、廠房及設備的估計可使用年期及相關折舊開支。此估計乃根據具有類似性質及功能的物業、廠房及設備的實際可使用年期的過往經驗得出。倘可使用年期少於過往估計年期，管理層將增加折舊開支。其將撇銷或撇減已廢棄或出售而技術過時或非策略性的資產。實際經濟年期或會有別於估計使用年期。定期檢討可能導致折舊年期的變化，因此影響未來期間的折舊開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 Critical accounting estimates, assumptions and judgement

(Continued)

4.1 Critical accounting estimates (Continued)

(d) Current income tax and deferred tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

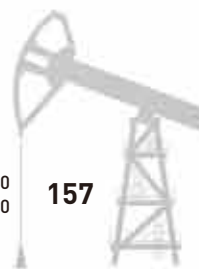
4 關鍵會計估計、假設及判斷 (續)

4.1 關鍵會計估計 (續)

(d) 即期所得稅及遞延稅項

本集團須於多個司法權區內繳納所得稅。於釐定就所得稅計提撥備時須作出重大判斷。多項交易及計算均難以明確釐定最終的稅務。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜的責任。倘該等事宜的最終稅務結果與起初入賬的金額不同，該等差額將影響稅務釐定期內的即期及遞延所得稅資產及負債。

當管理層認為未來形成的應課稅收益可使用暫時差額或稅款損失，則確認與若干暫時差額及稅款損失相關之遞延所得稅資產。當現有估算與原有估算存在差額，而有關差額將影響該估算改變期內的遞延所得稅資產及所得稅開支的確認。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 Critical accounting estimates, assumptions and judgement

(Continued)

4.1 Critical accounting estimates (Continued)

(e) Estimation of oil reserves

Estimation of oil reserves is a key element in the Group's investment decision-making process in energy exploration and production segment. It is also an important element in testing for impairment. Changes in proved oil reserves, particularly proved developed reserves, will affect unit-of-production depreciation, depletion and amortisation recorded in the Group's consolidated financial statements for property, plant and equipment and intangible assets related to oil production activities. A reduction in proved developed reserves will increase depreciation, depletion and amortisation charges. Proved reserve estimates are subject to revision, either upward or downward, based on new information, such as from drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans.

(f) Recognition of financial guarantees

The Group makes estimate on costs required to fulfil the relevant obligation of guarantee contracts when the guaranteed amount is claimed by the counterparty to the guarantee. Such estimation is based on the available information as at reporting date and is determined by the Group's practical experience, the default history, the collateral held and financial position of guaranteed assessed on an individual basis in the industry and taking into consideration of industry information and market data.

4 關鍵會計估計、假設及判斷 (續)

4.1 關鍵會計估計 (續)

(e) 石油儲量的估計

石油儲量對本集團於能源勘探及生產業務板塊的投資決策過程至關重要，亦為進行減值測試的重要因素。探明石油儲量，尤其是探明已開發儲量的變動將影響本集團綜合財務報表就與石油生產活動相關的物業、廠房及設備以及無形資產所記錄的單位產量折舊、損耗及攤銷。探明已開發儲量的減少將增加折舊、損耗及攤銷費用。探明儲量估計乃按照鑽探及生產活動的新資訊或產品價格、合約期限或開發方案等經濟因素變化而上下調整。

(f) 財務擔保確認

當擔保對方要求擔保金額時，本集團對履行擔保合同相關責任所需的成本進行估計。該估計乃基於報告日的可得資料，並由本集團基於實際經驗、違約歷史記錄、所持抵押品及擔保品的財務狀況(在行業中進行個別評估)，並考慮行業信息及市場數據而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 Segment information

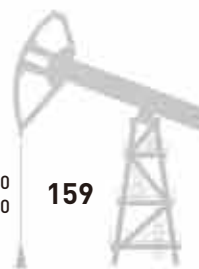
Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. These reports are prepared on the same basis as these consolidated financial statements.

The chief operating decision-maker is identified as the Executive Directors of the Company. The Executive Directors consider the business from both a geographic and product perspective. The shipbuilding, offshore engineering, engineering machinery and marine engine building segments (the “Disposal Group”) were disposed in 2019. The result of Disposal Group are presented as discontinued operations. The discontinued operations derives its revenue primarily from the construction of vessels, the construction of vessels for marine projects, manufacturing of excavators and crawler cranes and building marine engines. The energy exploration and production segment derives its revenue from sales of crude oil, key commodities and products handled and traded. The Executive Directors assess the performance of the reportable segments based on a measure of revenue and gross profit. The segment information provided to the Executive Directors for the reportable segments for the years ended 31 December 2019 and 2020 is as follows:

5 板塊資料

管理層根據由經主要營運決策者審閱及用作策略決定的報告釐定經營板塊。該等報告乃根據該等綜合財務報表相同的基準編製。

主要營運決策者為本公司執行董事。執行董事按地區及產品劃分業務。造船、海洋工程、工程機械及動力工程板塊(「出售集團」)已於二零一九年內出售。出售集團的業績呈列為已終止業務。已終止業務的收益主要來自建造船舶、建造作海洋項目用途的船舶、挖掘機及履帶起重機製造以及製造船用發動機。能源勘探及生產板塊的收益來自銷售原油、處理及交易主要商品及產品。執行董事根據收益及毛利計量評估可呈報板塊的表現。截至二零一九年及二零二零年十二月三十一日止年度，就可呈報板塊向執行董事提供的板塊資料如下：



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 Segment information (Continued)

5 板塊資料 (續)

		Discontinued operation		Continued operation				Total	
		已終止業務		持續經營業務					
		The Disposal Group		Energy exploration and production		Sub-total		Total	
		出售集團		能源勘探及生產		小計		總計	
		Year ended 31 December		Year ended 31 December		Year ended 31 December		Year ended 31 December	
		截至十二月三十一日止年度		截至十二月三十一日止年度		截至十二月三十一日止年度		截至十二月三十一日止年度	
		2020	2019	2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益								
- Revenue from sales of crude oil	- 來自原油銷售的收益	-	-	22,000	47,747	22,000	47,747	22,000	47,747
- Revenue from trading	- 來自交易的收益	-	-	12,800	-	12,800	-	12,800	-
- Revenue from sales of excavators	- 來自挖掘機銷售的收益	-	15,360	-	-	-	-	-	15,360
Segment revenue	板塊收益	-	15,360	34,800	47,747	34,800	47,747	34,800	63,107
Segment results	板塊業績	-	12,508	(6,427)	13,067	(6,427)	13,067	(6,427)	25,575
Selling and marketing expenses	銷售及市場推廣開支	-	-	-	-	(14)	(2,393)	(14)	(2,393)
General and administrative expenses	一般及行政開支	-	(349,869)	-	-	(48,473)	(62,399)	(48,473)	(412,268)
Provision for impairments of property, plant and equipment	物業、廠房及設備減值撥備	-	-	-	-	(296,559)	-	(296,559)	-
Provision for impairments of intangible assets	無形資產減值撥備	-	-	-	-	(864,374)	-	(864,374)	-
Other income	其他收益	-	11,704	-	-	-	-	-	11,704
Other (losses)/gains	其他(虧損)/收益	-	295,510	-	-	16,393	(40)	16,393	295,470
Net gain on disposal	出售收益淨額	-	916,012	-	-	-	-	-	916,012
Finance costs - net	融資成本 - 淨額	-	(412,927)	-	-	(35,592)	(322,439)	(35,592)	(735,366)
Change in provision for financial guarantee contracts	財務擔保合約之撥備變動	2,000,011	13,333	-	-	-	-	2,000,011	13,333
Profit/(loss) before income tax	除所得稅前利潤/(虧損)	2,000,011	486,271	-	-	(1,235,046)	(374,204)	764,965	112,067
Segment assets	板塊資產	-	-	997,943	2,322,992	997,943	2,322,992	997,943	2,322,992
Unallocated	未分配	-	-	-	-	7,990	25,992	7,990	25,992
Total assets	總資產	-	-	997,943	2,322,992	1,005,933	2,348,984	1,005,933	2,348,984
Segment liabilities	板塊負債	-	-	373,662	387,710	373,662	387,710	373,662	387,710
Unallocated	未分配	-	-	-	-	8,531,337	10,524,779	8,531,337	10,524,779
Total liabilities	總負債	-	-	373,662	387,710	8,904,999	10,912,489	8,904,999	10,912,489
Other segment disclosures:	其他板塊披露:								
Depreciation	折舊	-	73,804	18,165	23,080	18,165	23,080	18,165	96,884
Amortisation	攤銷	-	19,481	1,966	2,520	1,966	2,520	1,966	22,001
Additions to non-current assets	添置非流動資產	-	-	13,743	39,659	13,743	39,659	13,743	39,659

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 Segment information (Continued)

During the year ended 31 December 2020, revenue from the top customer of the energy exploration and production segment amounted to RMB6,228,000 (2019: RMB10,121,000), representing 17.9% (2019: 21.2%) of the total revenue.

There are three individual customers contributed more than 10% revenue of the Group's revenue for the year ended 31 December 2020 (2019: 3 individual customers). The revenue of these customers during the year are RMB6,228,000, RMB4,973,000 and RMB4,404,000 (2019: RMB10,121,000, RMB9,372,000 and RMB8,790,000) respectively.

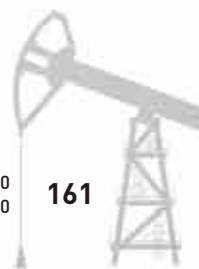
During the year ended 31 December 2019, revenue from the top customer of the shipbuilding segment, excluding cancellation of construction contracts, amounted to RMB15,360,000, representing 100% of the total revenue from discontinued operations excluding revenue related to the cancellation of the construction contracts.

5 板塊資料 (續)

截至二零二零年十二月三十一日止年度，源自能源勘探及生產板塊的最大客戶的收益達人民幣6,228,000元(二零一九年：人民幣10,121,000元)，佔總收益的17.9%(二零一九年：21.2%)。

截至二零二零年十二月三十一日止年度，三名個別客戶(二零一九年：三名個別客戶)貢獻本集團收益超過10%。年內該等客戶貢獻收益分別為人民幣6,228,000元、人民幣4,973,000元及人民幣4,404,000元(二零一九年：分別為人民幣10,121,000元、人民幣9,372,000元及人民幣8,790,000元)。

截至二零一九年十二月三十一日止年度，源自造船板塊的最大客戶的收益(不包括撤銷建造合約)達人民幣15,360,000元，佔已終止業務總收益(不包括有關撤銷建造合約的收益)的100%。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 Segment information (Continued)

Geographically, management considers the operations of shipbuilding, offshore engineering, engineering machinery and marine engine building segments are all located in the PRC while the energy exploration and production segment is located in Kyrgyzstan and PRC, with revenue derived from different geographical locations, which is determined by the country in which the customer is located.

The Group's revenue is analysed as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Continuing operations	持續經營業務		
Kyrgyzstan	吉爾吉斯	22,000	47,747
PRC	中國	12,800	—
Discontinued operations	已終止業務		
PRC	中國	—	15,360

Geographically, total assets and capital expenditures are allocated based on where the assets are located.

Non-current assets (excluding intangible assets) are analysed as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Kyrgyzstan	吉爾吉斯	258,315	597,514
Hong Kong	香港	68	103
PRC	中國	530	752
		258,913	598,369

5 板塊資料 (續)

就地區而言，管理層認為造船、海洋工程、工程機械及動力工程板塊業務均位於中國境內，而能源勘探及生產板塊則位於吉爾吉斯及中國，而收入源自不同地區，來源按客戶的所在國家釐定。

本集團的收益分析如下：

就地區而言，資產及資本開支總額均按資產所在位置分配。

非流動資產(不包括無形資產)分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 Property, plant and equipment

6 物業、廠房及設備

		Construction in progress 在建工程 RMB'000 人民幣千元	Oil properties 石油物業 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Motor vehicles 車輛 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	187,290	408,409	225	512	1,933	598,369
Additions	添置	550	13,186	-	7	-	13,743
Disposals	出售	-	(405)	-	-	(1,103)	(1,508)
Transfer	轉讓	(20,250)	20,250	-	-	-	-
Depreciation (Note 18)	折舊(附註18)	-	(17,520)	(8)	(293)	(344)	(18,165)
Impairment loss (Note 7)	減值虧損(附註7)	(84,741)	(211,818)	-	-	-	(296,559)
Exchange difference	匯兌差異	(10,700)	(26,223)	-	-	(44)	(36,967)
Closing net book amount	年末賬面淨值	72,149	185,879	217	226	442	258,913
At 31 December 2020	於二零二零年 十二月三十一日						
Cost or valuation	成本或估值	158,184	508,003	309	1,233	1,220	668,949
Accumulated depreciation and impairment loss	累計折舊及減值虧損	(86,035)	(322,124)	(92)	(1,007)	(778)	(410,036)
Net book amount	賬面淨值	72,149	185,879	217	226	442	258,913
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	326,676	419,455	223	573	1,085	748,012
Additions	添置	34,692	3,836	6	115	1,010	39,659
Disposals	出售	(149,395)	(5,432)	(9)	-	-	(154,836)
Transfer	轉讓	(26,088)	26,088	-	-	-	-
Depreciation (Note 18)	折舊(附註18)	-	(22,659)	(9)	(226)	(186)	(23,080)
Impairment loss (Note)	減值虧損(附註)	(1,381)	(17,904)	-	-	-	(19,285)
Exchange difference	匯兌差異	2,786	5,025	14	50	24	7,899
Closing net book amount	年末賬面淨值	187,290	408,409	225	512	1,933	598,369
At 31 December 2019	於二零一九年 十二月三十一日						
Cost or valuation	成本或估值	188,671	511,559	309	1,226	2,416	704,181
Accumulated depreciation and impairment loss	累計折舊及減值虧損	(1,381)	(103,150)	(84)	(714)	(483)	(105,812)
Net book amount	賬面淨值	187,290	408,409	225	512	1,933	598,369

Note:

Impairment loss mainly arises from the impairment of certain oil properties in energy exploration segment.

