



中國秦發集團有限公司
CHINA QINFA GROUP LIMITED

Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司 | Stock code 股份代號: 866



根基穩固 | SOLID FOUNDATION

BUILDING OUR FUTURE | 創建未來

Annual Report 年報
2020

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. XU Da (Chairman)
Mr. BAI Tao (Chief Executive Officer)
Ms. WANG Jianfei
Mr. FUNG Wai Shing (resigned with effect from 5 March 2021)
Mr. TAN Yingzhong (Chief Financial Officer)
(appointed with effect from 1 April 2021)

Independent Non-Executive Directors

Mr. LAU Sik Yuen
Prof. SHA Zhenquan
Mr. JING Dacheng

AUDIT COMMITTEE

Mr. LAU Sik Yuen (Chairperson)
Prof. SHA Zhenquan
Mr. JING Dacheng

REMUNERATION COMMITTEE

Prof. SHA Zhenquan (Chairperson)
Mr. BAI Tao
Mr. JING Dacheng

NOMINATION COMMITTEE

Prof. SHA Zhenquan (Chairperson)
Mr. BAI Tao
Mr. JING Dacheng

COMPANY SECRETARY

Mr. OR Chun Wai Dennis

AUTHORISED REPRESENTATIVES

Mr. BAI Tao
Mr. OR Chun Wai Dennis

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS OF THE GROUP'S SUBSIDIARIES IN CHINA

Unit Nos. 2201 to 2208
Level 22, South Tower, Poly International Plaza
No. 1 Pazhou Avenue East, Haizhu District
Guangzhou City, The PRC

董事會

執行董事

徐達先生(主席)
白韜先生(行政總裁)
王劍飛女士
馮偉成先生(自二零二一年三月五日起辭任)
譚映忠先生(財務總監)
(自二零二一年四月一日起獲委任)

獨立非執行董事

劉錫源先生
沙振權教授
靜大成先生

審核委員會

劉錫源先生(主席)
沙振權教授
靜大成先生

薪酬委員會

沙振權教授(主席)
白韜先生
靜大成先生

提名委員會

沙振權教授(主席)
白韜先生
靜大成先生

公司秘書

柯俊瑋先生

法定代表

白韜先生
柯俊瑋先生

註冊辦事處

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

本集團中國附屬公司之主要營業地點

中國廣州市
海珠區琶洲東路1號
保利國際廣場
南塔22樓2201至2208室

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 5706, 57th Floor, Central Plaza
18 Harbour Road,
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor, 24 Shedden Road
P.O. Box 1 586, Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road,
North Point, Hong Kong

AUDITOR

Moore Stephens CPA Limited
*Certified Public Accountants and Registered Public Interest
Entity Auditor*
801-806 Silvercord, Tower 1, 30 Canton Road, Tsimshatsui
Kowloon, Hong Kong

LEGAL ADVISOR

David Lo & Partners
Suite 402, 4th Floor, Nan Fung Tower,
88 Connaught Road Central, Hong Kong

PRINCIPAL FINANCIAL INSTITUTIONS

China Huarong Asset Management Co., Ltd
China Great Wall Asset Management Co., Ltd
Jinshang Bank Co., Ltd
Jincheng Bank Co., Ltd
Bank of Dongguan Co., Ltd

STOCK CODE

00866

WEBSITE

<http://www.qinfagroup.com>

香港主要營業地點

香港灣仔
港灣道18號
中環廣場57樓5706室

主要股份過戶登記處

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

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

核數師

大華馬施雲會計師事務所有限公司
執業會計師及註冊公眾利益實體核數師
香港九龍尖沙咀廣東道30號
新港中心第1座801-806室

法律顧問

羅國貴律師事務所
香港中環干諾道中88號
南豐大廈4樓402室

主要往來金融機構

中國華融資產管理股份有限公司
中國長城資產管理股份有限公司
晉商銀行股份有限公司
晉城銀行股份有限公司
東莞銀行股份有限公司

股份代號

00866

網站

<http://www.qinfagroup.com>

FINANCIAL HIGHLIGHTS

財務摘要

Summary of the Group's results, assets, liabilities and equity for the last five financial years is set out below:

本集團於過去五個財政年度的業績、資產、負債及權益摘要如下：

RESULTS

業績

		For the year ended 31 December 截至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	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Turnover	營業額	2,247,363	2,799,520	3,652,869	3,005,671	716,187
Gross profit	毛利	355,315	406,558	390,674	686,628	36,503
Results from operating activities	經營活動業績	(3,946,158)	287,071	2,024,200	5,065,153	319,922
(Loss)/profit before taxation	除稅前(虧損)/溢利	(4,312,998)	(4,506)	1,759,082	4,686,441	(127,033)
Income tax credit/(expense)	所得稅抵免/(開支)	876,128	85,229	(75,614)	(962,091)	(189,694)
(Loss)/profit for the year	年內(虧損)/溢利	(3,436,870)	80,723	1,683,468	3,724,350	(316,727)
(Loss)/profit attributable to:	應佔(虧損)/溢利：					
Equity shareholders of the Company	本公司權益持有人	(2,901,499)	81,421	1,504,509	3,158,349	(330,542)
Non-controlling interests	非控股權益	(535,371)	(698)	178,959	566,001	13,815
		(3,436,870)	80,723	1,683,468	3,724,350	(316,727)
Coal handling and trading volume ('000 tonnes)	煤炭經營及貿易量(千噸)	5,964	7,602	10,167	7,062	2,123

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 December 於十二月三十一日				
		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	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Total assets	資產總值	5,297,925	9,354,633	9,874,769	10,298,242	5,662,432
Total liabilities	負債總值	(8,194,009)	(8,789,369)	(9,391,923)	(11,502,859)	(10,583,739)
Total (deficit)/equity	(虧絀)/權益總額	(2,896,084)	565,264	482,846	(1,204,617)	(4,921,307)

CHAIRMAN'S STATEMENT

主席報告書

Dear Shareholders,

On behalf of the board of directors (the "Directors" or the "Board") of China Qinfa Group Limited (the "Company"), I hereby present the annual result of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020.

2020 is undoubtedly a year full of severe challenges with the global economy overshadowed by the COVID-19 pandemic. In view of the macroeconomic situation, companies across the globe are inevitably facing a difficult business environment, while we believe that this is the moment when efficient management strategies will make a difference, for which the management has set clear and precise targets, in an attempt to lead the team to create opportunities for the Group.

In 2020, the Group concentrated its resources on the coal mine project in Indonesia, which will be the key to our expansion in overseas markets in the future. Over the past year, our technical team in Indonesia has been very enthusiastic in advancing the construction of the coal mine there, with the acquisition of the Indonesian coal mine continuing to make significant progress. In addition, the Group managed to maintain an agreeable growth in the domestic coal market, securing new contracts with new customers and partners that aimed for long-term relationships.

Looking forward, to ensure the sustainable development of our business, we will steer the Group towards a new direction of development. In the face of the macroeconomic uncertainties and volatility of the coal market, the management will adjust its strategies in a prudent and flexible manner to take on the current and future challenges with enhanced financial flexibility, which will be the key concern of the Board.

尊敬的各位股東：

本人謹此代表中國秦發集團有限公司(「本公司」)董事會(「董事」或「董事會」)欣然提呈本公司及其附屬公司(「本集團」)截至二零二零年十二月三十一日止年度之全年業績。

毫無疑問，二零二零年是充滿挑戰的一年，全球經濟環境籠罩著疫情陰影。從宏觀經濟形勢來看，國內外企業都無可避免要面對艱難的營商環境，但本集團相信這正是高效的管理策略發揮關鍵作用的時刻，所以管理層為此訂立明確而清晰之執行目標，務求帶領整個團隊為集團創造機會。

在二零二零年，本集團重點投放資源在印尼的煤礦專案上，這將是我們未來國外市場增長的關鍵。在過去一年，我們在當地的技術團隊積極推進煤礦之建設工作，同時，有關印尼煤礦之收購計畫持續帶著有意義的進展。另外，本集團在國內煤炭貿易市場都保持滿意增長，成功與新的客戶和合作夥伴簽訂合同，建立長期合作關係。

展望將來，為進一步促進本集團業務的可持續發展性，我們將對集團的發展方向重新定位。針對宏觀經濟的不確定性及煤炭市場的波動性，管理層將以審時度勢、靈活變通的態度調整策略，以應對目前及將來挑戰，提升財務靈活度將是董事會所關注之重點。

CHAIRMAN'S STATEMENT

主席報告書

“Integrity and Diligence” has been the management principle of the Group, pursuant to which we will continue to closely monitor the operational details of our businesses and review its effectiveness from time to time. In addition to actively extending our business reach into new areas, the Group will focus on maintaining its leading position with sustainable growth in its core business, the coal market, and strive to become an industry leader.

Finally, I would like to thank all our staff and the Board members for their invaluable efforts, contributions and dedication in the past year. Most importantly, on behalf of the Group, I would like to take this opportunity to thank our trustable shareholders, customers and partners for their continued support. The Group has been committed to creating significant value for our shareholders, and I look forward to reporting to you again on the Group's latest development and sharing with you the results we have achieved in our future reports.

Xu Da

Chairman

31 March 2021

「誠信勤奮」一直是本集團的管理宗旨，我們將繼續密切監督集團所有業務的營運細節和不時審視成效。除了積極把業務擴展到新的領域，本集團將繼續在核心業務－煤炭市場中確立領先地位、實現可持續的增長份額，力爭成為業內的龍頭企業。

最後，本集團感謝全體員工和董事會成員在過去一年付出的努力、貢獻及敬業精神。最重要的是，本人要藉此機會代表本集團感謝我們忠實的股東、客戶和合作夥伴一直以來的支持。本集團一直致力於為每位股東創造可觀的價值，本人期待著在未來的報告再次匯報本集團的進展及分享我們創造的成果。

徐達

主席

二零二一年三月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group is a leading non-state owned thermal coal supplier in China, and it operates an integrated coal supply chain, including coal mining, purchase and sales, filtering, storage, blending of coal in the PRC and shipping transportation business. During the year ended 31 December 2020, the Group continued to focus on these business activities and expanded its integrated coal supply chain through upward vertical integration.

BUSINESS REVIEW

In early 2020, in response to the coronavirus disease 2019 (“COVID-19”) outbreak, the Chinese government actively took a number of measures since late January. In line with the national epidemic prevention policy, the Group briefly suspended coal mine operations in February; however, with due regard to the safety of employees and as far as practicable, the Group gradually resumed coal mine production and coal sales in March and resumed work sooner than expected. For the year ended 31 December 2020, the production volumes of raw coal and commercial coal were 8.78 million tonnes and 5.71 million tonnes respectively, representing a decrease of 12.4% as compared with the Group’s production volumes in 2019, but still at a relatively high level.

Coal price had a low start followed by an upward trend throughout the year

Overall, coal price had a drop in the first half of year 2020 followed by an upward trend for the most part of the year 2020. The average coal selling prices and the coal industry’s earnings continued the upward trend in last year. During the first quarter, the coal industry was affected by the COVID-19 pandemic and various industries continued to shut down, resulting in generally low coal consumption and weak support from demands of coal downstream industries. In addition, the completion of the de-capacity task and the gradual release of advanced capacity contributed to the overall easing of supply and demand in the coal industry, resulting in a significant downward trend in coal prices. However, with the pandemic under control, the domestic economy improved and coal downstream enterprises resumed work and production. As a result, raw coal prices picked up in the third quarter and rose to a high level for the year in the fourth quarter.

本集團是中國領先的非國有動力煤供應商，經營一體化煤炭供應鏈，包括於中國採煤、煤炭購銷、選煤、存儲、配煤及航運運輸業務。截至二零二零年十二月三十一日止年度，本集團繼續專注該等業務活動及透過上游垂直整合拓展其一體化煤炭供應鏈。

業務經營回顧

二零二零年年初，因應二零一九年新型冠狀病毒（「新型冠狀病毒」）的情況，中國政府自一月下旬已積極採取多項措施，為配合國家防疫政策，本集團在二月份短暫停止煤礦運作；然而在充分顧及員工安全的可行情況下，集團於三月份逐漸恢復煤礦生產和煤礦銷售，復工進度快於預期。截至二零二零年十二月三十一日止年度，原煤產量及商業煤產量分別為8.78百萬噸和5.71百萬噸，較本集團二零一九年的產量減少12.4%，但仍能維持較高水準。

全年煤炭價格先低後高

整體而言，煤炭價格於二零二零年上半年下跌，隨後於二零二零年內大部分時間呈上升趨勢。平均煤炭銷售價格及煤炭行業的盈利延續去年的上升走勢。在第一季，煤炭行業受新型冠狀病毒疫情影響，各行各業持續停擺，煤炭消耗量普遍偏低，煤炭下游需求支撐偏弱。另外，去產能任務完成和先進產能的逐步釋放促使煤炭行業形勢供需整體趨於寬鬆，煤炭價格明顯下行；但隨疫情受控，國內經濟轉好，煤炭下游企業復工復產，原煤價格在第三季度有所回升，於第四季度升至全年高位。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Indonesia coal mine project

The acquisition of the coal mine of PT Sumber Daya Energi (“SDE”) in Indonesia will be one of the most important investment project of the Group. The Group’s coal mine acquisition project with parties in Indonesia is progressing the various government approvals for the acquisition of the SDE. The Group has dispatched its domestic experts and technical team to Indonesia to carry out preliminary exploration work and plan the implementation of the project.

In addition, pursuant to the conditional sale and purchase agreement dated 7 August 2020 (the “CSPA”), the closing date between the Group and the vendor shall be before 31 December 2020. Given the current circumstances and since additional time is required to satisfy certain conditions precedent in the revised provisions, the vendor and the purchaser have agreed in writing to further extend the closing date to 30 June 2021. On 31 March 2021, the Group made a disclosure announcement to update the market and the Board seeks to complete each process in full compliance with the regulations and with minimum risk.

印尼煤礦項目

印尼PT Sumber Daya Energi(「SDE」)煤礦的收購將為本集團最重要的投資項目之一。集團正在與印尼方面合作開展煤礦收購項目及有關收購SDE的各項政府審批。集團已派遣國內的專家及技術團隊到印尼進行前期的勘探工作及計劃項目實施。

另外，根據日期為二零二零年八月七日的有條件買賣協議(「CSPA」)，本集團與賣方的截止日期應在二零二零年十二月三十一日之前完成。鑒於目前情況，由於需要額外的時間來滿足經修訂的規定中的某些先決條件，買賣雙方已書面同意將截止日期進一步延至二零二一年六月三十日。在二零二一年三月三十一日，集團披露公告更新市場，董事會務求在完全符合法規及盡量降低風險的情況下完成每項程序。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As of 31 December 2020, the Group owned and operated five coal mines in the PRC. The table sets forth certain information about these coal mines.

於二零二零年十二月三十一日，本集團在中國擁有及經營五個煤礦。下表載列有關該等煤礦的若干資料。

	Location 地點	Ownership 擁有 百分比	Site area 面積 (sq. km) (平方公里)	Production capacity 生產能力 (million tonnes) (百萬噸)	Operation status 營運狀況
Huameiao Energy - Xingtao Coal 華美奧能源 - 興陶煤業	Shuozhou Shanxi 山西朔州	80%	4.25	1.5	Under operation 營運中
Huameiao Energy - Fengxi Coal 華美奧能源 - 馮西煤業	Shuozhou Shanxi 山西朔州	80%	2.43	0.9	Under operation 營運中
Huameiao Energy - Chongsheng Coal 華美奧能源 - 崇升煤業	Shuozhou Shanxi 山西朔州	80%	2.88	0.9	Under operation 營運中
Shenda Energy - Xinglong Coal 神達能源 - 興隆煤業	Xinzhou Shanxi 山西忻州	100%	4.01	0.9	Under development (Temporarily suspended) 開發中(暫停)
Shenda Energy - Hongyuan Coal 神達能源 - 宏遠煤業	Xinzhou Shanxi 山西忻州	100%	1.32	0.9	Under development (Temporarily suspended) 開發中(暫停)

The Group engaged an independent mineral industry consultant to estimate the total coal reserves and resources as of 31 December 2020 in accordance with the JORC Code.

本集團委聘一間獨立礦業顧問根據JORC準則估計截至二零二零年十二月三十一日的總煤炭儲量及資源量。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

COAL CHARACTERISTICS

Characteristics and typical commercial coal quality of the commercial coal produced by the Group's operating mines are as follows:

煤炭特徵

本集團的運營煤礦所生產的商業煤的特徵及典型商業煤質量如下：

Coal Quality Characteristic	煤質特徵	Huameiao Energy - Xingtao Coal 華美奧能源 - 興陶煤業	Huameiao Energy - Fengxi Coal 華美奧能源 - 馮西煤業	Huameiao Energy - Chongsheng Coal 華美奧能源 - 崇升煤業	Shenda Energy - Xinglong Coal 神達能源 - 興隆煤業	Shenda Energy - Hongyuan Coal 神達能源 - 宏遠煤業
Coal Seam	煤層	4, 8, 9, 10, 11	4, 9, 11	4, 9, 11	2, 5	2, 5, 6
Moisture (%)	水分(%)	7-10	8-12	8-12	8.5	8.5
Ash (db, %)	灰分(db, %)	20-28	20-28	20-28	21.45	30-72
Sulfur (db, %)	含硫量(db, %)	1.4-1.9	1.2-1.6	1.6-2.5	1.52	1.45
Calorific Value (average, kcal/kg, net, ar)	高發熱值(平均、千卡/千克、淨值、ar)	4,650-5,200	4,600-5,150	4,600-5,150	4,838	4,187

OPERATING DATA

運營數據

Reserves and Resources

儲量及資源量

		Huameiao Energy - Xingtao Coal 華美奧 能源 - 興陶煤業	Huameiao Energy - Fengxi Coal 華美奧 能源 - 馮西煤業	Huameiao Energy - Chongsheng Coal 華美奧 能源 - 崇升煤業	Shenda Energy - Xinglong Coal 神達 能源 - 興隆煤業	Shenda Energy - Hongyuan Coal 神達 能源 - 宏遠煤業	Total 總計
Reserves	儲量						
Reserves as of 1 January 2020 (Mt)	截至二零二零年一月一日的 儲量(百萬噸)						
- Proven reserves	- 已探明儲量	16.37	4.45	4.21	-	-	25.03
- Probable reserves	- 估計儲量	4.02	7.25	6.50	13.50	10.46	41.73
Total reserves as of 1 January 2020 (Mt)	截至二零二零年一月一日的 總儲量(百萬噸)	20.39	11.70	10.71	13.50	10.46	66.76
Less: Total raw coal production for the year (Mt)	減：年內原煤總產量 (百萬噸)	(3.30)	(2.84)	(2.65)	-	-	(8.79)
Reserves as of 31 December 2020 (Mt)	截至二零二零年十二月 三十一日的儲量(百萬噸)	17.09	8.86	8.06	13.50	10.46	57.97
Resources	資源量						
Resources as of 1 January 2020 (Mt)	截至二零二零年一月一日的 資源量(百萬噸)	52.81	22.77	23.02	35.08	20.87	154.55
Less: Total raw coal production for the year (Mt)	減：年內原煤總產量 (百萬噸)	(3.30)	(2.84)	(2.65)	-	-	(8.79)
Resources as of 31 December 2020 (Mt)	截至二零二零年十二月 三十一日的資源量(百萬噸)	49.51	19.93	20.37	35.08	20.87	145.76

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group engaged a new independent mineral industry consultant, namely SRK Consulting China Ltd. (“SRK Consulting”), to estimate the total coal reserves and resources as of 31 December 2020 in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the “JORC Code”). According to the Competent Person’s Report issued by SRK Consulting in 2021 (“CPR”), the total coal resources and reserves in accordance with JORC Code were approximately 145.76 million tonnes and 57.97 million tonnes respectively as at 31 December 2020, as compared with the original of 307.09 million tonnes and 198.49 million tonnes respectively. For detail, please refer to the section headed “Impairment loss on coal mining rights, property, plant and equipment” of the Management Discussion and Analysis.

The directors of the Company then appointed a competent person, namely SRK Consulting, to re-assess the coal reserves of all the Group’s coal mines as at 31 December 2020 under JORC Code. Based on the CPR issued by SRK Consulting in 2021, the directors of the Company are of the opinion that the estimated amounts of the coal reserves are required to be adjusted.

本集團委聘一間新的獨立礦業顧問SRK Consulting China Ltd. (「SRK Consulting」) 根據澳洲勘查結果、礦產資源量及礦石儲量報告準則 (「JORC準則」) 估計截至二零二零年十二月三十一日的總煤炭儲量及資源量。根據SRK Consulting 於二零二一年發出的合資格人士報告 (「合資格人士報告」)，於二零二零年十二月三十一日根據JORC準則得出的總煤炭資源量及儲量分別約為145.76百萬噸及57.97百萬噸，而原先分別為307.09百萬噸及198.49百萬噸。有關詳情，請參閱管理層討論與分析「煤炭採礦權、物業、廠房及設備的減值虧損」。

本公司董事隨後委聘合資格人士SRK Consulting 依照JORC準則重新評估本集團所有煤礦於二零二零年十二月三十一日的煤炭儲量。根據SRK Consulting 於二零二一年出具的合資格人士報告，本公司董事認為煤炭儲量的估計量須進行調整。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The following table sets forth the full-year production figures at the abovementioned mines for the years indicated: 下表列示上述煤礦於所示年度的全年產量記錄：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 ('000 tonnes) (千噸)	2019 二零一九年 ('000 tonnes) (千噸)
Raw coal production volume	原煤產量		
Huameiao Energy – Xingtao Coal	華美奧能源 – 興陶煤業	3,296	3,601
Huameiao Energy – Fengxi Coal	華美奧能源 – 馮西煤業	2,839	3,303
Huameiao Energy – Chongsheng Coal	華美奧能源 – 崇升煤業	2,650	3,125
Total	總計	8,785	10,029

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 ('000 tonnes) (千噸)	2019 二零一九年 ('000 tonnes) (千噸)
Commercial coal production volume (Note)	商業煤產量(附註)		
Huameiao Energy – Xingtao Coal	華美奧能源 – 興陶煤業	2,142	2,341
Huameiao Energy – Fengxi Coal	華美奧能源 – 馮西煤業	1,846	2,147
Huameiao Energy – Chongsheng Coal	華美奧能源 – 崇升煤業	1,722	2,031
Total	總計	5,710	6,519

Note: According to the CPR as at cut-off date of 31 December 2020, the historical operation of the Xingtao Coal, Fengxi Coal and Chongsheng Coal achieved an average of 65% of mixed marketable raw coal yield.

附註：根據截止日期為二零二零年十二月三十一日的合資格人士報告，興陶煤業、馮西煤業及崇升煤業的過往營運平均達到65%的混合可銷原煤產量。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Exploration, Mining and Development Expenses

勘探、開採及開發費用

The Group's exploration, mining and development expenses consist of the following amounts:

本集團的勘探、開採及開發費用包括以下金額：

		Year ended 31 December	
		截至十二月三十一日止年度	
		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
Materials and consumables	物料及消耗品	85,592	110,386
Staff cost	員工成本	256,492	255,977
Other direct cost	其他直接成本	46,248	49,986
Overhead and others	間接成本及其他	666,917	719,608
Evaluation fee	評估費	170	417
Total	總計	1,055,419	1,136,374

FINANCIAL REVIEW

財務回顧

Revenue

收入

		Year ended 31 December	
		截至十二月三十一日止年度	
		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
Coal business	煤炭業務	2,190,112	2,720,845
Shipping transportation	航運運輸	57,251	78,675
		2,247,363	2,799,520

Coal business

煤炭業務

Year ended 31 December

截至十二月三十一日止年度

2020	2019
二零二零年	二零一九年
'000 tonnes	'000 tonnes
千噸	千噸

Coal Handling and Trading Volume of Coal Business	煤炭業務的煤炭經營及貿易量	5,964	7,602
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During the year ended 31 December 2020, the volume of the Group's coal handling and trading recorded a 21.55% decrease as compared with 2019. The coal selling prices during the year ended 31 December 2020 were in range between RMB192 per tonne and RMB586 per tonne, which were more fluctuated when compared to the range between RMB221 per tonne and RMB536 per tonne in 2019. Average coal selling price decreased significantly during April and May 2020. However, the price gradually increased afterward and achieved its peak at the end of 2020 due to effective precautionary measures on the COVID-19 by the government and government policy on restricting imported coal.

截至二零二零年十二月三十一日止年度，與二零一九年相比，本集團的煤炭經營及貿易量減少21.55%。於截至二零二零年十二月三十一日止年度內的煤炭售價介乎每噸人民幣192元至每噸人民幣586元，與二零一九年介乎每噸人民幣221元至每噸人民幣536元的範圍相比浮動較大。煤炭平均售價於二零二零年四月及五月大幅下降。然而，由於政府對新型冠狀病毒採取了有效的防範措施，以及政府限制進口煤的政策，之後價格逐漸上漲，並於二零二零年底達致最高峰。

The average coal selling price and the average monthly coal handling and trading volume for each of the three years ended 31 December 2020 are set forth in the table below:

截至二零二零年十二月三十一日止三個年度各年，平均煤炭銷售價格與平均每月煤炭經營及貿易量載列於下表：

Year ended 31 December

截至十二月三十一日止年度

2020	2019	2018
二零二零年	二零一九年	二零一八年

Average coal selling price (RMB per tonne)	平均煤炭售價(每噸人民幣元)	367	358	343
Average monthly coal handling and trading volume ('000 tonnes)	平均每月煤炭經營及貿易量(千噸)	497	634	847

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group sells blended coal which is sourced solely from the PRC domestic markets to customers, including power plants and coal traders. Most of the Group's customers are located in the coastal regions of China. Power plants purchase coal for use in the combustion processes to produce steam for power and heat. The following table sets forth information regarding the Group's revenue from coal business by industry segment during the years ended 31 December 2020 and 2019:

本集團將其僅自中國國內市場採購的煤炭經配煤後轉售予發電廠及煤炭貿易商等客戶。本集團客戶多數位於中國沿海地區，發電廠採購煤炭用於燃燒過程，以產生蒸汽用於發電及發熱。下表載列本集團於截至二零二零年及二零一九年十二月三十一日止年度按行業分部劃分的煤炭業務收入的資料：

		Year ended 31 December 截至十二月三十一日止年度			
		2020 二零二零年		2019 二零一九年	
		Revenue 收入 RMB'000 人民幣千元	Percentage of revenue 佔總收入的百分比 % of total (%)	Revenue 收入 RMB'000 人民幣千元	Percentage of revenue 佔總收入的百分比 % of total (%)
Power plants	發電廠	329,677	15.1	251,580	9.2
Coal traders	煤炭貿易商	1,860,435	84.9	2,469,265	90.8
Total	總計	2,190,112	100.0	2,720,845	100.0

Shipping transportation

The segment revenue for shipping transportation from external customers for the year ended 31 December 2020 was RMB57.3 million as compared with RMB78.7 million for the same period in 2019. The Group has recorded 27.2% decrease in shipping transportation revenue principally because of disposal of vessel in 2019 and decrease in freight rates and charter hire rates during the year.

Cost of Sales

Cost of sales of the Group in 2020 amounted to RMB1,892 million, representing a decrease of 20.9% compared with RMB2,393 million in 2019. The decrease was due to the decrease in coal handling and trading volume during the year of 2020.

航運運輸

截至二零二零年十二月三十一日止年度來自外部客戶的航運運輸分部收入為人民幣57,300,000元，而二零一九年同期為人民幣78,700,000元。本集團於航運運輸收入錄得27.2%減少，主要由於於二零一九年出售船舶，且年內運費及貨輪租金下降所致。

銷售成本

本集團於二零二零年的銷售成本達人民幣1,892,000,000元，較二零一九年人民幣2,393,000,000元減少20.9%。該減少乃由於煤炭經營及貿易量於二零二零年減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The table below set forth the cost of sales of the coal business segment: 下表載列煤炭業務分部的銷售成本：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年	2019 二零一九年
		RMB million 人民幣百萬元	RMB million 人民幣百萬元
Cost of coal purchased	外購煤炭的成本	66.9	417.9
Cost of coal transportation	煤炭運輸的成本	723.6	727.8
Cost of self-produced coal	自產煤炭的成本	1,055.4	1,136.0
Materials, fuel, power	原料、燃料、動力	131.8	160.0
Staff costs	員工成本	256.5	256.0
Depreciation and amortisation	折舊及攤銷	461.7	523.2
Others	其他	205.4	196.8
Total cost of sales of coal business segment	煤炭業務分部的總銷售成本	1,845.9	2,281.7

The Group produced coal mainly from Shanxi province in the PRC. The following table sets forth information regarding the Group's origins of coal based on sales volume and revenue in 2020 and 2019:

本集團主要自中國山西省生產煤炭。下表載列有關本集團於二零二零年及二零一九年期間按銷量及收入分類之煤炭來源之資料：

		Year ended 31 December 截至十二月三十一日止年度			
		2020 二零二零年		2019 二零一九年	
Origins of coal 煤炭來源		Sales volume	Revenue	Sales volume	Revenue
		'000 tonnes 銷量 千噸	RMB'000 收入 人民幣千元	'000 tonnes 銷量 千噸	RMB'000 收入 人民幣千元
China	中國	5,964	2,190,112	7,602	2,720,845

The Group has stable coal production and has established stable cooperative relationships with its key PRC domestic customers.

本集團擁有穩定的煤炭生產且與其主要中國國內客戶建立了穩定合作關係。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Gross Profit

The Group's gross profit margin was 15.8% during the year ended 31 December 2020 as compared with gross profit margin of 14.5% during the same period in 2019. Gross profit margin increased mainly due to the increase on average coal price.

Other Income, Gains and Losses

During the year ended 31 December 2020, the Group's other income, gains and losses amounted to a net loss of RMB137.1 million, representing a decrease of approximately of RMB164.9 million, as compared with a net gain of RMB27.8 million in 2019. The decrease in other income, gains and losses in 2020 was mainly due to the one-off loss on the further revision on revised repayment schedule of borrowings for the year ended 31 December 2020.

Distribution Expenses

Distribution expenses decrease by 48.9% to RMB2.3 million for the year ended 31 December 2020, as compared with RMB4.5 million in 2019. The decrease in distribution expenses was due to the decrease in coal handling and trading volume during the year.

Administrative Expenses

During the year ended 31 December 2020, the Group's administrative expenses amounted to RMB208.4 million, representing an increase of 48.0%, as compared with RMB140.8 million in 2019. The increase was mainly attributable to the increase in staff cost. The Group strived to provide competitive remuneration package to existing staffs.

Other Expenses

During the year ended 31 December 2020, the Group's other expenses amounted to RMB33.5 million, representing an increase of 6.0%, as compared with RMB31.6 million in 2019. The expense level remained constant.

毛利

截至二零二零年十二月三十一日止年度，本集團的毛利率為15.8%，而二零一九年同期的毛利率則為14.5%。毛利率增加主要由於平均煤炭價格增加。

其他收入、收益及虧損

截至二零二零年十二月三十一日止年度，與二零一九年收益淨額人民幣27,800,000元相比，本集團的其他收入、收益及虧損為虧損淨額人民幣137,100,000元，減少約人民幣164,900,000元。二零二零年的其他收入、收益及虧損減少乃主要由於截至二零二零年十二月三十一日止年度進一步修訂經修訂借貸還款時間表的一次性虧損所致。

分銷開支

分銷開支與二零一九年人民幣4,500,000元相比，減少48.9%至截至二零二零年十二月三十一日止年度的人民幣2,300,000元。分銷開支減少由於年內煤炭經營及貿易量減少所致。

行政開支

截至二零二零年十二月三十一日止年度，本集團的行政開支為人民幣208,400,000元，與二零一九年人民幣140,800,000元比較增加了48.0%。增加原因主要是員工成本增加。本集團致力於向現有員工提供具有競爭力的薪酬待遇。

其他開支

截至二零二零年十二月三十一日止年度，本集團的其他開支為人民幣33,500,000元，較二零一九年人民幣31,600,000元增加6.0%。開支水平維持不變。

Net Finance Costs

Net finance costs of the Group in 2020 amounted to RMB369.0 million, representing an increase of 25.9%, as compared with RMB293.0 million in 2019. The increase was mainly due to the increase in borrowing rates.

Loss Attributable to Equity Shareholders

Loss attributable to equity shareholders of the Company during the year ended 31 December 2020 was RMB2.90 billion, representing a decline in financial performance of approximately of RMB2.98 billion as compared with profit of RMB81.4 million in the same period in 2019. The decline in the Group's financial performance was attributable to (i) mainly significant impairment loss on the Group's assets due to the effect of decrease in coal reserves as detailed in the note 15 to the Group's consolidated financial statements; and (ii) partly the loss on debt restructuring arising from the further revision on revised repayment schedule.

Impairment loss on coal mining rights, property, plant and equipment

Impairment losses on the Group's coal mining rights and the related property, plant and equipment, amounting to approximately RMB1,869,716,000 (2019: Nil), RMB2,057,757,000 (2019: Nil) and were recognised for the year ended 31 December 2020 to reflect the Group's change in estimate about the coal reserves.

During the production in late 2020, the mining team of the Group had doubted that the coal reserves of all the Group's coal mines might be less than the previously estimated amounts in accordance with the JORC Code. The directors of the Company are of the view that the reasons for the changes in estimates were mainly due to revision of modifying factors such as in faulting areas and thickness of protecting pillars that would decrease the mining recovery. The directors of the Company then appointed a competent person, SRK Consulting, to re-assess the coal reserves of all the Group's coal mines as at 31 December 2020 under JORC Code. Based on the CPR issued by SRK Consulting in 2021, the Directors are of the opinion that the estimated amounts of the coal reserves are required to be adjusted downward.

財務成本淨額

本集團於二零二零年的財務成本淨額達人民幣369,000,000元，較二零一九年人民幣293,000,000元增加25.9%。增加乃主要由於借貸利率增加。

權益持有人應佔虧損

截至二零二零年十二月三十一日止年度，本公司權益持有人應佔虧損為人民幣2,900,000,000元，與二零一九年同期溢利人民幣81,400,000元相比，財務表現下滑約人民幣2,980,000,000元。本集團的財務表現下滑乃(i)主要由於本集團綜合財務報表附註15所詳述煤炭儲量減少的影響引致本集團資產的重大減值虧損；及(ii)部分由於進一步修訂經修訂還款時間表引致的債務重組的虧損。

煤炭採礦權、物業、廠房及設備的減值虧損

截至二零二零年十二月三十一日止年度分別就本集團的煤炭採礦權及相關物業、廠房及設備確認減值虧損約人民幣1,869,716,000元(二零一九年：無)及人民幣2,057,757,000元(二零一九年：無)，以反映本集團煤炭儲量估計的變動。

於二零二零年末的生產過程中，本集團的採礦團隊質疑本集團所有煤礦的煤炭儲量可能低於先前依照JORC準則得出的估計儲量。本公司董事認為，估計變動的主要原因是由於修改因素的修正，如保護柱的斷層區域及厚度將降低採礦的採收率。本公司董事隨後委聘合資格人士SRK Consulting依照JORC準則重新評估本集團所有煤礦於二零二零年十二月三十一日的煤炭儲量。根據SRK Consulting於二零二一年出具的合資格人士報告，董事認為煤炭儲量的估計量須進行下調。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Directors, with the assistance from an independent professional qualified valuer, namely BMI Appraisals Limited, assessed the recoverable amounts of the Group's coal mines and related property, plant and equipment. Each of the Group's coal mines and the related property, plant and equipment are considered as an individual cash-generating unit. The recoverable amount of each of the cash-generating unit was estimated based on its value in use calculation which uses cash flow projections based on the most recent financial budgets approved by the Directors of the Company covering a five-year period, and discount rates ranging from 13.75% to 20.14% (2019: 13.10% to 14.60%) which were determined with reference to weighted average cost of capital, and the available coal reserves of approximately 57.97 million tonnes (2019: 207.28 million tonnes), according to the CPR issued by SRK Consulting, which comprise of approximately 17.09 million tonnes (2019: 65.62 million tonnes) in Xingtao Coal Mine, approximately 8.86 million tonnes (2019: 36.18 million tonnes) in Fengxi Coal Mine, approximately 8.06 million tonnes (2019: 42.17 million tonnes) in Chongsheng Coal Mine, approximately 13.50 million tonnes (2019: 32.02 million tonnes) in Xinglong Coal Mine and approximately 10.46 million tonnes (2019: 31.29 million tonnes) in Hongyuan Coal Mine, together with other key inputs including the estimated coal prices and production costs etc.. The discounted cash flow method under the income approach was adopted for the year ended 31 December 2020 and 2019. Cash flows beyond the five-year period have been extrapolated using an estimated 2.22% (2019: 2.28%) growth rate which is the forecasted inflation rate in China and do not exceed the average growth rate for the relevant markets. The basis of discount rates, growth rate and discounted cash flow method were consistently applied for the year ended 31 December 2020 and 2019. With the assistance from SRK Consulting and BMI Appraisals Limited, the Directors of the Company concluded that the estimated recoverable amount of each of the following cash-generating units as at 31 December 2020 was below the respective carrying amount of the cash-generating unit. As a result, impairment losses on the Group's coal mining rights and the related property, plant and equipment, amounting to approximately RMB1,869,716,000 and RMB2,057,757,000 were recognised for the year ended 31 December 2020 to reflect the Group's change in estimate about the coal reserves.