附註：

減值虧損主要來自能源勘探板塊中若干石油資產的減值。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 Property, plant and equipment

(Continued)

Depreciation of the Group's property, plant and equipment has been recognised as follows:

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of sales	銷售成本	17,872	22,659
General and administrative expenses	一般及行政開支	293	421
Charged to profit or loss	計入損益	18,165	23,080

Please refer to Note 7 for the impairment assessment associated with the property, plant and equipment of the energy exploration and production segment, together with the related intangible assets of the Cooperation Rights.

6 物業、廠房及設備 (續)

本集團已確認的物業、廠房及設備折舊如下：

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of sales	銷售成本	17,872	22,659
General and administrative expenses	一般及行政開支	293	421
Charged to profit or loss	計入損益	18,165	23,080

有關能源勘探及生產板塊的物業、廠房及設備，連同相關無形資產(即合作經營權)之減值測試請參閱附註7。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 Intangible assets

7 無形資產

Co-operation
Rights
合作權
RMB'000
人民幣千元

For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度	
Opening net book amount	期初賬面淨值	1,686,779
Amortisation (Note 18)	攤銷(附註18)	(1,966)
Provision of impairment (note)	減值撥備(附註)	(864,374)
Exchange differences	匯兌差異	(105,682)
Closing net book amount		714,757
At 31 December 2020		於二零二零年十二月三十一日
Cost	成本	1,592,845
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(878,088)
Net book amount		714,757
For the year ended 31 December 2019		截至二零一九年 十二月三十一日止年度
Opening net book amount	期初賬面淨值	1,668,765
Amortisation (Note 18)	攤銷(附註18)	(2,520)
Provision of impairment (note)	減值撥備(附註)	—
Exchange differences	匯兌差異	20,534
Closing net book amount		1,686,779
At 31 December 2019		於二零一九年十二月三十一日
Cost	成本	1,699,373
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(12,594)
Net book amount		1,686,779





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 Intangible assets (Continued)

The intangible assets represent rights to cooperate with the national oil company of Kyrgyzstan in the operation of the five oil fields zones (“Co-operation Rights”). The Co-operation Rights are stated at cost less accumulated amortisation and any impairment losses. As at 31 December 2020, 63 wells (2019: 57 wells) were at production. As a result, amortisation of RMB1,966,000 has been charged to profit or loss during the year (2019: RMB2,520,000) based on the units-of production method.

During the year ended 31 December 2018, the Group entered into a loan agreement with a related party who agreed to provide a loan facility up to RMB40,000,000 to the Group for the funding in respect of the energy exploration and production segment. As at 31 December 2020, the Group has drawn down RMB9,100,000 for exploration and drilling wells.

In addition, the Group also entered into Co-operative Framework Agreement with an independent third party who agreed to provide materials for the exploration and production of crude oil with an aggregate amount up to USD500,000,000, in exchange for an option to purchase up to 70% of the total crude oil produced by the Group at 92% to 95% of the market price as a form of repayment until all the liabilities are repaid.

During the year ended 31 December 2020, due to the significant decline in crude oil price and continuing low global oil prices, the management performed impairment assessments on oil properties and construction-in-progress and the Cooperation Rights relating to the energy exploration and production segment, representing an individual cash generating unit (“CGU”) in accordance with IAS 36 “Impairment of Assets”. The recoverable amount of a CGU is determined based on the higher of fair value less costs of disposal or value-in-use calculations. These calculations use pretax (2019: same) cash flow forecast covering a period from year 2021 to year 2058 based on production plan for wells within the operating periods granted under the Co-operation Rights.

7 無形資產 (續)

無形資產指與吉爾吉斯國家油公司合作經營五個油田區的權利(「合作經營權」)。合作經營權以成本減累計攤銷及任何減值虧損入賬。於二零二零年十二月三十一日，63座油井(二零一九年：57座油井)已進入生產階段。因此，已於年內損益按單位生產法扣除攤銷人民幣1,966,000元(二零一九年：人民幣2,520,000元)。

截至二零一八年十二月三十一日止年度，本集團與一名關聯方訂立貸款協議，該名關聯方同意向本集團提供不多於人民幣40,000,000元的貸款融資，為本集團的能源勘探及生產板塊提供資金。於二零二零年十二月三十一日，本集團已就勘探及鑽井提取人民幣9,100,000元。

此外，本集團亦與一名獨立第三方訂立合作框架協議，該獨立第三方同意提供原油勘探及生產材料總額高達500,000,000美元以交換可按市場價格92%至95%購買本集團生產的原油生產總量最多70%的期權，作為償還的方式，直至償還所有負債。

截至二零二零年十二月三十一日止年度，由於原油價格大幅下跌及國際油價持續走低，管理層對石油物業及在建工程以及與能源勘探及生產板塊有關的合作經營權(根據國際會計準則第36號「資產減值」代表一個個別現金產生單位(「現金產生單位」))進行減值評估。現金產生單位的可收回金額乃按公允值減出售成本或使用價值(以較高者為準)計算。該等計算使用根據合作經營權項下授出的經營期間內的油井生產計劃作出的涵蓋二零二一年至二零五八年期間的稅前(二零一九年：相同)現金流量預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 Intangible assets (Continued)

The directors of the Company have engaged an independent valuer, Valtech Valuation Advisory Limited (“Valtech”), to determine the recoverable amount of the CGU. Valtech and its professional valuers in charge of this valuation have appropriate qualifications and relevant experiences in various valuation assignments involving financial instruments. The professional valuers of Valtech involved in this valuation include professional members of the Society of Petroleum Engineers and Chartered Professional Engineers with over 20 years of experience in the petroleum industry, in relation to the technical assessment of reservoir and evaluation oil and gas projects.

In valuing the oil assets, Valtech has followed the Hong Kong Financial Reporting Standard. When appropriate, Valtech also made cross reference to the International Valuation Standards laid down by the International Valuation Standards Council.

The estimate of the recoverable amount of the CGU was determined based on a value-in-use calculation, using a discounted cash flow (“DCF”) model, which requires various parameters and inputs, among which the projection of amount and timing of future capital expenditures to enable the exploration and development of new oil production wells is a critical input. This projection, nonetheless, hinges on the overall financial position of the Company.

After careful consideration, the management decided to use conservative parameters and inputs in the projection of the amount and timing of the capital expenditures to be invested in the energy exploration and production operation, due to the following reasons:

- Oil prices fell dramatically in the early stages of COVID-19 and have only partially regained pre-pandemic price levels. Global oil prices and demand, despite some recovery in late 2020, are expected to stabilize below pre-pandemic levels over the next years.
- Partially due to the distraction and stagnation caused by COVID-19, the discharge of the Financial Guarantee and reinstatement of the financial credibility of the Company have been prolonged significantly.

As a result, in working out the valuation, the management assumed that no further capital expenditure shall be invested in the energy exploration and production operation until 2024. Accordingly, the energy exploration and production operation will be relying on its own production and cash flow to sustain its operation over the next three years.

7 無形資產 (續)

本公司董事已委聘獨立估值師方程評估有限公司(「方程」)釐定現金產生單位的可收回金額。方程及其負責此次估值的專業估值師在涉及金融工具各種估值任務中具備適當資格及相關經驗。參與此次評估的方程專業估值師包括石油工程師學會及特許專業工程師的專業成員，彼等於有關儲層技術評估以及石油及天然氣項目評估的石油行業中擁有超過二十年的經驗。

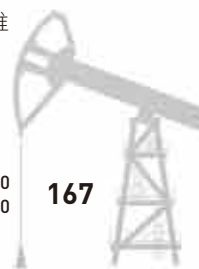
於評估石油資產的過程中，方程已遵從香港財務報告準則。於適當時候，方程亦參考國際評估準則理事會設定的國際評估準則。

現金產生單位的可收回金額的估計乃根據使用價值計算及使用貼現現金流量(「貼現現金流量」)模式釐定，需要多項參數及輸入值，其中對勘探及開發新的石油生產鑽井所需的未來資本開支的金額及時間的預測屬重大輸入值。然而，該預測取決於本公司的整體財務狀況。

經慎重考慮後，管理層決定於預測將投入至能源勘探及生產運營的資本支出的金額及時間時採用保守的參數及輸入值，原因如下：

- 石油價格在COVID-19疫情的早期階段急劇下跌，僅部分恢復至疫情前的價格水平。儘管全球石油價格及需求於二零二零年末有所回升，但有關價格及需求預計在未來數年仍將穩定在疫情前的水平以下。
- 部分由於COVID-19疫情造成的干擾和停滯，財務擔保的解除和本公司財務信譽的恢復大幅延長。

因此，在進行估值時，管理層假設在二零二四年之前不會向能源勘探及生產業務投放任何其他資本開支。因此，能源勘探及生產業務在未來三年內將依賴其自身的生產及現金流量維持運營。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 Intangible assets (Continued)

Among other things, the management also scrutinized other assumptions and updated them where appropriate, including crude oil price of USD35–55 per barrel (31 December 2019: USD48–65 per barrel) and a discount rate of 11.33% (31 December 2019: 11.5%).

As a result of the above assessment, the recoverable amount of the CGU falls significantly below its carrying value, and the Group has recognised a total impairment loss of RMB1,157,185,000 in the energy exploration and production operation, of which RMB864,374,000 was allocated to the Co-operation Rights and RMB292,811,000 was allocated to property, plant and equipment proportionally in accordance to IAS 36.

8 Financial instruments by category

The following is an analysis of financial instruments by category:

7 無形資產 (續)

此外，管理層亦審閱其他假設並對其進行適當的更新，包括原油價格為每桶35至55美元(二零一九年十二月三十一日：每桶48至65美元)，貼現率為11.33% (二零一九年十二月三十一日：11.5%)。

作為上述評估的結果，現金產生單位的可收回金額大幅下跌，低於其賬面值，本集團確認能源勘探及生產業務減值虧損總額人民幣1,157,185,000元，其中人民幣864,374,000元及人民幣292,811,000元根據國際會計準則第36號按比例分別分配至合作經營權及物業、廠房及設備。

8 按類別劃分之金融工具

以下為按類別劃分之金融工具分析：

		Total 總計 RMB'000 人民幣千元
Financial assets as per consolidated statement of financial position	綜合財務狀況表的金融資產	
As at 31 December 2020	於二零二零年十二月三十一日	
Financial assets of amortised cost	以攤銷成本計量的金融資產	
Trade receivables (Note 10(a))	應收賬款(附註10(a))	1,005
Other receivables and deposits	其他應收款項及按金	4,086
Cash and cash equivalents (Note 11)	現金及現金等價物(附註11)	16,064
Total	總計	21,155
		Total 總計 RMB'000 人民幣千元
As at 31 December 2019	於二零一九年十二月三十一日	
Financial assets of amortised cost	以攤銷成本計量的金融資產	
Trade receivables (Note 10(a))	應收賬款(附註10(a))	2,777
Other receivables and deposits	其他應收款項及按金	6,711
Cash and cash equivalents (Note 11)	現金及現金等價物(附註11)	42,851
Total	總計	52,339

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

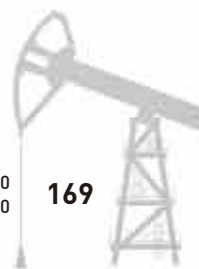
綜合財務報表附註

8 Financial instruments by category 8 按類別劃分之金融工具

(Continued)

(續)

		Total
		總計
		RMB'000
		人民幣千元
Liabilities as per consolidated statement of financial position	綜合財務狀況表的負債	
As at 31 December 2020	於二零二零年十二月三十一日	
Trade and other payables excluding contract liabilities and other tax-related payables	應付賬款及其他應付款項 (不包括合約負債及其他與稅有關的應付款項)	942,597
Borrowings (Note 16)	借款(附註16)	3,392,891
Financial guarantee contracts	財務擔保合約	4,545,132
Total	總計	8,880,620
As at 31 December 2019	於二零一九年十二月三十一日	
Trade and other payables excluding contract liabilities and other tax-related payables	應付賬款及其他應付款項 (不包括合約負債及其他與稅有關的應付款項)	761,196
Borrowings (Note 16)	借款(附註16)	3,594,543
Financial guarantee contracts	財務擔保合約	6,545,144
Total	總計	10,900,883



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 Inventories

Finished goods	成品	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
		818	1,717

The cost of inventories recognised as expense and included in cost of sales amounted to RMB16,073,000 for the year ended 31 December 2020 (2019: RMB9,628,000).

10 Trade receivables, other receivables, prepayments and deposits

(a) Trade receivables

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade receivables	應收賬款	3,832	2,777
Less: loss allowance	減：虧損撥備	(2,827)	—
		1,005	2,777

The Group normally grants credit terms to its customers up to 30 days to 90 days. The ageing analysis of the trade receivables, net of loss allowance, based on invoice date is as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
0 to 30 days	0至30天	—	384
31 to 60 days	31至60天	171	657
61 to 90 days	61至90天	—	51
Over 90 days	超過90天	834	1,685
		1,005	2,777

The Group does not hold any collateral as security.