董事在獨立專業合資格估值師中和邦盟評估有限公司的協助下，評估本集團煤礦及相關物業、廠房及設備的可收回金額。本集團的各項煤礦及相關物業、廠房及設備被視為個別的現金產生單位。各現金產生單位的可收回金額乃基於其使用價值計算而估計，該計算使用的現金流量預測乃基於本公司董事批准的涵蓋五年的最近期財務預算，及貼現率介乎13.75%至20.14%（二零一九年：13.10%至14.60%）（乃經參考加權平均資本成本而釐定），及可利用的煤炭儲量約57.97百萬噸（二零一九年：207.28百萬噸），根據SRK Consulting出具的合資格人士報告，該儲量包括興陶煤礦約17.09百萬噸（二零一九年：65.62百萬噸）、馮西煤礦約8.86百萬噸（二零一九年：36.18百萬噸）、崇升煤礦約8.06百萬噸（二零一九年：42.17百萬噸）、興隆煤礦約13.50百萬噸（二零一九年：32.02百萬噸）及宏遠煤礦約10.46百萬噸（二零一九年：31.29百萬噸），連同其他主要輸入數據，包括估計的煤炭價格及生產成本等。截至二零二零年及二零一九年十二月三十一日止年度，收入法下的貼現現金流量法獲採納。五年期後的現金流量使用估計的2.22%（二零一九年：2.28%）增長率推算得出，該增長率乃為中國的預測通脹率且不超過相關市場的平均增長率。截至二零二零年及二零一九年十二月三十一日止年度，貼現率、增長率及貼現現金流量法的基準獲貫徹應用。在SRK Consulting及中和邦盟評估有限公司的協助下，本公司董事得出結論，以下各現金產生單位於二零二零年十二月三十一日的估計可收回金額低於各自現金產生單位的賬面值。因此，截至二零二零年十二月三十一日止年度分別就本集團的煤炭採礦權及相關物業、廠房及設備確認減值虧損約人民幣1,869,716,000元及人民幣2,057,757,000元，以反映本集團煤炭儲量估計的變動。

During the year ended 31 December 2020, the Group conducted a review of the Group's assets in relation to the shipping segment and determined that the recoverable amount of certain asset which is based on the fair value less cost of disposal are lower than its carrying amount and, with reference to its value in use, would not generate future benefit higher than such fair value less cost of disposal to the Group and accordingly, impairment loss of RMB11,495,000 had been recognised in respect of the such asset.

The Shareholders shall exercise caution in the trading of the Company's shares.

NET CURRENT LIABILITIES AND CURRENT RATIO

As of 31 December 2020, the Group had net current liabilities of HK\$4,204.7 million, compared with HK\$4,640.0 million as of 31 December 2019. The Group's current ratio as of 31 December 2020 was 0.18, compared with 0.12 as of 31 December 2019. The current liabilities and current ratio was slightly improved due to increase in current assets.

CAPITAL EXPENDITURE AND COMMITMENTS

For the year ended 31 December 2020, the Group incurred an aggregate capital expenditure of HK\$48.2 million (2019: HK\$206.3 million) mainly related to the purchase of plant and equipment. Capital commitments contracted for but not incurred by the Group as of 31 December 2020 amounted to HK\$35.0 million (2019: HK\$9.7 million), which were mainly related to the purchase of plant and equipment.

CAPITAL STRUCTURE

Save as disclosed in this report, there has been no material change in the capital structure of the Company during the year. The capital of the Group companies are mainly the ordinary shares and perpetual subordinated convertible securities ("PSCS"). Details of the ordinary shares and PSCS are set out in note 31(b) and note 31(c).

截至二零二零年十二月三十一日止年度，本集團審閱了本集團有關航運分部的資產，並認定若干資產的可收回金額(乃根據公允值減出售成本計算)低於其賬面值且(經參考其使用價值)將不會為本集團產生高於有關公允值減出售成本的未來利益，因此，已就有關資產確認減值虧損人民幣11,495,000元。

股東於買賣本公司股份時應審慎行事。

流動負債淨額及流動比率

於二零二零年十二月三十一日，本集團的流動負債淨額為4,204,700,000港元，而於二零一九年十二月三十一日則為4,640,000,000港元。本集團於二零二零年十二月三十一日的流動比率為0.18，而於二零一九年十二月三十一日則為0.12。由於流動資產增加，流動負債及流動比率略為改善。

資本支出及承擔

截至二零二零年十二月三十一日止年度，本集團產生資本承擔總額48,200,000港元(二零一九年：206,300,000港元)，主要與購買廠房及設備有關。本集團於二零二零年十二月三十一日已訂約惟尚未產生的資本承擔為35,000,000港元(二零一九年：9,700,000港元)，主要與購買廠房及設備有關。

資本架構

除本報告所披露者外，本公司於年內的資本架構概無重大變化。本集團公司的資本主要為普通股及永久次級可換股證券(「永久次級可換股證券」)。有關普通股及永久次級可換股證券的詳情載於附註31(b)及附註31(c)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES

The Group adopts stringent financial management policies and strives to maintain a healthy financial condition. The Group funds its business operations and general working capital by internally generated financial resources and bank borrowings. As at 31 December 2020, the Group recorded net current liabilities of RMB4,204.7 million (2019: RMB4,640.0 million).

The Group has taken initiative to enhance the financial flexibility by diversifying the funding bases and seek medium term loans to replace short term loans. The Group is currently negotiating with financial institutions to renew and extend bank borrowings and consider ways to improve the Group's working capital. As of 31 December 2020, the cash and cash equivalents of the Group amounted to RMB154.9 million (2019: RMB159.7 million), representing a decrease of 3.01%.

As at 31 December 2020, the total bank and other borrowings of the Group were RMB1,971.0 million (2019: RMB2,163.3 million), which were classified as current liabilities in which the aggregate borrowings and accrued interests of RMB1,144.6 million (2019: RMB1,005.4 million) and RMB356.0 million (2019: RMB264.3 million) respectively were past due, and aggregate amounts of RMB826.4 million (2019: RMB1,091.5 million) and nil (2019: RMB66.5 million) were repayable within one year and after one year respectively from the end of reporting date based on the agreed scheduled repayments set out in the loan agreements, had become due for immediate repayment as these bank loans contain cross default clauses are classified as current liabilities. These borrowings and interest payables were classified as current liabilities at the end of reporting period. The bank and other borrowings carried interest at rates ranging from 3.9% to 8.8% (2019: 4.75% to 8%) per annum.

流動資金及財務資源

本集團採納嚴謹的財務管理政策並致力維持穩健的財務狀況。本集團通過內部產生的財務資源及銀行借貸撥付其業務活動及一般營運資金。於二零二零年十二月三十一日，本集團錄得流動負債淨額人民幣4,204,700,000元(二零一九年：人民幣4,640,000,000元)。

本集團已採取措施，透過多元化融資基礎提升財務靈活性，並尋求中期貸款以取代短期貸款。本集團正與金融機構進行磋商，以重續及延長銀行借貸，並考慮改善本集團營運資金之方式。於二零二零年十二月三十一日，本集團現金及現金等價物達人民幣154,900,000元(二零一九年：人民幣159,700,000元)，減少3.01%。

於二零二零年十二月三十一日，本集團分類為流動負債之銀行及其他借貸總額為人民幣1,971,000,000元(二零一九年：人民幣2,163,300,000元)。其中借貸總額及應計利息分別人民幣1,144,600,000元(二零一九年：人民幣1,005,400,000元)及人民幣356,000,000元(二零一九年：人民幣264,300,000元)已逾期，以及總額人民幣826,400,000元(二零一九年：人民幣1,091,500,000元)及零(二零一九年：人民幣66,500,000元)根據貸款協議所載協定還款時間表自報告日期結束起計分別須於一年內及一年後償還，已到期並須立即償還，原因是該等包含交叉違約條款的銀行貸款分類為流動負債。此等借貸及應付利息於報告期末分類為流動負債。該等銀行及其他借貸按年利率介乎3.9%至8.8%(二零一九年：4.75%至8%)計息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As at 31 December 2020, the Group had total banking facilities of RMB910.6 million (2019: RMB1,228.7 million), of which RMB910.6 million (2019: RMB1,228.7 million) were utilised.

As at 31 December 2020, the Group's cash and cash equivalents, except amount of RMB8.6 million in United States dollars ("USD") and amount of RMB0.19 million in Hong Kong dollars ("HKD"), were held in RMB. All the Group's bank and other borrowings were made in RMB.

The Group incurred net loss of approximately RMB3,436,870,000 (2019: profit of RMB80,723,000) for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively (2019: net assets and net current liabilities of approximately RMB565,264,000 and RMB4,639,986,000) respectively). The impairment losses on the Group's coal mining rights and the related property, plant and equipment, amounting to approximately RMB1,869,716,000 and RMB2,057,757,000 were recognised for the year ended 31 December 2020 to reflect the Group's change in estimate about the coal reserves. Although the Group strived to maintain positive relationship with the creditors, the Group has not obtained waivers from the relevant banks/lenders on these loans which contain cross default clauses as at the date of the annual report. Material uncertainties, such as demanding immediate repayment from the Group by the creditors, may arise after the disclosure of financial position for the year ended 31 December 2020.

The gearing ratio (calculated as borrowings netted off sum of cash and cash equivalents and pledged and restricted deposits divided by total assets) of the Group as at 31 December 2020 was 83.8% (2019: 44.5%). The gearing ratio increased due to the total asset decrease according to increase in loss attributable to equity shareholders for the year.

於二零二零年十二月三十一日，本集團之銀行授信額度總額為人民幣910,600,000元(二零一九年：人民幣1,228,700,000元)，其中人民幣910,600,000元(二零一九年：人民幣1,228,700,000元)已動用。

於二零二零年十二月三十一日，本集團之現金及現金等價物(人民幣8,600,000元以美元(「美元」)及人民幣190,000元以港元(「港元」)持有除外)均以人民幣持有。本集團之所有銀行及其他借貸均以人民幣作出。

本集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元(二零一九年：溢利約人民幣80,723,000元)。於二零二零年十二月三十一日，本集團的負債淨額及流動負債淨額分別約為人民幣2,896,084,000元及人民幣4,204,749,000元(二零一九年：資產淨值及流動負債淨額分別約為人民幣565,264,000元及人民幣4,639,986,000元)。截至二零二零年十二月三十一日止年度分別就本集團的煤炭採礦權及相關物業、廠房及設備確認減值虧損約人民幣1,869,716,000元及人民幣2,057,757,000元，以反映本集團煤炭儲量估計的變動。儘管本集團致力於與債權人維持積極關係，惟本集團於本年報日期尚未就該等貸款(當中包含交叉違約條款)取得相關銀行/貸款人的豁免。於披露截至二零二零年十二月三十一日止年度的財務狀況後可能出現重大不確定因素(如債權人要求本集團立即償還)。

本集團於二零二零年十二月三十一日的資產負債比率(按借貸抵銷現金及現金等價物及已抵押及受限制存款之總額後除以資產總值計算)為83.8%(二零一九年：44.5%)。資產負債比率上升乃由於資產總值根據年內權益持有人應佔虧損增加而減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's cash and cash equivalents are held predominately in RMB and USD. Operating outgoings incurred by the Group's subsidiaries in the PRC are mainly denominated in RMB while overseas purchases are usually denominated in USD. The Group's subsidiaries usually receive revenue in RMB. Hence, the Directors do not consider that the Group faces significant exposure to foreign exchange fluctuation risk.

PLEDGE OF ASSETS OF THE GROUP

As at 31 December 2020, the Group's assets in an aggregate amount of RMB2,534.2 million (2019: RMB5,036.3 million) in forms of property, plant and equipment, coal mining rights, lease prepayments, inventories, trade and bill receivables and bank deposits were pledged to banks and asset management companies for credit facilities granted to the Group.

The decrease in the aggregate amount of pledged assets of the Group were due to the material adjustment on the estimate amount of coal reserves in 2020 that led to the impairment loss of coal mining rights and property, plant and equipment as disclosed in note 15 and 16 respectively.

CONTINGENT LIABILITIES

Except for certain matters disclosed in the Note 38 to the consolidated financial statements in this annual report, the Group did not have any material contingent liabilities as at 31 December 2020.

According to the acquisition agreements dated 17 November 2010 and 26 October 2011, the vendors, who are the non-controlling shareholders upon completion of the acquisition agreed and represented that the mineable coal reserves of the Chongsheng Coal Mine, the Fengxi Coal Mine and the Xingtao Coal Mine shall not be less than the minimum level of mineable coal reserves of 290 million tons. Concerning the material adjustment on the estimate amount of coal reserves in 2020, the Group has initiated to file an application of arbitration against non-controlling shareholders. The proposed compensation total RMB3,331,918,853 under arbitration by the respondents consists of the refund on a part of consideration RMB3,029,168,853, levies RMB300,000,000 and miscellaneous fee RMB2,750,000.

匯率波動風險

本集團之現金及現金等價物主要以人民幣及美元持有。本集團中國附屬公司之營運支出主要以人民幣列值，而海外採購則一般以美元列值。本集團附屬公司普遍以人民幣收取收入。因此，董事認為本集團並無面臨重大匯率波動風險。

本集團的資產抵押

於二零二零年十二月三十一日，本集團以共計人民幣2,534,200,000元(二零一九年：人民幣5,036,300,000元)的物業、廠房及設備、煤炭採礦權、租賃預付款項、存貨、應收貿易款項及應收票據以及銀行存款等資產作為銀行和資產管理公司向本集團授信的抵押。

本集團已抵押資產總額減少乃由於二零二零年的煤層儲量的估計數額出現重大調整，導致煤炭採礦權及物業、廠房及設備之減值虧損(如附註15及16分別所披露)。

或然負債

除本年報綜合財務報表附註38所披露的若干事項外，於二零二零年十二月三十一日，本集團並無任何重大或然負債。

根據日期為二零二零年十一月十七日及二零一一年十月二十六日的收購協議，賣方(彼等於完成收購後為非控股股東)同意並聲稱崇升煤礦、馮西煤礦及興陶煤礦的可採煤層儲量不得低於可採煤層儲量最低水平290,000,000噸。就二零二零年煤層儲量估計數額的重大調整而言，本集團已開始對非控股股東提起仲裁申請。被申請人仲裁項下的建議賠償總額人民幣3,331,918,853元包括退還部分代價人民幣3,029,168,853元、徵費人民幣300,000,000元及雜費人民幣2,750,000元。

Up to the date of the annual report, the arbitration is in progress. As at 31 December 2020, the Group did not recognise any of such contingent assets.

FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2020

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

BUSINESS OUTLOOK

In year 2021, the pandemic will begin to ease and the global economy is expected to demonstrate gradually recovery thanks to the widespread vaccination gradually rolling out. The domestic demand for coal is expected to increase significantly, and the downstream industries demand for coal will provide a rigid support for coal price. With the release of new production capacity, the domestic supply and demand of coal will be balanced in the coming year.

With respect to the supply side of coal, there will be some uncertainties in the volume of coal to be imported from Australia in the year to come due to the continuing restrictions concerning coal imports from Australia. Considering that there may be a slight decrease in the volume of imported coal next year, to ensure the stability of the supply chain, the Group will not only take an active approach to improve the production efficiency and increase the production level of coal mines owned by the Group, but also continue to explore investment opportunities to ensure supply of coal with reliable and stable quantity and quality.

The Group will focus on developing overseas coal markets, and continue to seek long-term relationships in an active manner. The Group aims to establish a competitive team and has successively set up branches in a number of countries across the world, including Indonesia and Singapore, striving to capture opportunities to commence global large-scale projects. In addition, the coal mine expected to be acquired by the Group in Indonesia is a key project for the next few years, and it is expected that the design and construction of the coal mine will commence within the year 2021, which will enhance the coal production volume of the Group in the future once it becomes operational.

直至年報日期，該仲裁正在進行中。於二零二零年十二月三十一日，本集團並無確認任何有關或然資產。

截至二零二零年十二月三十一日止年度之末期股息

董事會不建議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)。

業務展望

展望來年，隨著疫苗逐步廣泛接種，疫情得以逐漸緩和，全球經濟有望漸進復蘇，預計國內的煤炭需求將大幅上升，煤炭下游行業需求將對煤價有剛性支撐。隨著新產能釋放，來年國內煤炭供需總體平衡。

從煤炭供應端而言，由於澳煤進口限制持續，來年由澳洲進口的煤炭量將存在一定的不確定性，集團考慮到明年進口煤量或略有下降，為確保供應鏈的穩定性，除了積極改善各地煤礦之生產效率及提升產量外，集團將繼續探索投資機會以確保在來年具有可靠質素及穩定數量的煤炭供應。

本集團將聚焦開發海外煤炭市場，繼續積極尋求建立長期關係。集團目標建立具有競爭力的團隊，並已陸續在全球不同國家包括印尼和新加坡成立分公司，爭取開展全球化的大型項目機會。而集團在印尼預期將收購之煤礦為未來數年的重點項目，預計煤礦工作面會在年內開始設計及建設，待印尼煤礦可投產，將提升集團未來的煤炭產量。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group will continue to negotiate with domestic financing institutions to consider various types of financing programs to improve its free cash flow and promote major projects. As the Company cautions that the operating costs will increase in the future, the management will pay additional attention to the control of the Group's human resources and other production costs. Meanwhile, the management will also actively manage the internal control through refined management, an efficient and stringent business execution system and an internal monitoring and feedback system, with its aim of improving the production efficiency of coal mines and project profitability. Overall, the management is confident that the Group will continue to maintain its scale and advantages in the years to come.

CORPORATE GOVERNANCE

The Company has complied with the applicable code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the financial year ended 31 December 2020.

EMPLOYEES AND REMUNERATION

As of 31 December 2020, the Group employed 2,070 employees. The Group has adopted a performance-based reward system to motivate its staff and such system is reviewed on a regular basis. In addition to the basic salaries, year-end bonuses may be offered to staff members with outstanding performance.

Subsidiaries of the Company established in the PRC are also subject to central pension scheme operated by the local municipal government. In accordance with the relevant national and local labour and social welfare laws and regulations, subsidiaries of the Company established in the PRC are required to pay on behalf of their employees a monthly social insurance premium covering pension insurance, medical insurance, unemployment insurance and other relevant insurance. Subsidiaries of the Company incorporated in Hong Kong have participated in mandatory provident fund scheme, if applicable, in accordance with Mandatory Provident Fund Schemes Ordinance.

集團將繼續與國內融資機構開展磋商，考慮各類型的融資方案以改善自由現金流並推動大項目。本公司警示未來經營成本將會上升，故管理層特別關注控制集團的人力資源及其他生產成本開支，同時，將透過精細化管理及高效、嚴謹的業務執行系統及內部監督和回饋系統，積極做好內控管理工作以改善各地煤礦之生產效率、提升項目利潤率。整體來說，管理層深信集團在來年能夠繼續保持其規模和優勢。

企業管治

截至二零二零年十二月三十一日止財政年度，本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四企業管治守則(「守則」)所載列之適用守則條文。

僱員及薪酬

截至二零二零年十二月三十一日，本集團僱用2,070名僱員。為鼓勵僱員，本集團已採用一套以表現為基礎之獎勵制度並定期對該制度進行檢討。除基本薪金外，本集團將向表現出眾的員工提供年終花紅。

本公司於中國成立的附屬公司亦須參與當地市政府所運作的中央退休金計劃。根據相關國家及地方勞動及社會福利法律及法規，本公司於中國成立的附屬公司須每月為僱員支付社會保險金，包括養老保險、醫療保險、失業保險及其他相關保險。本公司於香港註冊成立的附屬公司已根據強制性公積金計劃條例參加強制性公積金計劃(倘適用)。

Moreover, the Company adopted a pre-IPO share option scheme and a post-IPO share option scheme to incentivise and retain staff members who have made contribution to the success of the Group. The Directors believe that the compensation packages offered by the Group to its staff are competitive in comparison with market standards and practices.

MULTIPLE UNCERTAINTIES RELATING TO GOING CONCERN

As set out in note 2 to the consolidated financial statements, the Group incurred net loss of approximately RMB3,436,870,000 for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively. As at 31 December 2020, the Group's borrowings and accrued interest amounting to an aggregate amount of approximately RMB1,808,207,000 and approximately RMB359,171,000 respectively had been due for immediate payment. In addition, as set out in note 28 to the consolidated financial statements, the Group's other borrowings with carrying amounts of RMB2,788,147,000 as at 31 December 2020 with no event of default, contained a default clause that the Group will be required for repayment of the outstanding balance of the original borrowings and interest payables in the event of default. Moreover, as at 31 December 2020, there were several unsettled litigations against the Group mainly requesting the Group to repay certain payables with interest immediately as set out in note 38 to the consolidated financial statements. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

此外，本公司已於採納一項首次公開發售前購股權計劃及一項首次公開發售後購股權計劃，以激勵及留任為本集團成功作出貢獻的員工。董事相信，與市場準則及慣例相比較，本集團提供予員工的薪酬待遇具有競爭力。

有關持續經營的多項不明朗因素

誠如綜合財務報表附註2所載，本集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元。於二零二零年十二月三十一日，本集團分別有負債淨額及流動負債淨額約人民幣2,896,084,000元及人民幣4,204,749,000元。於二零二零年十二月三十一日，本集團合共分別約人民幣1,808,207,000元及約人民幣359,171,000元的借貸及應計利息已到期須即時支付。此外，誠如綜合財務報表附註28所載，本集團於二零二零年十二月三十一日賬面值為人民幣2,788,147,000元的其他借貸(並無違約事件)包含一項違約條款，即出現違約時，本集團將須償付原借貸的未償還結餘及利息付款。此外，誠如綜合財務報表附註38所載，於二零二零年十二月三十一日，有若干項針對本集團的未決訴訟，主要要求本集團立即償付部分計息應付款項。該等情況，連同綜合財務報表附註2所載的其他事項，表明存在或會引致對本集團持續經營能力產生重大懷疑的重大不明朗因素。

倘本集團無法繼續以持續經營的基準經營業務，則須作出調整，以將本集團資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未在該等綜合財務報表中反映。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MANAGEMENT'S VIEW ON DISCLAIMER OF OPINION BY THE GROUP'S AUDITOR

The management is of the view that the Group will be able to meet in full the Group's financial obligations as they fall due for the twelve months from 31 December 2020 based on (i) the Group historically generated net cash inflow from operating activities of approximately RMB527 million and RMB708 million for year 2020 and 2019 respectively; (ii) the profit forecast and the cashflow forecast of the Group for the year ending 31 December 2021 and 2022, in which the management is optimistic that the Group's loans due for immediate repayment will be extended/refinanced based on the past experience and the management is of the opinion that the Group has good relationship with the creditors which would enhance the Group's ability to successfully renew/extend the loans; and (iii) in respect of the some of the outstanding litigations, by reference to the legal opinion issued by the Group's legal counsel handling the litigations, the management considered that the Group had valid grounds to defend against the claims.

However, the Group's auditor were of the view that the material uncertainties were not comprehensively addressed with sufficient appropriate audit evidence to conclude on the appropriateness of the management's use of the going concern basis.

管理層對本集團核數師不發表意見之觀點

管理層認為，本集團將有能力在本集團財務責任於二零二零年十二月三十一日起計十二個月內到期時全數予以償付，此乃基於(i)二零二零年及二零一九年本集團過往經營活動產生的現金流入淨額分別約為人民幣527,000,000元及人民幣708,000,000元；(ii)本集團截至二零二一年及二零二二年十二月三十一日止年度的盈利預測及現金流量預測，當中管理層樂觀地認為，根據過往經驗，本集團應立即償還的貸款將予以延期／再融資，並且管理層認為本集團與債權人擁有良好的關係，這將增強本集團成功重續／延期貸款的能力；(iii)就部分未決訴訟而言，管理層參考本集團處理訴訟的法律顧問出具的法律意見後認為，本集團擁有有效理據為申索進行辯護。

然而，本集團核數師認為，並無充足適當的審核憑證，以就管理層使用持續經營基準的適當性得出結論。

The management will strive to address the material uncertainties of going concern throughout 2021 by taking the following measures: (i) strive to reach an agreement or a loan restructuring proposal with the bank or asset management company, in respect of the lawsuit filed by the bank on 5 February 2021 as detailed in note 38 to the consolidated financial statements, for the renewal/extension of the loans, restructuring of the loan and withdrawal of the litigation by the end of December 2021; (ii) active negotiation with the other creditors to secure successful renewal of loans and/or extension of the repayment terms of the loans by the end of December 2021; (iii) strive to obtain additional new sources of financing with appropriate evidence and realise certain of the Group's assets (e.g. the Group is in the progress to complete the disposal of a vessel named Super Grace by June 2021, which was disclosed in the Company's announcement dated 10 March 2021, for the purpose of settling certain borrowings) when needed; (iv) strive to follow up with external/legal lawyers to handle the outstanding litigations, and to defend against the claims by non-controlling shareholders and to mitigate the risk exposure from any other legal claims in a proactive manner but, the timeline will have to be subject to the court/arbitration schedule for the litigations; and (v) throughout the year strive to accelerate the coal production of coal mines currently under production and application for renewal of those expired coal mining rights of coal mines not yet commenced production, together with applying cost control measures.

Pursuant to the management's discussion with the Group's auditor, the disclaimer of opinion on going concern will not be issued in the next financial year if the Group can successfully implement the above measures with satisfactory result, and without new negative factors that are unforeseeable as of the date of annual report that may result in disclaimer of opinion solely on going concern.

管理層將通過採取下列措施致力於解決整個二零二一年持續經營業務的重大不確定因素：(i)致力於與銀行或資產管理公司就綜合財務報表附註38所詳述銀行於二零二一年二月五日提起的訴訟達成協議或貸款重組建議，以於二零二一年十二月底前重續／延期貸款、重組貸款及撤銷訴訟；(ii)與其他債權人進行積極磋商，以確保於二零二一年十二月底前成功重續貸款及／或延長貸款的還款期限；(iii)致力於取得額外的新融資來源並提供適當的憑證，並於需要時變現本集團的若干資產（例如，本集團於二零二一年六月前正在完成出售一艘名為Super Grace的船舶（已於本公司日期為二零二一年三月十日的公告中披露），以償還若干借款）；(iv)致力於跟進外部／法律律師處理未了結訴訟，並就非控股股東提出的申索進行辯護，以及以積極方式減輕任何其他法律申索產生的風險，但時間表將須受訴訟法院／仲裁安排所規限；及(v)於整個年度致力於加快目前在產煤礦的煤炭生產，以及申請續期尚未開始生產的煤礦的已到期煤炭採礦權，同時採取成本控制措施。

根據管理層與本集團核數師進行的討論，倘本集團可成功實施上述措施取得令人滿意的結果，且於本年報日期並無不可預見的新負面因素可能導致僅對持續經營業務的不發表意見，核數師將不會於下一財政年度出具有關持續經營業務的不發表意見。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

AUDIT COMMITTEE OF THE BOARD

An audit committee was established by the Board on 12 June 2009 with written terms of reference in compliance with the Code. The primary duties of the audit committee are to review and supervise the Group's financial reporting process and internal controls. The members of the audit committee of the Board are the three independent non-executive Directors, namely Mr. LAU Sik Yuen, Prof. SHA Zhenquan and Mr. JING Dacheng. Mr. LAU Sik Yuen is the chairperson of the audit committee of the Board.

The audit committee has reviewed the audited consolidated financial statements of the Group for the financial year ended 31 December 2020.

The Directors and the audit committee has reviewed and agreed with the modifications on audit opinion by the Group's auditor and the management's position concerning major judgmental areas.

董事會審核委員會

董事會於二零零九年六月十二日成立審核委員會，並按照守則制訂書面職權範圍。審核委員會的主要職責為審閱及監督本集團的財務申報程式及內部監控。董事會審核委員會成員包括三名獨立非執行董事劉錫源先生、沙振權教授及靜大成先生。劉錫源先生為董事會審核委員會主席。

審核委員會已審閱本集團截至二零二零年十二月三十一日止財政年度之經審核綜合財務報表。

董事及審核委員會已審閱及同意本集團核數師修改審核意見及管理層涉及重大判斷範疇的立場。

DIRECTORS' REPORT

董事會報告

The Board presents this annual report, together with the audited consolidated financial statements of the Group for the year ended 31 December 2020 (the "Consolidated Financial Statements").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the coal operation business involving coal mining, purchase and sales, filtering, storage, blending of coal in the PRC and shipping transportation. The principal activities of the major subsidiaries of the Company are set out in note 20 to the consolidated financial statements.

BUSINESS REVIEW

Details of the business review information are set out in the section headed "Management Discussion and Analysis" on pages 7 to 30 of this report and the section "Corporate Social Responsibility" on pages 81 to 83 of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group's financial condition, results of operation, businesses and prospects may be affected by a number of risks and uncertainties as follows:

Risks of macroeconomic fluctuations and national policies

Coal industry is closely linked to the macroeconomy and industrial regulatory policies. With current complex external environment, there have been economic downward pressure and relative measures by government such as supply-side reform. The Group will continue to monitor the macroeconomic development and to adjust its strategies to cope with the risks.

董事會提呈本集團截至二零二零年十二月三十一日止年度之年報連同經審核綜合財務報表(「綜合財務報表」)。

主要業務

本公司主要業務為投資控股。本集團主要從事煤炭經營業務，包括於中國煤炭開採、購銷、選煤、儲存、配煤及航運運輸。本公司主要附屬公司之主要業務載於綜合財務報表附註20。

業務回顧

業務回顧資料詳請載於本報告第7至30頁「管理層討論與分析」一節及本報告第81至83頁「企業社會責任」一節。

主要風險及不確定因素

董事認為本集團的財務狀況、經營業績、業務及前景或會受到以下一系列風險及不確定因素的影響：

來自宏觀經濟波動及國家政策的風險

煤炭行業與宏觀經濟及行業監管政策密切相關。於當前複雜的外部環境下，經濟下行壓力及政府相關舉措(如供給側改革)隨之而生。本集團將繼續監測宏觀經濟發展，並調整其戰略以應對該風險。

DIRECTORS' REPORT

董事會報告

Risk of fluctuation on commodity price

International and domestic coal prices are affected by various microeconomic factors, industrial factors, national policies, market demand and supply, characteristics of coal and volatility in prices of other raw materials for power generation etc.. The Group will flexibly adjust its strategies and implement measures such as cost control to minimise the impact on profit margin caused by fluctuation on coal price.

Risk of safety production

The production process of coal mining involve complex uncertainties that involve higher safety risks. The Group continues to strengthen its safety management and control system by implementing assessment on significant safety risks, risk prevention measures, regular inspections, regular safety production training, upgrade on automation of production process, review of procedure on addressing potential safety hazards and promotion of safety awareness among employee.

Risks of creditability and liquidity

Due to slowdown of domestic economy, the Group's customers may suffer from liquidity and cash flow problems that will inevitably affect the recoverability of the Group's trade receivables and the Group's liquidity. The Group will closely monitor its credit exposure, continuously evaluate the collection history of its customers, adjust the credit line and credit period given to customers and closely monitor the Group's liquidity requirements on ongoing basis in order to maintain sufficient reserves of cash for operational need.

商品價格波動風險

國際及國內煤炭價格乃受各種微觀經濟因素、行業因素、國家政策、市場供求、煤炭特徵以及發電所用其他原材料的價格波動等的影響。本集團將靈活調整其戰略，實施成本控制等措施以儘量減少煤炭價格波動對利潤率的影響。

安全生產的風險

煤礦生產過程中存在複雜的不確定因素，該等不確定因素涉及較高安全風險。本集團透過對重大安全風險進行評估、採取風險防範措施、定期檢查、定期安全生產培訓、提升生產過程自動化水平、檢查安全隱患處理程序以及提高員工安全意識，以持續加強其安全管控體系。

信譽及流動性風險

由於國內經濟增長放緩，本集團客戶或會出現流動資金及現金流問題，此將不可避免地影響本集團貿易應收款項的可回收性及本集團的資金流動性。本集團將密切監察其信貸風險，持續評估客戶的歷史收賬情況，調整予客戶的信貸限額及信貸期限，並持續密切監測本集團流動資金需求以維持足夠現金儲備以滿足經營需要。

Multiple uncertainties relating to going concern

As set out in note 2 to the consolidated financial statements, the Group incurred net loss of approximately RMB3,436,870,000 for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively. As at 31 December 2020, the Group's borrowings and accrued interest amounting to an aggregate amount of approximately RMB1,808,207,000 and approximately RMB359,171,000 respectively had been due for immediate payment. In addition, as set out in note 28 to the consolidated financial statements, the Group's other borrowings with carrying amounts of RMB2,788,147,000 as at 31 December 2020 with no event of default, contained a default clause that the Group will be required for repayment of the outstanding balance of the original borrowings and interest payables in the event of default. Moreover, as at 31 December 2020, there were several unsettled litigations against the Group mainly requesting the Group to repay certain payables with interest immediately as set out in note 38 to the consolidated financial statement. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

COMPLIANCE WITH LAWS AND REGULATIONS

The directors believe that the Group has complied in all material aspects with the relevant laws and regulations that are related to the business and operation of the Group. There was no material breach of or non-compliance with relevant laws and regulations which might have a significant impact on its business.

The Group is subject to various laws and regulations such as the Company Law of the People's Republic of China, the Contract Law of the People's Republic of China, the Property Law of the People's Republic of China, the Coal Industry Law of the People's Republic of China, the Environmental Protection Law of the People's Republic of China, the Listing Rules and the Companies Ordinance (Chapter 622), etc. The Group will continuously ensure compliance through closely monitor on applicable law and regulations that may have a significant impact on its business and operation.

有關持續經營的多項不明朗因素

誠如綜合財務報表附註2所載，本集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元。於二零二零年十二月三十一日，本集團分別有負債淨額及流動負債淨額約人民幣2,896,084,000元及人民幣4,204,749,000元。於二零二零年十二月三十一日，本集團合共分別約人民幣1,808,207,000元及約人民幣359,171,000元的借貸及應計利息已到期須即時支付。此外，誠如綜合財務報表附註28所載，本集團於二零二零年十二月三十一日賬面值為人民幣2,788,147,000元的其他借貸(並無違約事件)包含一項違約條款，即出現違約時，本集團將須償付原借貸的未償還結餘及利息付款。此外，誠如綜合財務報表附註38所載，於二零二零年十二月三十一日，有若干項針對本集團的未決訴訟，主要要求本集團立即償付部分計息應付款項。該等情況，連同綜合財務報表附註2所載的其他事項，表明存在或會引致對本集團持續經營能力產生重大懷疑的重大不明朗因素。

遵守法律及法規

董事認為，本集團在所有重大方面均已遵守與本集團業務及運營有關的法律法規。就或會對其業務產生重大影響的相關法律法規而言，概無重大違反或不遵守的情形。

本集團受到多種法律法規的規限，如《中華人民共和國公司法》、《中華人民共和國合同法》、《中華人民共和國物權法》、《中華人民共和國煤炭法》、《中華人民共和國環境保護法》、上市規則以及公司條例(第622章)等。本集團將透過密切監察或會對其業務及經營產生重大影響的適用法律法規以持續確保合規。

DIRECTORS' REPORT

董事會報告

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of comprehensive income on page 89 of this report.

The Directors did not recommend the payment of a dividend for the year ended 31 December 2020.

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the funds in share premium account and contributed surplus are distributable to shareholders, subject to the condition that immediately following the date on which the distribution or dividend is proposed to be made, the Company is able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2020, the Company did not have any distributable reserves (2019: RMB102,538,000).