9 存貨

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
818	1,717

截至二零二零年十二月三十一日止年度，確認為開支及計入銷售成本的存貨成本為人民幣16,073,000元(二零一九年：人民幣9,628,000元)。

10 應收賬款、其他應收款項、預付款項及按金

(a) 應收賬款

31 December 十二月三十一日		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade receivables	應收賬款	3,832	2,777
Less: loss allowance	減：虧損撥備	(2,827)	—
		1,005	2,777

本集團一般向客戶授出最多30天至90天的信貸期。基於發票日期的應收賬款(扣除虧損撥備)的賬齡分析如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
0 to 30 days	0至30天	—	384
31 to 60 days	31至60天	171	657
61 to 90 days	61至90天	—	51
Over 90 days	超過90天	834	1,685
		1,005	2,777

本集團並無持有任何抵押品作為抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 Trade receivables, other receivables, prepayments and deposits (Continued)

(b) Other receivables, prepayments and deposits (Continued)

The carrying amounts of other receivables, prepayments and deposits are denominated in the following currencies:

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
RMB	人民幣	741	2,816
HKD	港元	12	18
USD	美元	10,934	8,145
KGS	索姆	2,689	5,512
		14,376	16,491

11 Cash and cash equivalents

10 應收賬款、其他應收款項、預付款項及按金

(續)

(b) 其他應收款項、預付款項及按金 (續)

其他應收款項、預付款項及按金的賬面值以下列貨幣計值：

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Cash on hand	手頭現金	349	1,462
Cash at banks	銀行存款	15,715	41,389
Total cash and cash equivalents	現金及現金等價物總額	16,064	42,851
Maximum exposure to credit risk	面臨的最大信貸風險	15,715	41,389

11 現金及現金等價物

31 December

十二月三十一日

2020

二零二零年

RMB'000

人民幣千元

2019

二零一九年

RMB'000

人民幣千元

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 Cash and cash equivalents (Continued)

Cash and cash equivalents are denominated in the following currencies:

11 現金及現金等價物 (續)

現金及現金等價物以下列貨幣計值：

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	10,581	4,229
USD	美元	2,247	38,466
HKD	港元	1,892	107
Others	其他	1,344	49
		16,064	42,851

Cash at banks and short-term bank deposits are placed in major financial institutions located in Hong Kong, the PRC, Australia and Kyrgyzstan where there is no history of default.

The remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

銀行存款及短期銀行存款存放於香港、中國、澳大利亞及吉爾吉斯的大型金融機構，其並無拖欠歷史。

將資金匯出中國須遵守中國政府頒佈之外匯管制規則及法規。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 Ordinary shares, preference shares and share premium

12 普通股、優先股及股份溢價

	Number of ordinary shares	Nominal value of ordinary shares	Equivalent nominal value of ordinary shares	Number of convertible preference shares	Nominal value of convertible preference shares	Equivalent nominal value of convertible preference shares	Share premium	Total
	普通股數目	普通股面值	普通股面值 等額股	可轉換優先股數目	可轉換優先股面值	可轉換優先股 面值等額股	股份溢價	總計
		HKD 港元	RMB'000 人民幣千元		HKD 港元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Authorised:	法定：							
Ordinary shares of HKD0.5 each at 31 December 2019 and 2020	於二零一九年及二零二零年十二月三十一日每股面值0.5港元的普通股	4,770,491,507	2,385,245,753	-	-	-	-	-
Convertible preference shares of HKD0.5 each at 31 December 2019 and 2020 (note b)	於二零一九年及二零二零年十二月三十一日每股面值0.5港元的可轉換優先股(附註b)	-	-	7,006,000,000	3,503,000,000	-	-	-
Issued:	已發行：							
Ordinary shares of HKD0.5 each at 1 January 2019	於二零一九年一月一日每股面值0.5港元的普通股	4,116,371,507	2,058,185,753	1,737,050	7,006,000,000	3,503,000,000	3,100,000	13,182,422
Conversion of convertible bonds (Note a)	兌換可換股債券(附註a)	654,120,000	327,060,000	-	-	-	29,233	313,717
Ordinary shares of HKD0.5 each at 31 December 2019 and 2020	於二零一九年及二零二零年十二月三十一日每股面值0.5港元的普通股	4,770,491,507	2,385,245,753	2,021,534	7,006,000,000	3,503,000,000	3,100,000	13,496,139

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 Ordinary share, preference share and share premium (Continued)

Notes:

- (a) During the year ended 31 December 2019, the holders of convertible bonds converted balances of HKD327,060,000 (equivalent to approximately RMB284,484,000) into ordinary shares.
- (b) In December 2018, the Company issued a total of the 7,006,000,000 convertible preference shares with nominal value of HKD0.50 each, amounting to HKD3,503,000,000 (equivalent to RMB3,100,000,000) to a bank creditor to settle bank borrowings and interests totaling RMB3,100,000,000. The 7,006,000,000 convertible preference shares consisted of three classes, 2,330,000,000 of class A shares, 2,330,000,000 of class B shares and 2,346,000,000 of class C shares. Ordinary shares converted from convertible preference shares can be transferred without restriction, while the ordinary shares converted from class B and class C convertible preference shares will be subject to a lock-up period of six and twelve months, respectively.

Holders of the convertible preference shares are not entitled to the right to vote at any general meeting of the Company, yet they have the right to attend such meetings. They have the rights to receive any dividends pari passu to the holders of ordinary shares on the basis of the number of shares converted. Except for the mentioned, each Convertible Preference Share shall have the same rights as each of the Ordinary Shares.

As at 31 December 2019 and 2020, no convertible preference shares had been converted into ordinary shares.

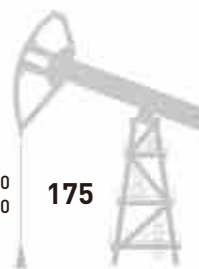
12 普通股、優先股及股份溢價(續)

附註：

- (a) 於截至二零一九年十二月三十一日止年度，可轉換債券持有人將餘額327,060,000港元(相當於約人民幣284,484,000元)轉換為普通股。
- (b) 於二零一八年十二月，本公司已向銀行債權人發行合共7,006,000,000股每股面值0.50港元的可轉換優先股，總額為3,503,000,000港元(相當於人民幣3,100,000,000元)，以償付銀行借款及利息合共人民幣3,100,000,000元。該7,006,000,000股可轉換優先股由三類股份組成，即2,330,000,000股A類股份、2,330,000,000股B類股份及2,346,000,000股C類股份。轉換可轉換優先股的普通股可無轉讓限制，而自B類及C類可轉換優先股轉換的普通股分別有六個月和十二個月的禁售期。

可轉換優先股持有人無權於本公司任何股東大會投票，惟彼等有權出席該等大會。彼等有權按照已兌換股份數目，與普通股持有人享有同等地位收取任何股息。除上述者外，各可轉換優先股與各普通股享有同等權利。

於二零一九年及二零二零年十二月三十一日，概無可轉換優先股轉換為普通股。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 Share-based payment — Group and Company

(a) Pre-IPO Share Option Scheme

Pursuant to a written resolution of the Shareholders dated 24 October 2010, selected employees were granted a total share options of 62,500,000 shares (the “**Pre-IPO Share Options**”) under the Pre-IPO Share Option Scheme (the “**Pre-IPO Share Option Scheme**”). The exercise price per share under the Pre-IPO Share Options shall be equal to a 50% discount to the Offer Price (i.e. HKD4 per share, the exercise price of the outstanding share options granted has been adjusted to HKD20 per consolidated share of HK0.50 each with effect from 29 March 2016). Each of the Pre-IPO Share Options has a 10-year exercisable period, from 19 November 2010 (“**Old Grant Date**”), and ending on the expiration of the tenth anniversary of the date of acceptance of the grant of options, on 26 October 2020. As at 31 December 2020, the number of outstanding share options granted has been adjusted for the effect of share consolidation and no share options were vested and exercisable (31 December 2019: 75,000 share options) after the share consolidation adjustment. The Pre-IPO Share Option Scheme has expired during the year ended 31 December 2020.

Commencing from the date on which trading in the shares of the Company first commenced on the Main Board of the Hong Kong Stock Exchange, being 19 November 2010 (“**Listing Date**”), the expiry of first, second, third, and fourth anniversaries of the Listing Date, the relevant grantee may exercise options up to 20%, 40%, 60%, 80% and 100% respectively. No additional share options were granted pursuant to the Pre-IPO Share Option Scheme during the year.

13 以股份為基礎的支付 — 集團及公司

(a) 首次公開發售前購股權計劃

根據日期為二零一零年十月二十四日的股東書面決議案，特選僱員獲授予首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）項下合共62,500,000股股份的購股權（「首次公開發售前購股權」）。首次公開發售前購股權項下每股股份的行使價較發售價折讓50%（即每股4港元）（自二零一六年三月二十九日起已授出的未行使購股權的行使價已調整為每股面值為0.50港元的合併股份20港元）。每份首次公開發售前購股權均有十年行使期，由二零一零年十一月十九日（「舊授出日期」）起至接納授出購股權第十週年當日屆滿，即二零二零年十月二十六日。於二零二零年十二月三十一日，經股份合併調整後，未行使購股權數目受股份合併影響而調整及並無購股權已歸屬及可行使（二零一九年十二月三十一日：75,000份購股權）。首次公開發售前購股權計劃已於截至二零二零年十二月三十一日止年度屆滿。

由本公司股份開始於香港聯交所主板買賣當日（「上市日期」，即二零一零年十一月十九日）、上市日期第一、第二、第三及第四週年屆滿當日，有關承授人可分別行使購股權的最多20%、40%、60%、80%及100%。年內不會根據首次公開發售前購股權計劃另行授出購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 Share-based payment — Group and Company (Continued)

(a) Pre-IPO Share Option Scheme (Continued)

The fair value of the share options granted on 24 October 2010, determined using the binominal model (the "Model"), ranging from HKD4.38 to HKD5.17 per option. The significant inputs into the Model were the share price of HKD8 at the Listing Date, exercise price shown above, expected dividend yield rate of 1.32%, risk-free rate of 2.09%, an expected option life of ten years and expected volatility of 55.0%. The volatility measured is based on the average annualised standard deviations of the continuously compounded rates of return on the share prices of comparable companies with similar business operations.

Movements in the number of share options outstanding and their related exercise prices are as follows:

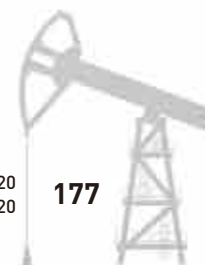
		Average exercise price in HKD per share 每股港元 平均行使價	Number of share options 購股權數目 (thousands) (千份)
At 1 January 2019	於二零一九年一月一日	20	3,650
Lapsed	已失效	20	(2,775)
At 31 December 2019	於二零一九年十二月三十一日	20	875
At 1 January 2020	於二零二零年一月一日	20	875
Lapsed	已失效	20	(875)
At 31 December 2020	於二零二零年十二月三十一日	—	—

13 以股份為基礎的支付 — 集團及公司 (續)

(a) 首次公開發售前購股權計劃 (續)

於二零一零年十月二十四日授出的購股權的公允值乃採用二項式模式(「模式」)釐定，每份購股權介乎4.38港元至5.17港元。模式的重要參數包括於上市日期的股價8港元、上述行使價、預期股息收益率1.32%、無風險利率2.09%、預期購股權年限十年及預期波幅55.0%。波幅乃根據經營類似業務的可比較公司股價的持續複式回報率的平均年度標準偏差計算。

未行使購股權數目的變動及其相關行使價如下：





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 Share-based payment — Group and Company (Continued)

(b) Share Option Scheme

The Company conditionally approved and adopted a share option scheme on 24 October 2010 (the “**Share Option Scheme**”). The Share Option Scheme became unconditional on 19 November 2010 when the Company’s shares were listed on the Main Board of the Hong Kong Stock Exchange.

Pursuant to the written resolutions of the Directors dated 30 April 2012, selected employees were granted a total of 348,580,000 share options under the Share Option Scheme. The exercise price per share under the Share Option Scheme is HKD1.94 per share of HKD0.10 each (the exercise price of the outstanding share options granted has been adjusted to HKD9.70 per consolidated share of HKD0.50 each with effect from 29 March 2016). No share option is exercisable prior to the first anniversary of 30 April 2012 (the “**New Grant Date**”). On each of the first, second, third, fourth and fifth anniversaries of the New Grant Date, a further 20% of the share options granted to the selected employees may be exercised, provided that no share option shall be exercised after 30 April 2022. As at 31 December 2020, the number of outstanding share options granted has been adjusted for the effect of share consolidation and 16,800,000 share options were vested and exercisable (31 December 2019: 16,800,000 share options) after the share consolidation adjustment.

The fair value of the share options granted on 30 April 2012, determined using the Model, ranged from HKD0.63 to HKD0.64 per option. The significant inputs into the Model were the share price of HKD1.94 at the New Grant Date, the exercise price shown above, expected dividend yield rate of 4.66%, risk-free rate of 1.14%, an expected option life of 10 years and expected volatility of 54.50%. The volatility measured is based on the average annualised standard deviations of the continuously compounded rates of return on the share prices of comparable companies with similar business operations.

13 以股份為基礎的支付 — 集團及公司 (續)

(b) 購股權計劃

本公司於二零一零年十月二十四日有條件批准及採納一項購股權計劃(「**購股權計劃**」)。購股權計劃於二零一零年十一月十九日本公司股份在香港聯交所主板上市起成為無條件。

根據日期為二零一二年四月三十日的董事書面決議案，特選僱員獲授予購股權計劃項下合共348,580,000份購股權。購股權計劃項下的每股行使價為每股面值0.10港元的股份1.94港元(自二零一六年三月二十九日起已授出的未行使購股權的行使價已調整為每股面值0.50港元的合併股份9.70港元)。於二零一二年四月三十日(「**新授出日期**」)起第一週年前，概無購股權可予行使。由新授出日期起第一、第二、第三、第四及第五週年屆滿當日，獲授購股權的特選僱員可進一步行使購股權的20%，惟二零一二年四月三十日後不可行使購股權。於二零一零年十二月三十一日，經股份合併調整後，未行使購股權數目受股份合併影響而調整及有16,800,000份購股權已歸屬及可行使(二零一零年十二月三十一日：16,800,000份購股權)。

於二零一二年四月三十日授出的購股權的公允值乃採用模式釐定，每份購股權介乎0.63港元至0.64港元。模式的重要參數包括於新授出日期的股價1.94港元、上述行使價、預期股息收益率4.66%、無風險利率1.14%、預期購股權年限10年及預期波幅54.50%。波幅乃根據經營類似業務的可比較公司股價的持續複式回報率的平均年度標準偏差計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 Share-based payment — Group and Company (Continued)

(b) Share Option Scheme (Continued)

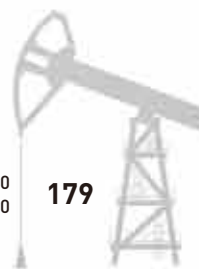
13 以股份為基礎的支付 — 集團及公司 (續)

(b) 購股權計劃 (續)

		Average exercise price in HKD per share 每股港元 平均行使價	Number of share options 購股權數目 (thousands) (千份)
At 1 January 2019	於二零一九年一月一日	9.70	29,048
Lapsed	已失效	9.70	(12,248)
At 31 December 2019	於二零一九年十二月三十一日	9.70	16,800
At 1 January 2020	於二零二零年一月一日	9.70	16,800
Lapsed	已失效	9.70	—
At 31 December 2020	於二零二零年十二月三十一日	9.70	16,800

During the year ended 31 December 2020, no expense was recognised in the consolidated statement of comprehensive income for share options granted to directors and employees (2019: Nil). No expense is recognised for the Pre-IPO Share Scheme (2019: Nil) or Share Option Scheme (2019: Nil). The Group has no legal or constructive obligations to repurchase or settle the options in cash.