PRE-EMPTIVE RIGHTS

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

FINANCIAL SUMMARY

A summary of the Group's result for each of the five years ended 31 December 2020 and the Group's assets, liabilities and equity as at 31 December 2016, 2017, 2018, 2019 and 2020 are set out on page 4 of this report.

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 listed securities of the Company.

業績及分派

本集團年度業績載於本報告第89頁之綜合全面收入表。

董事並不建議就截至二零二零年十二月三十一日止年度派發股息。

可供分派儲備

根據開曼群島公司法，股份溢價賬及繳入盈餘之資金可供分派予股東，惟緊隨作出有關分派或股息建議之日期後，本公司可在日常業務過程中償還到期債務。

於二零二零年十二月三十一日，本公司並無任何可供分派儲備(二零一九年：人民幣102,538,000元)。

優先購買權

本公司之組織章程細則(「章程細則」)或開曼群島(即本公司註冊成立司法權區)法例並無有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

財務概要

本集團截至二零二零年十二月三十一日止五個年度各年之業績摘要及本集團於二零一六年、二零一七年、二零一八年、二零一九年及二零二零年十二月三十一日之資產、負債及權益載於本報告第4頁。

購買、出售或贖回本公司上市證券

截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DIRECTORS

The Directors during the year of 2020 and up to the date of this report are as follows:

Executive Directors:

Mr. XU Da (Chairman)
 Mr. BAI Tao (Chief Executive Officer)
 Ms. WANG Jianfei
 Mr. FUNG Wai Shing (resigned with effect from 5 March 2021)
 Mr. TAN Yingzhong (Chief Financial Officer)
 (appointed with effect from 1 April 2021)

Independent non-executive Directors:

Mr. LAU Sik Yuen
 Prof. SHA Zhenquan
 Mr. JING Dacheng

Pursuant to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and shall then be eligible for re-election.

At the forthcoming Annual General Meeting of the Company, Mr. TAN Yingzhong who was appointed by the Board on 1 April 2021 will retire in accordance with Article 83(3) of the Articles while Ms. WANG Jianfei, Mr. BAI Tao and Prof. SHA Zhenquan will retire by rotation in accordance with Article 84(1) of the Articles. All retiring Directors, being eligible, would offer themselves for re-election at the Annual General Meeting.

董事

二零二零年年度至本報告日期，董事如下：

執行董事：

徐達先生(主席)
 白韜先生(行政總裁)
 王劍飛女士
 馮偉成先生(自二零二一年三月五日起辭任)
 譚映忠先生(財務總監)
 (自二零二一年四月一日起獲委任)

獨立非執行董事：

劉錫源先生
 沙振權教授
 靜大成先生

根據章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事以填補董事會臨時空缺或增加現行董事會席位。獲董事會委任以填補臨時空缺之任何董事之任期至其獲委任後首屆股東大會止，並於該股東大會上重選連任，而獲董事會委任以增加現行董事會席位之任何董事之任期僅至本公司下屆股東週年大會止，並合資格重選連任。根據章程細則第83(3)條委任之任何董事，在釐定輪值告退之特定董事或董事人數時，不得計算在內。

按照章程細則第84條，在每屆股東週年大會上，當時三分之一之董事須輪值告退，惟每位董事至少每三年於股東週年大會上輪值告退並符合資格膺選連任。

於即將舉行之本公司應屆股東週年大會上，譚映忠先生(於二零二一年四月一日獲董事會委任)將根據章程細則第83(3)條退任，而王劍飛女士、白韜先生及沙振權教授將根據章程細則第84(1)條輪值退任。所有退任董事符合資格並願意於股東週年大會上膺選連任。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the Annual General Meeting has an unexpired service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save for the Structure Contracts (as defined in the Prospectus), the details of which are set for the in the paragraphs under "Connected Transactions" below, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company and any of its subsidiaries or holding company was a party and in which a Director is or was materially interested or had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors the confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Board considers the independent non-executive Directors to be independent.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management as at the date of publication of the annual report are set out on pages 58 to 62 of this report.

董事服務合約

擬於股東週年大會上膺選連任之董事概無與本公司訂立不可由本公司於一年內終止而毋須支付賠償(法定賠償除外)之未屆滿服務合約。

董事於交易、安排及合約之權益

除架構合約(定義見招股章程)(其詳情載於下文「關連交易」段落內)外，本公司及其任何附屬公司或控股公司並無訂立與本集團業務有關並於年末或年內任何時間仍然生效且董事直接或間接擁有或曾擁有重大權益之重要交易、安排及合約。

獨立非執行董事之獨立性

根據聯交所證券上市規則(「上市規則」)第3.13條，本公司已從各獨立非執行董事獲得其獨立性確認函，且董事會認為獨立非執行董事為獨立。

董事及高級管理層履歷

於年報刊發日期的董事及高級管理層的履歷詳情載於本報告第58至62頁。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

董事及最高行政人員於股份、相關股份及債券中之權益及淡倉

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in Appendix 10 to the Listing Rules were as follows:

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(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有(a)根據證券及期貨條例第352條須記錄於本公司所存置登記冊內；或(b)根據上市規則附錄十所載上市公司董事進行證券交易之標準守則(「標準守則」)須通知本公司及聯交所之權益或淡倉如下：

Interests in the Company

於本公司之權益

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目		Approximate percentage of issued share capital of the Company (%) 佔本公司已發行股本之概約 百分比(%)	
		Long positions 好倉	Short positions 淡倉	Long positions 好倉	Short positions 淡倉
Ms. WANG Jianfei 王劍飛女士	Beneficial Owner 實益擁有人	100,000,000	Nil 無	4.01	Nil 無
Mr. XU Da* 徐達先生*	Beneficial Owner 實益擁有人	93,135,251	Nil 無	3.74	Nil 無
Mr. BAI Tao 白韜先生	Beneficial Owner 實益擁有人	50,000,000	Nil 無	2.01	Nil 無
Mr. FUNG Wai Shing (resigned with effect from 5 March 2021) 馮偉成先生(自二零二一年 三月五日起辭任)	Beneficial Owner (Note 1) 實益擁有人(附註1)	45,000,000	Nil 無	1.80	Nil 無
Mr. LAU Sik Yuen 劉錫源先生	Beneficial owner (Note 2) 實益擁有人(附註2)	500,000	Nil 無	0.02	Nil 無

Notes:

附註：

- The beneficial interest of 45,000,000 shares includes 20,000,000 shares that may be issued pursuant to the full exercise of the options granted to Mr. FUNG Wai Shing under the Share Option Scheme on 30 April 2015. Due to Mr. FUNG Wai Shing's resignation, the 20,000,000 options granted have lapsed on 5 March 2021.
 - The beneficial interest represents 500,000 shares that may be issued pursuant to the full exercise of the options granted to Mr. LAU Sik Yuen under the Share Option Scheme on 30 April 2015.
- * Mr. XU Da, being a Director, is also acting as the Chairman of the Board.

- 45,000,000股股份之實益權益包括因本公司於二零一五年四月三十日根據購股權計劃授予馮偉成先生之購股權獲全面行使時而發行的20,000,000股股份。由於馮偉成先生辭任，已授出的20,000,000份購股權已於二零二一年三月五日失效。
 - 實益權益指因本公司於二零一五年四月三十日根據購股權計劃授予劉錫源先生之購股權獲全面行使時而可能發行的500,000股股份。
- * 董事徐達先生，亦兼任董事會主席。

DIRECTORS' REPORT

董事會報告

Save as disclosed above, as at 31 December 2020, none of the Directors or chief executive of the Company had interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二零年十二月三十一日，本公司董事或最高行政人員概無於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有(a)證券及期貨條例第352條規定須記錄於本公司存置登記冊內；或(b)根據標準守則須知會本公司及聯交所之權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARE CAPITAL OF THE COMPANY

主要股東於本公司股本中之權益及淡倉

As at 31 December 2020, the interests and short positions of the persons, other than a Director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

於二零二零年十二月三十一日，下列人士(除本公司董事或最高行政人員外)於本公司之股份及相關股份中，擁有於本公司根據證券及期貨條例第336條存置之權益登記冊所記錄之權益及淡倉：

Name of shareholder 股東姓名	Nature of interest 權益性質	Number of shares 股份數目		Approximate percentage of issued share capital of the Company (%) 佔本公司已發行股本之 概約百分比(%)	
		Long positions 好倉	Short positions 淡倉	Long positions 好倉	Short positions 淡倉
Mr. XU Jihua (Note 1) 徐吉華先生(附註1)	Beneficial owner 實益擁有人	14,229,610	Nil 無	0.57	Nil 無
	Interest in a controlled corporation 於受控制公司之權益	1,203,000,000	Nil 無	48.25	
Fortune Pearl International Limited (Note 1) 珍福國際有限公司(附註1)	Beneficial owner 實益擁有人	1,203,000,000	Nil 無	48.25	Nil 無
Yangyuan Jintong Transportation Corp. Ltd. 陽原晉通物流有限公司	Beneficial owner 實益擁有人	215,000,000	Nil 無	8.62	Nil 無

Note:

附註：

1. Mr. XU Jihua is the father of Mr. XU Da. Mr. XU Da is the chairman and an executive Director of the Group. Mr. XU Jihua is interested in 100% shareholding of Fortune Pearl International Limited ("Fortune Pearl"), which in turn is interested in 1,085,000,000 shares and 118,000,000 shares which may be allotted and issued upon full conversion of the PSCS held directly by Fortune Pearl. By virtue of the SFO, Mr. Xu Jihua is deemed to have interests in the shares so held by Fortune Pearl.

1. 徐吉華先生為徐達先生的父親。徐達先生是本集團的主席兼執行董事。徐吉華先生擁有珍福國際有限公司(「珍福」)100%股權，而珍福擁有由其直接持有的1,085,000,000股股份及於悉數兌換永久次級可換股證券後予以配發及發行之118,000,000股股份權益。根據證券及期貨條例，徐吉華先生被視為於由珍福持有之股份中擁有權益。

Save as disclosed above, as at 31 December 2020, the Company had not been notified by any persons (other than Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Other than pursuant to the Pre-IPO Share Option Scheme and the Share Option Scheme detailed in note 32 to the consolidated financial statements, at no time during the year ended 31 December 2020 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debts securities (including debentures) of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

The Company had outstanding PSCS in the principal amount of HKD194,700,000 as at 31 December 2020, which was convertible into ordinary shares in the Company at the initial conversion price of HKD1.65 per conversion share (subject to adjustments). Assuming the exercise in full of the conversion rights attaching to the PSCS at the initial conversion price, a total of 118,000,000 conversion shares will be issued. The PSCS were held by Fortune Pearl. The sole ultimate beneficial owner of the Fortune Pearl is Mr. Xu Jihua, who is the father of Mr. Xu Da and the controlling shareholder of the Company.

PERMITTED INDEMNITY PROVISION

Subject to the applicable laws, every director of the Group's companies shall be entitled to be indemnified by the relevant company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto pursuant to their respective Articles of Associations. Such provisions were in force during the course of the financial year ended 31 December 2020 and remained in force as of the date of this report.

除上文所披露者外，於二零二零年十二月三十一日，概無任何人士(不包括本公司董事或最高行政人員)知會本公司其於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部有關條文，須向本公司披露之權益或淡倉，或須根據證券及期貨條例第336條記錄於本公司存置之登記冊內之權益或淡倉。

董事購入股份或債券之權利

除綜合財務報表附註32所詳述根據首次公開發售前購股權計劃及購股權計劃外，本公司或其任何附屬公司概無於截至二零二零年十二月三十一日止年度任何時間訂立任何安排，以讓董事通過購入本公司或任何其他法團之股份或債務證券(包括債券)而獲利；董事、其配偶或18歲以下之子女，亦概無任何認購本公司證券之任何權利，或已行使任何此等權利。

永久次級可換股證券

於二零二零年十二月三十一日，本公司擁有金額為194,700,000港元可轉換為本公司普通股的未換股永久次級可換股證券，初始轉換價為每股轉換股份1.65港元(可予調整)。假設按初始轉換價悉數行使永久次級可換股證券附帶的轉換權，則合共118,000,000股轉換股份將予發行。該等永久次級可換股證券由珍福持有。珍福的唯一最終實益擁有人為徐達先生的父親及本公司控股股東徐吉華先生。

獲准許的彌償條文

在適用法律的規限下，本集團各公司每名董事有權根據各公司的組織章程細則獲有關公司彌償其在執行及履行職責時引致或與此有關的所有成本、收費、損失、費用及債務。此等條文在截至二零二零年十二月三十一日止財政年度期間有效，並於本報告日期亦維持有效。

DIRECTORS' REPORT

董事會報告

REMUNERATION POLICY

The remuneration policy of the Group to reward its employees is based on their performance, duties and responsibilities, qualifications and competence displayed. The Group has adopted a performance based rewarding system to motivate its employees and such system is reviewed on a regular basis. In addition to the basic salaries, year end bonuses will be offered to those staff members with outstanding performance.

Emoluments payable to the senior management of the Group are decided by the remuneration committee of the Board, having regard to the Group's operating results, individual experience, performance and responsibility, and the compensation levels adopted by companies of comparable size engaging in similar business.

Emoluments payable to the Directors are decided by the remuneration committee of the Board, having regard to the compensation levels adopted by companies of similar size engaging in similar business.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 12 and 13 to the consolidated financial statements.

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.

DONATIONS

During the year, no charitable donations were made by the Group (2019: RMB183,000) to enhance social development in various aspects.

薪酬政策

本集團的薪酬政策為根據僱員表現、職責、資歷及所展現的能力以回報其僱員。為鼓勵僱員，本集團已採用一套以表現為基礎之獎勵制度並定期對該制度進行檢討。除基本薪金外，本集團將向表現出眾的員工提供年終花紅。

應付予本集團高級管理層之薪酬由董事會之薪酬委員會依據本集團之經營業績，個人經驗、表現及職責，及從事類似業務可比規模公司採用之薪金水平而釐定。

應付予董事之薪酬由董事會之薪酬委員會依據從事類似業務可比規模公司採用之薪金水平而釐定。

本集團董事薪酬及五名最高薪酬人士的詳情載於綜合財務報表附註12及13。

管理合約

年內，本公司並無就整體業務或任何重要業務之管理及行政工作簽訂或存有任何合約。

捐款

年內，本集團並無作出慈善捐款(二零一九年：人民幣183,000元)，用以促進社會各方面發展。

MAJOR SUPPLIERS AND CUSTOMERS

主要供應商及客戶

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers were as follows:

本集團主要供應商及客戶所佔採購及銷售額之百分比如下：

Purchases	採購額	
- the largest supplier	- 最大供應商	38.20%
- five largest suppliers in aggregate	- 五大供應商合計	61.58%
Sales	銷售額	
- the largest customer	- 最大客戶	33.36%
- five largest customers in aggregate	- 五大客戶合計	76.43%

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

概無董事、彼等之緊密聯繫人士或股東(如股東所知，擁有本公司股本5%以上之股東)於該等主要供應商或客戶中擁有任何權益。

CONNECTED TRANSACTIONS

關連交易

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are exempted under Rule 14A.76(1) of the Listing Rules) during the year ended 31 December 2020:

本集團於截至二零二零年十二月三十一日止年度已進行下列持續關連交易(除豁免遵守上市規則第14A.76(1)條規定之持續關連交易外)：

On 12 June 2009, Zhuhai Qinfa Logistics Co., Ltd. ("Qinfa Logistics"), which is a wholly-owned subsidiary of the Company, each member of the China Qinfa Group (as defined in the Prospectus), and their respective equity interest holders (which include Mr. XU Jihua, Mr. XU Da, Mr. LIU Jingwei and Ms. ZHOU Lusha, all being the then Controlling Shareholders of the Company (as defined in the Prospectus)) entered into the Structure Contracts (as defined in the Prospectus) for a term of 10 years pursuant to which Qinfa Logistics agreed to pay an annual fee of RMB10,000 to each member of the China Qinfa Group for the exclusive management and operation of the coal operation business and the inland shipping transportation business of the China Qinfa Group, and all economic benefits and risks arising from the business of the China Qinfa Group are transferred to Qinfa Logistics. Further details of the Structure Contracts are set forth in the section headed "Reorganisation and the Structure Contracts" in the Prospectus.

於二零零九年六月十二日，珠海秦發物流有限公司(「秦發物流」)(本公司之全資附屬公司)與中國秦發集團各成員公司(定義見招股章程)及彼等各自己權益持有人(包括徐吉華先生、徐達先生、劉敬偉先生及周璐莎女士(均為本公司當時之控股股東(定義見招股章程))訂立架構合約(定義見招股章程)，期限為十年。據此，秦發物流同意每年向中國秦發集團各成員公司支付年費人民幣10,000元以獨家管理並經營中國秦發集團煤炭經營業務及內陸航運業務。中國秦發集團業務產生的全部經濟利益及風險則轉讓予秦發物流。架構合約的詳情載於招股章程「重組及架構合約」的章節中。

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The Stock Exchange has granted a perpetual waiver pursuant to the Rule 14A.105 of the Listing Rules to the Company for all transactions under the Structure Contracts from strict compliance with the applicable announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In accordance with Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform procedures on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The independent non-executive Directors have confirmed that the above-mentioned continuing connected transactions for the Company were entered into: (i) in the ordinary and usual course of the Group's business; (ii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole; and (iii) either on normal commercial terms or on terms no less favourable to the Group than those available to or from independent third parties.

Besides, the independent non-executive Directors have conducted an annual review on the Structure Contracts and have confirmed that (i) the transactions carried out during 2020 have been entered into in the ordinary and usual course of the Group's business; (ii) the transactions carried out during 2020 have been entered into in accordance with the relevant provisions of the Structure Contracts and so that all revenue generated by China Qinfra Group has been retained by Qinfra Logistics; (iii) any new contracts or renewed contracts have been entered into on the same terms as the existing Structure Contracts and are fair and reasonable so far as the Group is concerned and in the interests of the shareholders as a whole; and (iv) no dividends or other distributions have been made by any member of China Qinfra Group to its equity interest holders.

聯交所已根據當時上市規則第14A.105條，就架構合約下的所有交易授予本公司永久豁免嚴格遵守上市規則第十四A章項下的適用公佈及獨立股東批准的規定。

根據上市規則第14A.56條，董事會委聘本公司核數師就上述持續關連交易根據香港會計師公會頒佈的香港核證委聘準則第3000號(經修訂)「審核或審閱過去財務資料以外之核證委聘」，並參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」執行程序。

核數師已根據上市規則第14A.56條就本集團的持續關連交易發出無保留意見函件，當中載有其發現及結論。本公司已向聯交所送呈核數師函件副本。

獨立非執行董事認為上述本公司之持續關連交易乃(i)於本集團一般日常業務過程中訂立；(ii)根據該等交易有關協議規定訂立，而條款屬公平合理且符合本公司股東整體利益；及(iii)按正常商業條款訂立，或按不遜於獨立第三方向本集團開出或本集團向獨立第三方開出之條款訂立。

此外，獨立非執行董事已就架構合約進行年度檢討並確認(i)於二零二零年間進行之交易已於本集團業務的日常及一般過程中落實；(ii)於二零二零年間進行之交易已根據架構合約之相關條款訂立，而中國秦發集團產生之所有收益已由秦發物流保留；(iii)任何新合約或續期合約按照與現有架構合約相同之條款進行訂立且就本集團而言，屬公平合理且符合股東整體利益；及(iv)中國秦發集團的任何成員公司概無向其權益持有人作出股息或其他分派。

The Group comprises China Qinfa Group (as defined in the Prospectus) and Hong Kong Qinfa Group (as defined in the Prospectus). Having considered the demand for coal imported from overseas into China and the expansion of the Group's overseas coal operation business, the Directors strategically planned to centralise the management and operation of the Group's coal business in China and overseas markets and determined that Hong Kong Qinfa Group should manage and operate the coal operation business in China through the establishment of Zhuhai Qinfa Logistics Co. Ltd. ("Qinfa Logistics"), a member of Hong Kong Qinfa Group and an indirect wholly-owned subsidiary of the Company in February 2008.

As disclosed in the Prospectus, after verbal consultations with the relevant PRC governmental authorities at Zhuhai at which the Group operated its coal business, the Directors understood that the PRC governmental authorities did not grant Coal Operation Certificates to foreign equity controlled companies as a matter of practice. In addition, according to the relevant provisions of (i) the Catalog of Industries for Encouraged Foreign Investment (2019 Edition), the domestic waterway transport industry is not included in the category of encouraged foreign investment; (ii) the Special Administrative Measures (Negative List) for Foreign Investment Access (2019 Edition) (the "Negative List (2019 Edition)"), a domestic waterway transportation company shall be controlled by PRC parties; and (iii) the Regulations on the Management of Domestic Waterway Transportation revised on 24 February 2020, the PRC government implements an administrative licensing system for relevant companies engaged in domestic waterway transportation business, while reviewing the foreign shareholders and their proportion of shareholding in the company according to the above-mentioned Negative List (2019 Edition). If the proportion does not meet the requirements of the Negative List (2019 Edition), such administrative licenses cannot be obtained. These views had been confirmed by the PRC legal advisers of the Company.

本集團由中國秦發集團(定義見招股章程)及香港秦發集團(定義見招股章程)組成。經考慮中國對海外進口煤炭的需求及本集團擴充海外煤炭經營業務，董事策略性地計劃統一本集團的中國及海外市場煤炭業務的管理及經營，並於二零零八年二月決定香港秦發集團應透過設立珠海秦發物流有限公司(「秦發物流」，為香港秦發集團的成員公司及本公司的間接全資附屬公司)來管理及經營中國煤炭業務。

如招股章程所披露，於口頭諮詢本集團經營煤炭業務所在的珠海的相關中國政府機關後，董事了解到，中國政府機關慣例上不授予外資控股公司煤炭經營資格證。另外，根據(i)《鼓勵外商投資產業目錄(2019年版)》的相關規定，國內水路運輸行業未列入外商投資鼓勵類；(ii)《外商投資准入特別管理措施(負面清單)(2019年版)》(「《負面清單》(2019年版)」)的相關規定，國內水上運輸公司需由中方控股；及(iii)二零二零年二月二十四日修訂的《國內水路運輸管理規定》的相關規定，中國政府對相關企業從事國內水路運輸業務實施行政許可制度，在實施該項行政許可時，將依據上述《負面清單》(2019年版)審查該企業的外方股東及其持股比例，如該比例不符合《負面清單》(2019年版)的要求，將無法取得該等行政許可。該等意見已經本公司的中國法律顧問確認。

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In order to allow Hong Kong Qinfra Group to manage and operate the coal operation business in China, the Engagement Agreements and the Pledge Agreements (as defined in the Prospectus) (collectively the "Structure Contracts") were entered into under which all the business activities of China Qinfra Group are managed and operated by Qinfra Logistics and all economic benefits and risks arising from the business of China Qinfra Group are transferred to Qinfra Logistics. Pursuant to the equity transfer agreements dated 25 October 2010, 15 December 2010 and 17 December 2010, equity interests of Qinhuangdao Qinfra Trading Co., Ltd., Yangyuan Guotong Coal Trading and Transportation Co., Ltd. and Datong Xiejiazhuang Jinfafa Trading and Transportation Co., Ltd have been transferred to the Group. As of 31 December 2020, Zhuhai Qinfra Trading Co., Ltd ("Zhuhai Qinfra Trading") and Zhuhai Qinfra Shipping Co., Ltd. ("Zhuhai Qinfra Shipping") remained controlled by the Group under the Structure Contracts. As advised by the PRC legal advisers of the Company, foreign investment is allowed to operate coal trading business according to the Guidance of Foreign Investment (Amended 2017). As such, the Company proposes to unwind the contractual arrangement of Zhuhai Qinfra Trading in due course. In addition, as the business scope set out in the Business License for Corporation of Zhuhai Qinfra Shipping and the general cargo ship transportation it actually engaged in domestic coastal regions and central and downstream Yangtze River regions are managed under the Negative List, the operating entity shall be controlled by PRC parties. Accordingly, Zhuhai Qinfra Shipping still needs to sign relevant framework agreements with Zhuhai Qinfra Logistics Co., Ltd. and/or other entities to meet compliance requirements.

委託協議及質押合同(定義見招股章程)(統稱「架構合約」)是為使香港秦發集團管理及經營中國煤炭業務而訂立，據此，中國秦發集團的所有業務活動由秦發物流管理及經營，而中國秦發集團業務產生的全部經濟利益及風險則轉讓予秦發物流。根據日期為二零一零年十月二十五日、二零一零年十二月十五日及二零一零年十二月十七日的股權轉讓協議，秦皇島開發區秦發貿易有限公司、陽原國通煤炭運銷有限公司及大同解家莊晉發運銷有限公司的股權已轉讓予本集團。於二零二零年十二月三十一日，本集團仍根據架構合約控制珠海秦發貿易有限公司(「珠海秦發貿易」)及珠海秦發航運有限公司(「珠海秦發航運」)。據本公司的中國法律顧問所告知，根據《外商投資產業指導目錄(2017年修訂)》，允許外商投資經營煤炭貿易業務。因此，本公司建議於適當時候解除珠海秦發貿易的合約安排。另外，由於珠海秦發航運《企業法人營業執照》所載經營範圍及實際從事的業務中，國內沿海及長江中下游普通貨船運輸列示為負面清單管理，經營主體需中方控股，因此珠海秦發航運仍需與珠海秦發物流有限公司及／或其他主體簽署相關框架協議，以滿足合規要求。

Mr. Xu Jihua, Ms Wang Jianfei, Mr. Xu Da, Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping entered into the Engagement Agreements and the Pledge Agreements on 12 June 2009. Qinfu Logistics is entitled to all the revenue of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping after deducting all relevant costs and expenses (including taxes) and has the right to acquire any or all of the equity interests and/or assets of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping at the lowest possible amount and at such time as permitted by the relevant PRC laws and regulations. All equity holders of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping have granted to Qinfu Logistics a pledge over the equity interests in equity holders for the purpose of securing the performance of the contractual obligations under the Structure Contracts. Any amendment to the Structure Contracts shall be subject to the approvals of (i) the directors nominated by Qinfu Logistics to Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping, and (ii) for the purpose of promoting good corporate governance, the shareholders in general meeting. No amendments to the Structure Contracts can be made unless required under the Listing Rules or approved by Qinfu Logistics in writing in advance. For details of the Structure Contracts, please refer to the section headed "Reorganisation and the Structure Contracts" in the Prospectus.

徐吉華先生、王劍飛女士、徐達先生、珠海秦發貿易及珠海秦發航運於二零零九年六月十二日訂立委託協議及質押合同。秦發物流有權收取珠海秦發貿易及珠海秦發航運的所有收入(經扣除所有有關成本及開支(包括稅項)，並有權於相關中國法律及法規許可的時間按相關中國法律及法規所許可最低可能金額收購珠海秦發貿易及珠海秦發航運的任何或全部股權及／或資產。為確保履行架構合約的合約責任，珠海秦發貿易及珠海秦發航運的所有權益持有人已授予秦發物流對權益持有人的股權所作抵押。對架構合約作出任何修訂均須獲(i)秦發物流任命至珠海秦發貿易及珠海秦發航運的董事批准，及(ii)為推廣良好的企業管治須於股東大會上獲股東批准。除非屬上市規則之規定或經秦發物流事先書面批准，否則不得對架構合約作出任何修訂。有關架構合約的詳情，請參閱招股章程「重組及架構合約」一節。

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The Structure Contracts, taken as a whole, permit the financial results of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping and economic benefits of their business to flow onto Qinfu Logistics. In addition, all the directors in Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping are to be nominated by Qinfu Logistics. Through its control over the directors of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping, Qinfu Logistics is able to monitor, supervise and effectively control the business, operations and financial policies of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping so as to ensure due implementation of the Structure Contracts. The Structure Contracts also enable Qinfu Logistics to exercise control over and to acquire the equity interests and/or assets of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping at the lowest value and at such time as permitted by the relevant PRC laws and regulations with an undertaking from the Controlling Shareholders to provide to Qinfu Logistics all the consideration received pursuant to any such acquisition. Based on the Structure Contracts, the Directors consider that, notwithstanding the lack of equity ownership between members of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping and Hong Kong Qinfu Group, Qinfu Logistics is entitled to control the business of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping in substance. On this basis, the financial position and operating results of Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping are included in the Group's consolidated financial statements.

As a result of the Structure Contracts, Zhuhai Qinfu Trading and Zhuhai Qinfu Shipping are accounted for as the Company's subsidiaries, and their financial position and operating results are consolidated in the Group's consolidated financial statements. The revenue and total asset value subject to the arrangements under the Structure Contracts amounted to approximately RMB19,837,000 (2019: RMB46,285,000) for the year ended 31 December 2020 and approximately RMB164,980,000 (2019: RMB186,825,000) as of 31 December 2020, respectively.

The Structure Contracts are governed by the PRC laws and provide for the resolution of disputes through arbitration in accordance with the arbitration rules of China International Economic and Trade Arbitration Commission in force at that time (the "CIETAC Arbitration Rules") in China. Accordingly, the Structure Contracts would be interpreted in accordance with the PRC law and any disputes would be finally resolved by arbitration in accordance with the CIETAC Arbitration Rules.

架構合約整體上准許將珠海秦發貿易及珠海秦發航運的財務業績及其業務的經濟利益流入秦發物流。此外，珠海秦發貿易及珠海秦發航運的所有董事須由秦發物流提名。通過秦發物流對珠海秦發貿易及珠海秦發航運董事的控制權，秦發物流可監察、監督及有效控制珠海秦發貿易及珠海秦發航運的業務、營運及財務政策，從而確保適當履行架構合約。架構合約亦可使秦發物流對珠海秦發貿易及珠海秦發航運的股權及／或資產施加控制及可按有關中國法律及法規所准許的最低價值及有關時間收購該等股權及／或資產，而控股股東均承諾將向秦發物流提供全部根據任何該等收購已收取的代價。基於架構合約，董事認為，儘管珠海秦發貿易及珠海秦發航運與香港秦發集團各成員公司之間沒有股權所有權關係，但秦發物流實質上有權控制珠海秦發貿易及珠海秦發航運的業務。基於此，珠海秦發貿易及珠海秦發航運的財政狀況及經營業績均計入本集團綜合財務報表內。

基於架構合約，珠海秦發貿易及珠海秦發航運均入賬作為本公司的附屬公司，而其財政狀況及經營業績均在本集團的綜合財務報表內綜合入賬。截至二零二零年十二月三十一日止年度及於二零二零年十二月三十一日，受制於架構合約項下安排的收益及資產總值分別為約人民幣19,837,000元(二零一九年：人民幣46,285,000元)及約人民幣164,980,000元(二零一九年：人民幣186,825,000元)。

架構合約受中國法律規管，並透過於中國根據當時生效的中國國際經濟貿易仲裁委員會仲裁規則(「中國國際經濟貿易仲裁委員會仲裁規則」)進行仲裁解決爭議。因此，架構合約將按中國法律作出詮釋，而任何爭議最終將根據中國國際經濟貿易仲裁委員會仲裁規則進行仲裁予以解決。

There are risks involved with the operation of the Group under the Structure Contracts. To the best knowledge of the Directors, if the Structure Contracts are considered to be in breach of any existing or future PRC laws or regulations, the relevant regulatory authorities would have broad discretion in dealing with such breach, including:

- imposing economic penalties;
- discontinuing or restricting the operations of Hong Kong Qinfra Group or Zhuhai Qinfra Trading and Zhuhai Qinfra Shipping;
- imposing conditions or requirements in respect of the Structure Contracts with which Zhuhai Qinfra Trading and Zhuhai Qinfra Shipping may not be able to comply;
- requiring the Group to restructure the relevant ownership structure or operations;
- taking other regulatory or enforcement actions that could adversely affect the business of the Group; and
- revoking the business licences and/or the licences or certificates of Zhuhai Qinfra Trading and Zhuhai Qinfra Shipping and/or voiding the Structure Contracts.

The Group takes the following measures to mitigate the risk and to ensure proper implementation of the Structure Contracts:

- (a) as part of the internal control measures, major issues arising from implementation and performance of the Structure Contracts are reviewed by the board of directors of Qinfra Logistics on a regular basis which is no less frequent than on a quarterly basis;
- (b) matters relating to compliance and regulatory enquiries from governmental authorities (if any) are discussed at such regular meetings which is no less frequent than on a quarterly basis; and
- (c) the relevant business units and operation divisions of the Hong Kong Qinfra Group report regularly, which is no less frequent than on a monthly basis, to the senior management of Qinfra Logistics on the compliance and performance conditions under the Structure Contracts and other related matters.

本集團在架構合約項下的業務涉及各種風險。據董事所深知，倘架構合約被視為違反任何現有或日後的中國法律或法規，則有關監管機關在處理有關違反情況時將有高度酌情權，包括：

- 實施經濟處分；
- 終止或限制香港秦發集團或珠海秦發貿易及珠海秦發航運的業務；
- 就架構合約實施珠海秦發貿易及珠海秦發航運未必有能力遵行的條件或規定；
- 要求本集團重組有關所有權架構或業務；
- 採取其他可能對本集團業務產生不利影響的監管或強制執行行動；及
- 撤銷珠海秦發貿易及珠海秦發航運的營業執照及／或牌照或許可證及／或作廢架構合約。

本集團採取以下措施以減低風險及確保妥為落實架構合約：

- (a) 作為內部監控措施的一部分，秦發物流董事會定期檢討因落實及履行架構合約所產生的主要事項，頻率不少於每季一次；
- (b) 有關合規及政府機關的監管查詢事宜(如有)會在相關例行會議上討論，頻率不少於每季一次；及
- (c) 香港秦發集團的相關業務單位及營運部門會定期向秦發物流的高級管理層報告架構合約的合規及履行情況以及其他相關事宜，頻率不少於每月一次。

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The Board confirmed that there is no material change in the contractual arrangements under the Structure Contracts and/or the circumstances under which they were adopted, and their impact on the Group. The Board also confirmed that save for the removal of restrictions on foreign equity controlled companies to operate coal trading business as disclosed above, there is no removal of restrictions that led to the adoption of the Structure Contracts. The Engagement Agreements and the Pledge Agreements were renewed on 12 June 2019.

The Foreign Investment Law of the People's Republic of China (the "Foreign Investment Law"), the Regulations on Implementing the Foreign Investment Law of the People's Republic of China (the "Implementing Regulations") and the Interpretation of Several Issues Concerning the Application of the Foreign Investment Law of the People's Republic of China (the "Judicial Interpretation") issued by the Supreme People's Court implemented on 1 January 2020 have not stipulate directly and clearly the regulation and mechanism in relation to structure contracts. Nevertheless, the further interpretation of the Foreign Investment Law by the PRC government may also bring uncertainties to the corporate structure, management of subsidiaries, corporate regulation and business operation of the Company.

The Company will pay close attention to the implementation and possible further interpretation of the Foreign Investment Law by the relevant PRC authorities, and will engage external legal advisors and industry consultants to provide opinions on the impact and possible solutions to ensure timely compliance with the Foreign Investment Law by making necessary responses and adjustments to its implementation and further interpretation.

Details of the related party transactions of the Group for the year ended 31 December 2020 are set out in note 37 to the consolidated financial statements. The related party transactions as disclosed in note 37 to the consolidated financial statements constituted exempt continuing connected transactions under Chapter 14A of the Listing Rules and accordingly, are exempted from the disclosure requirements in Chapter 14A of the Listing Rules. The related party transactions as disclosed in note 37 to the consolidated financial statements are not regarded as connected transactions under chapter 14A of the Listing Rules.

董事會確認，架構合約項下的合約安排及／或採納架構合約項下合約安排的情況以及其對本集團產生的影響概無重大變動。董事會亦確認，除上文所披露刪除有關外資控股公司經營煤炭貿易業務的限制外，概無刪除任何導致採納架構合約的限制。委託協議及質押合同於二零一九年六月十二日重續。

於二零二零年一月一日同時施行的《中華人民共和國外商投資法》(「《外商投資法》」)、《中華人民共和國外商投資法實施條例》(「《實施條例》」)及最高人民法院《關於適用〈中華人民共和國外商投資法〉若干問題的解釋》(「《司法解釋》」)並未對架構合約的監管及規制做出直接及明確的規定。但中國政府未來對外商投資法律體系的進一步詮釋亦可能對本公司的企業架構、附屬公司管理、企業管制及業務運營帶來不確定因素。

本公司將密切關注中國政府相關部門對外商投資法律體系的實施及可能做出的進一步詮釋，並會聘請外部法律顧問及行業顧問就有關影響及可能方案提供意見以確保能夠及時按照外商投資法律體系的實施及進一步詮釋情況做出反應及必要的調整。

本集團截至二零二零年十二月三十一日止年度的關連方交易詳情載於綜合財務報表附註37。誠如綜合財務報表附註37所披露，關連方交易構成上市規則第十四A章項下的豁免持續關連交易，因此，該等關連方交易均獲豁免遵守上市規則第十四A章項下之披露規定。根據上市規則第十四A章，於綜合財務報表附註37披露之關聯方交易並不構成關連交易。

The PSCS was approved by the independent shareholders on 31 December 2012. On 22 May 2020, with reference to the financial position at the 31 December 2019, the Company did not exercise its discretion to elect the deferral of distribution of approximately HKD17,523,000, being the total outstanding sum distributable to the holders of the PSCS as at 31 December 2019. On 26 May 2020, distribution payment of approximately HKD11,682,000 was made to the holder of PSCS. In view of the current financial position of the Company, the Directors will re-assess the appropriateness on exercising the discretion to elect the deferral of distribution of the sum of HKD5,841,000 for the year ended 31 December 2020 pursuant to the terms of the PSCS.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

SHARE OPTION SCHEMES

The Company has adopted a Pre-IPO Share Option Scheme and a Share Option Scheme (the "2009 Share Option Scheme") on 12 June 2009 and a Share Option Scheme on 27 June 2018 (the "2018 Share Option Scheme"). The principal terms of the schemes are as follows:

Pre-IPO Share Option Scheme

Pursuant to the sole shareholder's written resolutions passed on 12 June 2009, the Company adopted the Pre-IPO Share Option Scheme whereby employees and directors of the Group were granted the rights to subscribe for shares on the same day.

The purpose of the Pre-IPO Share Option Scheme is to recognise the contribution by certain employees towards the growth of the Group and/or the listing of the shares on the Stock Exchange. The principal terms of the Pre-IPO Share Option Scheme are substantially the same as the terms of the Share Option Scheme, except that:

- (i) the exercise price per share; and
- (ii) the total number of shares which may be issued pursuant to options granted under the Pre-IPO Share Option Scheme.

Save for the options which have been granted under the Pre-IPO Share Option Scheme, no further options will be offered or granted under the Pre-IPO Share Option Scheme, as the right to do so has been terminated upon the listing of the shares on the Stock Exchange.

永久次級可換股證券於二零一二年十二月三十一日獲獨立股東批准。於二零二零年五月二十二日，經參考於二零一九年十二月三十一日的財務狀況後，本公司並無行使酌情權以選擇遞延分派約17,523,000港元，即於二零一九年十二月三十一日可供分派予永久次級可換股證券持有人的未分派總金額。於二零二零年五月二十六日，向永久次級可換股證券持有人作出約11,682,000港元的分派付款。鑒於本公司現時的財務狀況，董事將根據永久次級可換股證券的條款重新評估行使遞延截至二零二零年十二月三十一日止年度的分派5,841,000港元的酌情權的適當性。

董事確認，本公司已遵守根據上市規則第十四A章之披露規定。

購股權計劃

本公司已於二零零九年六月十二日採納首次公開發售前購股權計劃及購股權計劃（「二零零九年購股權計劃」）及於二零一八年六月二十七日採納購股權計劃（「二零一八年購股權計劃」）。該等計劃的主要條款如下：

首次公開發售前購股權計劃

根據唯一股東於二零零九年六月十二日通過的書面決議案，本公司採納首次公開發售前購股權計劃，據此，本集團僱員及董事於同日獲授予認購股份的權利。

首次公開發售前購股權計劃為確認若干僱員的建樹及／或對股份於聯交所上市所作的貢獻。除下文另有所指外，首次公開發售前購股權計劃的主要條款與購股權計劃的條款大致相同：

- (i) 每股行使價；及
- (ii) 根據首次公開發售前購股權計劃下所授出的購股權的股份總數。

除根據首次公開發售前購股權計劃已授出的購股權外，將不會根據首次公開發售前購股權計劃進一步給予或授出購股權，因該權利已於本公司的股份在聯交所上市後終止。

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Share Option Schemes

On 12 June 2009, the Company adopted the 2009 Share Option Scheme which shall be valid and effective for a period of ten years commencing from 12 June 2009. The Company has terminated the 2009 Share Option Scheme and adopted the 2018 Share Option Scheme pursuant to a resolution passed by the Shareholders at the general meeting on 27 June 2018. The 2018 Share Option Scheme shall be valid and effective for a period of 10 years commencing from 27 June 2018. No further options can be granted pursuant to the 2009 Share Option Scheme. Nonetheless, options granted prior to the termination of the 2009 Share Option Scheme shall continue to be valid and exercisable in accordance with the rules of the 2009 Share Option Scheme. No share options had been granted under the 2018 Share Option Scheme since its adoption. The major terms of the 2009 Share Option Scheme and the 2018 Share Option Scheme (collectively, the "Share Option Schemes"), which are substantially the same, are set out below.

The purpose of the Share Option Schemes is to provide incentive or reward to eligible persons (including full time or part time employees, executive, non-executive directors and independent non-executive directors of our Group) for their contribution to, and continuing efforts to promote the interests of, the Company and to enable the Company and its subsidiaries to recruit and retain high-caliber employees.

The subscription price shall be a price determined by the Directors, but shall not be less than the highest of (i) the nominal value of the share; (ii) the closing price of the shares on the date of the offer; and (iii) the average closing price of the shares for the five trading days immediately preceding the date of the offer.

The total number of shares issued and which may be issued upon exercise of the options granted under the Share Option Scheme to an employee in any 12-month period shall not exceed 1% of the shares in issue. Any further grant of options in excess of this limit shall be subject to the approval of shareholders in a general meeting.

購股權計劃

於二零零九年六月十二日，本公司採納二零零九年購股權計劃，其於二零零九年六月十二日起計十年期間內有效及生效。根據股東於二零一八年六月二十七日的股東大會上通過一項決議案，本公司已終止二零零九年購股權計劃及已採納二零一八年購股權計劃。二零一八年購股權計劃於二零一八年六月二十七日起計十年期間內有效及生效。概無進一步的購股權可根據二零零九年購股權計劃授出。然而，二零零九年購股權計劃終止前授出的購股權將繼續有效及可根據二零零九年購股權計劃的規則行使。採納二零一八年購股權計劃後，概無購股權於其項下獲授出。二零零九年購股權計劃及二零一八年購股權計劃(統稱「購股權計劃」)的主要條款(兩者大致上相同)載列下文。

該等購股權計劃旨在激勵或嘉獎對本公司有貢獻的合資格人士(包括本集團的全職或兼職僱員、執行、非執行董事及獨立非執行董事)及推動彼等繼續為本公司利益而努力，以及促使本公司及其附屬公司能聘請及留任能幹之僱員。

認購價須由董事釐定，惟不得低於以下三者之最高者：(i)股份之面值；(ii)股份於提呈購股權日期之收市價；及(iii)股份於緊接提呈購股權日期前五個交易日之平均收市價。

於任何十二個月期間內，因根據購股權計劃授予僱員行使的購股權而已發行及可予發行的股份總數，不得超過已發行股份數目的1%。倘進一步授出超逾此限額的任何購股權，須經股東於股東大會上批准。

An option may be exercised at any time during a period to be determined by the Board, which shall not in any event exceed ten years from the date of grant. The Share Option Schemes do not specify any minimum holding period. The acceptance of an offer must be made within 30 days from the date of offer with a non-refundable payment of HKD1.00.

On 17 January 2012, the Company has granted share options (the "Options") to subscribe for a total of 20,751,196 new ordinary shares of the Company under the 2009 Share Option Scheme to 15 eligible participants of the 2009 Share Option Scheme at the exercise price HKD1.50 per share (which represents the highest of (i) the closing price of HKD1.50 per share as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of HKD1.392 per share as stated in the Stock Exchange's daily quotation sheets for the 5 trading days immediately preceding the date of grant; and (iii) the nominal value of HKD0.10 per share). The Options are valid for a period of 10 years from 17 January 2012 to 16 January 2022. None of the Grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined in the Listing Rules) of any of them.

The Options may be exercisable at any time during the option period, provided that the maximum number of Options which each Grantee is entitled to exercise at the below period shall not exceed:

- (a) in respect of the period from 17 January 2012 to 16 January 2013, 40% of the total number of Options granted to him;
- (b) in respect of the period from 17 January 2013 to 16 January 2014, 30% of the total number of Options granted to him; and
- (c) in respect of the period from 17 January 2014 to 16 January 2015, 30% of the total number of Options granted to him.

購股權可於任何時間予以行使，惟無論如何自授出日期起計不得超過十年。該等購股權計劃並無規定最短持有期。授購股權人接納購股權時須於提呈購股權日期起計三十日內繳交1.00港元，此款項將不獲退還。

於二零一二年一月十七日，本公司根據二零零九年購股權計劃向二零零九年購股權計劃的15名合資格參與者授出購股權（「購股權」），以認購合共20,751,196股本公司的新普通股，行使價為每股1.50港元（即(i)於授出日期聯交所每日報價表所列收市價每股1.50港元；(ii)緊接授出日期前5個交易日聯交所每日報價表所列平均收市價每股1.392港元；及(iii)名義價值每股0.10港元三者中之最高者）。購股權的有效期為期10年，自二零一二年一月十七日起至二零二二年一月十六日止。概無承授人為本公司的董事、最高行政人員或主要股東或彼等任何之聯繫人（定義見上市規則）。

購股權於購股權有效期內可隨時行使，惟各承授人有權於以下期間行使的購股權最高數目：

- (a) 二零一二年一月十七日起至二零一三年一月十六日止，不得超過向其授出的購股權總數的40%；
- (b) 二零一三年一月十七日起至二零一四年一月十六日止，不得超過向其授出的購股權總數的30%；及
- (c) 二零一四年一月十七日起至二零一五年一月十六日止，不得超過向其授出的購股權總數的30%。

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On 30 April 2015, the Company has further granted Options to subscribe for a total of 157,500,000 new ordinary shares of the Company under the 2009 Share Option Scheme to eligible participants of the 2009 Share Option Scheme at the exercise price HKD0.485 per share (which represents the highest of (i) the closing price of HKD0.485 per share as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of HKD0.484 per share as stated in the Stock Exchange's daily quotation sheets for the 5 trading days immediately preceding the date of grant; and (iii) the nominal value of HKD0.10 per share). The Options are valid for a period of 10 years from 30 April 2015 to 29 April 2025. Among the total of 157,500,000 Options granted at the date of grant, 1,500,000 Options were granted to the Directors, and 156,000,000 Options were granted to eligible participants who were not directors, chief executive or substantial shareholders of the Company, nor an associate (as defined in the Listing Rules) of any of them. Among the eligible participants of 156,000,000 Options granted, two eligible participants with 22,000,000 Options granted to them were subsequently appointed as Director on 12 April 2017. Among the 23,500,000 Options granted to Directors, 3,000,000 Options were lapsed upon resignation of Directors on 4 May 2018, 21 September 2018 and 3 April 2019.

The Options may be exercisable at any time during the option period, provided that the maximum number of Options which each Grantee is entitled to exercise at the below period shall not exceed:

- (a) in respect of the period from 30 April 2015 to 29 April 2016, 40% of the total number of Options granted to him;
- (b) in respect of the period from 30 April 2016 to 29 April 2017, 30% of the total number of Options granted to him; and
- (c) in respect of the period from 30 April 2017 to 29 April 2018, 30% of the total number of Options granted to him.

於二零一五年四月三十日，本公司根據二零零九年購股權計劃進一步向二零零九年購股權計劃的合資格參與者授出購股權，以認購合共157,500,000股本公司的新普通股，行使價為每股0.485港元(即(i)於授出日期聯交所每日報價表所列收市價每股0.485港元；(ii)緊接授出日期前5個交易日聯交所每日報價表所列平均收市價每股0.484港元；及(iii)名義價值每股0.10港元三者中之最高者)。購股權的有效期限為10年，自二零一五年四月三十日起至二零二五年四月二十九日止。在於授出日期授出的共157,500,000份購股權中，1,500,000份購股權乃授予董事，而156,000,000份購股權則授予合資格參與者(彼等並非本公司的董事、最高行政人員或主要股東或彼等任何之聯繫人(定義見上市規則))。在授出156,000,000份購股權的合資格參與者中，兩名合資格參與者(彼等獲授予22,000,000份購股權)於其後二零一七年四月十二日獲委任為董事。在授予董事的23,500,000份購股權中，3,000,000份購股權於二零一八年五月四日、二零一八年九月二十一日及二零一九年四月三日董事辭任後已失效。

購股權於購股權有效期內可隨時行使，惟各承授人有權於以下期間行使的購股權最高數目：

- (a) 二零一五年四月三十日起至二零一六年四月二十九日止，不得超過向其授出的購股權總數的40%；
- (b) 二零一六年四月三十日起至二零一七年四月二十九日止，不得超過向其授出的購股權總數的30%；及
- (c) 二零一七年四月三十日起至二零一八年四月二十九日止，不得超過向其授出的購股權總數的30%。

Set out below is further information on the outstanding options granted under the 2009 Share Option Scheme as at the date of this report:

據二零零九年購股權計劃授出的尚未行使購股權的進一步詳情載列如下：

Category/Name of participant	Date of grant	Number of share options outstanding 尚未行使購股權數目				Exercise price HKD	Exercise period	Approximate percentage of issued share capital of the Company (%) 佔本公司已發行股本概約百分比 (%)
		At 1 January 2020 於 二零二零年 一月一日	Lapsed during the year 於年內失效	At 31 December 2020 於 二零二零年 十二月 三十一日				
Executive Director 執行董事								
Mr. FUNG Wai Shing (Resigned with effect from 5 March 2021) 馮偉成先生 (自二零二一年三月五日起辭任)	30 April 2015 二零一五年四月三十日	20,000,000	-	20,000,000	0.485	30/04/2015 to 29/04/2025 二零一五年四月三十日至二零二五年四月二十九日	0.80	
Independent non-executive Director 獨立非執行董事								
Mr. LAU Sik Yuen 劉錫源先生	30 April 2015 二零一五年四月三十日	500,000	-	500,000	0.485	30/04/2015 to 29/04/2025 二零一五年四月三十日至二零二五年四月二十九日	0.02	
Sub-total 小計		20,500,000	-	20,500,000			0.82	

DIRECTORS' REPORT

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Category/Name of participant	Date of grant	Number of share options outstanding 尚未行使購股權數目					Approximate percentage of issued share capital of the Company (%) 佔本公司已發行股本概約百分比 (%)
		At 1 January 2020 於二零二零年一月一日	Lapsed during the year 於年內失效	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	Exercise period 行使期	
Employees 僱員	17 January 2012 二零一二年一月十七日	2,593,899	(1,111,671)	1,482,228	1.50	17/01/2012 to 16/01/2022 二零一二年一月十七日至二零二二年一月十六日	0.06
	30 April 2015 二零一五年四月三十日	56,000,000	(10,000,000)	46,000,000	0.485	30/04/2015 to 29/04/2025 二零一五年四月三十日至二零二五年四月二十九日	1.84
Sub-total 小計		58,593,899	(11,111,671)	47,482,228			1.9
Total 合計		79,093,899	(11,111,671)	67,982,228			2.72

Notes:

The fair value of options granted on 17 January 2012 and 30 April 2015 under 2009 Share Option Scheme respectively was determined using the "Binomial Option Pricing Model". The significant inputs into the model were:

- risk-free rate of return – 1.51% and 1.64% per annum respectively;
- forecast fluctuations in share price – 55.31% and 53.89% respectively; and
- forecast dividend yield – 2.11% and 0% per annum respectively.

附註：

分別於二零一二年一月十七日及二零一五年四月三十日根據二零零九年購股權計劃授出的購股權的公允值乃採用「二項式購股權定價模型」釐定。輸入該模式的主要輸入值為：

- 無風險回報率 – 每年分別1.51%及1.64%；
- 預測股價波幅 – 分別55.31%及53.89%；及
- 預測股息收益率 – 每年分別2.11%及0%。

Based on the inputs above to the “Binomial Option Pricing Model”, the total fair value of the outstanding options as at the grant date (i.e. 17 January 2012 and 30 April 2015 respectively) was approximately HKD11,642,000 and HKD28,667,000. The “Binomial Option Pricing Model” is designed to assess the fair value of options and is a common choice among various option pricing models for assessing the fair value of options. The value of the options depends on the valuation arrived at based on certain subjective assumptions on variables. Any changes in the variables used may cause a substantial effect on the assessment of the fair value of the options.

As at 31 December 2020, the total number of share options outstanding under the 2009 Share Option Scheme was 67,982,228. No further options can be granted pursuant to the 2009 Share Option Scheme.

As at 31 December 2020, there was no outstanding share options under the Pre-IPO Share Option Scheme. No share options had been granted under the 2018 Share Option Scheme since its adoption and there was no outstanding share option under the 2018 Share Option Scheme as at 31 December 2020. As at the date of this annual report, the number of securities of the Company available for issue under the 2018 Share Option Scheme was 249,341,398, representing approximately 10% of the issued share capital of the Company as at the date of this report.

BANK AND OTHER BORROWINGS

The total bank and other borrowings of the Group as at 31 December 2020 amounted to approximately RMB4,596.4 million. Particulars of the bank and other borrowings are set out in note 28 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float with at least 25% of the shares held by the public as required by the Listing Rules as at the date of this report.

根據上述「二項式購股權定價模型」的輸入值，於授出日期(即分別二零一二年一月十七日及二零一五年四月三十日)尚未行使的購股權總公允值約為11,642,000港元及28,667,000港元。「二項式購股權定價模型」乃為評估購股權公允值而設，是多種用作評估購股權公允值的購股權定價模式中常用的選擇。購股權價值取決於按變數的若干主觀假設而達致的估值。所使用變數的任何變動可能對購股權公允值評估造成重大影響。

於二零二零年十二月三十一日，二零零九年購股權計劃項下尚未行使的購股權總數為67,982,228份。概無進一步的購股權可根據二零零九年購股權計劃授出。

於二零二零年十二月三十一日，概無首次公開發售前購股權計劃項下購股權獲行使。採納二零一八年購股權計劃後概無購股權於其項下獲授出，而於二零二零年十二月三十一日概無二零一八年購股權計劃項下購股權未獲行使。於本年度報告日期，二零一八年購股權計劃項下可供發行的本公司證券數目為249,341,398，即於本報告日期本公司已發行股本的約10%。

銀行及其他借貸

本集團於二零二零年十二月三十一日之銀行及其他借貸總額約人民幣45.964億元。銀行及其他借貸詳情載於綜合財務報表附註28。

足夠公眾持股量

根據本公司所得之公開資料及就其董事所知，於本報告日期，本公司維持足夠的公眾持股量，因公眾人士持有最少25%之股份，此符合上市規則之規定。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or is likely to compete (either directly or indirectly) with the Group's business at any time during the year ended 31 December 2020 and up to the date of this report.

As disclosed in the Prospectus, the Controlling Shareholders and the executive Directors (collectively, the "Covenantors") have entered into a deed of non-competition dated 12 June 2009 in favour of the Company. The Covenantors have provided the Group with written confirmations that they and their associates (other than members of the Group) have fully complied with the deed of non-competition throughout the year ended 31 December 2020.

The independent non-executive Directors have conducted an annual review on the Covenantors' compliance with the deed of non-competition, the options, pre-emptive rights or first rights of refusals provided by the Controlling Shareholders on their existing or future competing businesses.

During the year ended 31 December 2020, the Covenantors and their respective close associates did not direct any Business Opportunity (as defined in the Prospectus) to the Group. Therefore, the independent non-executive Directors did not conduct any review on the decision made in relation to Business Opportunity.

TAXATION OF HOLDERS OF SHARES

Hong Kong

The purchase, sale and transfer of shares registered in the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller (or transferee and transferor) is 0.1% of the consideration or, if greater, the fair value of the shares being bought/sold or transferred (rounded up to the nearest HKD'000). In addition, a fixed duty of HKD5.00 is currently payable on an instrument of transfer of shares.

Profits from dealings in the share arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

董事於競爭業務之權益

概無董事截至二零二零年十二月三十一日止年度至本報告日期任何時間內持有或曾持有與本集團業務形成競爭或可能形成競爭(直接或間接)的業務中持有權益。

如招股章程所披露，控股股東及執行董事(統稱「承諾人」)於二零零九年六月十二日為本公司簽訂不競爭契約。承諾人向本集團發出書面確認函，確認其及其聯繫人(本集團成員公司除外)截至二零二零年十二月三十一日止整個年度已全面遵照不競爭契約。

獨立非執行董事每年檢討該等契約承諾人有否遵守不競爭承諾契約，控股股東就現有或日後競爭業務提供之選擇權、優先認購權或優先購買權。

於截至二零二零年十二月三十一日止年度內，承諾人及彼等各自的緊密聯繫人並無將任何業務機遇(定義見招股章程)轉交予本集團。因此，獨立非執行董事並無就業務機遇作出的決定進行任何檢討。

股份持有人的稅項

香港

買賣及轉讓於本公司之香港股東名冊分冊登記之股份須繳納香港印花稅。買方及賣方(或承讓人及轉讓人)各自繳納之現行稅率為代價或被購買/出售或轉讓股份之公允值(不足之數當作千港元計算)(以較大者為準)之0.1%。此外，每份股份轉讓文件現時須繳納固定稅額5.00港元。

產生自或源自於香港之買賣股份溢利可能亦須繳納香港利得稅。

Cayman Islands

Under the present Cayman Islands laws, transfers and other dispositions of shares in the Company are exempt from Cayman Islands stamp duty.

Consultation with professional advisers

Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasised that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Moore Stephens CPA Limited as auditor of the Company.

On behalf of the Board,

XU Da

Chairman

Guangzhou, 31 March 2021

開曼群島

根據開曼群島現行法例，轉讓及或以其他方式處置股份無須繳納開曼群島印花稅。

諮詢專業顧問

倘有意持有本公司股份之人士及投資者對認購、購買、持有、出售或買賣股份之稅務影響(包括稅務減免)有任何疑問，本公司建議諮詢彼等之專業顧問。謹此強調，本公司或其董事或高級行政人員概不對本公司股份持有人因認購、購買、持有、出售或買賣該等股份所產生之任何稅務影響或責任承擔任何責任。

核數師

本公司將於應屆股東週年大會上提呈一項決議案，以續聘大華馬施雲會計師事務所有限公司為本公司之核數師。

代表董事會

徐達

主席

廣州，二零二一年三月三十一日

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Biographies of Directors and Senior Management as at the date of publication of this report are set out below:

DIRECTORS

Executive Directors

Mr. XU Da (徐達), aged 36, was appointed as an executive Director on 9 October 2014. Mr. XU is also a Chairman of the Group. Mr. XU achieved a bachelor degree in 2008. Mr. XU has more than 10 years of working experience in the Group. He joined the Group as import and export manager in 2009. Mr. XU did not hold other directorship in any listed companies during the last three years.

Mr. BAI Tao (白韜), aged 37, was appointed as an executive Director on 9 October 2014. Mr. BAI is also the Chief Executive Officer and a member of the remuneration committee and nomination committee of the Board. Mr. BAI is principally responsible for the Group's overall management and operation. Mr. BAI graduated from Cardiff University with a bachelor and master degree in civil engineering. Mr. BAI has more than 5 years of working experience in construction project management. He joined the Group as general manager of Zhuhai Hengqin Coal Exchange Centre in 2012. Prior to joining the Group in 2012, Mr. BAI worked as a manager of engineering management department in a company listed in the Shanghai Stock Exchange. Mr. BAI did not hold other directorship in any listed companies during the last three years.

Ms. WANG Jianfei (王劍飛), aged 50, was appointed as an executive Director on 6 May 2008. Ms. WANG joined Qinfa Group in 2000, and was the Chief Executive Officer of the Group during 2008 to 2015. Ms. WANG obtained an associate degree in Computer Science by Angeles University Foundation in consortium with Hebei Business College in 1995. Ms. WANG completed an Executive MBA Programme sponsored by the 中國人民大學風險資本與網絡經濟研究中心 (Risk Capital and Network Economy Research Center of China Renmin University) and 中國企業管理培訓中心 (China Enterprise Management Training Center) in 2002. Ms. WANG has more than 15 years of enterprise management and operation experience. Before joining the Group in 2000, Ms. WANG worked in 中糧麵業鵬泰(秦皇島)有限公司 (COFCO Industry (Qinhuangdao) Pangthai Co., Ltd.) from 1995 to 2000. Save as disclosed above, Ms. WANG did not hold any directorship in other listed companies during the last three years.

於本報告刊發日期的董事及高級管理層履歷載列如下：

董事

執行董事

徐達先生，36歲，於二零一四年十月九日獲委任為執行董事。徐先生亦為本集團主席。徐先生於二零零八年獲得學士學位。徐先生於本集團擁有超過10年的工作經驗。彼於二零零九年加入本集團，出任進出口經理。在過往三年，徐先生並無於其他上市公司擔任任何董事職位。

白韜先生，37歲，於二零一四年十月九日獲委任為執行董事。白先生亦為行政總裁及董事會薪酬委員會及提名委員會成員。白先生主要負責本集團整體管理及營運。白先生於卡迪夫大學畢業，獲土木工程學學士及碩士學位。白先生於工程項目管理方面擁有逾5年工作經驗。彼於二零一二年加入本集團，出任珠海橫琴煤炭交易中心總經理。於二零一二年加入本集團前，白先生曾任一家上海證券交易所上市公司之工程管理部經理。在過往三年，白先生並無於其他上市公司擔任任何董事職位。

王劍飛女士，50歲，於二零零八年五月六日獲委任為執行董事。王女士於二零零零年加入秦發集團，並於二零零八年至二零一五年間擔任本集團行政總裁。王女士於一九九五年由安琪大學基金會聯合河北商業大學授予計算機科學副學士。於二零零二年，王女士完滿修畢中國人民大學風險資本與網絡經濟研究中心及中國企業管理培訓中心舉辦的高層管理人員工商管理碩士課程。王女士積逾15年企業管理及營運經驗。於二零零零年加入本集團前，王女士由一九九五年至二零零零年曾任職於中糧麵業鵬泰(秦皇島)有限公司。除上文所披露者外，在過往三年期間，王女士並無於其他上市公司擔任任何董事職位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Tan Yingzhong, aged 58, was appointed as an executive Director on 1 April 2021. Mr. Tan is also the Chief Financial Officer of the Group. Mr. Tan joined the Group on 5 June 2018, during the period who has served as the Group's Chief Accountant. Mr. Tan graduated from the Central University of Finance and Economics with a bachelor's degree in economics and management in 1998, and obtained a master's degree from Nankai University upon completion of the postgraduate programme in business administration in 2007. Mr. Tan has over 30 years of experience in senior financial management positions at the headquarters of enormous energy enterprise conglomerates and their affiliated companies. Throughout 1986 to 2018, Mr. Tan had worked for Shenhua Group, who held several key financial positions such as the deputy general manager of the financial department of Shenhua Group, as well as concurrent positions such as the deputy general manager, chief financial officer and chief accountant of affiliated companies thereof. During that period, he obtained 9 national invention patents and 18 copyrights. He led the project for establishment of the ERP/BCSBW information system which won the 2014 CSUA Golden Dragon Award. Mr. Tan is mainly responsible for the Group's financial duties. Mr. Tan did not hold any directorship in any other listed companies in the past three years

Independent non-executive Directors

Mr. LAU Sik Yuen (劉錫源), aged 54, was appointed as an independent non-executive Director on 12 June 2009. Mr. LAU is also the chairman of the audit committee of the Board. Mr. LAU graduated with a bachelor degree of science in Business Administration from Oregon State University in 1989. Mr. LAU is a fellow member of the Hong Kong Institute of Certified Public Accountants as well as a member of the American Institute of Certified Public Accountants. Mr. LAU has been serving as the chief financial officer and company secretary of Xinyi Glass Holdings Limited, a company listed on the Main Board of the Stock Exchange, since April 2003. Prior to joining Xinyi Glass Holdings Limited in 2003, Mr. LAU was the financial controller of a subsidiary of NWS Holdings Limited, a company listed on the Main Board, for over three years and had worked with an international accounting firm in Hong Kong for five years. Mr. LAU was appointed as an independent non-executive director of Dragon Crown Group Holdings Limited ("Dragon Crown") on 30 November 2010. Dragon Crown was listed on the Main Board of the Stock Exchange on 10 June

譚映忠先生，58歲，於二零二一年四月一日獲委任為執行董事。譚先生亦為本集團財務總監。譚先生於二零一八年六月五日加入本集團，期間擔任本集團總會計師。譚先生於一九九八年畢業於中央財經大學經濟管理專業，獲得學士學位，並於二零零七年完滿修完南開大學工商管理專業碩士課程，獲得碩士學位。譚先生具備30多年特大型能源綜合性企業集團總部及所屬企業高級財務管理崗位經驗，一九八六年至二零一八年均就職於神華集團，曾擔任過神華集團財務部副總經理兼任所屬公司副總經理和財務總監，主任會計師等多個財務要職，期間個人獲得國家發明專利9項和18項著作權，主持的ERP/BCSBW資訊系統建設，項目獲2014年度CSUA金龍獎。譚先生主要負責本集團的財務工作。在過往三年，譚先生並無於其他上市公司擔任過任何董事職位。

獨立非執行董事

劉錫源先生，54歲，於二零零九年六月十二日獲委任為獨立非執行董事。劉先生亦為董事會審核委員會主席。劉先生於一九八九年畢業於俄勒岡州立大學，獲工商業管理學士學位。劉先生為香港會計師公會資深會員，以及美國註冊會計師協會會員。劉先生自二零零三年四月起一直擔任信義玻璃控股有限公司(一間於聯交所主板上市的公司)的財務總監及公司秘書。於二零零三年加入信義玻璃控股有限公司之前，劉先生曾在新創建集團有限公司(一間於主板上市的公司)的附屬公司擔任財務總監逾3年，並曾在香港一間國際會計師事務所工作5年。於二零一零年十一月三十日，劉先生獲委任為龍翔集團控股有限公司(「龍翔集團」)獨立非執行董事。龍翔集團於二零一

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

2011. From 26 September 2014 to 22 June 2020. Mr. LAU was appointed as an Independent non-executive Directors of SDM Group Holdings Limited (“SDM Group”), SDM Group was listed on GEM Board of the Stock Exchange on 13 October 2014. On 7 May 2018, Mr. LAU was appointed as an independent non-executive director of CTEH Inc. (stock code:1620). Save as disclosed above, Mr. LAU did not hold any directorship in other listed companies during the last three years.

Prof. SHA Zhenquan (沙振權), aged 61, was appointed as an independent non-executive Director on 21 September 2018. Prof. SHA is also the Chairman of the remuneration committee and the nomination committee of the Board and a member of audit committee. Prof. SHA has been a professor of the School of Business Administration of South China University of Technology (華南理工大學) since April 2003. He obtained a bachelor of science degree in mathematics from East China Normal University (華東師範大學) in December 1982, a master’s degree in engineering from South China University of Technology (華南理工大學) in July 1991 and a doctor’s degree in philosophy from City University of Hong Kong in November 2001. Prof. SHA is a member of the 12th National Committee of Chinese People’s Political Consultative Conference (中國人民政治協商會議全國委員會). He was an independent director of Shenzhen Noposition Pesticide Co., Ltd (深圳諾普信農化股份有限公司) (stock code: 002215) from December 2009 to December 2015 and an independent director of Sincap Group Limited (stock code: 5UN), a company listed on Singapore Exchange from May 2012 to September 2014. Prof. SHA resigned as the independent director of Donlinks International Investment Co., Ltd. (廣州東凌國際投資股份有限公司) (stock code: 000893) and Letong Chemical Co., Ltd. (珠海市樂通化工股份有限公司) (stock code: 002319), companies listed on the Shenzhen Stock Exchange, in January 2020 and June 2019 respectively. He is an independent non-executive director of Canvest Environmental Protection Group Company Limited (粵豐環保電力有限公司) (stock code: 01381) which is a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Prof. SHA is an independent director of Shenzhen Overseas Chinese Town Co., Ltd. (深圳華僑城股份有限公司) (stock code: 000069), a company listed on the Shenzhen Stock Exchange from April 2020. Save as disclosed above, Prof. SHA did not hold any directorship in other listed companies during the last three year.

年六月十日於聯交所主板上市。於二零一四年九月二十六日至二零二零年六月二十二日，劉先生獲委任為SDM Group Holdings Limited(「SDM Group」)獨立非執行董事，而SDM Group於二零一四年十月十三日於聯交所創業板上市。於二零一八年五月七日，劉先生獲委任為加達控股有限公司(股份代號：1620)的獨立非執行董事。除上述所披露者外，在過往三年期間，劉先生並無於其他上市公司擔任任何董事職位。

沙振權教授，61歲，於二零一八年九月二十一日獲委任為獨立非執行董事。沙教授亦為董事會薪酬委員會及提名委員會主席以及審核委員會成員。自二零零三年四月起任華南理工大學工商管理學院教授。沙教授於一九八二年十二月取得華東師範大學的數學理學士學位。彼於一九九一年七月取得華南理工大學的工程碩士學位，並於二零零一年十一月取得香港城市大學哲學博士學位。沙教授為中國人民政治協商會議第十二屆全國委員會委員。彼於二零零九年十二月至二零一五年十二月擔任深圳諾普信農化股份有限公司(股份代號：002215)的獨立董事及於二零一二年五月至二零一四年九月擔任新加坡交易所上市公司Sincap Group Limited(股份代號：5UN)的獨立董事。沙教授曾為深圳證券交易所上市公司廣州東凌國際投資股份有限公司(股份代號：000893)及珠海市樂通化工股份有限公司(股份代號：002319)的獨立董事，並已分別於二零二零年一月和二零一九年六月卸任。彼為香港聯合交易所有限公司(「聯交所」)上市公司粵豐環保電力有限公司(股份代號：01381)的獨立非執行董事。沙教授於二零二零年四月擔任深圳證券交易所上市公司深圳華僑城股份有限公司(股份代號：000069)的獨立董事。沙教授於二零二零年四月起擔任深圳證券交易所上市公司深圳華僑城股份有限公司(股份代號：000069)的獨立董事。除上文所披露者外，在過往三年期間，沙教授並無於其他上市公司擔任任何董事職位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. JING Dacheng (靜大成), aged 72, was appointed as an independent non-executive Director on 3 April 2019. Mr. JING is a member of the Communists' Party of the PRC and has years of experience in public service. He was recruited by the military in 1968 and served the positions of soldier, squad leader in the army, cultural section chief of the political department of guard force division no.4 of Hebe provincial military region, secretarial section chief and chief of coordination section of Qinhuangdao military division. From May 1986 to June 2007, Mr. JING served as a member of district committee and standing committee and political committee of the armed forces division of Haigang District, Qinhuangdao, Hebe Province, CPC Haigang District designated secretary and executive deputy district chief of the people's government of Haigang District and chairman of the standing committee of the National People's Congress in Haigang District. He officially retired from his duties in August 2008. Mr. JING did not hold any directorship in other listed companies during the last three years.

SENIOR MANAGEMENT

Mr. BAI Lei (白雷), aged 54, is the vice president of the Group, and is principally responsible for domestic investments and financial planning matters. He takes full charge of domestic financial operation, development strategies and ensuring the efficient operation of financial systems. Mr. BAI graduated from Jiangxi University (Jiangxi University) in 1989 with a bachelor degree of enterprise management and subsequently obtained the qualification of accountant. Mr. BAI held the positions on financial and finance aspects in various institutions and had accumulated more than 20 years of working experience in relation thereto. Mr. BAI joined the Group in 2016 when he was appointed as the financial controller in China. He was appointed as the vice president of the Group in 2017.

Mr. QI Jinyuan (齊錦源), aged 52, is the vice president of the Group, and is principally responsible for the management and operation works on coal mine business. Mr. QI graduated from Renmin University of China in 1990 with a bachelor's degree in national economic planning and management, and obtained a master degree in business administration from Hebei Provincial Party School (Hebei Provincial Party School) in 2003. Mr. QI has more than 20 years of experience in the field of investment management and financial planning with specialty in taxation planning works on financial aspect. Mr. QI was appointed as the vice chairman of Shanxi Huameiao Energy Group Company Limited, a member of the Group in September 2015 and as the vice president of the Group in February 2016.