截至二零二零年十二月三十一日止年度，並無於綜合全面收益表中就授予董事及僱員購股權確認開支(二零一九年：無)。並無就首次公開發售前購股權計劃(二零一九年：無)或購股權計劃(二零一九年：無)確認開支。本集團並無法定或推定責任以現金購回或結算購股權。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 Other reserves

14 其他儲備

		Capital reserve	Financial asset at fair value through other comprehensive income reserve	Share based payment reserve	Statutory reserve	Translation reserve	Total
		資本儲備	按公允價值計入其他全面收益儲備的金融資產	以股份為基礎的支付儲備	法定儲備	匯兌儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於二零一九年一月一日	2,462,930	(8,756)	578,942	498,854	172,702	3,704,672
Release of other reserve upon disposal of discontinued operation	於出售已終止業務時撥回其他儲備	(2,462,930)	—	(538,234)	(498,854)	—	(3,500,018)
Financial asset at fair value through other comprehensive income	按公允價值計入其他全面收益的金融資產	—	2,616	—	—	—	2,616
Transfer of fair value through other comprehensive income to accumulated losses upon disposal	於出售時轉撥計入其他全面收益的公允價值至累計虧損	—	6,140	—	—	—	6,140
Exchange difference on translation of foreign operations	換算海外營運的匯兌差額	—	—	—	—	20,346	20,346
Lapse of employee share options	僱員購股權失效	—	—	(22,609)	—	—	(22,609)
At 31 December 2019	於二零一九年十二月三十一日	—	—	18,099	—	193,048	211,147
At 1 January 2020	於二零二零年一月一日	—	—	18,099	—	193,048	211,147
Exchange difference on translation of foreign operations	換算海外營運的匯兌差額	—	—	—	—	(102,612)	(102,612)
Lapse of employee share options	僱員購股權失效	—	—	(5,336)	—	—	(5,336)
At 31 December 2020	於二零二零年十二月三十一日	—	—	12,763	—	90,436	103,199

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 Trade and other payables

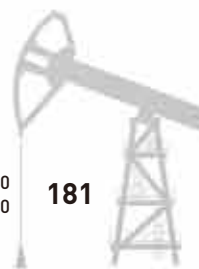
15 應付賬款及其他應付款項

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade payables	應付賬款	262,493	276,829
Other payables	其他應付款項		
– Third parties	– 第三方	91,877	81,507
– Related parties (Note 30)	– 關聯方(附註30)	42,706	30,866
Contract liabilities	合約負債	—	63
Accrued expenses	應計開支		
– Payroll and welfare	– 工資及福利	23,807	21,606
– Interest	– 利息	492,486	322,367
– Custodian fee	– 託管費	26,521	26,096
– Others	– 其他	15,915	7,127
Other tax-related payables	其他稅務相關應付款項	11,171	6,341
Total trade and other payables	總應付賬款及其他應付款項	966,976	772,802

At 31 December 2020 and 2019, the ageing analysis of the trade payables based on invoice date were as follows:

於二零二零年及二零一九年十二月三十一日，按發票日期劃分的應付賬款的賬齡分析如下：

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
0–30 days	0至30天	2,081	28
31–60 days	31至60天	—	1
61–90 days	61至90天	—	14
Over 90 days	90天以上	260,412	276,786
		262,493	276,829



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 Trade and other payables (Continued)

The carrying amount of trade and other payables are denominated in the following currencies:

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
RMB	人民幣	22,201	110,551
USD	美元	389,732	375,210
HKD	港元	555,043	287,041
		966,976	772,802

15 應付賬款及其他應付款項 (續)

應付賬款及其他應付款項的賬面值乃以下列貨幣列值：

16 Borrowings

		31 December 十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Non-current	非即期		
Other borrowings	其他借款	532,267	937,125
Promissory notes	承兌票據	917,055	—
		1,449,322	937,125
Current	即期		
Bank borrowings	銀行借款	314,849	461,243
Promissory notes	承兌票據	1,028,537	2,140,289
Other borrowings	其他借款	600,183	55,886
		1,943,569	2,657,418
Total borrowings	借款總額	3,392,891	3,594,543

16 借款

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 Borrowings (Continued)

Borrowings amounting to RMB2,262,072,000 as at 31 December 2020 (2019: RMB2,601,532,000) were secured by guarantee from a director of the Company, certain shareholders of the Company and the related parties and share capital of certain related parties.

As at 31 December 2020, borrowings of the Group amounted to RMB3,392,891,000, out of which RMB1,365,178,000 were overdue, while borrowings of the Group amounting to RMB8,618,000 contained cross-default terms as at 31 December 2020 and became immediately repayable. Total overdue interest payables of the Group amounted to RMB492,486,000. As at the date of the approval of these consolidated financial statements, the Group has not obtained waivers to comply with these cross-default terms from the relevant lenders; nor have these lenders taken any action against the Group to demand immediate repayment.

The Group's borrowings are repayable as follows:

		31 December 十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年內	1,943,569	2,657,418
Between 1 and 2 years	一至二年	1,449,322	937,125
		3,392,891	3,594,543

The Group's borrowings repayable based on the scheduled repayment dates is the same as the above table.

The carrying amounts of the non-current borrowings approximate their fair values.

16 借款(續)

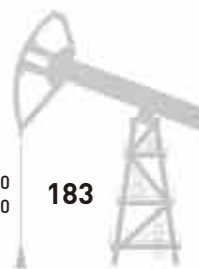
於二零二零年十二月三十一日，借款人民幣2,262,072,000元(二零一九年：人民幣2,601,532,000元)由本公司一名董事、本公司若干股東及關聯方提供的擔保，以及若干關聯方的股本作抵押。

於二零二零年十二月三十一日，本集團的借款為人民幣3,392,891,000元，其中人民幣1,365,178,000元已逾期。本集團於二零二零年十二月三十一日的借款中有人民幣8,618,000元的借款含交叉違約條款，須立即償還。本集團的逾期應付利息總額為人民幣492,486,000元。於該等綜合財務報表獲批准日期，本集團尚未獲得相關借款人遵守這些交叉違約條款之豁免；該等借款人並無對本集團採取任何行動要求立即償還款項。

本集團的還款時間如下：

本集團借款的還款時間按計劃還款日期與上表相同。

非即期借款的賬面值與其公允值相若。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 Borrowings (Continued)

The carrying amounts of the borrowings are denominated in the following currencies:

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	12,573	28,446
HKD	港元	2,444,281	2,567,815
USD	美元	936,037	998,282
		3,392,891	3,594,543

The exposure of the Group's borrowings to interest-rate changes and the contractual repricing dates are as follows:

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
6 months or less	六個月或之內	1,363,547	2,610,615
6-12 months	六至十二個月	580,022	46,803
1-5 years	一至五年	1,449,322	937,125
		3,392,891	3,594,543

16 借款(續)

借款的賬面值乃以以下貨幣計值：

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	12,573	28,446
HKD	港元	2,444,281	2,567,815
USD	美元	936,037	998,282
		3,392,891	3,594,543

本集團借款面臨的利率變動及合約重新定價日期風險如下：

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
6 months or less	六個月或之內	1,363,547	2,610,615
6-12 months	六至十二個月	580,022	46,803
1-5 years	一至五年	1,449,322	937,125
		3,392,891	3,594,543

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 Borrowings (Continued)

The Group has the following undrawn borrowing facilities:

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Expiring within one year	一年內到期	-	30,900
Expiring beyond one year	一年後到期	881,275	1,157,393
		881,275	1,188,293

The effective interest rates and details of borrowings at the date of the consolidated statement of financial position are as follows:

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
Bank borrowings	銀行借款	7.97%	7.97%
Promissory notes	承兌票據	7.00%	7.00%
Other borrowings (excluding interest-free loan)	其他借款 (不包括免息貸款)	5.00%	5.00%

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
Gross debt — fixed interest rate	債務總額 — 固定利率	3,078,042	3,133,300
Gross debt — variable interest rate	債務總額 — 浮動利率	314,849	461,243

Bank borrowings

Bank borrowings of RMB314,849,000 (2019: RMB461,243,000) is overdue and immediately repayable.

16 借款(續)

本集團有以下未提取授信額度：

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Expiring within one year	一年內到期	-	30,900
Expiring beyond one year	一年後到期	881,275	1,157,393
		881,275	1,188,293

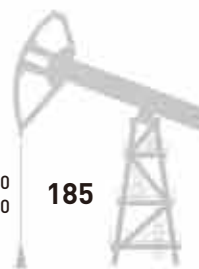
於綜合財務狀況表日期之實際利率及借款詳情如下：

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
Bank borrowings	銀行借款	7.97%	7.97%
Promissory notes	承兌票據	7.00%	7.00%
Other borrowings (excluding interest-free loan)	其他借款 (不包括免息貸款)	5.00%	5.00%

		31 December 十二月三十一日	
		2020 二零二零年	2019 二零一九年
Gross debt — fixed interest rate	債務總額 — 固定利率	3,078,042	3,133,300
Gross debt — variable interest rate	債務總額 — 浮動利率	314,849	461,243

銀行借款

人民幣314,849,000元(二零一九年：人民幣461,243,000元)的銀行借款已逾期且應立即償還。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 Borrowings (Continued)

Other borrowings

16 借款(續)

其他借款

		31 December	
		十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans from an entity controlled by a close family member of Mr. Zhang Zhi Rong (Note i)	來自張志熔先生近親家屬控制的實體的貸款(附註i)	368,793	415,424
Loan from an entity controlled by Mr. Zhang Zhi Rong (Note ii and iii)	來自張志熔先生控制的實體的貸款(附註ii及iii)	719,927	530,784
Loan from a third party (Note iv)	來自第三方的貸款(附註iv)	43,730	46,803
		1,132,450	993,011
Less: Non-current portion	減：非即期部分	(532,267)	(937,125)
Current portion of other borrowings	其他借款之即期部分	600,183	55,886

Notes:

- (i) During the year ended 31 December 2020, the Group extended unsecured and interest-free loans from an entity controlled by a close family member of Mr. Zhang Zhi Rong amounting to RMB404,136,000. The carrying amount is RMB360,140,000 and it is repayable in December 2022.
- (ii) As at 31 December 2020, the Group has drawn down principal amount of USD119,708,000 (equivalent to approximately RMB781,297,000) from the loan agreement, provided by an entity controlled by Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to USD250,000,000 (equivalent to approximately RMB1,631,675,000) to the Group for the funding of the oilfield operations of the energy exploration and production segment. The carrying amount is RMB719,927,000 and it is repayable between December 2021 to December 2022.
- (iii) During the year ended 31 December 2018, the Group entered into a loan agreement with an entity controlled by Mr. Zhang Zhi Rong, who agreed to provide a loan facility up to RMB40,000,000 to the Group for the funding in respect of the energy exploration and production segment. As at 31 December 2020, the Group has drawn down principal amount of RMB9,100,000 for exploration and drilling of wells.
- (iv) During the year ended 31 December 2020, the Company has drawn down USD6,700,000 (equivalent to approximately RMB46,786,000) loan from an independent third party at 5% per annum and is overdue and immediately repayable (2019: USD6,700,000).

附註：

- (i) 截至二零二零年十二月三十一日止年度，本集團向受張志熔先生近親家屬控制的實體取得無擔保及免息貸款，金額為人民幣404,136,000元。賬面值為人民幣360,140,000元，將於二零二二年十二月償還。
- (ii) 於二零二零年十二月三十一日，本集團從張志熔先生所控制實體提供的貸款協議提取本金金額119,708,000美元(相當於約人民幣781,297,000元)，該實體同意向本集團提供不多於250,000,000美元(相當於約人民幣1,631,675,000元)的貸款融資，為本集團能源勘探及生產板塊下的油田經營提供資金。賬面值為人民幣719,927,000元，須於二零二一年十二月至二零二二年十二月之間償還。
- (iii) 截至二零一八年十二月三十一日止年度，本集團與由張志熔先生控制的實體訂立貸款協議，該實體同意向本集團提供不多於人民幣40,000,000元的貸款融資，為本集團的能源勘探及生產板塊提供資金。於二零二零年十二月三十一日，本集團已就勘探及鑽井提取本金金額人民幣9,100,000元。
- (iv) 截至二零二零年十二月三十一日止年度，本公司從一名獨立第三方提供的貸款提取6,700,000美元(相當於約人民幣46,786,000元)，該貸款按年利率5%計息且已逾期及應立即償還(二零一九年：6,700,000美元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 Borrowings (Continued) Promissory Notes

16 借款(續) 承兌票據

RMB'000
人民幣千元

For the year ended 31 December 2019	截至二零一九年十二月三十一日 止年度	
Opening amount as at 1 January 2019	於二零一九年一月一日的期初金額	1,605,163
Addition to discharge principals and interests of convertible bonds	解除可換股債券本金及利息增加	510,437
Repayment	還款	(10,783)
Exchange difference	匯兌差異	35,472
Closing amount as at 31 December 2019		2,140,289
		<hr/>
For the year ended 31 December 2020	截至二零二零年十二月三十一日 止年度	
Opening amount as at 1 January 2020	於二零二零年一月一日的期初金額	2,140,289
Repayment	還款	(74,268)
Exchange difference	匯兌差異	(120,429)
Closing amount as at 31 December 2020		1,945,592

17 Discontinued operations

(a) Description

On 9 October 2018, the Company entered into a conditional sale and purchase agreement with the Purchaser to dispose of the Disposal Group at a consideration of HKD1. As at 31 December 2018, assets and liabilities of the Shipbuilding Business were classified as "Assets classified as held for sale" and "Liabilities directly associated with assets classified held for sale" respectively in the consolidated statement of financial position.

There are certain conditions precedent pursuant to the Transaction, which included, but not limited to, the release or discharge of the Relevant Guarantees. The conditional sale and purchase agreement were approved by the shareholders of the Company and CPS were issued in December 2018.

On 10 March 2019, the Group transferred the sale share of Able Diligent Limited to the Purchaser. The Disposal Group is classified as discontinued operations in the period up to the date of disposal. Financial information relating to the discontinued operations for the period up to the date of disposal is set out below.

17 已終止業務

(a) 描述

於二零一八年十月九日，本公司已與買方訂立有條件出售及購買協議，以代價1港元出售出售集團。於二零一八年十二月三十一日，造船業務的資產及負債分別於綜合財務狀況表內分類為「分類為持作出售的資產」及「與分類為持作出售的資產直接相關的負債」。

根據該交易有若干先決條件，包括但不限於免除或解除相關擔保的情況。有條件買賣協議已獲本公司股東批准，而可轉換優先股已於二零一八年十二月發行。

於二零一九年三月十日，本集團將 Able Diligent Limited 的銷售股份轉讓予買方。出售集團於截至出售日期期間已分類為已終止業務。直至出售日期期間的有關已終止業務的財務資料載列如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 Discontinued operations (Continued)

(b) Financial performance and cash flow information

The financial performance and cash flow information presented are for the period ended 10 March 2019.

17 已終止業務 (續)

(b) 財務表現及現金流量資料

所呈列的財務表現及現金流量資料乃截至二零一九年三月十日止期間。

		For the period from 1 January 2019 to 10 March 2019 二零一九年一月一日至 二零一九年三月十日止 期間 RMB'000 人民幣千元
Revenue	收益	15,360
Cost of sales	銷售成本	(2,852)
Gross profit	毛利	12,508
Other gains — net	其他收益 — 淨額	295,510
Other income	其他收益	11,704
Expenses	開支	(349,869)
Finance costs — net	融資成本 — 淨額	(412,927)
Loss before income tax	除所得稅前虧損	(443,074)
Income tax expense	所得稅開支	-
Loss from discontinued operations	來自已終止業務的虧損	(443,074)
Fair value gains on a financial asset at fair value through other comprehensive income	按公允值計入其他全面收益的金融資產的公允值收益	2,616
Total comprehensive loss from discontinued operations	來自已終止業務的全面虧損總額	(440,458)
Net cash inflow from operation activities	經營活動現金流入淨額	19,488
Net cash outflow from investing activities	投資活動現金流出淨額	(32,950)
Net cash outflow from financing activities	融資活動現金流出淨額	(500)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(13,962)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 Discontinued operations (Continued)

(c) Gain on disposal of Discontinued Operations

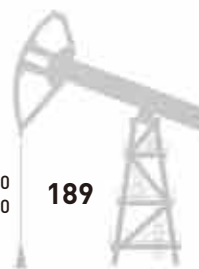
17 已終止業務 (續)

(c) 出售已終止業務的收益

		As at 10 March 2019 於二零一九年 三月十日 RMB'000 人民幣千元
Consideration	代價	-
Carrying value of net liabilities of the Disposal Group	出售集團負債淨額賬面值	23,820,910
Less: Derecognition of non-controlling interest of the Disposal Group	減：終止確認出售集團非控股權益	(617,998)
Less: Transfer of amount due to the Disposal Group to Purchaser	減：轉移至買方之應付出售集團款項	(15,877,596)
Less: Transaction costs	減：交易成本	(1,273)
Gain on disposal	出售事項收益	7,324,043
Less: Financial guarantee contracts recognised (note(i))	減：已確認財務擔保合約 (附註(i))	(6,408,031)
Net gain on disposal	出售收益淨額	916,012

Note (i): Financial guarantee contracts were recognised upon the completion of the disposal as at 10 March 2019. As at 31 December 2019 and the date of the 2019 annual report, the release of the Relevant Guarantee was not yet completed. Approximately RMB6,545,144,000, which represented its fair value, of the Disposal Group's financial liabilities remained guaranteed by the Company as of 31 December 2019.

註(i)：於二零一九年三月十日出售完成時確認財務擔保合約。於二零一九年十二月三十一日及二零一九年年報日期，有關擔保的解除尚未完成。截至二零一九年十二月三十一日，出售集團的金融負債約人民幣6,545,144,000元（即其公允值）仍由本公司擔保。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 Discontinued operations (Continued)

(c) Gain on disposal of Discontinued Operations (Continued)

The carrying amounts of assets and liabilities of the Disposal Group as at the date of sale (10 March 2019) were as follows:

17 已終止業務 (續)

(c) 出售已終止業務的收益 (續)

出售集團於出售日期(二零一九年三月十日)之資產及負債之賬面值如下:

		As at 10 March 2019 於二零一九年 三月十日 RMB'000 人民幣千元
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收益的 金融資產	30,323
Land use right	土地使用權	3,425,509
Property, plant and equipment	物業、廠房及設備	14,962,869
Prepayment for non-current assets	非流動資產的預付款項	143
Inventories	存貨	61,660
Trade receivables	應收賬款	4,459
Other receivables, prepayments and deposits	其他應收款項、預付款項及按 金	3,358,492
Pledged deposits	已抵押存款	1,771
Cash and cash equivalents	現金及現金等價物	38,855
Total assets	總資產	21,884,081
Trade and other payables (note)	應付賬款及其他應付款項 (附註)	30,466,991
Contract liabilities	合約負債	39,236
Borrowings	借款	15,198,764
Total liabilities	總負債	45,704,991
Net liabilities of the discontinued operations	已終止業務負債淨額	(23,820,910)

Note: Trade and other payables included amounts due to the Group by Disposal Group amounting to RMB15,877.6 million.

附註：應付賬款及其他應付款項包括出售集團應付本集團的款項人民幣15,877.6百萬元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 Expenses by nature

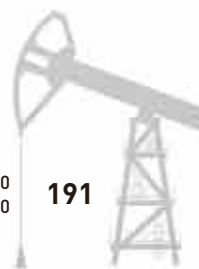
18 按性質劃分的開支

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amortisation of intangible assets (Note 7)	無形資產攤銷(附註7)	1,966	2,520
Auditors' remuneration – audit services	核數師酬金 – 核數服務	2,665	3,084
Major transaction – major transaction	主要交易 – 主要交易	1,332	—
Bank charges	銀行收費	47	86
Consultancy and professional fees	諮詢及專業費用	17,210	10,555
Cost directly associated with inventories	與存貨直接相關的成本	16,073	9,628
Depreciation of property, plant and equipment (Note 6)	物業、廠房及設備折舊(附註6)	18,165	23,080
Employee benefits expenses (Note 19)	僱員福利開支(附註19)	16,298	19,708
Insurance premiums	保險費	399	695
Other expenses	其他開支	16,891	10,831
Total cost of sales, selling and marketing expenses, general and administrative expenses	銷售成本、銷售及市場推廣開支、一般及行政開支總額	89,714	80,187

19 Employee benefits expenses (including directors' emoluments)

19 僱員福利開支(包括董事薪酬)

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and wages	薪金及工資	15,433	17,941
Social security costs	社會保障成本	756	912
Contribution to pension plans	退休金計劃供款	109	855
		16,298	19,708



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 Employee benefits expenses (including directors' emoluments)

(Continued)

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2020 are five directors (2019: Five directors). The emoluments of the five directors (2019: Five directors) are reflected in the analysis presented in Note 24. (2019: The emoluments of the senior management personnel was approximately RMB4,662,000 including basic salaries, housing allowances, other allowances and benefit-in-kind of RMB5,491,000 and contribution to pension plan of RMB288,000).

(b) During the year ended 31 December 2020, no directors or the five highest paid individuals received any emoluments from the Group as an inducement to join, upon joining the Group, leave the Group or as compensation for loss of office (2019: Same).

19 僱員福利開支 (包括董事薪酬) (續)

(a) 五位最高薪酬人士

截至二零二零年十二月三十一日止年度，本集團五位最高薪酬人士為五名董事(二零一九年：五名董事)。該五名董事(二零一九年：五名董事)的酬金載列於附註24之分析中(二零一九年：高級管理人員酬金約為人民幣4,662,000元，包括基本工資、住房津貼、其他津貼及實物利益人民幣5,491,000元以及退休金計劃供款人民幣288,000元)。

(b) 截至二零二零年十二月三十一日止年度，本集團概無為吸引董事或五位最高薪酬人士加盟或在彼等加盟或離開本集團時或以離職補償為由向彼等支付任何酬金(二零一九年：相同)。

20 Other gains/(losses) — net

20 其他收益／(虧損) 淨額

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Fair value change on derivative instruments — embedded derivative in convertible bonds	—	4,680
Net foreign exchange gains/(losses) (Note 23)	16,287	(7,379)
Gain on disposal of property, plant and equipment	106	2,659
	16,393	(40)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 Finance income and costs

21 融資收益及成本

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Finance income:	融資收益：		
Interest income from bank deposits	銀行存款的利息收入	—	80
Imputed interest income	估算利息收入	36,641	34,302
		36,641	34,382
Finance costs:	融資成本：		
Interest expenses	利息開支		
— Borrowings	— 借款	(51,427)	(70,687)
— Promissory notes	— 承兌票據	(155,868)	(117,973)
— Convertible bonds	— 可換股債券	—	(142,833)
Net foreign exchange gains/(losses) (Note 23)	外匯收益／(虧損)淨額(附註23)	135,062	(55,454)
Less: borrowing costs capitalised	減：資本化的借款成本	—	30,126
		(72,233)	(356,821)
Finance costs — net	融資成本—淨額	(35,592)	(322,439)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 Income tax

Income tax expense of RMB8,000 represents provision for EIT in the PRC during the year.

No Hong Kong profits tax has been provided for the years ended 31 December 2020 and 2019 as the Group had no assessable profits in Hong Kong. All PRC subsidiaries and the Kyrgyzstan subsidiary are subject to EIT rates of 25% and 10%, respectively.

The tax on the Group's results before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to results of the consolidated entities as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損	1,235,046	374,204
Tax calculated at domestic tax rates applicable to profit of respective companies	按有關公司溢利所適用的國內稅率計算的稅項	(126,018)	(4,267)
Income not subject to tax	毋須課稅收益	(32,924)	(159)
Expenses not deductible for tax purposes	不可扣稅開支	150,653	14,124
Effect of tax losses not recognised	未確認稅項虧損的影響	8,297	-
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	-	(9,698)
		8	-

As at 31 December 2020, the Group has unused tax losses of approximately RMB560,036,000 (2019: approximately RMB489,204,000) available for offset against future profits. No deferred tax has been recognised in respect of such losses due to unpredictability of future profit streams. The tax losses in Hong Kong may carry forward indefinitely. The unrecognized tax losses in the PRC and Kyrgyzstan will expire from 2021 to 2025.

22 所得稅

所得稅開支人民幣8,000元為年內就中國企業所得稅的撥備。

由於本集團並無在香港產生應課稅溢利，故於截至二零二零年及二零一九年十二月三十一日止年度並無就香港利得稅作出撥備。所有中國附屬公司及吉爾吉斯附屬公司須分別按25%及10%的企業所得稅繳稅。

本集團除稅前業績的稅項有別於採用綜合實體業績所適用的加權平均稅率產生的理論金額，如下所示：

於二零二零年十二月三十一日，本集團有未動用稅項虧損約人民幣560,036,000元(二零一九年：約人民幣489,204,000元)可用於抵銷未來溢利。由於未來溢利來源難以預測，故並無就該等虧損確認遞延稅項。香港的稅項虧損可無限期結轉。中國及吉爾吉斯的未確認稅項虧損將於二零二一年至二零二五年屆滿。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 Net foreign exchange gains/(losses)

The exchange differences (charged)/credited in the profit or loss are included as follows:

23 外匯收益／(虧損)淨額

(扣除)／計入損益的匯兌差額如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Net foreign exchange gains/(losses) taken to:		
Other gains/(losses) — net (Note 20)	16,287	(7,379)
Finance costs (Note 21)	135,062	(55,454)
	151,349	(62,833)

24 Benefits and interest of directors

(a) Directors' emoluments

The emoluments of every director are set out below:

For the year ended 31 December 2020:

24 董事利益及權益

(a) 董事薪酬

每名董事薪酬如下：

截至二零二零年十二月三十一日止年度：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就一名人士作為董事(不論本公司或其附屬公司承辦)的服務已付或應收酬金

	Fee	Basic salaries, housing allowances, other allowance and benefit-in-kind	Discretionary bonuses	Estimated money value of share based payment	Employer's contribution to a retirement benefit scheme	Remunerations paid or receivable in respect of accepting office as director	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2020								
Executive directors								
Chen Qiang (i)	-	1,500	-	-	15	-	-	1,515
Hong Liang	-	1,000	-	-	67	-	-	1,067
Zhu Wen Hua	-	1,000	-	-	63	-	-	1,063
Niu Jianmin (ii)	-	1,250	-	-	28	-	-	1,278
Independent non-executive directors								
Wang Jin Lian	320	-	-	-	-	-	-	320
Zhou Zhan	320	-	-	-	-	-	-	320
Lam Cheung Mau	320	-	-	-	-	-	-	320
Total emoluments	960	4,750	-	-	173	-	-	5,883

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 Benefits and interest of directors

24 董事利益及權益 (續)

(Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 December 2019:

(a) 董事薪酬 (續)

截至二零一九年十二月三十一日止年度：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就一名人士作為董事(不論本公司或其附屬公司承諾)的服務已付或應收酬金

		Basic salaries, housing allowances, other allowance and benefit-in-kind	Discretionary bonuses	Estimated money value of share based payment	Employer's contribution to a retirement benefit scheme	Remunerations paid or receivable in respect of accepting office as director	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
	袍金	基本工資、 住房津貼、 其他津貼及 實物利益	酌情花紅	以股份為基礎的 交付的估計金錢價值	退休福利計劃的 僱主供款	就接納董事職務 已付或應收酬金	其他董事服務 已付或應收酬金	總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2019	二零一九年							
Executive directors	執行董事							
Chen Qiang (i)	陳強(i)	-	1,500	-	-	16	-	1,516
Hong Liang	洪強	-	1,000	-	-	115	-	1,115
Wang Tao (iii)	王濤(iii)	-	442	-	-	57	-	499
Zhu Wen Hua	朱文花	-	1,000	-	-	100	-	1,100
Zhang Ming (iii)	張明(iii)	-	432	-	-	-	-	432
Independent non-executive directors	獨立非執行董事							
Wang Jin Lian	王錦蓮	317	-	-	-	-	-	317
Zhou Zhan	周晨	317	-	-	-	-	-	317
Lam Cheung Mau	林長茂	317	-	-	-	-	-	317
Total emoluments	總酬金	951	4,374	-	-	288	-	5,613

Notes:

- (i) Being the Chief Executive Officer of the Company.
- (ii) Niu Jianmin was appointed as executive director on 1 March 2020.
- (iii) Wang Tao and Zhang Ming resigned as executive directors on 10 June 2019.