靜大成先生，72歲，於二零一九年四月三日獲委任為獨立非執行董事。靜先生為中國共產黨黨員，擁有多年擔任公職的經驗。一九六八年應徵入伍，在部隊歷任戰士、班長、河北省軍區守備四師政治部文化科長、秘書科長和秦皇島軍分區組幹科科長。靜先生於一九八六年五月至二零零七年六月先後在河北省秦皇島市海港區擔任區委常委、武裝部政委，中共海港區委書記兼海港區人民政府常務副區長及海港區人民代表常務委員會主任等職務，二零零八年八月正式辦理退休手續。在過往三年期間，靜先生並無於其他上市公司擔任任何董事職位。

高級管理人員

白雷先生，54歲，本集團副總裁，主要負責本集團於國內投資及財務規劃事項，專職集團國內財務運作，發展策略及確保財經體系有效運作。白先生於一九八九年畢業於江西大學，獲企業管理學士學位，其後更獲得會計師資格。白先生先後於不同機構擔任有關金融及財務之職位，於相關方面擁有逾20年工作經驗。白先生於二零一六年加入本集團獲委任為國內財務總監一職，彼於二零一七年獲委任為集團副總裁。

齊錦源先生，52歲，本集團副總裁，主要負責煤礦業務方面管理及經營工作。齊先生於一九九零年畢業於中國人民大學，獲國民經濟計劃與管理學士學位，並於二零零三年獲得河北省委黨校工商管理碩士學位。齊先生於投資管理，財務規劃範疇擁有逾20年經驗，財務方面專長於稅務規劃工作。齊先生於二零一五年九月獲委任為集團成員公司山西華美奧能源集團有限公司副董事長，彼於二零一六年二月獲委任為集團副總裁。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. MA Jihai (馬吉海), aged 53, is the general manager of coal mine division of the Group. He is responsible for mine production policies performance, efficiency promotion and ensuring the implementation of regulations. Mr. MA graduated from 長春工業大學 (Changchun University of Technology) in 2013 with a bachelor degree in the major of coal mining technology. Mr. MA has more than 20 years of working experience in coal mine related industries. He is very familiar with coal operation and environment, and has therefore made significant contribution to coal mine business of the Group.

Mr. JIA Min (賈民), aged 55, is the vice president of the Group, and is in charge of coal mine division. Mr. JIA graduated from 山東科技大學 (Shandong University of Science and Technology) in 2003 majoring in mining engineering, and obtained a master degree in business administration from 南開大學 (Nankai University) in 2006. Mr. JIA joined the Group in 2017. Before joining the Group, he has been awarded many honorary titles such as 全國煤炭企業優秀礦長 (National Excellent Mine Director of Coal Enterprise), Advanced Worker in Progress of 煤炭科技進步先進工作者 (Coal Science and Technology), and 山東省優秀企業家 (Excellent Entrepreneur of Shandong Province) for many times. Mr. JIA has more than 30 years of experience in the production management and mining technology in the coal industry. With outstanding working performance, he has created many industrial records in China, Asia, and even the world.

Mr. OR Chun Wai Dennis (柯俊璋), aged 33, joined the Company in 2017 as the financial manager. He holds a Bachelor of Commerce (Accounting and Finance) with The University of New South Wales. He is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. OR has extensive experience in audit of listed companies and private companies in different business sectors gained from international audit firms in Hong Kong.

馬吉海先生，53歲，為集團煤礦事業部生產副總經理，負責執行礦井生產制度，提高效率及確保規程落實進行。馬先生於二零一三年畢業於長春工業大學，獲煤礦開採技術專業學士學位。馬先生於煤礦有關行業擁有逾20年工作經驗。對煤業運作及環境十分熟悉，於集團煤礦業務上貢獻良多。

賈民先生，55歲，本集團副總裁，分管煤礦事業部。賈先生於二零零三年畢業於山東科技大學採礦工程專業，並於二零零六年獲得南開大學工商管理碩士學位。賈先生於二零一七年加入本集團，在加入之前，曾多次榮獲全國煤炭企業優秀礦長、煤炭科技進步先進工作者及山東省優秀企業家等多項榮譽稱號。賈先生於煤炭行業生產一線管理及開採技術範疇擁有30餘年經驗。工作業績卓越，創造出多項中國、亞洲、世界行業記錄。

柯俊璋先生，33歲，二零一七年加入本公司出任財務經理。彼持有新南威爾斯大學商學士(會計及財經)學位，並為香港會計師公會成員。於加入本公司之前，柯先生曾於香港的國際核數師行工作，在對不同業務領域的上市公司及私人企業進行審計工作方面累積豐富經驗。

CORPORATE GOVERNANCE PRACTICES

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices. The corporate governance principles of the Company emphasise on accountability and transparency and are adopted in the best interest of the Company and its shareholders. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and to fulfil its commitment to excellence in corporate governance.

The Company has adopted the Corporate Governance Code as set out in Appendix 14 to the Listing Rules as its corporate governance code of practices since the listing of its shares on the Stock Exchange. In the opinion of the Board, the Company had complied with the code provisions as set out in the Corporate Governance Code throughout the year ended 31 December 2020.

BOARD OF DIRECTORS

Responsibilities and Delegation

The Board is charged with providing effective and responsible leadership for the Company. The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of the Group's overall objectives and strategies, internal control and risk management systems, monitoring its operating and financial performance, performing the corporate governance duties and evaluating the performance of the senior management. The Directors, individually and collectively, have to make decisions objectively in the best interests of the Company and its shareholders.

All Directors have access to the senior management of the Group and the company secretary. Management information is provided to enable them to participate at the meetings or as and when requested. The company secretary provides secretarial support to the Board and ensures adherence to Board procedures and the relevant rules and regulations which are applicable to the Company.

企業管治常規

本公司致力維持及確保高水準的企業管治常規。本公司的企業管治原則強調問責性與透明度，並以本公司及其股東之最佳利益而採納。董事會不時檢討其企業管治常規確保符合股東不斷提高的期望及履行其優良企業管治之承諾。

自其股份於聯交所上市起，本公司已採納上市規則附錄十四所載企業管治常規守則作為其企業管治常規守則。董事會認為，本公司於截至二零二零年十二月三十一日止年度已遵守企業管治守則所載守則條文。

董事會

職責及授權

董事會負責向本公司提供有效率及可信賴的領導。董事會的責任是監督本公司的一切主要事務，包括製定及審批本集團的整體目標及策略、內部監控及風險管理制度，監察其營運及財務表現，履行企業管治職責，以及評估高級管理層的表現。董事個人及全體須以本公司及其股東的最佳利益客觀地作出決策。

全體董事均可聯絡本集團高級管理人員及公司秘書，並獲提供管理資料，以便參與會議，而有關資料亦會應要求向董事提供。公司秘書向董事會提供秘書支援，同時確保遵循董事會程序以及本公司適用之相關規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board reserves for its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

The day-to-day management, administration and operation of the Company are managed by the executive Directors and senior management of the Company under the leadership of the Chief Executive Officer. The Board has delegated a schedule of responsibilities to these officers for the implementation of Board decisions. The Board periodically reviews the delegated functions and work tasks. Prior to entering into any significant transactions, the aforesaid officers have to obtain Board approval.

Board composition

The Board currently consists of seven Directors, four of whom are executive Directors and three are independent non-executive Directors.

Executive Directors:

Mr. XU Da (Chairman)
Mr. BAI Tao (Chief Executive Officer)
Ms. WANG Jianfei
Mr. FUNG Wai Shing (resigned with effect from 5 March 2021)
Mr. TAN Yingzhong (Chief Financial Officer)
(appointed with effect from 1 April 2021)

Independent non-executive Directors:

Mr. LAU Sik Yuen
Prof. SHA Zhenquan
Mr. JING Dacheng

All executive Directors are responsible for implementing the business strategies and managing the business of the Group in accordance with all applicable rules and regulations, including, but not limited to, the Listing Rules. All Directors (including the independent non-executive Directors) have been consulted on all major and material matters of the Group. The Company maintains appropriate directors' and officers' liabilities insurance.

董事會保留本公司所有重要事項的決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是涉及利益衝突之交易)、財務資料、委任董事及其他重要財務及營運事宜。

在行政總裁的領導下，本公司的日常管理、行政及經營乃由本公司的執行董事及高級管理層管理。董事會對該等高級行政人員分別委以各項職責，由彼等負責執行董事會的決策。董事會定期檢討所指派的職責及工作。在訂立任何重大交易前，上述高級行政人員必須取得董事會批准。

董事會組成

董事會現時包括七名董事，其中四名為執行董事及三名為獨立非執行董事。

執行董事：

徐達先生(主席)
白韜先生(行政總裁)
王劍飛女士
馮偉成先生(自二零二一年三月五日起辭任)
譚映忠先生(財務總監)
(自二零二一年四月一日起獲委任)

獨立非執行董事：

劉錫源先生
沙振權教授
靜大成先生

所有執行董事負責按照一切適用規則及法規(包括但不限於上市規則)實行業務策略及管理本集團之業務。本集團所有主要及重大事宜均會向所有董事(包括獨立非執行董事)徵詢意見。本公司購買合適的董事及高級行政人員責任保險。

The number of independent non-executive Directors has met the requirements under the Listing Rules and Mr. LAU Sik Yuen has appropriate accounting professional qualifications. The independent non-executive Directors bring a variety of experience and expertise to the Company. Biographical details of the independent non-executive Directors are set out on pages 59 to 61 of this annual report. Each of the independent non-executive Directors has confirmed in writing of his independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

All the appointments of Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Minutes of Board meetings are being kept by the company secretary of the Company and are available for inspection by the Directors.

During the year ended 31 December 2020, the Company held an annual general meeting and the Board held eight Board meetings, all of which were convened in accordance with the Articles, and the individual attendance of each Director is set out below:

獨立非執行董事的人數符合上市規則的規定，而劉錫源先生擁有適當之會計專業資格。獨立非執行董事為本公司帶來各種經驗與專業知識。獨立非執行董事履歷詳情載於本年報第59至61頁。各獨立非執行董事已按照上市規則第3.13條之規定就其獨立性作出書面確認。董事會認為所有獨立非執行董事均符合上市規則第3.13條所載的獨立身份指引規定。

董事的一切委任須按照章程細則於本公司股東週年大會輪流退任及重選。

董事會會議之記錄由本公司之公司秘書保管，並可供董事查閱。

截至二零二零年十二月三十一日止年度，本公司共舉行一次股東週年大會，而董事會共舉行八次董事會會議（所有會議均根據章程細則召開），各董事個人出席情況載列如下：

Name of Directors	董事姓名	Number of attendance/Number of meetings entitled to attend	
		出席次數	有權出席次數
		General Meeting 股東大會	Board Meeting 董事會會議
Ms. WANG Jianfei	王劍飛女士	0/1	6/8
Mr. XU Da	徐達先生	0/1	7/8
Mr. BAI Tao	白韜先生	1/1	8/8
Mr. FUNG Wai Shing (resigned with effect from 5 March 2021)	馮偉成先生(自二零二一年三月五日起辭任)	1/1	8/8
Mr. LAU Sik Yuen	劉錫源先生	1/1	8/8
Prof. SHA Zhenquan	沙振權教授	0/1	8/8
Mr. JING Dacheng	靜大成先生	0/1	8/8

CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. XU Da is the chairman of the Board and an executive Director, responsible for providing advice for the overall management and strategic development and overseeing the operation of the Board. Mr. BAI Tao, an executive Director, is the Chief Executive Officer, who is responsible for the Group's overall management, corporate development, strategic planning and the supervision of day-to-day operation. The segregation of duties and responsibilities between the chairman and the chief executive officer ensures a balance of power and authority.

REMUNERATION COMMITTEE

The Board established a remuneration committee on 12 June 2009 with specific written terms of reference. The remuneration committee consists of an executive Director, Mr. BAI Tao and two independent non-executive Directors, namely Prof. SHA Zhenquan and Mr. JING Dacheng. Prof. SHA Zhenquan is the chairperson of the remuneration committee of the Board.

The primary duties of the remuneration committee of the Board are to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Group. The remuneration committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her close associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the senior management by band for the year ended 31 December 2020 is set out in note 13 to the consolidated financial statements.

主席及行政總裁

董事會主席兼執行董事徐達先生負責就整體管理及策略發展提供意見，並監督董事會運作。執行董事白韜先生為行政總裁，負責本集團整體管理、企業發展、策略規劃以及監督日常運作。主席與行政總裁之職務及職責獨立區分，確保權力與職權之分立平衡。

薪酬委員會

董事會於二零零九年六月十二日成立薪酬委員會，並制訂具體的書面職權範圍。薪酬委員會包括一名執行董事白韜先生及兩名獨立非執行董事，即沙振權教授及靜大成先生。沙振權教授為董事會薪酬委員會主席。

薪酬委員會主要職責乃審閱及釐定薪酬待遇、花紅及應付本集團董事及高級管理層之其他薪金之條款。薪酬委員會亦負責確立具透明度之程序，以擬定有關薪酬政策及架構，確保概無董事或彼任何緊密聯繫人士將參與決定彼之個人薪酬，有關薪酬將參考個人及本公司表現以及市場慣例及狀況釐定。

根據企業管治守則之守則條文第B.1.5條，截至二零二零年十二月三十一日止年度高級管理層按範圍劃分之薪酬載於綜合財務報表附註13。

The remuneration committee held one meeting during 2020 to assess performance of executive Directors and certain senior management and review their remuneration. The duties of the remuneration committee include determining, with delegated responsibility, the remuneration packages of Directors and senior management. All the members attended the meetings.

薪酬委員會於二零二零年內舉行一次會議，以評估執行董事及若干高級管理層的表現以及檢討其薪酬。薪酬委員會的職責包括經授予責任釐定董事及高級管理層的薪酬組合。所有成員均出席會議。

Name of Directors	董事姓名	Number of attendance/ Number of meetings entitled to attend 出席次數/ 有權出席次數
Mr. BAI Tao	白韜先生	1/1
Prof. SHA Zhenquan	沙振權教授	1/1
Mr. JING Dacheng	靜大成先生	1/1

NOMINATION COMMITTEE

The Board established a nomination committee on 12 June 2009 with specific written terms of reference. The nomination committee consists of an executive Director, Mr. BAI Tao and two independent non-executive Directors, namely Prof. SHA Zhenquan and Mr. JING Dacheng. Prof. SHA Zhenquan is the chairperson of the nomination committee of the Board.

The primary duties of the nomination committee of the Board include determining the policy for the nomination of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing of the independence of the independent non-executive Directors. The nomination committee carries out the process of selecting and recommending candidates for directorships by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

提名委員會

董事會於二零零九年六月十二日成立提名委員會，並制訂具體的書面職權範圍。提名委員會包括一名執行董事白韜先生及兩名獨立非執行董事，即沙振權教授及靜大成先生。沙振權教授為董事會提名委員會主席。

董事會提名委員會主要職責包括釐定董事的提名政策，就董事的委任及繼任計劃向董事會作出建議及評估獨立非執行董事的獨立性。提名委員會藉參考董事候選人之技能、經驗、專業知識、個人誠信及投放之時間、本公司之需要以及其他相關法定規定及規例，執行挑選及推薦董事候選人之程序。

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The nomination committee held one meeting during 2020 to ensure that the Board has a balance of expertise, skills and experience appropriate to meet the requirements of the business of the Company. The nomination committee also evaluated the effectiveness of the board diversity policy. All the members attended the meetings.

提名委員會於二零二零年內舉行一次會議，確保董事會具備適當的專業、技能及經驗的平衡，以滿足本公司業務所需。提名委員會亦評估了董事會多元化政策的有效性。所有成員均出席會議。

Name of Directors	董事姓名	Number of attendance/ Number of meetings entitled to attend 出席次數/ 有權出席次數
Mr. BAI Tao	白韜先生	1/1
Prof. SHA Zhenquan	沙振權教授	1/1
Mr. JING Dacheng	靜大成先生	1/1

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

委任、重選和罷免董事

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years. Each of the independent non-executive Directors has entered into renewed appointment letters with the Company for a term of three years. Such term is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

各執行董事已與本公司簽訂服務協議，初始任期三年。各獨立非執行董事已與本公司簽訂續委任函，任期為三年。該條款視乎根據章程細則彼等於本公司股東週年大會上是否輪值告退及重選連任而定。

NOMINATION POLICY

The Company formulated the nomination policy, which set out the key selection criteria and procedures for the Nomination Committee of the Company to nominate and make recommendation to the board of directors of the Company on the appointment of directors and re-election for directors.

(1) Nomination criteria

The Nomination Committee shall consider a number of selection criteria when assessing the suitability of a proposed candidate, including but not limited to the following:

- (a) personal ethics, reputation and integrity;
- (b) professional qualifications, skills, knowledge and experience that are relevant to the Company's businesses and corporate development and strategy;
- (c) willingness and ability to devote adequate time to discharge the duties as a director and to make required commitments;
- (d) compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of independent non-executive Directors;
- (e) the "Board Diversity Policy" adopted by the Company for achieving diversity on the Board with reference to the Company's business model and specific needs, including but not limited to gender, age, educational background, ethnicity, professional experience, skills, knowledge and length of service;
- (f) applicable legal and regulatory requirements; and
- (g) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

提名政策

本公司已制定提名政策，其載列本公司提名委員會之關鍵挑選標準及程序，以就董事之委任及重選向本公司董事會作出提名及推薦建議。

(1) 提名標準

提名委員會評估獲提呈人選的適合性時，須考慮若干挑選標準，包括但不限於以下各項：

- (a) 個人道德、信譽及誠信；
- (b) 與本公司業務以及企業發展及策略相關之專業資格、技術、知識及經驗；
- (c) 奉獻充足時間以履行董事職務之意願及能力，並作出所需要之承諾；
- (d) 就委任獨立非執行董事而言，符合上市規則第3.13條規定之獨立標準；
- (e) 本公司採納「董事會多元化政策」，參考本公司之業務模式及特定需要以達致董事會多元化，包括但不限於性別、年齡、教育背景、種族、專業經驗、技術、知識及服務年期；
- (f) 適用之法律及監管規定；及
- (g) 提名委員會或董事會不時可能釐定之任何其他相關因素。

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(2) Nomination Procedures

- (a) For filling a casual vacancy or appointing an additional director to the Board, the Nomination Committee may select and evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (b) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified.
- (c) For the re-election of Director at General Meeting, the Nomination Committee should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (d) On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration.
- (e) The Board shall have the final decision on all matters relating to the recommendation of a candidate to stand for election at a general meeting.
- (f) Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

(2) 提名程序

- (a) 填補董事會臨時空缺或委任額外董事時，提名委員會可能根據上述載列之標準挑選及評估有關人選，以釐定人選是否符合董事資格。
- (b) 就獲股東於本公司股東大會上提名選舉為董事之任何人士而言，提名委員會應根據上述載列之標準評估有關人選，以釐定人選是否符合資格。
- (c) 於股東大會上重選董事時，提名委員會亦應審閱及釐定退任董事是否繼續符合上述載列之標準。
- (d) 作出推薦建議時，提名委員會可能向董事會提呈有關人選之個人履歷以作考慮。
- (e) 董事會就有關推薦人選於股東大會上選舉之所有事宜擁有最終決定權。
- (f) 倘若適合，提名委員會及／或董事會應於股東大會上就提呈董事選舉向股東作出推薦建議。

BOARD DIVERSITY POLICY

The Company formulated the board diversity policy, which set out the requirements for diversity in Board members and the principles for the selection of Directors.

(1) Policy summary

To achieve sustainable and balanced development, the Company sees increased diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In planning the Board's composition, board diversity needs to be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

(2) Quantifiable measurers and the progress of the Board Diversity Policy

Selection of candidates of the Company will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

During the reporting period, the nomination committee reviewed the composition of the Board and concluded that the Company had met the diversification requirements with regard to age, cultural and educational background, professional experience, skills and knowledge. When making the appointment and re-appointment of Directors in the future, the nomination committee will nominate new Directors pursuant to the requirements of the board diversity policy to achieve the objective of diversity in Board members.

董事會多元化政策

本公司制定了董事會多元化政策，其中列明有關董事會成員多元化及董事甄選標準之要求。

(1) 政策概要

為達致可持續的均衡發展，本公司視董事會成員日益多元化為支持其達到戰略目標及維持可持續發展的關鍵要素。本公司在設定董事會成員組合時，會從多個方面考慮並實現董事會成員多元化，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。董事會所有委任均以用人唯才為原則，並以客觀條件考慮人選，同時會充分顧及董事會成員多元化的裨益。

(2) 董事會多元化政策的可計量目標及達標進度

本公司甄選人選將以一系列多元化範疇為基準，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。最終將按人選的長處及可為董事會提供的貢獻而作決定。

本報告期內，提名委員會對本公司董事會組成進行審查，本公司董事在年齡、文化及教育背景、專業經驗、技能及知識方面達到多元化要求。未來在委任及重新委任董事時，提名委員會將按董事會多元化政策的要求提名新董事，以達致董事會成員多元化目標。

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DIVIDEND POLICY

Under the Dividend Policy, the Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the articles of association of the Company and all applicable laws and regulations.

In deciding whether to propose a dividend and in determining the dividend amount, the Board shall consider the following factors before declaring or recommending dividends:

- operating and financial results;
- cash flow position;
- working capital requirements and expenditure plan;
- interests of shareholders;
- business conditions and strategies;
- taxation considerations;
- restriction on distribution of dividends under the relevant laws, rules and regulations; and
- any other factors that the Board may consider relevant.

In accordance with the Articles of Association, any dividend unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share in a separate account shall not constitute the Company a trustee in respect thereof.

The Company will review the Dividend Policy periodically. There can be no assurance that dividends will be paid in any particular amount for any given period or at all.

股息政策

於股息政策下，董事會有權根據本公司組織章程細則及所有適用法律法規，宣派及分發股息予本公司股東。

董事會決定是否建議宣派股息及釐定股息金額時，須於宣派或建議宣派股息前考慮以下因素：

- 營運及財務業績；
- 現金流量狀況；
- 營運資金要求及開支計劃；
- 股東權益；
- 業務狀況及策略；
- 稅務考慮；
- 相關法律、規則及法規下分發股息之限制；及
- 董事會可能認為相關之任何其他因素。

根據組織章程細則，宣派後一年無人認領之任何股息，董事會可在其被認領前將其投資或作其他用途，收益撥歸本公司所有。宣派日期後六年無人認領之任何股息或紅利，可予以沒收及復歸本公司。董事會將任何無人認領的股息或其他就股份應付的款項存入一獨立賬戶並不使本公司成為該等股息或款項的信託人。

本公司將定期檢討本股息政策。概不能保證將在任何既定期間或是否派付任何特定金額之股息。

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding directors' securities transactions. Directors are reminded of their obligations under the Model Code on a regular basis. Following specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 December 2020 and up to the date of this report.

AUDIT COMMITTEE

The Board established an audit committee on 12 June 2009 with specific written terms of reference. The audit committee consists of three independent non-executive Directors, namely Mr. LAU Sik Yuen, Prof. SHA Zhenquan and Mr. JING Dacheng. Mr. LAU Sik Yuen is the chairperson of the audit committee of the Board.

The primary duties of the audit committee are to review and approve the Group's financial reporting process and internal control system. The audit committee had reviewed the audited consolidated financial statements for the year ended 31 December 2020 and had also discussed auditing, internal control and financial reporting matters including accounting practices and principles adopted by the Group.

The audit committee has also monitored the integrity of the financial statements, annual report and accounts and interim report and reviewed significant financial reporting judgements contained therein.

董事進行證券交易之標準守則

本公司已採納標準守則作為董事買賣證券之守則。本公司亦定期提醒各董事於標準守則下須履行之責任。經向本公司作出特定查詢後，所有董事確認截至二零二零年十二月三十一日止整個年度至本報告日期已遵守標準守則所載之規定標準。

審核委員會

董事會於二零零九年六月十二日成立審核委員會，並制訂具體的書面職權範圍。審核委員會包括三名獨立非執行董事，即劉錫源先生、沙振權教授及靜大成先生。劉錫源先生為董事會審核委員會主席。

審核委員會主要職責為審閱及批准本集團之財務呈報程序及內部監控體系。審核委員會已審閱截至二零二零年十二月三十一日止年度之經審核綜合財務報表，亦已討論審核、內部監控及財務報告事宜，包括本集團所採納之會計常規及原則。

審核委員會亦監察財務報表、年度報告及賬目以及中期報告之完整性，並審閱當中所載之重大財務申報判斷。

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During the year, the audit committee held four meetings and all the members attended the meetings.

年內，審核委員會舉行了四次會議，所有成員均出席會議。

Name of Directors	董事姓名	Number of attendance/ Number of meetings entitled to attend 出席次數/ 有權出席次數
Mr. LAU Sik Yuen	劉錫源先生	4/4
Prof. SHA Zhenquan	沙振權教授	4/4
Mr. JING Dacheng	靜大成先生	4/4

During the meetings, the audit committee had reviewed and recommended the Company's results announcements and annual report for the year ended 31 December 2020 and interim report for the six months ended 30 June 2020 to the Board for approval. The audit committee also reviewed the accounting issues raised by the independent auditor of the Company in respect of the consolidated financial statements for the year ended 31 December 2020 and the relevant issues as described in the paragraphs under "Risk Management and Internal control" below.

於會議期間，審核委員會已審閱本公司截至二零二零年十二月三十一日止年度之業績公佈與年報及截至二零二零年六月三十日止六個月之中期報告並建議董事會批准。審核委員會亦已審閱本公司獨立核數師就截至二零二零年十二月三十一日止年度的綜合財務報表所提出的會計事項及下文「風險管理及內部控制」段落所述的有關事項。

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

The Group provides to all the Directors a comprehensive induction package which includes introduction on the business operations, internal procedures and general policy of the Company and a summary of statutory and regulatory obligations of directors under the Listing Rules and other relevant laws and regulations. During the year, the Directors are provided with regular updates on the Group's business, operations, risk management and corporate governance matters to enable the Board as a whole and each Director to discharge their duties. The Directors are also encouraged to attend both in-house training and training provided by independent service providers. According to the training records provided by the Directors to the Company, each Director has confirmed that he/she has obtained reading and training materials during the year under review and has attended the trainings in relation to various aspects, including but not limited to, Director's duties, update on the Listing Rules amendments and corporate governance practices.

董事就任須知及持續專業發展

本集團向所有董事提供全面的就任須知資料檔，其中包括本公司業務營運、內部程序及一般政策及的介紹，以及董事根據上市規則及其他相關法律與法規的法定與監管責任的概要。年內，董事獲定期提供本集團業務、營運、風險管理及企業管治事宜的最新資料，使董事會整體及各董事能履行其職責。本公司亦鼓勵董事出席內部培訓及由獨立服務供應商提供的培訓。根據董事提交予本公司的培訓記錄，各董事已確認，彼於回顧年度內已獲得閱讀及培訓資料，並已出席有關多個範疇之培訓，內容包括但不限於董事職責及上市規則修訂與企業管治常規的最新資料。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound systems of risk management and internal controls and reviewing their effectiveness to safeguard interests of the Group as a whole. These systems are designed to manage rather than eliminate the risk of failing to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The internal audit function monitors the adequacy and effectiveness of the risk management and internal control systems established within the Company and its subsidiaries for proper accounting records, and for ensuring the reliability of financial information. The work of the internal audit function is generally focused on identifying, monitoring and reporting on major risks faced by the Group, including those related to business operations, compliance with laws and regulations and financial reporting. The review of risk management and internal control systems is conducted on an ongoing basis by the internal audit function. The Group has also adopted internal control policies to manage and minimise financial and other risks, ensuring timely and accurate preparation and reporting of financial information, and monitoring compliance with laws by the senior management of the Group in the performance of their duties.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system and ensuring that the Group established and maintained appropriate and effective systems. Management also assists the Board in the implementation of the Group's policies, procedures and controls by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

風險管理及內部控制

董事會全面負責評估及釐定為達成本集團戰略目標所願承擔的風險性質及程度，以及維持穩健的風險管理及內部控制制度，並檢討其成效以保障本集團的整體利益。該等系統的設計旨在管理（而非消除）未能實現業務目標的風險，並僅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。

內部審核職能監控風險管理及內部監控系統是否充足及有效，該等系統乃於本公司及其附屬公司內部設立，以存置適當的會計紀錄以及確保財務資料的可靠性。內部審核職能的工作一般集中在識別、監控及匯報本集團面臨的主要風險，包括與業務營運、遵守法律及法規以及財務匯報有關的風險。內部審核職能持續檢討風險管理及內部監控系統。本集團亦已採納內部控制政策，以管理及降低財務及其他風險，確保及時準確編製及報告財務資料，及監督本集團高級管理層在履行彼等職責時遵守法律。

本集團管理層負責制訂、維持、推行及監控風險管理及內部控制制度，以及確保本集團建立及維持適當有效的制度。管理層亦透過識別及評估所面對的風險，協助董事會執行本集團的政策、程序及監控，並參與制訂、運作及監察合適的內部控制措施，以降低及控制此等風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group has established an audit committee under the Board, which has the functions of monitoring compliance with laws by the Group's senior management and in its daily operations, and of carrying out investigations for suspected breaches of law. The Company convened meetings with the audit committee periodically to discuss financial, operational and compliance controls and risk management functions. Moreover, the Audit Committee assists the Board in leading the management and overseeing their design, implementing and monitoring of the risk management and internal control systems.

The Board reviewed the effectiveness of risk management process and risk management report including key risks and mitigation measure, in which it oversaw the development and implementation of the Group's risk management system.

The Board has reviewed the effective of systems and considered that, for the year ended 31 December 2020, the risk management and internal control system and procedures of the Group were reasonably effective and adequate, and no material deficiencies has been identified.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board 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.

本集團已成立董事會審核委員會，此部門具監督本集團高級管理層及其於日常營運中守法情況之職能，及對涉嫌違法行為展開調查。本公司與審核委員會定期召開會議，以討論財務、營運及合規控制情況以及風險管理職能。此外，審核委員會協助董事會領導管理層，並監督風險管理及內部控制制度之制訂、推行及監控。

董事會檢討風險管理程序及風險管理報告之有效性，包括主要風險及緩減措施，以監督本集團風險管理制度發展及實施情況。

截至二零二零年十二月三十一日止年度，董事會已檢討制度之有效性，並認為本集團風險管理及內部控制制度及程序合理有效及充分，且並無發現任何重大缺陷。

董事及核數師對綜合財務報表之責任

董事知曉其須就根據國際會計準則委員會頒佈的國際財務報告準則及香港《公司條例》的披露規定，編製真實而公允地反映情況的綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要的有關內部監控承擔責任，以使綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估本集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事擬將本集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

The Directors have also selected suitable accounting policies and applied them consistently, adopted appropriate International Financial Reporting Standards, and made prudent and reasonable judgements and estimates, and have prepared the consolidated financial statements on a going concern basis. The Directors also warrant that the Group's consolidated financial statements will be published in a timely manner.

The Directors are assisted by the audit committee in discharging their responsibilities for overseeing the Group's financial reporting process.

The statement of the auditor of the Group about their reporting responsibilities for the consolidated financial statements of the Group is set out in the section headed "Independent Auditor's Report" on pages 84 to 88 of this report.

MULTIPLE UNCERTAINTIES RELATING TO GOING CONCERN

As set out in note 2 to the consolidated financial statements, the Group incurred net loss of approximately RMB3,436,870,000 for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively. As at 31 December 2020, the Group's borrowings and accrued interest of approximately RMB1,808,207,000 and RMB359,171,000 respectively had been due for immediate payment. In addition, as set out in note 28 to the consolidated financial statements, the Group's other borrowings with carrying amounts of RMB2,788,147,000 as at 31 December 2020, contained a default clause which requires the Group to make immediate repayment for all such outstanding balance of the original borrowings and interest payables in the event of default. Moreover, as at 31 December 2020, there were several unsettled litigations against the Group mainly requesting the Group to repay certain payables with interest immediately as set out in note 38 to the consolidated financial statement. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

董事亦已揀選合適的會計政策及貫徹地運用，採納適當的國際財務報告準則及作出審慎合理的判斷和估計，並以持續經營基礎編製綜合財務報表。董事亦保證本集團的綜合財務報表將會準時刊發。

審核委員會協助董事履行其監督本集團財務報告流程之職責。

本集團核數師有關其對本集團綜合財務報表呈報責任的聲明載於本報告第84至88頁「獨立核數師報告」一節。

有關持續經營的多項不明朗因素

誠如綜合財務報表附註2所載，本集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元。於二零二零年十二月三十一日，本集團分別有負債淨額及流動負債淨額約人民幣2,896,084,000元及人民幣4,204,749,000元。於二零二零年十二月三十一日，本集團分別約人民幣1,808,207,000元及人民幣359,171,000元的借貸及應計利息已到期須即時支付。此外，誠如綜合財務報表附註28所載，本集團於二零二零年十二月三十一日賬面值為人民幣2,788,147,000元的其他借貸包含一項違約條款，該條款規定出現違約時，本集團將須立即償還所有原借貸的未償還結餘及利息付款。此外，誠如綜合財務報表附註38所載，於二零二零年十二月三十一日，有若干宗針對本集團的未決訴訟，主要要求本集團立即償付部分計息應付款項。該等情況(連同綜合財務報表附註2所載的其他事項)表明存在或會引致對本集團持續經營能力產生重大懷疑的重大不明朗因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group's auditor stated in the independent auditor's report that the consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the measures taken by the Directors, as described in note 2 to the consolidated financial statements, which are subject to multiple uncertainties, including (i) the successful negotiations with the banks/lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests; (ii) the successful obtaining of additional new sources of financing as and when needed; (iii) the successful maintenance of relationship with the Group's existing banks/lenders such that no action will be taken by the relevant banks/lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms; (iv) the successful defense in the litigations against the Group, e.g. those relating to repayment to non-controlling shareholders as disclosed in note 38 to the consolidated financial statements and no significant repayments ordered by the court; (v) successfully accelerating the coal production of those coal mines currently under production and the successful renewal of those expired coal mining rights of coal mines not yet commenced production, together with applying cost control measures in cost of sales, administrative expenses and capital expenditures, to increase the Group's internally generated funds. The Group's auditor were provided with an analysis by the management in respect of the Group's going concern assessment. However, such analysis is not sufficiently detailed for the Group's auditor to assess the Group's plans and measures for future actions in the going concern assessment which take into account the uncertainty of outcome of these plans and measures and how variability in outcome would affect the future cash flows of the Group. The Group's auditor have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of the management's use of the going concern basis of accounting in the preparation of the consolidated financial statements. Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements. The Shareholders shall exercise caution in the trading of the Company's shares.

本集團核數師於獨立核數師報告中陳述，綜合財務報表乃按持續經營基準編製，其有效性取決於綜合財務報表附註2所述董事已採取的措施的結果，而該等措施的結果受多項不明朗因素影響，包括(i)與銀行／貸款人就重續或延長償還尚未償還借貸(包括逾期償還本金及利息的該等借貸)的成功磋商；(ii)於有需要時成功獲取新增融資來源；(iii)成功維持與本集團現有銀行／貸款人的關係，使相關銀行／貸款人不會採取行動要求立即償還違約借貸(包括有交叉違約條款的借貸)；(iv)於針對本集團的訴訟(即綜合財務報表附註38所披露有關向非控股股東還款的訴訟)中成功抗辯，且法院並無頒令重大還款；(v)成功加快目前在產煤礦的煤炭生產，以及成功續期尚未開始生產的煤礦的已到期煤炭採礦權，同時在銷售成本、行政開支及資本開支方面採取成本控制措施，以增加本集團的內部產生資金。本集團核數師已獲管理層就本集團持續經營評估提供的分析。然而，有關分析不夠詳盡，難以使本集團核數師評估本集團於持續經營評估中有關未來行動的計劃及措施，當中計及該等計劃及措施結果的不確定性及結果變化將如何影響本集團的未來現金流量。本集團核數師未獲提供充足適當的審核憑證，以就管理層用於編製綜合財務報表中的會計處理的持續經營基準得出結論。倘本集團無法繼續以持續經營的基準經營業務，則須作出調整，以將本集團資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未在該等綜合財務報表中反映。股東於買賣本公司股份時應審慎行事。

To improve the Group's liquidity and financial position, the Group has undertaken measures such as revision of repayment schedules with financial institutions. The directors consider that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any other material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern. Accordingly, the Directors consider the Group will be able to continue to operate as a going concern.