附註：

- (i) 即本公司首席執行官。
- (ii) 牛建民於二零二零年三月一日委任為執行董事。
- (iii) 王濤與張明於二零一九年六月十日辭任執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 Benefits and interest of directors

(Continued)

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2019: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2020, the Company did not pay consideration to any third parties for making available directors' services (2019: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2019: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2019: Nil).

24 董事利益及權益 (續)

(b) 董事的退休福利及終止僱用福利

年內，概無董事曾或將獲得任何退休福利或終止僱用福利(二零一九年：無)。

(c) 就提供董事服務而向第三方提供之對價

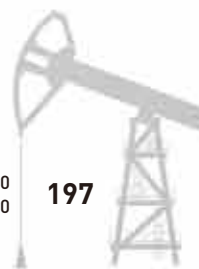
截至二零二零年十二月三十一日止年度，本公司概無就提供董事服務而向任何第三方支付之對價(二零一九年：無)。

(d) 向董事、受該等董事控制的法人團體及該董事的關連主體提供的貸款、準貸款及其他交易資料

概無以向董事、受該等董事控制的法人團體及該董事的關連主體提供的貸款、準貸款及其他交易安排。(二零一九年：無)。

(e) 董事在交易、安排或合同之重大權益

本集團概無訂立與本集團業務有關，而本集團董事直接或間接擁有重大權益且於年末或年內任何時間存在之重大交易、安排及合同(二零一九年：無)。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 Earnings/(loss) per share

(a) Basic earnings/(loss) per share

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

		2020 二零二零年 RMB 人民幣	2019 二零一九年 RMB 人民幣
Loss from continuing operations per share	來自持續經營業務的每股虧損	(0.10)	(0.03)
Earnings from discontinued operations per share	來自已終止業務的每股盈利	0.17	0.04
Earnings per share	每股盈利	0.07	0.01

(b) Diluted earnings/(loss) per share

Diluted loss from continuing operations per share

Diluted loss from continuing operations per share for the years ended 31 December 2020 and 31 December 2019 are the same as basic loss for continuing operations per share as the potential dilutive ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive.

Diluted earnings from discontinued operations per share

For the years ended 31 December 2020 and 2019, since there is loss from continuing operations per share, no dilutive impact from discontinued operations is presented.

25 每股盈利／（虧損）

(a) 每股基本盈利／（虧損）

每股基本盈利／（虧損）的計算方法為將本公司權益持有人應佔業績除以年內已發行普通股的加權平均數。

		2020 二零二零年 RMB 人民幣	2019 二零一九年 RMB 人民幣
Loss from continuing operations per share	來自持續經營業務的每股虧損	(0.10)	(0.03)
Earnings from discontinued operations per share	來自已終止業務的每股盈利	0.17	0.04
Earnings per share	每股盈利	0.07	0.01

(b) 每股攤薄盈利／（虧損）

來自持續經營業務的每股攤薄虧損

截至二零二零年十二月三十一日及二零一九年十二月三十一日止年度，持續經營業務的每股攤薄虧損與持續經營業務每股基本虧損相同，乃由於計算每股攤薄虧損時未計入潛在攤薄普通股（計入將產生反攤薄）。

已終止業務每股攤薄盈利

截至二零二零年及二零一九年十二月三十一日止年度，由於持續經營業務產生每股虧損，因此並無呈列持續經營業務的攤薄影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 Earnings/(loss) per share (Continued)

(c) Reconciliations of earnings used in calculating earnings/(loss) per share

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Basic and diluted earnings/(loss) per share		
(Loss)/profit attributable to equity holders of the Company		
— Continuing operations	(1,217,412)	(378,270)
— Discontinued operations	2,000,011	515,590
	782,599	137,320

(d) Weighted average number of shares used as the denominator

	2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	11,776,491,507	11,581,911,233

25 每股盈利／（虧損）（續）

(c) 用以計算每股盈利／（虧損）的盈利對賬：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Basic and diluted earnings/(loss) per share		
(Loss)/profit attributable to equity holders of the Company		
— Continuing operations	(1,217,412)	(378,270)
— Discontinued operations	2,000,011	515,590
	782,599	137,320

(d) 用作分母之加權平均股份數目

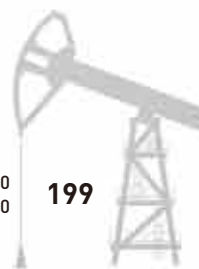
	2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	11,776,491,507	11,581,911,233

26 Dividends

The Board has resolved not to declare for the payment of final dividend for the year ended 31 December 2020 (2019: Nil).

26 股息

董事會已決議不派發截至二零二零年十二月三十一日止年度之末期股息（二零一九年：無）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 Notes to the consolidated statement of cash flows

(a) Cash generated from operations

27 綜合現金流量表附註

(a) 經營所得現金

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Continuing operations	持續經營業務		
Loss before income tax	除所得稅前虧損	(1,235,046)	(374,204)
Adjustments for:	對以下各項作出調整：		
— Amortisation of intangible assets (Note 7)	— 無形資產攤銷(附註7)	1,966	2,520
— Depreciation (Note 6)	— 折舊(附註6)	18,165	23,080
— Fair value gain on derivative financial instruments (Note 20)	— 衍生金融工具的公允值收益(附註20)	—	(4,680)
— Provision of restoration cost	— 恢復成本撥備	2,774	1,333
— Impairment loss on trade receivables	— 應收賬款減值虧損	2,827	—
— Impairment loss on property, plant and equipment	— 物業、廠房及設備減值虧損	296,559	19,285
— Impairment loss on intangible assets	— 無形資產減值虧損	864,374	—
— Imputed interest income (Note 21)	— 估算利息收入(附註21)	(36,641)	(34,302)
— Interest income (Note 21)	— 利息收入(附註21)	—	(80)
— Interest expense (Note 21)	— 利息開支(附註21)	207,295	356,821
— Gain on disposal of property, plant and equipment (Note 20)	— 出售物業、廠房及設備的收益(附註20)	(106)	(2,659)
— Unrealised exchange gains	— 未變現匯兌收益	(151,349)	(6,953)
Changes in working capital:	營運資金變動：		
— Inventories	— 存貨	899	1,305
— Trade receivables, and other receivables, prepayments and deposits	— 應收賬款及其他應收款項、預付款項及按金	1,060	(11,164)
— Trade and other payables	— 應付賬款及其他應付款項	24,650	5,765
Cash used in continuing operations	持續經營業務所用現金	(2,573)	(23,933)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 Notes to the consolidated statement of cash flows (Continued)

27 綜合現金流量表附註 (續)

(b) Net debt reconciliation

Movements in net debt for the year ended 31 December 2019 and 2020:

(b) 債務淨額對賬

截至二零一九年及二零二零年十二月三十一日止年度的債務淨額變動：

	Other assets 其他資產	Liabilities from financing activities 融資活動負債		Total 總計	
		Borrowings and advances due within 1 year 一年內到期的借款及墊款 (Note iii) (附註iii)	Borrowings due after 1 year 一年後到期的借款		
	Cash/bank overdraft 現金／銀行透支	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Net debt as at 1 January 2019 於二零一九年一月一日的債務淨額		9,274	(2,885,793)	(754,638)	(3,631,157)
Cash flow 現金流		33,212	109,692	(211,022)	(68,118)
Foreign exchange movement 外匯變動		365	(40,587)	(14,867)	(55,089)
Other non-cash movement 其他非現金變動(附註 i) (Note i)		—	159,270	43,402	202,672
Net debt as at 31 December 2019 於二零一九年十二月三十一日的債務淨額		42,851	(2,657,418)	(937,125)	(3,551,692)
Cash flow 現金流		(26,242)	(220,094)	234,540	(11,796)
Foreign exchange movement 外匯變動		(545)	81,307	53,755	134,517
Other non-cash movement 其他非現金變動(附註 ii) (Note ii)		—	837,133	(800,492)	36,641
Net debt as at 31 December 2020 於二零二零年十二月三十一日的債務淨額		16,064	(1,959,072)	(1,449,322)	(3,392,330)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 Notes to the consolidated statement of cash flows (Continued)

(b) Net debt reconciliation (Continued)

Notes:

- (i) Other non-cash movements during 2019 mainly include (i) a decrease of RMB311,203,000 due to the settlement of convertible bonds by conversion of shares, (ii) an increase of RMB142,833,000 due to the interest amortisation of convertible bonds, (iii) a decrease of RMB34,302,000 due to imputed interest income of interest-free loans.
- (ii) Other non-cash movements during 2020 mainly include (i) a decrease of RMB36,641,000 due to imputed interest income of interest-free loans, (ii) RMB837,133,000 of overdue loan extended beyond 12 months.
- (iii) Included in borrowings and advances of RMB1,959,072,000 was an amount of advances of RMB15,503,000, which was included in "Trade and other payables" as at 31 December 2020. The advances are interest-free and repayable on demand.

27 綜合現金流量表附註 (續)

(b) 債務淨額對賬 (續)

附註：

- (i) 二零一九年的其他非現金變動主要包括(i) 轉換股份以結算可換股債券導致減少人民幣311,203,000元；(ii) 可換股債券的利息攤銷導致增加人民幣142,833,000元；(iii) 免息貸款的推算利息收入導致減少人民幣34,302,000元。
- (ii) 二零二零年的其他非現金變動主要包括 (i) 免息貸款的推算利息收入導致減少人民幣36,641,000元；(ii) 延期超過12個月之逾期貸款人民幣837,133,000元。
- (iii) 於二零二零年十二月三十一日的借款及墊款金額為人民幣1,959,072,000元內，包含了確認於「應付賬款及其他應付款項」內的墊款為人民幣15,503,000元。該墊款為免利息及按需求時償還。

28 Financial guarantee contracts

28 財務擔保合約

2020
二零二零年
RMB'000
人民幣千元

Financial guarantees (Note)

財務擔保(附註)

4,545,132

4,545,132

Note:

The Group has provided guarantees to certain financial institutions in the PRC in respect of borrowings of the Disposal Group. Under the financial guarantee contracts, the Company is required to make payments to the financial institutions should the Disposal Group default on the borrowing. As at 31 December 2020, the total value of the guaranteed borrowings outstanding was RMB4,545,132 (31 December 2019: RMB6,545,144,000). Despite the risk of such guarantee to be exercised by the financial institution considered to be low, the Group has recognised financial guarantee contracts of RMB4,545,132,000 considered the maximum exposure according to the contractual obligation. Both the guarantee and provision shall release upon the completion of the transfer and discharging of the relevant guarantee.

As at 31 December 2020, the change in provision for financial guarantee contracts of RMB2,000,011,000 (2019: RMB13,333,000) mainly represents the accrual of interest expenses on the outstanding guaranteed borrowings of RMB210,625,000 since the date of disposal and the release of the principal and accrued interested expenses of a guaranteed borrowing of RMB2,210,636,000.

附註：

本集團已就出售集團之借款向中國若干金融機構提供擔保。根據財務擔保合約，倘出售集團拖欠借款，本公司須向金融機構付款。於二零二零年十二月三十一日，有擔保未清償借款總額為人民幣4,545,132元(二零一九年十二月三十一日：人民幣6,545,144,000元)。儘管將由財務機構行使的該等擔保被認為風險較低，惟本集團已根據合同義務考慮最高風險承擔確認財務擔保合約人民幣4,545,132,000元。擔保及撥備應在相關擔保的轉讓及解除完成後予以解除。

於二零二零年十二月三十一日，財務擔保合約的撥備變動為人民幣2,000,011,000元(二零一九年：人民幣13,333,000元)，主要指處置及解除本金之日起未償還擔保借款的應計利息開支人民幣210,625,000元，以及擔保借款的應計利息開支人民幣2,210,636,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 Capital Commitments

There is no capital expenditure committed at the end of each reporting period but not yet incurred (2019: Nil).

30 Related party transactions

Fine Profit Enterprises Limited (a company incorporated in the British Virgin Islands) ("Fine Profit") owned 9.43% of the issued shares of the Company as at 31 December 2020 (2019: 9.43%), before taking into account the additional shares issued upon conversion of various convertible instruments. Fine Profit was wholly-owned by Mr. Zhang as at 31 December 2020.

The directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group during the year:

Name 名稱	Relationship with the Group 與本集團的關係
Shanghai Ditong Construction (Group) Co., Ltd. 上海地通建設(集團)有限公司	Entity controlled by a shareholder/close family member of Mr. Zhang 受一名股東／張先生家屬控制的實體
Fine Profit Limited	Entity ultimately controlled by Mr. Zhang 受張先生最終控制的實體
Smart Frontier Limited	Entity controlled by a close family member of Mr. Zhang 受張先生家屬控制的實體
Crystal Mont Limited	Entity ultimately controlled by Mr. Zhang 受張先生最終控制的實體
Jiangsu Xu Ming Investment Group Co., Ltd. 江蘇旭明投資集團有限公司	Entity ultimately controlled by Mr. Zhang 受張先生最終控制的實體
Jiangsu Rong Tong Marine Mechanical and Electrical Co., Ltd. 江蘇熔通海工機電有限公司	Entity ultimately controlled by Mr. Zhang 受張先生最終控制的實體
Nantong Drawshine Petrochemical Co., Ltd. 南通焯晟石油化工有限公司	Entity controlled by a shareholder/close family member of Mr. Zhang 受一名股東／張先生家屬控制的實體
Shanghai Sunglow Investment (Group) Co., Ltd 上海陽光投資(集團)有限公司	Entity controlled by a shareholder/close family member of Mr. Zhang 受一名股東／張先生家屬控制的實體
Zhang Jiping 張繼平	Director of a subsidiary 附屬公司董事
New Continental Oil & Gas (HK) Co. Limited 新大陸油氣(香港)有限公司	Shareholder 股東

29 資本承諾

於各報告期末並無已承諾但尚未產生的資本開支(二零一九年:無)。

30 關聯方交易

好利企業有限公司(於英屬處女群島註冊成立的公司)(「好利」)於二零二零年十二月三十一日擁有本公司9.43%已發行股份(二零一九年:9.43%)，於計及兌換各種可換股工具時已發行的額外股份前。好利於二零二零年十二月三十一日由張先生全資擁有。

本公司董事認為下列公司為於年內與本集團進行交易或之間有結餘的關聯方：





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 Related party transactions (Continued)

During the year ended 31 December 2020, the Group carried out the following transactions with the related parties:

(i) Year-end balances with related parties

As at 31 December 2020 and 2019, the balances are interest-free, unsecured and approximate their fair values. All these balances are repayable on demand.

30 關聯方交易 (續)

截至二零二零年十二月三十一日止年度，本集團與關聯方進行以下交易：

(i) 與關聯方的年末結餘

於二零二零年及二零一九年十二月三十一日，結餘乃免息、無抵押及與其公允值相若。所有該等結餘均須於要求時償還。

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Other payables — non-trade (Note 15):	其他應付款項—非貿易性質 (附註15) :		
— Entities controlled by Mr. Zhang or a shareholder/close family members of Mr. Zhang	— 受張先生或一名股東／張先生家屬控制的實體	—	12,899
— A director of a subsidiary	— 附屬公司董事	42,706	17,967
		42,706	30,866

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 Related party transactions (Continued)

(ii) Guarantee by the shareholders and related parties

As at 31 December 2020, certain borrowings totaling RMB2,262,072,000 (2019: RMB2,601,532,000) are secured by certain shareholders and the controlling entities of certain shareholders.

(iii) Borrowings from a director of a subsidiary

As at 31 December 2020, no security-free and interest-free borrowings were provided by a director of a subsidiary (2019: Nil) for working capital purposes.

(iv) Borrowings from related parties

As at 31 December 2020, certain related parties provided security-free facilities up to USD250,000,000 (2019: USD250,000,000), RMB40,000,000 (2019: RMB40,000,000) (totalling equivalent to approximately RMB1,671,675,000 (2019: RMB1,780,800,000) for use by the Group for working capital purposes.

(v) Key management compensation

Key management includes directors. Details of key management compensation are disclosed in Note 24.

30 關聯方交易 (續)

(ii) 股東及關聯方提供的擔保

於二零二零年十二月三十一日，若干借款合共人民幣2,262,072,000元(二零一九年：人民幣2,601,532,000元)由若干股東及其控股實體提供擔保。

(iii) 附屬公司董事的借款

於二零二零年十二月三十一日，附屬公司董事並無提供無抵押及免息借款(二零一九年：零)作營運資金用途。

(iv) 關聯方的借款

於二零二零年十二月三十一日，若干關聯方提供無抵押融資最多250,000,000美元(二零一九年：250,000,000美元)、人民幣40,000,000元(二零一九年：人民幣40,000,000元)(合共相當於約人民幣1,671,675,000元(二零一九年：人民幣1,780,800,000元)供本集團作營運資金用途。

(v) 關鍵管理層薪酬

關鍵管理層包括董事。關鍵管理層薪酬的詳情於附註24披露。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 Particulars of principal subsidiaries

(a) As at 31 December 2020, the Company has direct and indirect interests in the following subsidiary:

31 主要附屬公司詳情

(a) 於二零二零年十二月三十一日，本公司於以下附屬公司擁有直接及間接權益：

Name 名稱	Place of incorporation/ 註冊成立/ 成立地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Type of legal entity 法定實體類型	Principal activities and place of operation 主要業務及營運地點	Issued/paid- in capital 已發行/ 繳足股本	Equity interest attributable to the Group	
						2020 二零二零年	2019 二零一九年
Rongsheng Capital Limited# 榕盛資本有限公司#	Cayman Islands 開曼群島	14 Jul 2010 二零一零年七月十四日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	HKD10 10港元	100%	100%
Ocean Sino Holdings Limited 英屬處女群島	British Virgin Islands 英屬處女群島	18 Jan 2010 二零一零年一月十八日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	USD1 1美元	100%	100%
Capital Sign International Limited 英屬處女群島	British Virgin Islands 英屬處女群島	26 Mar 2009 二零零九年三月二十六日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	USD1 1美元	100%	100%
Dragon Courage Investments Limited 英屬處女群島	British Virgin Islands 英屬處女群島	2 Apr 2009 二零零九年四月二日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	USD1 1美元	100%	100%
Glory Source Limited 源鴻有限公司	Hong Kong 香港	25 Jan 2010 二零一零年一月二十五日	Limited liability company 有限公司	Dormant 暫無營業	HKD1 1港元	100%	100%
World Profit Corporation Limited 睿利有限公司	Hong Kong 香港	5 Feb 2010 二零一零年二月五日	Limited liability company 有限公司	Dormant 暫無營業	HKD1 1港元	100%	100%
Radiant Business Global Limited 盛業環球有限公司	British Virgin Islands 英屬處女群島	3 Sep 2014 二零一四年九月三日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	USD1 1美元	100%	100%
Кыргыз жерНефтьгаз "Kyrgyzjer Neftegaz Limited Liability Company" 吉爾吉斯大陸油氣有限公司*	Kyrgyzstan 吉爾吉斯	13 Aug 2013 二零一三年八月十三日	Limited liability company 有限公司	Oil and gas exploration and production and sales of petroleum product; Kyrgyzstan 石油及天然氣勘探及生 產以及石油產品 銷售：吉爾吉斯	KGS100,000 吉爾吉斯索姆 100,000元	60%	60%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 Particulars of principal subsidiaries (Continued)

(a) As at 31 December 2020, the Company has direct and indirect interests in the following subsidiary: (Continued)

31 主要附屬公司詳情 (續)

(a) 於二零二零年十二月三十一日，本公司於以下附屬公司擁有直接及間接權益：(續)

Name 名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Type of legal entity 法定實體類型	Principal activities and place of operation 主要業務及營運地點	Issued/paid- in capital 已發行/ 繳足股本	Equity interest attributable to the Group	
						2020 二零二零年	2019 二零一九年
Crown Winner Investment Limited 捷冠投資有限公司	Hong Kong 香港	8 Nov 2013 二零一三年十一月八日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	HKD10,000 10,000港元	60%	60%
Central Point Worldwide Inc.	British Virgin Islands 英屬處女群島	19 Jun 2014 二零一四年六月十九日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股：香港	USD100 100美元	60%	60%
Huarong Energy Australia Pty Limited	Australia 澳洲	14 Nov 2018 二零一八年十一月十四日	Limited liability company 有限公司	Investment holding; Australia 投資控股：澳洲	AUD 1,000 1,000澳元	100%	100%
Greatest Time Limited	British Virgin Islands 英屬處女群島	28 Sep 2018 二零一八年九月二十八日	Limited liability company 有限公司	Investment holding; Australia 投資控股：澳洲	USD50,000 50,000美元	100%	100%
Xinjiang Huarong Haijia Energy Co., Ltd	PRC 中國	4 May 2018 二零一八年五月四日	Limited liability company 有限公司	Oil and gas exploration and production and sales of petroleum product; PRC 石油及天然氣勘探及生產以及石油產品銷售：中國	USD1,050,000 1,050,000美元	100%	100%
Archewell Enterprise (HK) Limited 聯源企業(香港)有限公司	Hong Kong 香港	22 Jul 2019 二零一九年七月二十二日	Limited liability company 有限公司	Commodity trading; Hong Kong 商品交易：香港	HKD1 1港元	100%	100%
Shanghai Huijiu Energy Technology Limited 上海匯玖能源科技有限公司	PRC 中國	24 Jun 2019 二零一九年六月二十四日	Limited liability company 有限公司	Commodity trading; China 商品交易：中國	USD100,000 100,000美元	100%	100%



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 Particulars of principal subsidiaries (Continued)

(a) As at 31 December 2020, the Company has direct and indirect interests in the following subsidiary: (Continued)

31 主要附屬公司詳情 (續)

(a) 於二零二零年十二月三十一日，本公司於以下附屬公司擁有直接及間接權益：(續)

Name 名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Date of incorporation/ establishment 註冊成立/ 成立日期	Type of legal entity 法定實體類型	Principal activities and place of operation 主要業務及營運地點	Issued/paid- in capital 已發行/ 繳足股本	Equity interest attributable to the Group	
						2020 二零二零年	2019 二零一九年
Ocean Power International Industrial Limited 海裕國際實業有限公司	Hong Kong 香港	28 Jan 2010 二零一零年一月二十八日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股；香港	HKD1 1港元	100%	100%
Ocean China Investments Limited 國洋船務(國際)有限公司	Hong Kong 香港	12 Jan 2018 二零一八年一月十二日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股；香港	HKD1 1港元	100%	100%
Fancy Asia Limited 豐尚有限公司	Hong Kong 香港	21 Mar 2018 二零一八年三月二十一日	Limited liability company 有限公司	Investment holding; Hong Kong 投資控股；香港	HKD1 1港元	100%	100%
Shanghai Yunxiang Petrochemical Co., Ltd. 上海云翔石化有限公司	PRC 中國	23 June 2020 二零二零年六月二十三日	Limited liability company 有限公司	Oil & Gas Trading 石油及天然氣貿易	RMB5,000,000 人民幣 5,000,000元	100%	—
Zhoushan Zhurong Petrochemical Co., Ltd. 舟山殊榮石油化工有限公司	PRC 中國	3 July 2020 二零二零年七月三日	Limited liability company 有限公司	Oil & Gas wholesale and distribution, China 石油及天然氣批發及分銷；中國	RMB50,000,000 人民幣 50,000,000元	100%	—
Nantong Glory Petrochemical Co., Ltd. 南通榮耀石油化工有限公司	PRC 中國	2 November 2020 二零二零年十一月二日	Limited liability company 有限公司	Oil & Gas wholesale and distribution, China 石油及天然氣批發及分銷；中國	RMB50,000,000 人民幣 50,000,000元	100%	—

Shares held directly by the Company

股份由本公司直接持有

* For identification purpose only

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 Particulars of principal subsidiaries (Continued)

(b) Summarised financial information on a subsidiary with material non-controlling interests

(i) *Kyrgyzjer Neftegaz Limited Liability Company*

Summarised statement of financial position

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Current	流動		
Assets	資產	19,371	22,776
Liabilities	負債	(2,446,280)	(2,572,331)
Net current liabilities	流動負債淨額	(2,426,909)	(2,549,555)
Non-current	非流動		
Assets	資產	985,485	2,283,064
Liabilities	負債	—	—
Net non-current assets	非流動資產淨額	985,485	2,283,064
Net liabilities	負債淨值	(1,441,424)	(266,491)

The information above is the amount before inter-company eliminations.

31 主要附屬公司詳情 (續)

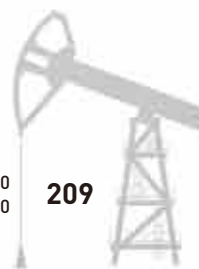
(b) 擁有重大非控股權益的附屬公司的財務資料摘要

(i) 吉爾吉斯大陸油氣有限公司

財務狀況表概要

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Current		
Assets	19,371	22,776
Liabilities	(2,446,280)	(2,572,331)
Net current liabilities	(2,426,909)	(2,549,555)
Non-current		
Assets	985,485	2,283,064
Liabilities	—	—
Net non-current assets	985,485	2,283,064
Net liabilities	(1,441,424)	(266,491)

上述資料為公司間對銷前的金額。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 Statement of financial position and reserve movement of the Company

Statement of financial position of the Company

32 本公司的財務狀況表及儲備變動

本公司的財務狀況表

As at 31 December

於十二月三十一日

2020

2019

二零二零年

二零一九年

RMB'000

RMB'000

人民幣千元

人民幣千元

ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	510,508	1,514,410
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及預付款項	992	501
Amounts due from subsidiaries	應收附屬公司款項	452	141,221
Cash and cash equivalents	現金及現金等價物	1,774	35,238
		3,218	176,960
Total assets	總資產	513,726	1,691,370
DEFICIT	虧絀		
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔資本及儲備		
Ordinary shares	普通股	2,021,534	2,021,534
Convertible preference shares	可轉換優先股	3,100,000	3,100,000
Share premium	股份溢價	8,374,605	8,374,605
Other reserves (Note a)	其他儲備(附註 a)	12,763	18,099
Accumulated losses (Note a)	累計虧損(附註 a)	(21,439,420)	(22,270,682)
Total deficit	總虧絀	(7,930,518)	(8,756,444)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 Statement of financial position and reserve movement of the Company (Continued)

32 本公司的財務狀況表及儲備變動 (續)

Statement of financial position of the Company (Continued)

本公司的財務狀況表(續)

		As at 31 December	
		於十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借款	1,089,182	521,701
Current liabilities	流動負債		
Other payables	其他應付款項	559,337	383,952
Amounts due to subsidiaries	應付附屬公司款項	315,678	348,698
Borrowings	借款	1,934,915	2,648,319
Financial guarantee contracts	財務擔保合約	4,545,132	6,545,144
Current liabilities	流動負債	7,355,062	9,926,113
Total liabilities	總負債	8,444,244	10,447,814
Total deficit and liabilities	總虧絀及負債	513,726	1,691,370

The Company's statement of financial position was approved by the Board of Directors on 26 March 2021 and signed on its behalf by

本公司的財務狀況表經董事會於二零二一年三月二十六日批准並由下列人士代表董事會簽署

Chen Qiang

陳強

Director

董事

Hong Liang

洪樑

Director

董事



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 Statement of financial position and reserve movement of the Company (Continued)

32 本公司的財務狀況表及儲備變動 (續)

Statement of financial position of the Company (Continued)

本公司的財務狀況表 (續)

Note (a)

附註(a)

		Other reserves		Total	Accumulated losses	Total
		Capital reserve	Share-based payment			
		以股份為基礎				
		資本儲備	資本儲備	總計	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於二零一九年一月一日	33	342,333	342,366	(15,836,917)	(15,494,551)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	—	—	—	(6,758,032)	(6,758,032)
Release of other reserves	其他儲備撥回	(33)	(324,234)	(324,267)	324,267	—
At 31 December 2019	於二零一九年十二月三十一日	—	18,099	18,099	(22,270,682)	(22,252,583)
Profit and total comprehensive income for the year	本年度利潤及全面收益總額	—	—	—	825,926	825,926
Lapse of employee share options	僱員購股權失效	—	(5,336)	(5,336)	5,336	—
At 31 December 2020	於二零二零年十二月三十一日	—	12,763	12,763	(21,439,420)	(21,426,657)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 Contingent Liabilities

As at 31 December 2020, we had contingent liabilities of RMB895.0 million (as at 31 December 2019: RMB853.7 million), which was resulted from financial guarantees provided by the Company to Disposal Group.

34 Subsequent event

On 22 January 2021, the Group completed the Acquisition of 50.46% equity interest in Nantong Zhuosheng Petrochemical Co., Ltd. All the conditions precedent as set out in the Acquisition Agreement have been fulfilled on the same date. The Directors consider that the Acquisition can lay a foundation for the Group to develop a vertically-integrated business model for its participation in the energy sector in the long run. The Acquisition will result in potential synergy with the Group's newly established oil and gas trading business, by securing a stable and reliable storage of oil as part of the supply chain of the Group at competitive price, improving operational efficiency and saving costs of the Group as a whole. In this connection, the Acquisition shall lay a solid foundation and create a positive operating condition for the Group's long-term development of oil and gas business.

We are currently in the process of finalizing the accounting for the Acquisition and expect to complete our preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed by the end of the second quarter of 2021.

As at the date of this report, the Company has successfully extended the maturity date of the Facility entered with a shareholder of the Company, to 31 December 2023.

33 或然負債

於二零二零年十二月三十一日，我們有或然負債人民幣895.0百萬元(於二零一九年十二月三十一日：人民幣853.7百萬元)，此乃由於本公司向出售集團提供財務擔保所致。

34 期後事項

於二零二一年一月二十二日，本集團完成南通焯晟石油化工有限公司50.46%股權的收購事項。收購協議所載所有先決條件已於同日達成。董事認為，收購事項能為本集團長期參與能源領域發展垂直整合業務模式奠定基石。收購事項將與本集團新成立的油氣貿易業務產生潛在的協同效應，以具有競爭力的價格確保穩定及可靠的油儲(作為本集團供應鏈的一部分)，從而提高本集團整體營運效率並節約成本。因此，收購事項將為本集團油氣業務的長期發展奠定堅實的基礎並創造良好的經營條件。

我們目前正在完成該收購事項的會計處理，並預期於二零二一年第二季度末之前完成將購買代價初步分配予所購買的資產及所承擔的負債。

於本報告日期，本公司與本公司一名股東訂立的融資到期日已成功延長至二零二三年十二月三十一日。



FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

Consolidated results

綜合業績

		Year ended 31 December 截至十二月三十一日止年度				
		2020	2019	2018	2017	2016
		二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					(Restated)	
					(重列)	
Revenue	收入	34,800	47,747	48,956	45,207*	(4,118,791)
Gross (loss)/profit	毛(虧損)/利潤	(6,427)	13,067	14,929	10,729*	(4,586,648)
Operating (loss)/profit	經營(虧損)/利潤	(1,199,454)	(51,765)	579,222	(870,464)*	(1,172,801)
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)	664,439	134,906	(195,720)	(2,028,226)	(3,567,527)
Continuing Operations	持續經營業務	(1,335,572)	575,364	2,287,442	(1,024,278)	
Discontinued Operations	已終止業務	2,000,011	(440,458)	2,483,162	(1,003,948)	
Attributable to:	歸屬於:					
Equity holders of the Company	本公司權益持有人	679,987	160,282	(74,521)	(1,977,658)	(3,454,849)
Non-controlling interests	非控股權益	(15,548)	(25,376)	(121,199)	(50,568)	(112,678)

Consolidated assets and liabilities

綜合資產與負債

		As at 31 December 於十二月三十一日				
		2020	2019	2018	2017	2016
		二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	總資產	1,005,933	2,348,984	24,900,742	22,506,238	23,312,124
Non-current assets	非流動資產	973,670	2,285,148	2,450,716	21,378,876	22,060,123
Current assets	流動資產	32,263	63,836	22,450,026	1,127,362	1,252,001
Total liabilities	總負債	8,904,999	10,912,489	34,530,868	33,752,593	32,575,882
Non-current liabilities	非流動負債	1,449,322	937,125	754,638	208,445	30,003
Current liabilities	流動負債	7,455,677	9,975,364	33,776,230	33,544,148	32,545,879
Total deficit	總虧絀	(7,899,066)	(8,563,505)	(9,630,126)	(11,246,355)	(9,263,758)

* On 9 October 2018, the Group announced the disposal of its Shipbuilding and Engineering Business. The Shipbuilding and Engineering Business is classified as Discontinued Operations. Comparative figures for the year ended 31 December 2017 were restated accordingly.

* 於二零一八年十月九日，本集團宣佈出售其造船及工程業務。造船及工程業務分類為已終止業務。截至二零一七年十二月三十一日止年度的比較數字已相應重列。

GLOSSARY

詞彙表

<p>“2021 AGM” [二零二一年股東週年大會]</p>	指	<p>the annual general meeting of the Company to be held on Thursday, 3 June 2021 本公司將於二零二一年六月三日(星期四)舉行的股東週年大會</p>
<p>“Articles of Association” [細則]</p>	指	<p>the amended and restated articles of association of the Company adopted by special resolution passed on 24 October 2010 which became effective upon the Company’s listing on the Hong Kong Stock Exchange, as amended from time to time 本公司經修訂及重訂的組織章程細則(於二零一零年十月二十四日通過特別決議案採納並於本公司在香港聯交所上市後生效), 及其經不時之修訂</p>
<p>“bbl” [桶]</p>	指	<p>barrels 桶</p>
<p>“Board” [董事會]</p>	指	<p>the board of Directors of our Company 本公司的董事會</p>
<p>“China” or “PRC” [中國]</p>	指	<p>the People’s Republic of China excluding, for the purposes of this annual report, Hong Kong, Macau and Taiwan 中華人民共和國, 就本年度報告而言, 不包括香港、澳門及台灣</p>
<p>“Company”, “our Company” or “Huarong Energy” [公司]、[本公司]或[華榮能源]</p>	指	<p>China Huarong Energy Company Limited (中國華榮能源股份有限公司) [formerly known as China Rongsheng Heavy Industries Group Holdings Limited (中國熔盛重工集團控股有限公司)], a company incorporated as an exempted company with limited liability in the Cayman Islands on 3 February 2010 中國華榮能源股份有限公司(前稱中國熔盛重工集團控股有限公司), 一家於二零一零年二月三日在開曼群島註冊成立為獲豁免的有限公司</p>
<p>“Consolidated Share(s)” or “Share(s)” [合併股份]或[股份]</p>	指	<p>ordinary share(s) of HKD0.50 each in the share capital of the Company upon the Share Consolidation becoming effective on 29 March 2016 股份合併於二零一六年三月二十九日生效後本公司股本中每股面值 0.50 港元之普通股</p>
<p>“Director(s)” [董事]</p>	指	<p>director(s) of our Company 本公司的董事</p>
<p>“Disposal Group” [出售集團]</p>	指	<p>Able Diligent Limited together with its subsidiaries engaging in the Shipbuilding and Engineering Business Able Diligent Limited 及其從事造船工程業務之附屬公司</p>





GLOSSARY

詞彙表

“Group”, “our Group”, “we” or “us” 「集團」、「本集團」或「我們」	指	the Company and its subsidiaries or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company 本公司及其附屬公司或其中任何一方，或倘文義所需，就本公司成為其現有附屬公司的控股公司之前期間而言，指本公司現有的附屬公司
“HKD” 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of China 中國香港特別行政區
“Hong Kong Stock Exchange” or “Stock Exchange” 「香港聯交所」或「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Kyrgyzstan” or “Kyrgyz” 「吉爾吉斯斯坦」或「吉爾吉斯」	指	the Kyrgyz Republic (a Country in Central Asia) 吉爾吉斯共和國(中亞的一個國家)
“Listing” 「上市」	指	the listing of the ordinary shares of HKD0.10 each of the Company on the Main Board of the Hong Kong Stock Exchange 本公司每股面值0.10港元的普通股股份於香港聯交所主板上市
“Listing Date” 「上市日期」	指	19 November 2010, being the date on which the ordinary shares of HKD0.10 each of the Company are listed on the Main Board of the Hong Kong Stock Exchange 二零一零年十一月十九日，本公司每股面值0.10港元的普通股股份於香港聯交所主板上市日期
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time 香港聯合交易所有限公司證券上市規則，經不時修訂及補充
“Pre-IPO Share Option Scheme” 「首次公開發售前購股權計劃」	指	the pre-IPO share option scheme conditionally approved and adopted by our Company pursuant to a resolution passed by our Shareholders on 24 October 2010 根據股東於二零一零年十月二十四日通過的決議，本公司有條件批准並採納的首次公開發售前購股權計劃
“RMB” or “Renminbi” 「人民幣」	指	the lawful currency of the PRC 中國法定貨幣

GLOSSARY

詞彙表

“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time 香港法例第571章證券及期貨條例(經不時修訂及補充)
“Share Consolidation” 「股份合併」	指	with effect from 29 March 2016, the consolidation of every five issued and unissued shares of HKD0.10 each in the existing share capital of the Company into one Consolidated Share of HKD0.50 each 本公司現有股本中每五股每股面值0.10港元之已發行及未發行股份合併為一股每股面值0.50港元之合併股份，並於二零一六年三月二十九日起生效
“Share Option Scheme” 「購股權計劃」	指	the share option scheme we conditionally adopted pursuant to a resolution passed by our Shareholders on 24 October 2010 我們根據我們的股東於二零一零年十月二十四日通過的決議案有條件採納的購股權計劃
“USD” 「美元」	指	United States dollars, the lawful currency of the United States 美國法定貨幣美元





INFORMATION FOR SHAREHOLDERS

股東資訊

Listing Information

Listing : Hong Kong Stock Exchange
Stock Code : 01101

Principal Share Registrar and Transfer Agent

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

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong
Tel : (852) 2862-8628
Email : hkinfo@computershare.com.hk

Registered Office

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

Principal Place of Business and Headquarters

Suites 1508-10, 15/F,
Shui On Centre,
6-8 Harbour Road,
Wanchai, Hong Kong

Contact Enquiries

Investor Relations
Tel : (852) 3900-1888
Email : cosec@huarongenergy.com
Website : www.huarongenergy.com.hk

上市資料

上市交易所 : 香港聯交所
股份代號 : 01101

股份過戶登記總處

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

香港證券登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712-1716室
電話 : (852) 2862-8628
電郵 : hkinfo@computershare.com.hk

註冊辦事處

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

主要營業地點及總部

香港灣仔
港灣道6-8號
瑞安中心
15樓1508-10室

聯絡查詢

投資者關係
電話 : (852) 3900-1888
電郵 : cosec@huarongenergy.com
網站 : www.huarongenergy.com.hk

CORPORATE INFORMATION

公司資料

Executive Directors

CHEN Qiang (*Chairman and Chief Executive Officer*)
HONG Liang (*Chief Operating Officer*)
ZHU Wen Hua
Niu Jianmin

Independent Non-executive Directors

WANG Jin Lian
ZHOU Zhan
LAM Cheung Mau

Audit Committee

ZHOU Zhan (*Chairman*)
WANG Jin Lian
LAM Cheung Mau

Corporate Governance Committee

WANG Jin Lian (*Chairman*)
CHEN Qiang
LAM Cheung Mau

Nomination Committee

WANG Jin Lian (*Chairman*)
ZHU Wen Hua
ZHOU Zhan

Remuneration Committee

ZHOU Zhan (*Chairman*)
CHEN Qiang
WANG Jin Lian

Finance and Investment Committee

CHEN Qiang (*Chairman*)
HONG Liang
WANG Jin Lian
ZHOU Zhan

Company Secretary

LEUNG Yin Fai

執行董事

陳強(主席兼首席執行官)
洪樑(首席營運官)
朱文花
牛建民

獨立非執行董事

王錦連
周展
林長茂

審核委員會

周展(主席)
王錦連
林長茂

企業管治委員會

王錦連(主席)
陳強
林長茂

提名委員會

王錦連(主席)
朱文花
周展

薪酬委員會

周展(主席)
陳強
王錦連

財務及投資委員會

陳強(主席)
洪樑
王錦連
周展

公司秘書

梁燕輝





CORPORATE INFORMATION

公司資料

Auditor

Crowe (HK) CPA Limited
Public Interest Entity Auditor registered in accordance with the
Financial Reporting Council Ordinance

Legal Advisors

Paul Hastings
Commerce & Finance Law Offices

Company Website

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

核數師

國富浩華(香港)會計師事務所有限公司
於《財務匯報局條例》下註冊之公眾利益實
體核數師

法律顧問

普衡律師事務所
通商律師事務所

公司網址

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



CHINA HUARONG ENERGY
COMPANY LIMITED
中國華榮能源股份有限公司