The independent auditors opinion is not modified in respect of these matters and the statement of the independent auditors of the Company, Moore Stephens CPA Limited, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 84 to 88.

AUDITOR'S REMUNERATION

For the year ended 31 December 2020, the remuneration to the Group's external auditor in respect of audit and non-audit services provided to the Group is set forth below:

		RMB'000 人民幣千元
Audit services	核數服務	2,020
Non-audit services*	非核數服務*	700
Total	合計	2,720

* Non-audit services related to agreed-upon procedures for assisting the Company review its condensed consolidated financial statements of the Group for the six months ended 30 June 2020.

本集團已採取措施(如與金融機構修訂還款計劃)以改善本集團的流動資金及財務狀況。董事認為，就彼等作出一切合理查詢後所深知、盡悉及確信，彼等並不知悉與或會引致對本集團持續經營能力產生重大懷疑的事件或情況有關的任何其他重大不確定性。因此，董事認為，本集團將有能力持續經營。

獨立核數師意見並未就該等事項作出修訂，及本公司獨立核數師大華馬施雲會計師事務所有限公司有關其對本集團財務報表的申報責任的聲明乃載於獨立核數師報告第84至88頁。

核數師酬金

截至二零二零年十二月三十一日止年度，本集團之外聘核數師向本集團提供之審核及非審核服務之酬金載列如下：

* 非核數服務為協助本公司審閱本集團截至二零二零年六月三十日止六個月的簡明綜合財務報表之商定程序。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company strictly complies with and implements the Listing Rules to disclose discloseable information on a true, accurate, complete and timely basis and all other information that might have significant impact on the decisions of shareholders and other concerned parties in an active and timely manner. Also, the Company takes effort in ensuring all shareholders have equal access to information.

與股東的溝通及投資者關係

本公司嚴格遵守及履行上市規則之規定，以真實、準確、完整及及時地披露可予披露資料，並積極、及時地披露對股東與其他相關人士可能有重大影響的一切其他資料。此外，本公司致力確保全體股東可獲提供同樣的資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

The management believes that effective communication with the investment community is essential. The executive Directors and the chief financial officer of the Company hold regular briefings and results presentation, attend investor forums and respond to investors' call-in enquiries, participate in interviews with institutional investors and financial analysts in the PRC, Hong Kong and overseas countries to keep them abreast of the Company's business and development as well as operating strategies and prospects. In delivering information to investors, the Company also listens to their advice and collects the feedback from them, in the interests of developing an interactive and mutually beneficial relationship with the Company's investors.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can make a written requisition to the Board or the Company secretary to convene an extraordinary general meeting pursuant to article 58 of the Company's articles of association. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited at the registered office of the Company, which is presently situated at Room 5706, 57th Floor, Central Plaza, No. 18 Harbour Road, Wanchai, Hong Kong. The same procedure also applies to any proposal to be tabled at shareholder meetings.

The Company welcomes enquires from shareholders. The Board will review shareholders' enquires on a regular basis. Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary. Shareholders may also make enquiries with the Board at the general meetings of the Company.

管理層相信與投資界有效溝通非常重要。本公司執行董事及財務總監舉行定期簡報會及業績公佈，出席投資者論壇及答覆投資者致電查詢，參與於中國、香港和海外國家之機構投資者和財務分析員訪問，使其瞭解本公司業務和發展之最新情況以及經營策略和前景。在向投資者發佈資訊之同時，本公司亦會聽取及收集彼等之意見及反饋，旨在與本公司的投資者發展互動及互惠關係。

股東權利

為保障股東權益及權利，包括選舉各董事在內之各項重大事宜均會於股東大會上提呈獨立決議案。

股東大會上提呈之所有決議案將根據上市規則投票表決，投票結果將於股東大會結束後於本公司及聯交所網頁公佈。

根據本公司組織章程細則第58條，持有不少於本公司已繳足股本十分之一的股東可提出書面請求予董事會或公司秘書要求召開股東特別大會。該書面請求須列明會議的目的，並由有關股東簽署及遞交至本公司註冊辦事處，現址為香港灣仔港灣道18號中環廣場57樓5706室。該程序亦適用於擬於股東大會提呈的任何議案。

本公司歡迎股東垂詢。董事會將定期審閱股東查詢。股東若有特別查詢或建議，亦可通過書面方式遞交董事會或本公司秘書。股東亦可在本公司之股東大會上向董事會作出查詢。

CORPORATE SOCIAL RESPONSIBILITY

企業社會責任

The Group is a long-time, continuous supporter of corporate social responsibility, dedicated to contributing to society through nature preservation and helping the underprivileged. To maintain its sustainable development momentum and become a leading international coal operator, the Group treats its employees, customers, the society and the natural environment ethically.

ENVIRONMENTAL PROTECTION

The Group has been working tirelessly to build green communities. Besides promoting a green lifestyle, the Group strives to minimise damage to the environment while increasing production efficiency, creating win-win outcomes for the Group and the society.

Land reclamation

Consistent with the “those who destroys shall reclaim” guidance issued by the State Council, five coal mines of the Group (namely Fengxi Coal Mine, Chongsheng Coal Mine, Xingtao Coal Mine, Xinglong Coal Mine and Hongyuan Coal Mine) carried out reclamation activities for all parcels of land compromised during the course of mine construction and production. The reclamation project focuses on agricultural production and forest restoration according to the principle of “using for agriculture, forestry or animal husbandry as appropriate”. The Group will spend approximately RMB355 million on reclamation projects for the five coal mines over periods of 22, 31, 25, 30 and 30 years respectively. Throughout the process, the Group will provide streamlined management and land protection services, thereby allowing the land to maximise its economic, social and ecological benefits.

Office 4R

The Group actively encourages its employees to apply “4R” (reduce, reuse, recycle and replace) rules in the office. Under the 4R policy, the Group’s employees replace direct paper printing with electronic scanning and use email to transmit documents in order to reduce the use of paper, and avoid the use of disposable products. From time to time, the Group reminds its employees to reuse single-side printed waste paper for printing internal documents. The Group’s office drinking fountains also use recyclable plastic bottles. In the future, the Group will continue to pursue the 4R policy and maintain a green working environment.

本集團一直致力履行企業社會責任，積極地透過推動保護環境的活動及幫助各界社群，回饋社會。在成為國際領先煤炭營運商的目標下，本集團會以合乎道德的方式對待員工、客戶、社會及自然環境，以保持持續發展的優勢。

環境保護

本集團一向在打造綠色都市方面不遺餘力，除了推廣綠色生活外，本集團更在追求生產量的同時，將對環境造成的傷害減至最低，以達至本集團和社會雙贏的局面。

土地復墾

本集團旗下的五個煤礦(分別是馮西煤礦、崇升煤礦、興陶煤礦、興隆煤礦和宏遠煤礦)亦遵從國務院「誰損毀，誰復墾」的規定，為在礦井生產建設過程中造成損毀的全部土地進行土地復墾工程。復墾工程偏重農業生產，按照「宜農則農、宜林則林、宜牧則牧」的原則將土地還原為林地。本集團對五個煤礦的復墾工程將會總共投放約人民幣355,000,000元，分別為期22、31、25、30和30年。過程中本集團亦會提供精化管理及土地的保護工作，讓土地能在最大限度發揮經濟、社會和生態三方面的效益。

辦公室4R

本集團積極鼓勵員工奉行辦公室「4R」原則，分別為減少使用(reduce)、再用(reuse)、循環再造(recycle)以及替代(replace)。本集團員工在4R原則影響下，使用掃描功能替代直接列印紙張，並轉用電郵傳遞文件，減少使用紙張，亦避免使用一次性產品。本集團更不時提醒員工將單面列印的廢紙重覆再用，用於內部文件列印。另外，本集團辦公室中的飲水機採用可回收膠樽，可被循環再造。日後，本集團將會持續遵行4R原則，保持綠化的工作環境。

CORPORATE SOCIAL RESPONSIBILITY

企業社會責任

HUMAN RESOURCES

The Group considers its employees to be essential for the business success. Therefore, the Group attaches great importance to its employees' physical and mental health and working environment, as well as their continuous skill development to enhance competitiveness. Thus, the Group has formulated occupational safety guidelines and policies for the working environment, along with related requirements for different employees, and provides regular safety training.

Communication channels

The Group believes that work performance and learning attitudes are affected by internal factors such as the working environment, attitudes of co-workers and company policies. The Group therefore adopts an open approach which encourages employees to report their opinions to the management and provide the Group with ways to improve our operations.

Employee benefits

The Group's employees are an important part of its assets. This is why employees are covered by insurance policies taken out by the Group and receive medical benefits in addition to wages and bonuses. The Group also holds an annual year-end party to express its gratitude for the efforts made by the employees throughout the year and grants outstanding performance awards to employees with especially excellent performance.

Employee training

The Group's ability to maintain continuous development amid severe competition depends on each employee performing their role well. Towards this end, the Group regularly invites professionals to organise training seminars on management, law, accounting, finance and other corporate fields for its employees, allowing employees to keep abreast of the latest information and making sure they have the knowledge and skills they need to handle the demands of their jobs.

人力資源

本集團認為員工是本集團在業務上取得成功的必要因素。因此，本集團非常重視員工的身心健康、工作環境，以至他們在競爭力上的持續發展。所以，本集團會就不同員工的工作環境以及需要去制定職業安全指引和政策，並定期為員工舉辦安全培訓。

溝通渠道

本集團相信員工的工作表現和學習態度會受工作環境、同事態度、公司政策等內部因素影響。因此，本集團採取開放式的態度，鼓勵員工向管理層反映意見，為本集團提供改善經營模式的方法。

員工福利

員工對本集團是資產中的重要部分，因此每名員工除了收到工資以及獎金外，亦會受惠於本集團為他們購買的保險及提供的醫療福利。另外，本集團每年亦會辦舉週年晚會，答謝員工在過去整年的努力，亦會向表現優秀的員工頒發傑出表現獎作嘉許。

員工培訓

本集團在激烈競爭中能夠一直持續發展，每名員工都同時擔當著重要的角色。因此，本集團會邀請相關的專業人士定期為員工舉辦有關管理、法律、會計、財務及其他公司內容等有關的培訓，為員工作出資料性的更新和補充，使員工在工作程序上更加順暢。

Housing allowance

In addition to general and basic benefits, the Group also offers housing allowances to coal miners to help limit the inconvenience they may encounter in getting to and from the workplace. This arrangement allows them to relocate to locations near the coal mine at lower cost to themselves, thereby saving commuting time and expense.

Safety code

As a coal operator, the Group attaches great importance to the safety of coal miners at work. Workers are therefore required to comply with the Group's strict safety code and wear appropriate safety equipment before entering coal mines. The Group is particularly proud that the Xingtao coal mine operated by Huameiao Energy was designated a Grade 1 Safety Demonstration Mine by the China National Coal Association.

房屋津貼

除了一般的基本福利外，本集團亦考慮到煤礦工人在上班路程上的不便，故特設房屋津貼，讓他們能在較低成本下遷往煤礦附近居住，節省交通費用和上班途中使用的時間。

安全守則

本集團作為煤炭營運商，非常著重煤礦工人在工作時的安全。因此工人需遵從本集團嚴格的安全守則，配戴適當的安全裝備進入煤礦。而本集團旗下的華美奧能源營運的興陶煤礦已被中國煤炭工業協會評為一級安全示範煤礦。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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Independent Auditor's Report to the Shareholders of China Qinfra Group Limited

(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Qinfra Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 89 to 264 which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the Group's consolidated financial statements. Because of the significance of each of the uncertainties and their possible effects, individually and cumulatively, on the consolidated financial statements described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國秦發集團有限公司 股東之獨立核數師報告

(於開曼群島註冊成立的有限公司)

不發表意見

我們獲委聘以審核載列於第89至264頁中國秦發集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等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與截至該日止年度之綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註，包括重大會計政策概要。

我們對 貴集團的綜合財務報表不發表意見。由於我們的報告不發表意見的基準一節所述各項不明朗因素對綜合財務報表的重大性及其潛在的個別及綜合影響，我們無法對該等綜合財務報表發表意見。在所有其他方面，我們認為綜合財務報表已根據香港公司條例的披露規定妥為編製。

BASIS FOR DISCLAIMER OF OPINION

Multiple uncertainties relating to going concern

As set out in note 2 to the consolidated financial statements, the Group incurred net loss of approximately RMB3,436,870,000 for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively. As at 31 December 2020, the Group's borrowings and accrued interests of approximately RMB1,808,207,000 and RMB359,171,000 respectively had been due for immediate payment. In addition, as set out in note 28 to the consolidated financial statements, the Group's other borrowings with carrying amounts of RMB2,788,147,000 as at 31 December 2020, with no event of default, contained a default clause that the Group will be required for repayment of the outstanding balance of the original borrowings and interest payables in the event of default. Moreover, as at 31 December 2020, there were several unsettled litigations against the Group mainly requesting the Group to repay certain payables with interest immediately as set out in note 38 to the consolidated financial statement. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

不發表意見的基準

有關持續經營的多項不明朗因素

誠如綜合財務報表附註2所載，貴集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元。於二零二零年十二月三十一日，貴集團分別有負債淨額及流動負債淨額約人民幣2,896,084,000元及人民幣4,204,749,000元。於二零二零年十二月三十一日，貴集團分別約人民幣1,808,207,000元及人民幣359,171,000元的借貸及應計利息已到期須即時支付。此外，誠如綜合財務報表附註28所載，貴集團於二零二零年十二月三十一日賬面值為人民幣2,788,147,000元的其他借貸(並無違約事件)包含一項違約條款，即出現違約時，貴集團將須償付原借貸的未償還結餘及利息付款。此外，誠如綜合財務報表附註38所載，於二零二零年十二月三十一日，有若干項針對貴集團的未決訴訟，主要要求貴集團立即償付部分計息應付款項。該等情況，連同綜合財務報表附註2所載的其他事項，表明存在或會引致對貴集團持續經營能力產生重大懷疑的重大不明朗因素。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

Multiple uncertainties relating to going concern (continued)

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the measures taken by the directors of the Company, as described in note 2 to the consolidated financial statements, which are subject to multiple uncertainties, including (i) the successful negotiations with the banks/lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests; (ii) the successful obtaining of additional new sources of financing as and when needed; (iii) the successful maintenance of relationship with the Group's existing banks/lenders such that no action will be taken by the relevant banks/lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms; (iv) the successful defense in the litigations against the Group, e.g. those relating to repayment to non-controlling shareholders as disclosed in note 38 to the consolidated financial statements and no significant repayments ordered by the court; (v) successfully accelerating the coal production of those coal mines currently under production and the successful renewal of those expired coal mining rights of coal mines not yet commenced production, together with applying cost control measures in cost of sales, administrative expenses and capital expenditures, to increase the Group's internally generated funds. We were provided with an analysis by the management in respect of the Group's going concern assessment. However, such analysis is not sufficiently detailed for us to assess the Group's plans and measures for future actions in the going concern assessment which take into account the uncertainty of outcome of these plans and measures and how variability in outcome would affect the future cash flows of the Group. We have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of the management's use of the going concern basis of accounting in the preparation of the consolidated financial statements. Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

不發表意見的基準(續)

有關持續經營的多項不明朗因素(續)

綜合財務報表乃按持續經營基準編製，其有效性取決於綜合財務報表附註2所述 貴公司董事已採取的該等措施的結果，而該等措施的結果受多項不明朗因素影響，包括(i)與銀行／貸款人就重續或延長償還尚未償還借貸(包括逾期償還本金及利息的該等借貸)的成功磋商；(ii)於有需要時成功獲取新增融資來源；(iii)成功維持與本集團現有銀行／貸款人的關係，使相關銀行／貸款人不會採取行動要求立即償還違約借貸(包括有交叉違約條款的借貸)；(iv)於針對 貴集團的訴訟(即綜合財務報表附註38所披露有關向非控股股東還款的訴訟)中成功抗辯，且法院並無頒令重大還款；(v)成功加快目前在產煤礦的煤炭生產，以及成功續期尚未開始生產的煤礦的已到期煤炭採礦權，同時在銷售成本、行政開支及資本開支方面採取成本控制措施，以增加本集團的內部產生資金。我們已獲管理層就 貴集團持續經營評估提供的分析。然而，有關分析不夠詳盡，以便我們評估 貴集團於持續經營評估中有關未來行動的計劃及措施，當中計及該等計劃及措施結果的不確定性及結果變化將如何影響 貴集團的未來現金流量。我們未獲提供充足適當的審核憑證，以就管理層用於編製綜合財務報表中的會計處理的持續經營基準得出結論。倘 貴集團無法繼續以持續經營的基準經營業務，則須作出調整，以將 貴集團資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未在該等綜合財務報表中反映。

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) 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.

The directors are assisted by the audit committee in discharging their responsibilities for overseeing the Group’s financial reporting process.

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事(「國際會計準則理事」)會頒佈的國際財務報告準則(「國際財務報告準則」)及香港《公司條例》的披露規定，編製真實而公允地反映情況的綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要的有關內部監控，以使綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會協助董事履行其監督 貴集團財務報告流程之職責。

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 Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants and to issue an auditor's report in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Moore Stephens CPA Limited

Certified Public Accountants

Chan King Keung

Practising Certificate Number: P06057

Hong Kong, 31 March 2021

核數師就審核綜合財務報表須承擔的責任

我們負責按照香港會計師公會頒佈之香港審計工作準則，對 貴集團的綜合財務報表進行審計，並根據我們協定的委聘條款出具核數師報告，惟不作任何其他用途。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，由於本報告不發表意見的基準一節所述的事項，我們未能獲得充分及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。

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。

大華馬施雲會計師事務所有限公司

執業會計師

陳敬強

執業證書編號：P06057

香港，二零二一年三月三十一日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the 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		
Revenue	收益	7	2,247,363	2,799,520
Cost of sales	銷售成本		(1,892,048)	(2,392,962)
Gross profit	毛利		355,315	406,558
Other income, gains and losses	其他收入、收益及虧損	8	(137,134)	27,744
Distribution expenses	分銷開支		(2,261)	(4,462)
Administrative expenses	行政開支		(208,376)	(140,758)
Impairment losses on coal mining rights	煤炭採礦權之減值虧損	15	(1,869,716)	-
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	16	(2,069,252)	-
Reversal of impairment losses on trade receivables, net	應收貿易賬款之減值虧損撥回淨額		31,736	8,001
(Impairment losses)/reversal of impairment losses on prepayments and other receivables, net	預付款項及其他應收款項之(減值虧損)/減值虧損撥回淨額		(12,987)	21,544
Other expenses	其他開支		(33,483)	(31,556)
Results from operating activities	經營業務之業績		(3,946,158)	287,071
Finance income	財務收入		2,189	1,446
Finance costs	財務成本		(369,029)	(293,023)
Net finance costs	財務成本淨額	9	(366,840)	(291,577)
Loss before taxation	除稅前虧損	10	(4,312,998)	(4,506)
Income tax credit	所得稅抵免	11	876,128	85,229
(Loss)/profit for the year	年內(虧損)/溢利		(3,436,870)	80,723
Other comprehensive (loss)/income	其他全面(虧損)/收入			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益賬的項目：			
Foreign currency translation differences for foreign operations	海外業務產生之外幣換算差額		(3,312)	1,695
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收入，除稅後		(3,312)	1,695
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額		(3,440,182)	82,418

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	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)/profit for the year attributable to:	應佔年內(虧損)/溢利:		
Equity shareholders of the Company	本公司權益持有人	(2,901,499)	81,421
Non-controlling interests	非控股權益	(535,371)	(698)
(Loss)/profit for the year	年內(虧損)/溢利	(3,436,870)	80,723
Total comprehensive (loss)/income for the year attributable to:	應佔年內全面(虧損)/收入總額:		
Equity shareholders of the Company	本公司權益持有人	(2,904,811)	83,116
Non-controlling interests	非控股權益	(535,371)	(698)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額	(3,440,182)	82,418
(Loss)/earnings per share attributable to the equity shareholders of the Company during the year	年內本公司權益持有人應佔每股(虧損)/盈利		
Basic (loss)/earnings per share	每股基本(虧損)/盈利	RMB(116.6) cents 人民幣(116.6)分	RMB3.1 cents 人民幣3.1分
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利	RMB(116.6) cents 人民幣(116.6)分	RMB3.1 cents 人民幣3.1分

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020 二零二零年十二月三十一日

			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 附註		
Non-current assets	非流動資產			
Coal mining rights	煤炭採礦權	15	1,942,800	4,017,884
Property, plant and equipment	物業、廠房及設備	16	2,371,686	4,669,115
Right-of-use assets	使用權資產	17	9,218	10,828
Other deposit	其他按金	23	34,264	-
Interest in an associate	於一間聯營公司之權益	18	-	-
			4,357,968	8,697,827
Current assets	流動資產			
Inventories	存貨	21	55,635	59,520
Trade receivables	應收貿易賬款	22	430,143	129,128
Prepayments and other receivables	預付賬款及其他應收賬款	23	298,872	293,234
Pledged and restricted deposits	已抵押及受限制存款	24	403	15,229
Cash and cash equivalents	現金及現金等價物	25	154,904	159,695
			939,957	656,806
Current liabilities	流動負債			
Trade payables	應付貿易賬款	26	(670,373)	(333,947)
Other payables and contract liabilities	其他應付賬款及合約負債	27	(2,295,605)	(2,576,696)
Lease liabilities	租賃負債	30	(2,805)	(3,819)
Borrowings	借貸	28	(1,970,990)	(2,163,276)
Tax payable	應付稅項		(204,933)	(219,054)
			(5,144,706)	(5,296,792)
Net current liabilities	流動負債淨額		(4,204,749)	(4,639,986)
Total assets less current liabilities	資產總值減流動負債		153,219	4,057,841
Non-current liabilities	非流動負債			
Other payables	其他應付賬款	27	-	(20,550)
Accrued reclamation obligations	預提復墾責任	29	(133,920)	(124,010)
Lease liabilities	租賃負債	30	(926)	(1,495)
Borrowings	借貸	28	(2,625,364)	(2,172,848)
Deferred taxation	遞延稅項	19	(289,093)	(1,173,674)
			(3,049,303)	(3,492,577)
Net (liabilities)/assets	(負債淨額)/資產淨值		(2,896,084)	565,264

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020 二零二零年十二月三十一日

		Notes 附註	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
Capital and reserves	股本及儲備			
Share capital	股本		211,224	211,224
Perpetual subordinated convertible securities	永久次級可換股證券	31	156,931	156,931
Deficit	虧絀	31	(3,636,488)	(710,511)
Total deficit attributable to equity shareholders of the Company	本公司權益持有人應佔虧絀總額		(3,268,333)	(342,356)
Non-controlling interests	非控股權益		372,249	907,620
Total (deficit)/equity	(虧絀)/權益總額		(2,896,084)	565,264

Approved and authorised for issue by the Board of directors of China Qinfra Group Limited on 31 March 2021.

於二零二一年三月三十一日獲中國秦發集團有限公司董事會批准及授權刊發。

Xu Da
徐達
Director
董事

Bai Tao
白韜
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the 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 shareholders of the Company 本公司權益持有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Perpetual subordinated convertible securities	Merger reserve	Reserves	Exchange reserve	Share-based compensation reserve	Retained earnings	Total	Total equity
		股本	股份溢價	永久次級可換股證券	合併儲備	儲備	匯兌儲備	以股份為基礎之酬金儲備	保留盈利	總計	權益總額
		RMB'000	RMB'000	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	人民幣千元	人民幣千元
Notes		Note 31(b)	Note 31(d)(i)	Note 31(c)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)	Note 31(d)(vii)	
附註		附註31(b)	附註31(d)(i)	附註31(c)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)	附註31(d)(vii)	
At 1 January 2019	於二零一九年一月一日	211,224	344,186*	156,931	127,442*	519,791*	(92,012)*	16,677*	(1,709,711)*	(425,472)	482,846
Profit for the year	年內溢利	-	-	-	-	-	-	-	81,421	81,421	80,723
<i>Other comprehensive income</i>	其他全面收入	-	-	-	-	-	-	-	-	-	-
Foreign currency translation differences for foreign operations	海外業務產生之外幣換算差額	-	-	-	-	-	1,685	-	-	1,685	1,685
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	1,685	-	81,421	83,116	82,418
Transactions with equity shareholders and non-controlling interests, recorded directly in equity	與權益持有人及非控股權益之交易，於權益直接列賬	-	-	-	-	-	-	-	(239,112)	-	-
Appropriation to maintenance and production funds	分配維護及生產資金	-	-	-	-	239,112	-	-	-	-	-
Utilisation of maintenance and production funds	動用維護及生產資金	-	-	-	-	(184,297)	-	-	184,297	-	-
Appropriation to reserves	分配至儲備	-	-	-	-	210	-	-	(210)	-	-
Utilisation of reserves	動用儲備	-	-	-	-	(45,471)	-	-	45,471	-	-
Share options lapsed	已失效之購股權	-	-	-	-	-	-	(6,600)	6,600	-	-
Total transactions with equity shareholders and non-controlling interests	與權益持有人及非控股權益之交易總額	-	-	-	-	9,554	-	(6,600)	(2,954)	-	-
At 31 December 2019	於二零一九年十二月三十一日	211,224	344,186*	156,931	127,442*	529,345*	(90,317)*	10,077*	(1,631,244)*	(342,956)	565,264

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the 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 shareholders of the Company 本公司權益持有人應佔										
	Share capital	Share premium	Perpetual subordinated securities	Merger reserve	Reserves	Exchange reserve	Share-based compensation reserve	Retained earnings	Total	Non-controlling interests	Total equity/(deficit)
	股本	股份溢價	可換股證券 永久次級	合併儲備	儲備	匯兌儲備	以股份為基礎 之酬金儲備	保留盈利	總計	非控股權益	(虧損)總額
	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
Notes	Note 31(b)	Note 31(d)(i)	Note 31(c)	Note 31(d)(ii)	Note 31(d)(iii)	Note 31(d)(iv)	Note 31(d)(v)	Note 31(d)(vi)			
附註	附註31(b)	附註31(d)(i)	附註31(c)	附註31(d)(ii)	附註31(d)(iii)	附註31(d)(iv)	附註31(d)(v)	附註31(d)(vi)			
At 1 January 2020	211,224	344,186*	156,931	127,442*	529,345*	(90,317)*	10,077*	(1,631,244)*	(342,356)	907,620	565,264
Loss for the year								(2,901,499)	(2,901,499)	(535,371)	(3,436,870)
Other comprehensive loss											
Foreign currency translation differences for foreign operations						(3,312)					(3,312)
Total comprehensive loss for the year						(3,312)		(2,904,811)	(2,904,811)	(535,371)	(3,440,182)
Transactions with equity shareholders and non-controlling interests, recorded directly in equity											
Distribution relating to perpetual subordinated convertible securities		(21,166)							(21,166)		(21,166)
Appropriation to maintenance and production funds					175,296			(175,296)			
Utilisation of maintenance and production funds					(112,817)			112,817			
Appropriation to reserves											
Utilisation of reserves											
Share options lapsed											
Total transactions with equity shareholders and non-controlling interests		(21,166)			62,479			(62,479)	(21,166)		(21,166)
At 31 December 2020	211,224	323,020*	156,931	127,442*	591,824*	(93,629)*	10,077*	(4,595,222)*	(3,268,333)	372,249	(2,896,084)

* These reserves accounts comprise the consolidated deficit of RMB3,636,488,000 (2019: RMB710,511,000) in the consolidated statement of financial position. 該等儲備包括於綜合財務狀況表內人民幣3,636,488,000元(二零一九年: 人民幣710,511,000元)之綜合虧損。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the 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			
Operating activities	經營活動			
Loss before taxation	除稅前虧損		(4,312,998)	(4,506)
Adjustments for:	就下列各項作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10	267,143	300,473
Amortisation of coal mining rights	煤炭採礦權攤銷	10	205,368	232,463
Depreciation of right-of-use asset	使用權資產折舊	10	4,362	3,451
Finance income	財務收入	9	(2,189)	(1,446)
Finance costs	財務成本	9	369,029	293,023
Net loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損/(收益)淨額	8	95	(1,800)
Property, plant and equipment written-off	物業、廠房及設備撇銷	10	1,245	2,211
Impairment losses on coal mining rights	煤炭採礦權之減值虧損	15	1,869,716	-
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	16	2,069,252	-
Reversal of impairment on trade receivables, net	應收貿易賬款之減值撥回淨額		(31,736)	(8,001)
Impairment losses/(reversal of impairment losses) on prepayments and other receivables, net	預付款項及其他應收款項之減值虧損/(減值虧損撥回)淨額		12,987	(21,544)
Recovery of trade and other receivables previously written off	收回過往撇銷之貿易及其他應收款項	8	-	(7,356)
Trade and other payables written off	貿易及其他應付款項撇銷		(8,269)	-
Loss on non-substantial modification of borrowings	借貸之非重大修改虧損	8	194,351	-
			638,356	786,968
Changes in working capital:	營運資金變動：			
Change in inventories	存貨變動		3,815	2,386
Change in trade receivables	應收貿易賬款變動		(269,310)	192,796
Change in prepayments and other receivables	預付款項及其他應收款項變動		(17,427)	63,553
Change in trade payables	應付貿易賬款變動		336,499	(223,681)
Change in other payables and contract liabilities	其他應付款項及合約負債變動		(99,877)	12,220
Cash generated from operations	經營活動所得現金		592,056	834,242

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the 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		
Interest paid	已付利息		(42,401)	(77,844)
PRC Corporate Income tax paid	已付中國企業所得稅		(22,574)	(48,530)
Net cash generated from operating activities	經營活動所得現金淨額		527,081	707,868
Investing activities	投資活動			
Interest received	已收利息		2,189	1,446
Deposit paid for proposed acquisition of SDE (as defined in note 23)	就建議收購SDE(定義見附註23)支付之按金		(34,264)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		26	27,857
Payments for property, plant and equipment	就物業、廠房及設備之付款		(68,129)	(308,533)
Payments for mineral exploration and mining rights	就煤礦勘探及採礦權之付款		(54,327)	(36,223)
Placement of pledged and restricted deposits	存放已抵押及受限制存款		(378)	(15,216)
Withdrawal of pledged and restricted deposit	提取已抵押及受限制存款		15,204	30
Net cash used in investing activities	投資活動所用現金淨額		(139,679)	(330,639)
Financing activities	融資活動			
Proceeds from borrowings	借貸所得款項	25	855,100	579,901
Repayments of borrowings	償還借貸	25	(1,244,837)	(908,261)
Repayments of lease liabilities	償還租賃負債		(4,335)	(4,172)
Net cash used in financing activities	融資活動所用現金淨額		(394,072)	(332,532)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(6,670)	44,697
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		159,695	115,680
Effect of foreign exchange rate changes	匯率變動的影響		1,879	(682)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		154,904	159,695

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1. GENERAL

China Qinfa Group Limited (the “Company”) was incorporated in the Cayman Islands on 4 March 2008 as an exempted company with limited liability under the Companies Law, Cap. 22 (2007 Revision) of the Cayman Islands. The directors of the Company consider the immediate and ultimate holding companies of the Group to be Fortune Pearl International Limited (“Fortune Pearl”), a company incorporated in the British Virgin Islands and the ultimate controlling shareholder to be Mr. Xu Jihua (“Mr. Xu”), the sole shareholder of Fortune Pearl. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 3 July 2009 (the “Listing Date”). The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business of the Company is Unit Nos. 2201 to 2208, level 22, South Tower, Poly International Plaza, No. 1 Pazhou Avenue East, Haizhu District, Guangzhou City, the People’s Republic of China (the “PRC”).

The principal activities of the Company and its subsidiaries (together, the “Group”) are coal mining, purchases and sales, filtering, storage, blending of coal in the PRC and shipping transportation.

The Company’s functional currency is the Hong Kong dollars (“HKD”). However, the presentation currency of the consolidated financial statements is Renminbi (“RMB”) in order to present the operating results and financial position of the Group based on the economic environment in which the operating subsidiaries of the Group operate.

1. 一般資料

中國秦發集團有限公司(「本公司」)於二零零八年三月四日在開曼群島根據開曼群島法例第22章公司法(二零零七年修訂本)註冊成立為一間獲豁免有限責任公司。本公司董事認為，本集團的直接及最終控股公司為珍福國際有限公司(「珍福」)(一家在英屬處女群島註冊成立的公司)及最終控股股東為珍福唯一股東徐吉華先生(「徐先生」)。本公司股份於二零零九年七月三日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板上市，其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，而本公司主要營業地點為中華人民共和國(「中國」)廣州市海珠區琶洲大道東1號保利國際廣場南塔22層2201至2208室。

本公司及其附屬公司(統稱為「本集團」)的主要業務活動為於中國從事採煤、煤炭購銷、選煤、儲煤、配煤及航運運輸。

本公司的功能貨幣為港元(「港元」)。然而，綜合財務報表的呈列貨幣為人民幣(「人民幣」)，以呈列本集團根據其經營的附屬公司經營所在經濟環境的經營業績及財務狀況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Group incurred net loss of approximately RMB3,436,870,000 (2019: profit of RMB80,723,000) for the year ended 31 December 2020. As at 31 December 2020, the Group had net liabilities and net current liabilities of approximately RMB2,896,084,000 and RMB4,204,749,000 respectively (2019: net assets and net current liabilities of approximately RMB565,264,000 and RMB4,639,986,000) respectively). As at 31 December 2020, borrowings and accrued interests (including default interest) amounting to approximately RMB1,808,207,000 and approximately RMB359,171,000 respectively that had been due for immediate payment were not renewed or rolled over upon maturity.

In addition, pursuant to the Settlement Agreement entered into during the year ended 31 December 2018 (defined and detailed in note 28 to the consolidated financial statements), there is a default clause that the asset management company can require the Group to pay the outstanding balance of the original borrowings and interest payable in the event of default. As at 31 December 2020, such other borrowings, which had no event of default occurred, with carrying amounts of only RMB2,788,147,000 were recognised in the Group's consolidated statement of financial position. Please see note 28 to the consolidated financial statements for details.

As at the date when the consolidated financial statements are authorised for issue, the Group has not obtained waivers from the relevant banks/lenders on these cross default clauses, and, as represented by the management of the Group, the banks/lenders have not demanded immediate repayment from the Group except for those as disclosed in note 28.

2. 綜合財務報表的編製基準

本集團於截至二零二零年十二月三十一日止年度產生虧損淨額約人民幣3,436,870,000元(二零一九年：溢利約人民幣80,723,000元)。於二零二零年十二月三十一日，本集團的負債淨額及流動負債淨額分別約為人民幣2,896,084,000元及人民幣4,204,749,000元(二零一九年：資產淨值及流動負債淨額分別約為人民幣565,264,000元及人民幣4,639,986,000元)。於二零二零年十二月三十一日，借貸及應計利息(包括拖欠利息)分別約人民幣1,808,207,000元及約人民幣359,171,000元已到期須即時支付，於到期時未有重續或滾存。

此外，根據截至二零一八年十二月三十一日止年度訂立的結算協議(定義及詳情分別見綜合財務報表附註28)，於出現違約情況下，則違約條款訂明資產管理公司可要求本集團支付原借貸的未償還結餘及應付利息。於二零二零年十二月三十一日，賬面值僅為人民幣2,788,147,000元的其他借貸(並無違約事件)已於本集團的綜合財務狀況表中確認。詳情請參閱綜合財務報表附註28。

於綜合財務報表獲授權刊發日期，本集團尚未就該等交叉違約條款取得相關銀行／貸款人的豁免，而誠如本集團管理層所述，除附註28所披露者外，銀行／貸款人並無要求本集團即時還款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(CONTINUED)

Moreover, there are a number of litigations against the Group of which the details are set out in note 38 to the consolidated financial statements, mainly requesting the Group to settle long outstanding payables with interest. And the Group's bank deposits of approximately RMB403,000 were restricted for use in relation to the litigation proceeding, as set out in note 24 to the consolidated financial statements.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The consolidated financial statements have been prepared on the assumptions that the Group will continue to operate as a going concern notwithstanding the conditions prevailing as at 31 December 2020 and subsequently thereto up to the date when the consolidated financial statements are authorised for issue. In order to improve the Group's financial position, immediate liquidity and cash flows, and otherwise to sustain the Group as a going concern, the directors of the Company have adopted several measures together with other measures in progress at the date when the consolidated financial statements are authorised for issue, but not limited to, the followings:

- (i) For borrowings which will be maturing before 31 December 2021, the Group is actively negotiating with banks/lenders before they fall due to secure their renewals so as to ensure that the necessary funds will be in place to meet the Group's working capital and financial requirements in the future will continue to be met;

2. 綜合財務報表的編製基準(續)

此外，尚有若干項針對本集團的訴訟，其詳情載於綜合財務報表附註38，主要要求本集團償還長期未償還應付賬款連利息。誠如綜合財務報表附註24所載，本集團銀行存款約人民幣403,000元被限制用於該等訴訟程序。

此等情況表明存在一項重大不明朗因素，令本集團繼續根據持續經營基準經營的能力存在重大疑問。

儘管於二零二零年十二月三十一日及其後截至綜合財務報表獲授權刊發日期當日出現上述情況，綜合財務報表仍假設本集團將繼續以持續經營基準營運而編製。為改善本集團之財務狀況、可即時動用之流動資金及現金流，以及讓本集團繼續以持續經營基準營運，本公司董事已採納若干措施及於綜合財務報表獲授權刊發日期當日已實行之其他措施，但不限於以下各項：

- (i) 就將於二零二一年十二月三十一日之前到期的借貸而言，本集團正於其到期前積極與銀行／貸款人磋商，以確保重續有關貸款，進而確保必要資金將到位，以滿足本集團日後的營運資金及財務需求；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(CONTINUED)

- (ii) In relation to those borrowings that have been past due or those borrowings that became immediately repayable due to cross-default clauses set out in the respective loan agreements, which are classified as current liabilities and detailed in note 28, the Group is in the process of negotiating with the relevant banks and other lenders to extend the repayment dates and to obtain waivers from banks;
- (iii) the Group will actively obtain additional new sources of financing as and when needed;
- (iv) Given the stability of coal market and uprising coal prices, the Group will accelerate the coal production of those coal mines currently under production and apply for the renewal of those expired coal mining rights of coal mines not yet commenced production, together with applying cost control measures in cost of sales, administrative expenses and capital expenditures, to increase the Group's internally generated funds and operating cash inflows in coming years continuously. The Group recorded a net operating cash inflow of RMB527,081,000 during the year; and
- (v) The Group has appointed external lawyers and/or assigned internal lawyers to handle the outstanding litigations, and to mitigate the risk exposure from any legal claims. In respect of some of the litigations, the directors of the Company are of the opinion that the Group has valid grounds to defend against the claims.

2. 綜合財務報表的編製基準(續)

- (ii) 就已逾期的該等借貸或由於相關貸款協議載列的交叉違約條款須即時償還的該等借貸(分類為流動負債，詳情載於附註28)而言，本集團正與有關銀行及其他貸款人進行磋商，以延長還款日期及向銀行尋求豁免；
- (iii) 本集團將於有需要時積極地獲取新增融資來源；
- (iv) 鑒於煤炭市場穩定及煤炭價格上行趨勢，本集團將加快目前在產煤礦的煤炭生產，以及申請續期尚未開始生產的煤礦的已到期煤炭採礦權，同時在銷售成本、行政開支及資本開支方面採取成本控制措施，以於未來數年持續增加本集團的內部產生資金及經營現金流入。本集團年內錄得經營現金淨流入人民幣527,081,000元；及
- (v) 本集團已委聘外部律師及／或委派內部律師處理未決訴訟，及降低任何法律申索帶來的風險。就部分訴訟而言，本公司董事認為本集團有合理理由就申索抗辯。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(CONTINUED)

On the basis of the successful implementation of the measures described above in the foreseeable future and after assessing the Group's current and forecasted cash positions, the directors of the Company are optimistic that the Group will be able to meet in full the Group's financial obligations as they fall due for the twelve months from 31 December 2020. Accordingly, the consolidated financial statements of the Group have been prepared on the going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

2. 綜合財務報表的編製基準(續)

假設上述措施能於可見將來成功實施，對本集團目前及預測現金狀況進行評估後，本公司董事樂觀地認為，本集團將有能力在本集團財務責任於二零二零年十二月三十一日起計十二個月內到期時全數予以償付。因此，本集團之綜合財務報表已按持續經營基準編製。

倘本集團無法繼續以持續經營的基準經營業務，則須作出調整，以將本集團資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未在該等綜合財務報表中反映。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time in the current year:

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

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on application of Amendments to IAS 1 and IAS 8 “Definition of Material”

The Group has applied the Amendments to IAS 1 and IAS 8 for the first time in the current year. The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)

於本年度強制生效的經修訂國際財務報告準則

本集團已於本年度首次採納由國際會計準則委員會(「國際會計準則委員會」)頒佈以下經修訂的國際財務報告準則：

經修訂國際會計準則第1號及國際會計準則第8號	重大性的定義
經修訂國際財務報告準則第3號	業務的定義
經修訂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	利率基準改革

除下述者外，於本年度採納經修訂國際財務報告準則對本集團於本年度及過往年度的財務狀況及表現及／或綜合財務報表所載披露沒有造成重大影響。

應用經修訂國際會計準則第1號及國際會計準則第8號「重大的定義」的影響

本集團於本年度已首次應用經修訂國際會計準則第1號及國際會計準則第8號。該等修訂為重大提供新的定義，列明「倘遺漏、錯誤陳述或隱瞞資訊可以合理預期會影響一般用途財務報表的主要用戶基於該等提供有關特定報告實體之財務資訊的財務報表作出之決策，則該資訊屬重大」。該等修訂並釐清在整體財務報表的範圍內，重要性取決於資訊的性質或幅度(單獨或與其他資訊結合使用)。

於本年度應用該等修訂對綜合財務報表並無影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

Amendments to IFRSs that are mandatorily effective for the current year (continued)

Impacts on application of Amendments to IFRS 3 “Definition of a Business”

The Group has applied the amendments for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The application of the amendments had no impact on the consolidated financial statements in the current year as similar conclusion would have been reached without applying the optional concentration test.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

於本年度強制生效的經修訂國際財務報告準則(續)

應用經修訂國際財務報告準則第3號「業務的定義」的影響

本集團於本年度已首次應用該等修訂。該等修訂澄清，儘管業務通常具有產出，但一組經整合的活動及資產毋須產出亦符合資格構成業務。所收購的一組活動及資產至少須包括一項投入及一項實質過程並共同顯著促進創造產出的能力，方會被視作業務。

該等修訂刪除市場參與者是否有能力取代任何缺失之投入或過程及持續產出之評估。該等修訂亦引入額外指引，有助釐定是否已獲得實質過程。

此外，該等修訂引入一項可選集中性測試，允許對所收購的一組活動及資產是否為一項業務進行簡化評估。根據可選集中性測試，倘所收購的總資產的絕大部分公允值均集中於單個可識別資產或一組類似資產中，則所收購的一組活動及資產並非一項業務。經評估的總資產不包括現金及現金等價物、遞延稅項資產及遞延稅項負債的影響所產生的商譽。可按個別交易基準選擇是否應用該可選集中性測試。

由於不採用選擇性集中度測試亦可達至類似結論，因此應用該等修訂對本年度綜合財務報表並無影響。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts and the related Amendments ⁴
Amendments to IFRS 3	Reference to the Conceptual Framework ³
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2 ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to IFRS 16	Covid-19-Related Rent Concessions ¹
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ⁴
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use ³
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ³
Amendments to IFRSs	Annual Improvements to IFRSs 2018–2020 ³

¹ Effective for annual periods beginning on or after 1 June 2020.

² Effective for annual periods beginning on or after 1 January 2021.

³ Effective for annual periods beginning on or after 1 January 2022.

⁴ Effective for annual periods beginning on or after 1 January 2023.

⁵ Effective for annual periods beginning on or after a date to be determined.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則

本集團尚未提早應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約及相關修訂 ⁴
經修訂國際財務報告準則第3號	提述概念框架 ³
經修訂國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號	利率基準改革 – 第二期 ²
經修訂國際財務報告準則第10號及國際會計準則第28號	投資者與其於聯營公司或合資企業之間的資產出售或注資 ⁵
經修訂國際財務報告準則第16號	Covid-19相關租金減免 ¹
經修訂國際會計準則第1號	將負債分類為流動或非流動 ⁴
經修訂國際會計準則第16號	物業、廠房及設備 – 作擬定用途前之所得款項 ³
經修訂國際會計準則第37號	虧損合約 – 履行一份合約之成本 ³
經修訂國際財務報告準則	二零一八年至二零二零年國際財務報告準則之年度改進 ³

¹ 於二零二零年六月一日或之後開始的年度期間生效。

² 於二零二一年一月一日或之後開始的年度期間生效。

³ 於二零二二年一月一日或之後開始的年度期間生效。

⁴ 於二零二三年一月一日或之後開始的年度期間生效。

⁵ 於待釐定日期或之後開始之年度期間生效。

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3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (continued)

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendment to IFRS 16 “Covid-19-Related Rent Concessions”

The amendment is effective for annual reporting periods beginning on or after 1 June 2020.

The amendment introduces a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the Covid-19 that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則(續)

除下文所述之新訂及經修訂國際財務報告準則外，本公司董事預期應用所有其他新訂及經修訂國際財務報告準則於可見將來將不會對綜合財務報表造成重大影響。

經修訂國際財務報告準則第16號「Covid-19相關租金減免」

該修訂於二零二零年六月一日或之後開始的年度期間生效。

該修訂為承租人引進了新的可行權宜之計使其可選擇不評估與Covid-19相關的租金寬減是否為一項租賃修訂。該可行權宜之計僅適用於滿足以下所有條件的Covid-19直接產生的租金寬減：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動前的租賃代價大致相同或低於該代價；
- 租賃付款的任何減少僅影響原定於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (continued)

Amendment to IFRS 16 “Covid-19-Related Rent Concessions” (continued)

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 “Leases” if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則 (續)

經修訂國際財務報告準則第16號 [Covid-19相關租金減免] (續)

承租人應用可行權宜之計，將租金寬減導致的租賃付款變動列賬的租賃，以同一方式應用國際財務報告準則第16號「租賃」的變動入賬(倘變動並非租賃修訂)。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬減或豁免的金額，並於該事件發生的期間內在損益中確認相應調整。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 1 “Classification of Liabilities as Current or Non-current”

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 “Financial Instruments: Presentation”.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則(續)

經修訂國際會計準則第1號「將負債分類為流動或非流動」

該等修訂本為報告日期後最少12個月的遞延結算權利的評估提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 規定負債的流動或非流動分類應以報告期末存在的權利為基礎。具體而言，該等修訂本澄清：
 - (i) 該分類不應受管理層在12個月內結算負債的意圖或預期所影響；及
 - (ii) 倘若權利以遵守契約為條件，則如在報告期末符合有關條件，則存在有關權利，即使貸款人在稍後日期才測試其合規性；及
- 澄清倘若負債附有條款，可由對手方選擇透過轉讓實體本身的股本工具進行結算，則僅在實體應用國際會計準則第32號「金融工具：呈列」將選擇權單獨確認為股本工具時，該等條款方不會對其分類為流動或非流動造成影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 16 “Property, Plant and Equipment – Proceeds before Intended Use”

The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items is measured in accordance with IAS 2 “Inventories”.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to IAS 37 “Onerous Contracts – Cost of Fulfilling a Contract”

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則 (續)

經修訂國際會計準則第16號「物業、廠房及設備 – 作擬定用途前之所得款項」

該等修訂訂明，為使物業、廠房及設備項目達致其能以管理層擬定的方式運作所需的位置及狀況，其時所產生任何項目(例如在測試相關物業、廠房及設備是否正常運作時產生的樣本)的成本及出售該等項目的所得款項，應根據適用的準則於損益確認及計量。該等項目的成本根據國際會計準則第2號「存貨」計量。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

經修訂國際會計準則第37號「虧損合約 – 履行一份合約之成本」

該等修訂訂明，當一家實體根據國際會計準則第37號「撥備、或然負債及或然資產」，評估合約是否虧損性時，合約規定的不可避免的成本反映了退出合約的最低淨成本，即履行合約的成本以及因未履行合約而產生的任何補償或處罰中的較低者。履行合約的成本包括增量成本及與履行合約直接相關的其他成本分配(如用於履行合約的物業、廠房及設備的折舊支出分配)。

有關修訂適用於本集團於首次應用日期尚未履行其全部責任的合約。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 37 “Onerous Contracts – Cost of Fulfilling a Contract” (continued)

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to IFRSs Annual Improvements to IFRSs 2018–2020

The annual improvements make amendments to the following standards:

IFRS 9 “Financial Instruments”

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

IFRS 16 “Leases”

The amendment to Illustrative Example 13 accompanying IFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3. 採納新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則(續)

經修訂國際會計準則第37號「虧損合約－履行一份合約之成本」(續)

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

二零一八年至二零二零年國際財務報告準則之年度改進

年度改進對以下準則進行修訂：

國際財務報告準則第9號「財務工具」

該修訂澄清，為評估在「10%」標準下對原始金融負債條款的修改是否構成實質性修改，借款人僅包括在借款人与贷款人之间已支付或收取的费用，包括由借款人或贷款人代表对方支付或接收的费用。

國際財務報告準則第16號「租賃」

附隨國際財務報告準則第16號對示例第13號之修訂從示例中刪除了出租人為租賃物業裝修而作出補償說明，以消除任何潛在之混淆。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable IFRSs, which collective term includes all applicable individual IFRS, IAS and related Interpretations, promulgated by the IASB and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36 “Impairment of Assets”.

4. 重大會計政策

此等綜合財務報表的編製乃根據由國際會計準則理事會所頒佈的所有適用國際財務報告準則，包括所有適用的個別國際財務報告準則、國際會計準則及相關詮釋，以及聯交所證券上市規則（「上市規則」）及香港公司條例的適用披露規定。

此等綜合財務報表乃於各報告期末根據歷史成本法編製，如下文所載會計政策所闡釋。

歷史成本通常根據於貨品及服務交換中所獲代價的公允值釐定。

公允值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是否為直接觀察到的結果，或是採用其他估值技術作出的估計。在對資產或負債的公允值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。於此等綜合財務報表中計量及／或披露的公允值均按此基準予以釐定，惟國際財務報告準則第2號「以股份為基礎的付款」範圍內的以股份為基礎的支付交易、根據國際財務報告準則第16號列賬的租賃交易及與公允值類似但並非公允值的計量（例如國際會計準則第2號中的可變現淨值或國際會計準則第36號「資產減值」中的使用價值）除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

4. 重大會計政策(續)

此外，就財務報告而言，公允值計量根據公允值計量的輸入數據可觀察程度及公允值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日可取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據乃就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

以下載列主要會計政策。

綜合基準

綜合財務報表載有本公司以及受其控制實體及其附屬公司的財務報表。倘本公司符合以下條件，則視為擁有控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔可變回報的風險或享有權利；及
- 有能力使用其權利影響其回報。

倘事實及情況顯示上文所述控制權三項元素中的一項或以上元素出現變動，則本集團會重新評估其對投資對象是否仍擁有控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

4. 重大會計政策(續)

綜合基準(續)

附屬公司於本集團取得有關附屬公司的控制權時開始綜合入賬，並於本集團失去有關附屬公司的控制權時終止綜合記賬。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權當日起計入綜合全面收入表，直至本集團不再控制有關附屬公司之日為止。

損益及其他全面收入各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收入總額歸於本公司擁有人及非控股權益內，即使此舉會導致非控股權益產生虧絀結餘。

倘有需要，附屬公司的財務報表將作出調整，以使其會計政策與本集團的會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間資產及負債、權益、收入、開支以及現金流量於綜合賬目時全數對銷。

附屬公司的非控股權益與本集團的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

4. 重大會計政策(續)

本集團於現有附屬公司權益的變動

本集團於現有附屬公司權益的變動並無導致本集團對附屬公司失去控制權，會作為權益交易入賬。本集團相關權益部分及非控股權益之賬面值經調整以反映彼等於附屬公司之相對權益變動，包括相關儲備根據本集團與非控股權益的權益比例在兩者間的重新分配。

經調整的非控股權益的金額與已付或已收代價的公允值間任何差額直接於權益中確認，並歸屬於本公司之擁有人。

業務合併或資產收購

選擇性集中度測試

本集團可選擇按逐項交易基準應用選擇性集中度測試，可以簡化對所購置的一組活動及資產是否不是業務之評估，自二零二零年一月一日起生效。倘若所收購的總資產之實質上所有公允值都集中在單個可識別資產或一組類似可識別資產中，則滿足集中度測試。評估中之總資產不包括現金及現金等價物、遞延稅項資產及因遞延稅項負債的影響而產生之商譽。倘若滿足集中度測試，則一組活動及資產被釐定為並非業務，不需進一步評估。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Business combinations or asset acquisitions

(continued)

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Business combinations

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's "Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting" issued in September 2010).

4. 重大會計政策(續)

業務合併或資產收購(續)

資產收購

本集團收購一組不構成業務的資產及負債時，本集團透過首先將購買價按照各自的公允值分配至金融資產／金融負債，以識別及確認所收購的個別可識別資產及所承擔的負債，其後將購買價的餘下結餘按其於購買日期的相對公允值分配至其他可識別資產及負債。有關交易並不會產生商譽或議價購買收益。

業務合併

除受共同控制的業務合併外，收購業務乃以收購法入賬。業務合併所轉讓代價按公允值計量，乃按本集團所轉讓資產、本集團所產生對被收購人之前擁有人之負債及本集團為交換被收購人之控制權而發行之股權於收購日期之公允值之總和計算。收購相關成本一般於產生時於損益確認。

除若干確認豁免外，收購的可識別資產及承擔的負債必須符合國際會計準則委員會的「財務報表編製及呈報框架」(被二零一零年九月頒佈的「財務報告概念框架」取代)內資產及負債的定義。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Business combinations or asset acquisitions

(continued)

Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

4. 重大會計政策(續)

業務合併或資產收購(續)

業務合併(續)

於收購日期，所收購可識別資產及所承擔負債按其公允值予以確認，惟：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債已分別根據國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 涉及被收購人以股份為基礎的付款安排或為取代被收購人以股份為基礎的付款安排而訂立之本集團以股份為基礎的付款安排之負債或股本工具按國際財務報告準則第2號於收購日期予以計量(見下文會計政策)；
- 按國際財務報告準則第5號「持作銷售之非流動資產及已終止經營業務」分類為持作銷售之資產(或出售類別)按該準則予以計量；及
- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日為新租賃，惟(a)租賃期限於收購日期12個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Business combinations or asset acquisitions

(continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirers previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirers previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

4. 重大會計政策(續)

業務合併或資產收購(續)

業務合併(續)

商譽乃按已轉讓代價、於被收購人之任何非控股權益金額及收購公司先前於被收購人持有之股權公允值(如有)之總額超逾於收購日期所收購可識別資產與所承擔負債之淨額之差額計量。倘經重新評估後，所收購可識別資產與所承擔負債之淨額超逾已轉讓代價、於被收購人之任何非控股權益金額及收購公司先前於被收購人持有之股權公允值(如有)之總和，超出部分即時於損益中確認為議價購買收益。

商譽

因收購一項業務產生之商譽乃按收購業務當日設立之成本值(見上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配至預期受益於合併協同效應之本集團各現金產生單位，其為就內部管理目的而言監察商譽的最低層次及不大於一個經營分部。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Goodwill (continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit.

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit, the amount of goodwill disposed of is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

4. 重大會計政策(續)

商譽(續)

已獲分配商譽的現金產生單位每年進行減值測試，倘有跡象顯示單位已減值，則更頻密地測試。倘於報告期內的收購產生商譽，已獲分配商譽的現金產生單位於該報告期末前進行減值測試。倘可收回金額少於其賬面值，減值虧損首先分配，以削減任何商譽之賬面值，然後再分配至其他資產，分配按比例根據單位內各項資產的賬面值作出。

於出售有關現金產生單位或現金產生單位類別內的任何現金產生單位時，商譽應佔金額乃於釐定出售損益金額時計入。當本集團出售現金產生單位內的營運，出售的商譽金額按所出售經營的相對價值及保留現金產生單位部分的基準計量。

本集團就收購聯營公司產生的商譽的政策如下所述。

於聯營公司之投資

聯營公司為本集團擁有重大影響力的實體。重大影響力乃參與投資對象財務及經營政策決定的權力，但對該等政策並無控制權或共同控制權。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Investment in an associate (continued)

The results and assets and liabilities of an associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

4. 重大會計政策(續)

於聯營公司之投資(續)

聯營公司之業績及資產與負債以權益會計法計入綜合財務報表內。就權益會計法目的使用的聯營公司財務報表乃採用與本集團在類似情況下就相似交易及事件所採用者相一致的會計政策編製。根據權益法，於聯營公司之投資乃按成本及隨後調整於綜合財務狀況表初步確認，以確認本集團應佔聯營公司溢利或虧損及其他全面收入。損益及其他全面收入以外的聯營公司資產淨值變動不會入賬，除非該等變動導致本集團持有的所有權益有所變動。當本集團分佔聯營公司虧損超過本集團在該聯營公司的權益(包括實際上構成本集團對聯營公司投資淨額部分之任何長期權益)時，本集團不再確認其分佔的進一步虧損。本集團僅會在其須向該聯營公司承擔法律或推定義務，或代其支付款項之情況下，確認額外虧損。

於聯營公司之投資由投資對象成為聯營公司當日起採用權益法入賬。收購於聯營公司之投資時，投資成本超出本集團分佔該投資對象的可識別資產及負債公允值淨額的任何部分乃確認為商譽，並計入投資的賬面值。超出本集團分佔可識別資產及負債公允值淨額的任何投資成本，於重新評估後即時於收購投資期內於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Investment in an associate (continued)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of IFRS 9/IAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

4. 重大會計政策(續)

於聯營公司之投資(續)

本集團評估是否有客觀證據顯示於聯營公司之權益可能已減值。倘存在任何客觀證據，投資的全部賬面值(包括商譽)將會根據國際會計準則第36號作為單一資產進行減值測試，方式為比較其可收回金額(使用價值及公允值減出售成本的較高者)與其賬面值。被確認的任何減值虧損均構成投資賬面值的一部分。該減值虧損的任何撥回根據國際會計準則第36號確認，惟以隨後增加的可收回投資金額為限。

當本集團不再對聯營公司擁有重大影響力時，則按出售於該投資對象的全部權益入賬，所產生的收益或虧損於損益中確認。倘本集團保留於前聯營公司的權益且該保留權益為國際財務報告準則第9號／國際會計準則第39號範圍內的金融資產，則本集團會按於該日的公允值計量保留權益，而該公允值被視為其於初步確認時的公允值。聯營公司的賬面值與任何保留權益及出售聯營公司相關權益的任何所得款項公允值之間的差額，會於釐定出售該聯營公司的收益或虧損時入賬。此外，本集團會將先前在其他全面收入就該聯營公司確認的所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收入確認的收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關聯營公司時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Investment in an associate (continued)

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and subsequent accumulated impairment losses, if any.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs and changes in the measurement of existing liabilities recognised for these costs resulting from changes in the timing or outflow of resources required to settle the obligation or from changes in the discount rate. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

4. 重大會計政策(續)

於聯營公司之投資(續)

當本集團減少其於聯營公司之所有權權益，惟本集團繼續使用權益法時，而倘該收益或虧損將於出售相關資產或負債時重新分類至損益之情況下，本集團會將先前就減少所有權權益於其他全面收入中確認的收益或虧損之部分重新分類至損益。

當集團實體與本集團的聯營公司進行交易，與該聯營公司進行交易產生的損益於本集團的綜合財務報表內確認，惟僅以與本集團無關的聯營公司權益為限。

物業、廠房及設備

確認及計量

物業、廠房及設備的項目於綜合財務狀況表按成本減累計折舊及其後累計減值虧損(如有)列賬。

成本包括收購資產直接應佔的支出。自建資產的成本包括物料成本和直接勞工成本、令資產符合工作條件作其擬定用途的應佔任何其他直接成本，以及拆卸和搬遷項目及恢復項目所在地地貌的成本及資本化借貸成本，以及就清償債務所需的時間或資源流出的變化或折現率的變化所引致之該等成本而確認的現有負債的計量變動。購買對相關設備的功能所必需的軟件，會作為該設備的一部分予以資本化。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Property, plant and equipment (continued)

Recognition and measurement (continued)

When proved and probable coal reserves have been determined, costs incurred to develop coal mines are capitalised as part of the cost of the mining structures. All other expenditures, including the costs of removing waste materials, the cost of repairs and maintenance and major overhaul, are expensed as they are incurred.

If significant parts of an item of property, plant and equipment have different estimated useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the consolidated statement of comprehensive income.

Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the consolidated statement of comprehensive income as incurred.

4. 重大會計政策(續)

物業、廠房及設備(續)

確認及計量(續)

倘已確定已探明及估計煤炭儲量，用於開發煤礦的費用資本化為採礦建築物成本之一部分。所有其他支出(包括清理廢料的費用、修理及維護以及大修成本)於產生時支銷。

倘物業、廠房及設備項目主要部分的估計可使用年期不同，則會以物業、廠房及設備的獨立項目(主要部分)列賬。

物業、廠房及設備項目於出售時或當持續使用該資產已無預期於日後產生的經濟利益時取消確認。出售物業、廠房及設備項目的任何收益或虧損(按出售所得款項淨額與項目的賬面值之差額計算)於綜合全面收入表中確認。

後續成本

倘更換物業、廠房及設備項目部分會於日後為本集團帶來經濟利益，而其成本亦可以可靠地計量，則其成本會按該項目的賬面值確認。替代部分的賬面值將取消確認。物業、廠房及設備的日常服務成本會於其產生時在綜合全面收入表確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Property, plant and equipment (continued)

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has an estimated useful life that is different from the remainder of the asset, that component is depreciated separately.

Depreciation is recognised in the consolidated statement of comprehensive income on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, other than mining structures.

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

Plant and buildings	10–30 years
Machinery	3–30 years
Electronic and other equipment	3–10 years
Motor vehicles	5–15 years
Vessels	10–30 years

Mining structures are depreciated using the units-of-production method, utilising proved and probable coal reserves in the depletion base.

No depreciation is provided for assets under construction until such time as the relevant assets are completed and available for intended use. Assets under construction are transferred to the relevant categories of property, plant and equipment upon the completion of their respective construction.

Depreciation methods, estimated useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate, with the effect of any changes in estimate accounted for on a prospective basis.

4. 重大會計政策(續)

物業、廠房及設備(續)

折舊

折舊乃按資產成本減其剩餘價值計算。個別資產的重要部分會予以評估，倘任何部分的估計可使用年期與資產的其他部分不同，則該部分會單獨予以折舊。

折舊乃按物業、廠房及設備項目(採礦建築物除外)各部分的估計可使用年期以直線法為基準於綜合全面收入表中確認。

物業、廠房及設備重大項目於目前及比較年度的估計可使用年期如下：

廠房及樓宇	10至30年
機器	3至30年
電子及其他設備	3至10年
汽車	5至15年
貨船	10至30年

採礦建築物根據已探明及估計煤炭儲量，以耗蝕基準利用單位生產法予以折舊。

在建資產在完成並可作擬定用途前不計提折舊。各在建資產於建造完成後，會撥入物業、廠房及設備的有關類別。

折舊方法、估計可使用年期及剩餘價值會於各報告期末檢討及調整(如適用)，估計的任何變動的影響按預期基準入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Coal mining rights

Coal mining rights represent coal mining rights acquired from the government or through a business combination. Coal mining rights are stated in the consolidated statement of financial position at cost less accumulated amortisation and subsequent accumulated impairment losses, if any.

Coal mining rights are amortised using the units-of-production method, utilising proved and probable coal reserves in the depletion base.

Impairment on tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets (including right-of-use assets) with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

4. 重大會計政策(續)

煤炭採礦權

煤炭採礦權指從政府或透過業務合併收購的煤礦開採權。煤炭採礦權於綜合財務狀況表中按成本減累計攤銷及其後累計減值虧損(如有)列賬。

煤炭採礦權使用探明及估計煤炭儲量，以耗蝕基準利用單位生產法予以攤銷。

商譽以外的有形及無形資產減值

於報告期末，本集團審閱可使用年期有限的有形資產(包括使用權資產)之賬面值，以釐定是否出現任何跡象顯示該等資產正面臨減值虧損。倘若存在任何該等跡象，則會估計相關資產的可收回金額，以釐定減值虧損(如有)程度。

有形資產的可收回金額個別地作出估計，當無法個別地估計可收回金額，本集團會估計該資產所屬現金產生單位的可收回金額。當可以識別合理及一貫的分配基準，公司資產亦分配至個別現金產生單位，或在可識別的合理及一貫分配基準上分配至最小現金產生單位類別。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Impairment on tangible and intangible assets other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 重大會計政策(續)

商譽以外的有形及無形資產減值(續)

可收回金額為以下兩項較高者：公允值減出售成本及使用價值。評估使用價值時，估計未來現金流量按稅前折現率折現至其現值，該折現率反映當前市場對資金時間值的評估及該資產(或現金產生單位，有關未來現金流量估計未經調整)的特定風險。

倘一項資產(或現金產生單位)的可收回金額估計低於其賬面值，則該資產(或現金產生單位)賬面值須減至其可收回金額。於分配減值虧損時，減值虧損將首先分配以減低任何商譽的賬面值(如適用)，其後則根據該單位內各項資產的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公允值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位的其他資產。減值虧損即時於損益中確認。

倘減值虧損其後撥回，則資產(或現金產生單位)賬面值將增至其經修訂估計可收回金額，惟所增加的賬面值不得超過該資產(或現金產生單位)於過往年度並無確認減值虧損而釐定的賬面值。減值虧損撥回即時於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Inventories

Inventories are carried at the lower of cost and net realisable value.

The cost of inventories is calculated using the weighted average cost formula and comprises expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

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.

When inventories are sold, the carrying amount of those inventories is recognised as cost of sales in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as cost of sales in the consolidated statement of comprehensive income in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as cost of sales in the consolidated statement of comprehensive income in the period in which the reversal occurs.

4. 重大會計政策(續)

存貨

存貨乃按成本及可變現淨值兩者中的較低者列賬。

存貨成本按加權平均成本法計算，包括採購存貨的成本、生產成本或改裝成本及使存貨達到目前地點及現狀而產生的其他成本。

可變現淨值乃日常業務過程中的估計售價減去估計完成成本及進行銷售的估計必要費用後所得的數額。

出售存貨時，該等存貨的賬面值於相關收益確認期間確認為銷售成本。存貨撇減至可變現淨值及存貨的所有虧損，均在出現撇減或虧損的期間內於綜合全面收入表內確認為銷售成本。存貨的任何撇減撥回的數額，均在出現撥回的期間內於綜合全面收入表內確認為銷售成本的存貨數額之扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Obligations for reclamation

The Group's obligations for reclamation consist of spending estimates at both surface and underground mines in accordance with the PRC rules and regulations. The Group estimates its liabilities for final reclamation and mine closure based upon detailed calculations of the amount and timing of the future cash spending to perform the required work. Spending estimates are escalated for inflation, then discounted at a discount rate that reflects current market assessments of the time value of money and the risks specific to the liability such that the amount of provision reflects the present value of the expenditures expected to be required to settle the obligation. The Group records as additional costs of the mining structures in property, plant and equipment associated with the liability for final reclamation and mine closure. The obligation and corresponding asset are recognised in the period in which the liability is incurred. The asset is depreciated on the units-of-production method over its expected life and the liability is accreted to the projected spending date. As changes in estimates occur (such as mine plan revisions, changes in estimated costs, or changes in timing of the performance of reclamation activities), the revisions to the obligation and the corresponding asset are recognised at the appropriate discount rate.

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

4. 重大會計政策(續)

復墾承擔

本集團的復墾承擔包括根據中國法規及法例規定對露天礦及地下礦的估計開支。本集團根據為從事必要工程投放未來現金而詳細計算的金額及時間估計其就最後復墾及礦井關閉作出的承擔。估計開支因應通脹而調高，其後按反映現時市場對貨幣時間價值的評估以及負債特定風險的折現率折現，致使撥備金額反映為償付承擔預期所須開支的現值。本集團錄得與最後復墾及礦井關閉的負債有關聯的物業、廠房及設備中採礦建築物的額外成本。該承擔及相應資產於負債產生期間確認。資產於其預計年內按單位生產法予以折舊，負債則累計至預定開支日期。由於出現估計變動(如礦場計劃修訂、估計成本變動或進行復墾活動的時間變動)，該承擔及相應資產的修訂按適當折現率予以確認。

股本

普通股

普通股分類為權益。發行普通股之直接應佔遞增成本確認為權益削減，扣除任何稅務影響。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Share capital (continued)

Perpetual subordinated convertible securities

Perpetual subordinated convertible securities issued by the Group gives the right to the holder to convert these securities into a fixed number of the Company's shares at any time at a fixed exercise price per share. Perpetual subordinated convertible securities with no contractual obligation to repay its principal and no contractual obligation to pay any distribution are classified as equity. Respective distributions if and when declared are treated as equity dividends.

Dividends

Dividends are recognised as a liability in the period in which they are declared.

Revenue from contracts with customers

Under IFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

4. 重大會計政策(續)

股本(續)

永久次級可換股證券

本集團發行的永久次級可換股證券給予持有人權利，可隨時按指定的每股行使價將該等證券兌換為本公司固定數目的股份。不附帶任何償還本金或支付分派之合約責任的永久次級可換股證券乃分類為權益。相關分派於宣佈時被視作權益股息。

股息

股息於宣派期間確認為負債。

來自客戶合約的收益

根據國際財務報告準則第15號，本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。

履約責任指明確的一個貨品及一項服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Revenue from contracts with customers (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

4. 重大會計政策(續)

來自客戶合約的收益(續)

控制權隨時間轉移，倘符合以下其中一項標準，則收益隨時間參考相關履約責任的完成進度予以確認：

- 隨本集團履約，客戶同時取得或耗用本集團履約所提供的利益；
- 隨本集團履約而創建及改良了客戶於本集團履約時控制的資產；或
- 本集團的履約並無創建對本集團有替代用途的資產，且本集團對迄今已完成的履約付款具有可強制執行的權利。

否則，收益於客戶獲得明確貨品或服務控制權的時點確認。

合約資產指本集團就與客戶交換本集團已轉讓的貨品或服務收取代價的權利(尚未成為無條件)。其根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團就已向客戶收取代價(或代價金額已到期)而承擔向該客戶轉移貨品或服務的責任。

有關一份合約的合約資產及合約負債以淨額基準入賬及呈列。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Revenue from contracts with customers (continued)

Sales of goods

Revenue is recognised when goods are transferred to customers which are taken to be the point in time when the customer has control on the goods and thus, the performance obligation was satisfied. Revenue from the sales of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and value added tax.

Charter hire income

Income from time charter, which is of operating lease in nature, is recognised in accordance with IFRS 16 on a straight-line basis over the period of each charter.

Income from voyage charter is recognised over time by reference to the progress of which the customer simultaneously receives and consumes the benefits when the voyage charter service is provided by the Group.

Government subsidies

Government subsidies are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Subsidies that compensate the Group for expenses incurred are recognised as other income in the consolidated statement of comprehensive income on a systematic basis in the same periods in which the expenses are incurred. Subsidies that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in the consolidated statement of comprehensive income over the estimated useful life of the asset by way of reduced depreciation expense.

4. 重大會計政策(續)

來自客戶合約的收益(續)

商品銷售

當商品轉移至客戶(即客戶獲得商品控制權的時點)及履約責任完成時，則確認收益。商品銷售收益於一般活動過程中按已收或應收代價扣除退款、貿易折扣及增值稅後的公允值列賬。

租金收入

期租合約收入(性質為經營租約)於各租期根據國際財務報告準則第16號以直線法確認。

程租合約收入參考本集團提供程租服務時客戶同時取得並耗用利益的進展隨時間確認。

政府補助金

倘合理保證將收取政府補助金，而本集團將遵守其附帶條件，則政府補助金將予以確認。補償本集團所產生的開支的補助金，會於產生開支的同一期間內作為其他收入有系統地於綜合全面收入表確認。補償本集團資產成本的補助金從資產賬面值中扣除，其後經由已扣除的折舊開支於資產估計可使用年期內在綜合全面收入表中實際確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i. e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

4. 重大會計政策(續)

外幣

於編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)計值的交易，按交易日期的現行匯率確認。於報告期末，以外幣計值的貨幣性項目按該日的現行匯率重新折算。以外幣計值按公允值列賬的非貨幣性項目按釐定公允值當日的現行匯率重新折算。以外幣計值按歷史成本計量的非貨幣性項目不會重新折算。

因結算貨幣性項目及重新折算貨幣性項目而產生的匯兌差額，於其產生期間於損益確認。

就呈列綜合財務報表而言，本集團營運的資產及負債按各報告期末的現行匯率折算為本集團的呈列貨幣(即人民幣)。收入及開支項目按該期間的平均匯率折算。由此產生的匯兌差額(如有)於其他全面收入內確認並累計至權益中的匯兌儲備(如適合則歸入非控股權益)。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

4. 重大會計政策(續)

稅項

所得稅開支指即期應繳稅項及遞延稅項的總和。

即期應繳稅項乃按該年度的應課稅溢利計算。應課稅溢利與除稅前溢利不同，原因是其不包括於其他年度應課稅或可扣稅的收入或開支，亦不包括永不課稅或永不扣稅的項目。本集團即期稅項負債乃採用報告期末已制定或實際制定的稅率計算。

遞延稅項乃就綜合財務報表內資產及負債的賬面值與計算應課稅溢利採用的相應稅基之間的暫時差額確認。遞延稅項負債通常就所有應課稅暫時差額確認。遞延稅項資產通常就所有可扣稅暫時差額確認，惟限於很可能將有可用應課稅溢利對銷該等可扣稅暫時差額。倘暫時差額乃自並不影響應課稅溢利或會計溢利的交易中的資產及負債初步確認(業務合併除外)產生，則該等遞延稅項資產及負債不予確認。此外，倘暫時差額產生自商譽的初步確認，遞延稅項負債將不予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

4. 重大會計政策(續)

稅項(續)

遞延稅項負債乃就與附屬公司及聯營公司投資相關的應課稅暫時差額而確認，惟若本集團可以控制暫時差額撥回及暫時差額很可能未必於可見未來撥回之情況除外。僅當很可能取得足夠的應課稅溢利以動用暫時差額的利益對銷，並且暫時差額預期於可見未來撥回時，方才確認有關投資及權益相關可扣稅暫時差額所產生的遞延稅項資產。

遞延稅項資產的賬面值會於各報告期末進行審核，並削減至不再可能取得足夠應課稅溢利以收回全部或部分資產。

遞延稅項資產及負債乃根據於報告期末時已頒佈或實際頒佈的稅率(及稅法)，按償付負債或變現資產期間的預期適用稅率計量。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或結清其資產及負債賬面值之方式所引致的稅務影響。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Borrowing costs

Borrowing costs comprise borrowing costs, which are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

4. 重大會計政策(續)

稅項(續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將國際會計準則第12號規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

當有合法執行權利將即期稅項資產抵銷即期稅項負債，且彼等與同一稅務機關向同一納稅實體徵收的所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益確認，惟當彼等涉及於其他全面收入中或直接於權益中確認的項目除外，在此情況下，即期及遞延稅項亦分別於其他全面收入中或直接於權益中確認。

借貸成本

借貸成本包括借貸成本，乃與需長時間收購、建造或生產才可以投入擬定用途或出售的資產直接相關，其予以資本化並構成該資產的一部分成本。其他借貸成本於產生期間支銷。

屬於合資格資產成本一部分的借貸成本在資產產生開支、借貸成本產生及使資產投入擬定用途或出售所必須的準備工作進行期間開始資本化。在使合資格資產投入擬定用途或出售所必須的絕大部分準備工作中斷或完成時，借貸成本便會暫停或停止資本化。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Employee benefits

Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Retirement plan obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the MPF Scheme) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees of the subsidiaries within the Group which operate in the PRC are required to participate in the central pension scheme operated by the local municipal government. These PRC subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme as specified by the local municipal government. The contributions are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the central pension scheme.

There were no forfeited contributions utilised by the Group to reduce existing level of contributions for each of the years.

4. 重大會計政策(續)

僱員福利

短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本，於僱員使用有關服務之年度內累計。倘延遲付款或結算會帶來重大影響，該等數額須按現值列賬。

退休計劃責任

本集團根據強制性公積金計劃條例，為其所有香港僱員提供定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員基本薪金之百分比計算，並於有關款項根據強積金計劃之規則須予支付時計入綜合全面收入表。強積金計劃之資產乃獨立於本集團之資產，並由獨立管理之基金持有。

本集團於中國經營之附屬公司之僱員須參加由當地市政府所運作的中央退休金計劃。該等中國附屬公司須按其薪金成本的若干百分比向當地市政府指定的中央退休金計劃供款。有關供款於根據該中央退休金計劃之規則須予支付時計入綜合全面收入表。

本集團於各年度概無使用任何沒收供款減少現有供款額。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Employee benefits (continued)

Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Binomial Model and Binomial Lattice Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the consolidated statement of comprehensive income for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is transferred to share capital and share premium accounts) or the option expires (when it is released directly to retained earnings or accumulated losses).

4. 重大會計政策(續)

僱員福利(續)

以股份為基礎之付款

授予僱員購股權的公允值會確認為僱員成本，並相應在權益內增加資本儲備。公允值於授予日期按二項式模型及二項式點陣模型計量，當中考慮到授予購股權的條款及條件。倘若僱員須符合歸屬條件才無條件擁有購股權，則購股權的估計公允值總額會於考慮到購股權歸屬的可能性後在歸屬期內分攤。

於歸屬期內會檢討預期歸屬的購股權數目。對過往年度已確認的累積公允值所作出的調整，會在檢討年度扣自／計入綜合全面收入表，除非原有僱員開支符合資格確認為資產，則作別論，並在資本儲備內作出相應調整。在歸屬日期，確認為開支的金額會作出調整，以反映實際歸屬的購股權數目(並在以股份為基礎之酬金儲備內作出相應調整)，惟倘若僱員因未能滿足本公司股份市場價格的歸屬條件而沒收則除外。權益金額於以股份為基礎之酬金儲備內確認，直至購股權獲行使(於轉撥至股本及股份溢價賬時)或購股權到期(於直接撥回至保留盈利或累計虧損時)。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

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

4. 重大會計政策(續)

撥備及或然負債

如因過往事件導致本集團負上法律或推定責任且很可能須流出經濟利益以結算該責任及作出可靠估計，則會確認撥備。

確認為撥備的金額乃於報告期末結算當前責任所需代價的最佳估計，考慮因素包括該責任有關的風險及不確定性。倘撥備按結算當前責任估計的現金流量計量，其賬面值即為該等現金流量的現值(倘金錢時間價值影響屬重大)。

如不大可能須流出經濟利益，或金額不能可靠估計，則該責任披露為或然負債，除非經濟利益流出的可能性極微則作別論。可能責任(其存在將僅透過一項或多項未來事件發生或不發生而確認)亦披露為或然負債，除非經濟利益流出的可能性極微則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. 重大會計政策(續)

金融工具

倘集團實體成為工具合約條文的訂約方，則金融資產及金融負債予以確認。

金融資產及金融負債初步以公允值計量，惟來自客戶合約的應收貿易款項除外，其根據國際財務報告準則第15號初步計量。收購或發行金融資產及金融負債應佔之直接交易成本乃於初步確認時在金融資產或金融負債的公允值中加入或扣除(如適當)。

實際利率法乃計算金融資產或金融負債的攤銷成本及分配有關期間利息收入及利息開支的方法。實際利率乃可準確將金融資產或金融負債預計年期內，或在較短期間內(如適用)估計未來現金收入和支付(包括所有支付或收取構成整體實際利率的費用、交易成本及其他溢價或折讓)折算為初步確認時賬面淨值的利率。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies.

4. 重大會計政策(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

滿足以下條件其後按攤銷成本計量的金融資產：

- 以收取合約現金流量為目的資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件其後按公允值計入其他全面收入(「按公允值計入其他全面收入」)計量的金融資產：

- 以收取合約現金流量及出售為目的資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公允值計入損益(「按公允值計入損益」)計量，惟在初步應用／初步確認金融資產之日，倘該股本投資並非持作買賣，亦非收購方在國際財務報告準則第3號所適用的業務合併中確認的或然代價，則本集團可不可撤銷地選擇於其他全面收入中呈列股本投資公允值的其後變動。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

倘符合下列條件，則金融資產分類為持作買賣：

- 其乃主要獲收購以於短期內出售；或
- 於初步確認時，其為本集團共同管理之已識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為有效對沖工具的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地指定符合按攤銷成本或按公允值計入全面收入計量的金融資產為按公允值計入損益計量。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產乃使用實際利息法予以確認利息收入。利息收入乃根據金融資產賬面總值計算，除非金融資產出現信貸減值，則利息收入根據金融資產攤銷成本計算。就其後成為信貸減值的金融資產而言，自下一報告期間起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，則於釐定資產不再出現信貸減值後的報告期間開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(ii) 按公允值計入損益的金融資產

不符合按攤銷成本或按公允值計入全面收入計量或指定按公允值計入全面收入的金融資產乃按公允值計入損益計量。

按公允值計入損益的金融資產於各報告期末按公允值計量，任何公允值收益或虧損於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade receivables and other receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings based on the past due analysis of the trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團根據國際財務報告準則第9號就出現減值的金融資產(包括應收貿易款項以及其他應收款項)確認預期信貸虧損的虧損撥備。預期信貸虧損的金額於各報告日更新，以反映自初步確認以來信貸風險的變化。

全期預期信貸虧損指相關工具預期年期內所有可能的違約事件導致的預期信貸虧損。相對而言，12個月預期信貸虧損指預期於報告日後12個月內可能發生的違約事件導致的全期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日當前狀況的評估及對未來狀況的預測作出調整。

本集團一直就應收貿易款項確認全期預期信貸虧損。該等資產的預期信貸虧損乃使用合適類別的撥備矩陣根據應收貿易款項的逾期分析進行集體評估。

對於所有其他工具，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初步確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。應否確認全期預期信貸虧損的評估乃基於自初步確認以來發生違約的可能性或風險是否顯著增加。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instruments external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加

於評估自初步確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生違約風險與於初步確認日期金融工具發生違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加、債務人的信貸違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) *Significant increase in credit risk* (continued)

- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtors ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due with reference to the historical payment pattern of customers of the Group, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) *信貸風險顯著增加*(續)

- 債務人經營業績的實際或預期顯著惡化；或
- 對債務人監管、經濟或技術環境重大不利的實際或預期變化，導致債務人償還債務能力大幅下降。

不論上述評估結果如何，經參考本集團客戶歷史付款模式，本集團認為，當合約付款逾期超過30日，則自初步確認以來信貸風險已顯著增加，除非本集團有合理且可支持的資料否定，則作別論。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險顯著增加。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) *Definition of default*

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 1 year past due with reference to the historical payment pattern of customers of the Group, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) *違約的定義*

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，經參考本集團客戶歷史付款模式，本集團認為，當金融資產逾期超過一年，即發生違約，除非本集團有合理且可支持的資料顯示更加滯後的違約標準更為恰當，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iii) *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event; the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) *信貸減值金融資產*

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人的重大財困；
- 違反合約(如違約或逾期事件)；借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- 借款人將很可能陷入破產或其他財務重組；或
- 由於財困導致該金融資產失去活躍市場。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) *Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) *撇銷政策*

當資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時,或就應收貿易款項而言,該等金額逾期超過兩年,較早發生者為準),本集團則撇銷金融資產。經考慮法律意見後(倘合適),遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

(v) *預期信貸虧損的計量及確認*

預期信貸虧損的計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口的函數。違約概率及違約虧損的評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損的估計乃無偏概率加權金額,以各自發生違約的風險為權重釐定。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) *Measurement and recognition of ECL* (continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis of:

- nature of financial instrument;
- past-due status;
- nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) *預期信貸虧損的計量及確認*(續)

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額（按初步確認時釐定的實際利率折現）。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討，以確保各類別成份繼續共同擁有類似信貸風險特性。

利息收入根據金融資產的賬面總值計算，除非該金融資產為信貸減值，則利息收入根據該金融資產的攤銷成本計算。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceed received. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

On derecognition of a financial asset measured at amortised cost, the difference between the assets carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

4. 重大會計政策(續)

金融工具(續)

金融資產(續)

取消確認金融資產

倘自金融資產收取現金流量的合約權利已屆滿，或當該金融資產及其所有權的實質上全部風險及回報轉移予另一實體，則本集團取消確認該金融資產。倘本集團並無轉移或保留所有權的實質上全部風險及回報且繼續控制該已轉移資產，則本集團確認其於資產的保留權益及其可能需付款的相關負債。倘本集團保留已轉移金融資產的所有權的實質上全部風險及回報，則本集團繼續確認該金融資產，亦確認就已收取所得款項的抵押借貸。本集團所創建或保留的有關已轉移金融資產的任何權益獲確認為單獨的資產或負債。

於取消確認按攤銷成本計量的金融資產時，該資產賬面值與已收取及應收代價總和之間的差額於損益內確認。

金融負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排的實質內容以及金融負債及權益工具的定義分類為金融負債或權益。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial liabilities and equity (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade payables, other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition/modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

4. 重大會計政策(續)

金融工具(續)

金融負債及權益(續)

權益工具

權益工具乃證實扣除實體所有負債後其資產的剩餘權益的任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本確認。

按攤銷成本入賬的金融負債

金融負債(包括應付貿易款項、其他應付款項及借貸)其後採用實際利率法按攤銷成本計量。

金融負債的取消確認/修改

金融負債於及僅於本集團的責任獲解除、取消或屆滿時，本集團方會取消確認。已取消確認金融負債的賬面值與已付及應付代價之間的差額於損益中確認。

當金融負債之合約條款被修訂，本集團評估經修訂條款是否將原有條款作出重大修訂(計及所有相關事實及情況，包括定性因素)。倘對金融負債的合約條款作出調整導致原有條款出現重大修改，經考慮所有有關事實及情況(包括定性因素)，有關修改入賬列作終止確認原本金融負債及確認新金融負債。終止確認金融負債的賬面值與已付或應付代價的公允值之間的差異(包括任何所承擔的負債及已確認衍生部份)於損益中確認。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial liabilities and equity (continued)

Derecognition/modification of financial liabilities (continued)

If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, and any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

4. 重大會計政策(續)

金融工具(續)

金融負債及權益(續)

金融負債的取消確認／修改(續)

倘質量評估未能作出結論，本集團認為，倘新條款下之現金流量經貼現現值(包括任何已付款扣除任何已收款，及按原本實際利率貼現)，跟原金融負債尚餘現金流之貼現值有最少百分之十之差異，該條款就有重大差異。據此，該條款之修訂作為債務償還入賬，而任何成本或已產生之費用作為債務償還之部份收益或虧損被確認。當該差異少於百分之十時，該交換或修訂被視為非重大修訂。

就並無導致終止確認的金融負債非重大修訂而言，相關金融負債的賬面值將按以金融負債原實際利率折現之經修改合約現金流量現值計算。所產生之交易成本或費用乃調整至經修改金融負債之賬面值，並於剩餘年期內攤銷。對金融負債賬面值之任何調整均於修改日期在損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Financial instruments (continued)

Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks and financial institutions on behalf of subsidiaries to secure interest-bearing bank borrowings and other banking facilities.

Financial guarantees are initially recognised in the consolidated financial statements at fair value on the date the guarantee was given. Subsequent to initial recognition, the Company's liabilities under such guarantees are measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Where guarantees in relation to interest-bearing bank borrowings of subsidiaries or associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment in the financial statements of the Company.

4. 重大會計政策(續)

金融工具(續)

財務擔保合約

財務擔保合約為須發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款於到期時還款而產生的虧損的合約。有關財務擔保為代表同系附屬公司向銀行及金融機構提供，以取得計息銀行借貸及其他銀行融資。

財務擔保初步按作出擔保當日的公允值於綜合財務報表確認。初步確認後，本公司於該等擔保下的責任按以下較高者計量：

- 根據國際財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認金額減(如適用)於擔保期間確認的累計攤銷。

倘無償提供有關附屬公司或聯營公司之計息銀行借貸之擔保，則公允值作為出資入賬，並於本公司財務報表內確認為部分投資成本。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Lessee accounting

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4. 重大會計政策(續)

租賃

租賃之定義

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

承租人會計處理方法

本集團採用實際權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

作為實際權宜方案，當本集團合理預期於財務報表之影響將不會跟組合內之個別租賃有重大差別時，類似性質的租賃乃按組合基準入賬。

短期租賃及低值資產租賃

本集團對租賃期自開始日期計12個月或更短者且並無包含購買權之租賃應用短期租賃確認豁免。同時就低值資產租賃也應用確認豁免。短期租賃及低值資產租賃之租賃付款於租賃期內按直線法確認為費用。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Leases (continued)

Lessee accounting (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

4. 重大會計政策(續)

租賃(續)

承租人會計處理方法(續)

使用權資產

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出之任何租賃付款，減去任何已收租賃補助；
- 本集團產生之任何初始直接成本；及
- 本集團涉及拆卸及遷移相關資產、恢復相關資產所在地點或恢復相關資產按租賃條款及條件要求之狀況之估計成本，除非該等成本乃因生產存貨而產生。

使用權資產以成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團合理確定於租賃期完結時可獲得相關租賃資產擁有權之使用權資產，從開始日期至可使用年期完結計算折舊。除此之外，使用權資產按其估計可使用年期及租賃年期較短者，以直線法計算折舊。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Leases (continued)

Lessee accounting (continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend 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 the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

4. 重大會計政策(續)

租賃(續)

承租人會計處理方法(續)

可退回之租金按金

已付之可退回租金按金根據國際財務報告準則第9號入賬及以公允值初始計量。就於初始確認之公允值所作之調整乃視為額外租賃付款及包括在使用權資產成本內。

租賃負債

於租賃開始日期，本集團以該日未付租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘隱含在租約中之利率未能明顯確定，本集團則採用租賃開始日期之增量借款利率。

租賃付款包括：

- 固定付款(包括實質上固定付款)減去任何應收租賃補助；
- 取決於一項指數或比率之可變租賃付款，初步採用開始日期的指數或比率計量；
- 本集團根據剩餘價值擔保預期應支付之金額；
- 本集團合理確定將會行使購買權之行使價；及
- 倘租賃條款反映本集團行使終止租賃權，終止租賃所支付之罰金。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Leases (continued)

Lessee accounting (continued)

Lease liabilities (continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets unless the adjustment to the right of use assets results in the carrying amount of the right of assets becoming zero and there is a further reduction in the measurement of the lease liability, in which case, any remaining amount of the remeasurement is recognised in profit or loss) whenever:

- there is a change in the lease term or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- there is a change in future lease payments resulting from changes in an index or rate used to determine those payments, including for example a change to reflect changes in market rental rates following a market rent review or there is a change in the amounts expected to be payable under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

4. 重大會計政策(續)

租賃(續)

承租人會計處理方法(續)

租賃負債(續)

於開始日期後，租賃負債按利息增長及租賃付款作調整。

每當出現下列情況，本集團重新計量租賃負債(及對相關使用權資產作出對應調整，惟對使用權資產導致使用權資產的賬面值變為零且租賃負債的計量進一步減少除外，在此情況下，重新計量的任何剩餘金額在損益中確認)：

- 租賃條款已變更或行使購買權之評估變更，在此情況下相關租賃負債按於重新評估當日之已修訂貼現率將已修訂租賃付款貼現來重新計量。
- 用於釐定未來租賃付款的指數或比率變動導致該等付款發生變動，例如包括反映按照市場租金檢視之市場租金率變動的變動或根據保證剩餘價值預期應支付之金額變動，在此情況下相關租賃負債按初始貼現率將已修訂租賃付款貼現來重新計量。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目列報。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Leases (continued)

As a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

4. 重大會計政策(續)

租賃(續)

作為出租人

租賃之分類及計量

本集團為出租人之租賃乃分類為經營租賃。

經營租賃之租金收入乃按有關租賃之租期以直線法於損益中確認。協商及安排所產生之初步直接成本乃加至租賃資產之賬面值，而有關成本按租期以直線法確認為開支。

來自本集團日常業務過程的租金收入呈列為收入。

可退回租金按金

已收取的可退回租金按金根據國際財務報告準則第9號入賬，並按公允值進行初步計量。對初步確認公允值的調整視為來自承租人的額外租賃付款。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Segment reporting

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

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

Related parties

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

4. 重大會計政策(續)

分部報告

綜合財務報表中報告的經營分部和每個分部項目的金額源自於定期向本集團總營運決策人提供的財務資料，以供管理層對本集團不同業務和地區進行資源分配和業績評價。

重大的單個經營分部不會因財務報告目的而進行加總，除非該等分部擁有相似的經濟特性、產品及服務性質、生產流程、客戶類型或級別、銷售產品或提供服務的方式及監管環境的性質。不重大的單個經營分部如果享有大部分以上相似性質，則可以進行加總。

關連方

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。

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4. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

Related parties (continued)

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. 重大會計政策(續)

關連方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)；
 - (iii) 兩間實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃；
 - (vi) 實體受(a)所識別人士控制或受共同控制；
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；及
 - (viii) 實體，或該實體為其中一部分的某個集團的任何成員公司向本集團或本公司的母公司提供主要管理人員服務。

個人的近親家庭成員指預期可影響，或受該個人影響彼等與該實體交易的家庭成員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of consolidated financial statements requires the directors of the Company to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are described as follows:

(i) Provision of ECL for trade receivables and other receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on nature of goods provided to the customers as groupings of various receivables that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

5. 重大會計判斷及估計

本公司董事需在編製綜合財務報表時作出判斷、估計及假設。該等判斷、估計及假設會影響會計政策的應用和資產、負債、收入與支出的呈報數額。該等估計及各相關假設是根據以往經驗和在當時情況下認為合理的多項其他因素作出，其結果構成無法從其他途徑實時得知的資產與負債賬面值所作判斷的基礎。實際結果可能有別於該等估計。

該等估計和有關假設乃持續進行審閱。會計估計的修訂於估計作出修訂的期間確認(倘修訂僅對當期產生影響)或於修訂當期及以後期間均確認(倘修訂對當期及以後期間均產生影響)。

下述管理層在應用國際財務報告準則時對綜合財務報表有重大影響的判斷，以及估計不確定性的主要來源：

(i) 應收貿易款項及其他應收款項預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易款項的預期信貸虧損。撥備率乃基於向客戶提供貨品的性質，按擁有類似虧損模式的不同應收款項分類。撥備矩陣乃基於本集團的歷史違約率，並考慮無需付出不必要成本或努力而可得的前瞻性資料。於每一報告日期，歷史觀察違約率經重新評估及前瞻性資料的變動經考慮。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

(i) Provision of ECL for trade receivables and other receivables (continued)

The Group makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information.

In addition, trade receivables and other receivables with significant balances and credit impaired are assessed for ECL individually. The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and other receivables are disclosed in note 34. As at 31 December 2020, the carrying amount of trade receivables and other receivables are approximately RMB430,143,000 and RMB117,522,000 (2019: RMB129,128,000 and RMB26,429,000) respectively, net of reversal of impairment loss allowance and impairment loss allowance of approximately RMB55,656,000 and RMB344,768,000 (2019: RMB132,295,000 and RMB343,125,000) respectively.

5. 重大會計判斷及估計(續)

(i) 應收貿易款項及其他應收款項預期信貸虧損撥備(續)

本集團會根據歷史結算記錄、過往經驗及合理且可作支持之前瞻性定量及定性資料，定期對其他應收款項之可收回程度進行個別評估。

此外，結餘重大及信貸減值的應收貿易款項及其他應收款項個別地作預期信貸虧損評估。預期信貸虧損撥備對估計的變動敏感。有關預期信貸虧損的資料以及本集團的應收貿易款項及其他應收款項於附註34披露。於二零二零年十二月三十一日，應收貿易款項及其他應收款項的賬面值分別約為人民幣430,143,000元及人民幣117,522,000元(二零一九年：人民幣129,128,000元及人民幣26,429,000元)，已扣除減值虧損撥備撥回及減值虧損撥備分別約人民幣55,656,000元及人民幣344,768,000元(二零一九年：人民幣132,295,000元及人民幣343,125,000元)。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

(ii) Impairment assessment of property, plant and equipment and coal mining rights

When there is indication that property, plant and equipment and coal mining rights may be impaired, the Group estimates the recoverable amounts of the relevant assets or the cash-generating unit to which the assets belong. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit in which the relevant assets are attached to, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units projected with reference to the projected sales quantities, unit selling prices, unit costs, gross margins, growth rates and discounted at a suitable discount rate in order to calculate the present value. The estimated uncertainty mainly includes gross margin, discount rate and growth rate. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss or a further impairment loss may arise.

As disclosed in the notes 15 and 16, impairment loss of coal mining rights amounting to RMB1,869,716,000 and impairment loss of related property, plant and equipment amounting to RMB2,057,757,000 (2019: Nil) were recognised as at 31 December 2020, and the carrying amounts of property, plant and equipment and coal mining rights of coal mining cash-generating units are RMB2,219,033,000 and RMB1,942,800,000 respectively (2019: RMB4,497,151,000 and RMB4,017,884,000 respectively).

Details of the recoverable amount calculation are disclosed in note 15.

5. 重大會計判斷及估計(續)

(ii) 物業、廠房及設備以及煤炭採礦權減值評估

倘有跡象顯示物業、廠房及設備以及煤炭採礦權可能出現減值，本集團估計相關資產或該等資產隸屬的現金產生單位的可收回金額。倘不可能估計個別資產的可收回金額，本集團估計相關資產隸屬的現金產生單位的可收回金額，即使用價值或公允值減出售成本兩者之中的較高者。計算使用價值時，本集團需要估計現金產生單位預期產生的未來現金流量(參考預期銷量、單位售價、單位成本、毛利、增長率而作預測並以適合的折現率折現)，以計算現值。估計的不確定性主要包括毛利、折現率及增長率。倘實際未來現金流量較預期少或事實及情況有變以致未來現金向下調整，則可能會產生重大減值虧損或進一步的減值虧損。

誠如附註15及16所披露，煤炭採礦權的減值虧損人民幣1,869,716,000元及相關物業、廠房及設備的減值虧損人民幣2,057,757,000元(二零一九年：無)已於二零二零年十二月三十一日確認，物業、廠房及設備以及煤炭採礦現金產生單位之煤炭採礦權的賬面值分別為人民幣2,219,033,000元及人民幣1,942,800,000元(二零一九年：分別為人民幣4,497,151,000元及人民幣4,017,884,000元)。

可收回金額計算詳情於附註15披露。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

(iii) Depreciation

Other than mining structures and assets under construction, property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual values. The management periodically reviews changes in technology and industry conditions, asset retirement activity and residual values to determine adjustments to estimated remaining useful lives and depreciation rates. Actual economic lives may differ from estimated useful lives. Periodic reviews could result in a change in depreciable lives and therefore depreciation expenses in future periods. As at 31 December 2020, the carrying amount of the property, plant and equipment, other than mining structures and assets under construction, was approximately RMB1,138,818,000 (2019: RMB1,744,729,000). Further details are disclosed in note 16.

(iv) Coal reserves

Engineering estimates of the Group's coal reserves are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated coal reserves can be designated as proved and probable reserves. Proved and probable coal reserve estimates are updated on a regular basis and have taken into account recent production and technical information about each mine. In addition, as prices and cost levels change from year to year, the estimate of proved and probable coal reserves also change as adverse changes in prices and cost levels would affect the cost-effectiveness of mining the coal and hence may cause reclassifications from reserves to resources categories. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related depreciation and amortisation rates.

5. 重大會計判斷及估計(續)

(iii) 折舊

經計及估算剩餘價值後，物業、廠房及設備按估計可使用年期以直線法予以折舊，惟採礦建築物及在建資產除外。管理層定期檢討技術及行業狀況變動、資產報廢狀況和剩餘價值，以釐定對估計餘下可使用年期及折舊率的調整。實際經濟年期可能與估計可使用年期不同。定期檢討可改變折舊年期以及日後期間的折舊開支。於二零二零年十二月三十一日，物業、廠房及設備(採礦建築物及在建資產除外)賬面值約人民幣1,138,818,000元(二零一九年：人民幣1,744,729,000元)。進一步詳情於附註16披露。

(iv) 煤炭儲量

本集團有關煤炭儲量的工程估計存在固有不精確性，且僅為約數，因為編製該等資料涉及主觀判斷。估計的煤炭儲量須符合有關工程標準的權威指引，才能被定為已探明儲量和估計儲量。已探明及估計煤炭儲量之估計會定期更新，並考慮到有關各個煤礦的近期生產及技術資料。此外，由於價格及成本水平隨年份變動，因此已探明及估計煤炭儲量之估計亦會出現變動，原因是價格及成本水平的不利變動將影響採煤的成本效益，因而可能導致由儲備重新分類至資源類別。該變化被視為就會計用途作出的估計變化，並按預期基準反映有關折舊及攤銷比率。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

(iv) Coal reserves (continued)

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation and amortisation expenses and impairment loss. Depreciation and amortisation rates are determined based on estimated proved and probable coal reserve quantity (the denominator) and capitalised costs of mining structures and coal mining rights (the numerator). The capitalised cost of mining structures is depreciated and coal mining rights are amortised based on the units of coal produced.

At 31 December 2020, as disclosed in the note 15, according to the CPR (as defined in note 15), the total coal reserves of all the Group's coal mines in accordance with JORC Code were approximately 58 million tonnes as at 31 December 2020, as compared with original coal reserves of 199 million tonnes previously estimated. The net carrying amounts of the Group's mining structures recognised in property, plant and equipment and the Group's coal mining rights were approximately RMB825,347,000 (2019: RMB1,790,700,000) and approximately RMB1,942,800,000 (2019: RMB4,017,884,000) respectively. Further details are disclosed in notes 15 and 16 respectively.

5. 重大會計判斷及估計(續)

(iv) 煤炭儲量(續)

儘管該等工程估計存在固有不精確性，該等估計乃用於釐定折舊及攤銷開支及減值虧損。折舊及攤銷比率乃根據估計已探明及估計煤炭儲量(作為分母)和採礦建築物的資本化成本及煤炭採礦權(作為分子)而釐定。採礦建築物的資本化成本及煤炭採礦權根據所生產的煤炭單位分別予以折舊及進行攤銷。

於二零二零年十二月三十一日，誠如附註15所披露，根據合資格人士報告(定義見附註15)，本集團的所有煤礦根據JORC守則估計於二零二零年十二月三十一日的總煤炭儲量為約58百萬噸，先前估計為原煤儲量199百萬噸。本集團於物業、廠房及設備已確認之採礦建築物及本集團煤炭採礦權之賬面淨值分別為約人民幣825,347,000元(二零一九年：人民幣1,790,700,000元)及約人民幣1,942,800,000元(二零一九年：人民幣4,017,884,000元)。進一步詳情分別於附註15及16披露。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

(v) Obligations for reclamation

The estimation of the liabilities for final reclamation and mine closure involves the estimates of the amount and timing for the future cash spending as well as the discount rate used for reflecting current market assessments of the time value of money and the risks specific to the liability. The Group considers various factors, including production volume and development plan, the geological structure of the mining regions, to determine the scope, amount and timing of reclamation and mine closure works to be performed. Determination of the effect of these factors involves judgements from the Group and the estimated liabilities may turn out to be different from the actual expenditure incurred. The discount rate used by the Group may also be altered to reflect the changes in the market assessments of the time value of money and the risks specific to the liability, such as changes of the borrowing rate and inflation rate in the market. As changes in estimates occur (such as mine plan revisions, changes in estimated costs, or changes in timing of the performance of reclamation activities), revisions to the obligations will be recognised. As at 31 December 2020, the carrying amount of accrued reclamation obligations approximately RMB133,920,000 (2019: RMB124,010,000). Further details are disclosed in note 29.

(vi) Discount rate for lease liability

In determining the discount rate for lease liabilities, the Group is required to estimate and determine the discount rate (being the lessee's incremental borrowing rates) taking into account the nature of the underlying assets and the terms and conditions of the leases at the commencement date or at the date of initial application of IFRS 16, as appropriate.

5. 重大會計判斷及估計(續)

(v) 復墾承擔

最後復墾及礦井關閉的估計負債涉及對未來現金花費的金額及時間估計以及為反映貨幣時間價值的當前市場評估及特定負債風險而使用的折現率。本集團考慮產量及發展計劃、開採區域地質結構等多個因素以釐定復墾及礦井關閉的範圍、數量和時間。釐定該等因素的影響涉及本集團的判斷，而估計負債可能會與實際產生的支出有所不同。本集團採用的折現率亦可能被改變，以反映市場對貨幣時間價值的評估及特定負債風險出現的變動，例如市場借款利率及通貨膨脹率的變動。由於估計發生變化(如採礦計劃的修訂、估計成本的變動或進行復墾活動的時間變化)，該等承擔的修訂將予以確認。於二零二零年十二月三十一日，預提復墾費用之賬面值約人民幣133,920,000元(二零一九年：人民幣124,010,000元)。進一步詳情於附註29披露。

(vi) 租賃負債貼現率

於釐定租賃負債貼現率時，本集團須計及相關資產的性質及於開始日期或首次應用國際財務報告準則第16號當日(倘適用)租賃的條款及條件來估計及釐定貼現率(即承租人增量借款利率)。

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6. SEGMENT REPORTING

(a) Segment results, assets and liabilities

The Group has two operating and reportable segments which are the Group's strategic business units, as follows:

- Coal business: Coal mining, purchases and sales, filtering, storage and blending of coal in the PRC.
- Shipping transportation: Time charter and voyage charter of vessels.

These strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Chief Executive Officer (the "CEO") reviews internal management reports on a monthly basis.

For the purposes of assessing segment performance and allocating resources between segments, the CEO monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

- The measure used for reporting segment profit is adjusted profit before net finance costs and income tax expense. Items not specifically attributable to individual segments, such as unallocated head office and corporate expenses are further adjusted.
- Segment assets include all tangible assets, coal mining rights, right of use assets or lease prepayments, interest in an associate and current assets with the exception of other corporate assets. Segment liabilities include trade payables, other payables attributable to activities of the individual segments, accrued reclamation obligations and borrowings managed directly by the segments.
- Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments.

6. 分部報告

(a) 分部業績、資產及負債

本集團有兩個營運及可報告分部(即本集團之策略業務單位)如下：

- 煤炭業務：於中國從事採煤、煤炭購銷、選煤、儲煤及配煤。
- 航運運輸：船舶期租及程租。

該等策略業務單位提供不同的產品及服務，並由於彼等所需的技術及市場營銷策略不同而分開管理。行政總裁(「行政總裁」)每月審閱各策略業務單位之內部管理報告。

就評估分部業績及分部間分配資源而言，行政總裁按下列基準監察各可報告分部應佔業績、資產及負債：

- 可報告分部溢利使用的計量為扣除財務成本淨額及所得稅開支前之經調整溢利。並無指明各分部應佔的項目，如未分配總公司及公司開支將進一步進行調整。
- 分部資產包括所有有形資產、煤炭採礦權、使用權資產或租賃預付賬款、於一間聯營公司之權益及流動資產，惟其他公司資產除外。分部負債包括各分部活動應佔的應付貿易賬款、其他應付賬款、預提復墾費用及分部直接管理的借貸。
- 收益及開支乃經參考該等分部產生之銷售額及開支分配予可報告分部。

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6. SEGMENT REPORTING (CONTINUED)

(a) Segment results, assets and liabilities (continued)

No operating segments have been aggregated in arriving at the reportable segments of the Group.

6. 分部報告(續)

(a) 分部業績、資產及負債(續)

於達致本集團的可報告分部時並無將經營分部合併。

		Coal business		Shipping transportation		Total	
		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
		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
Revenue from external customers	外部客戶收益	2,190,112	2,720,845	57,251	78,675	2,247,363	2,799,520
Inter-segment revenue	分部間收益	-	-	-	-	-	-
Reportable segment revenue	可報告分部收益	2,190,112	2,720,845	57,251	78,675	2,247,363	2,799,520
Reportable segment profit/(loss) before taxation	可報告分部除稅前溢利/(虧損)	(3,898,160)	316,533	(31,810)	(18,444)	(3,929,970)	298,089
Depreciation and amortisation	折舊及攤銷	(468,722)	(529,412)	(8,151)	(6,975)	(476,873)	(536,387)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	(92)	1,800	(3)	-	(95)	1,800
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	(2,057,757)	-	(11,495)	-	(2,069,252)	-
Impairment losses on coal mining right	煤炭採礦權之減值虧損	(1,869,716)	-	-	-	(1,869,716)	-
Reversal of impairment losses on trade receivables, net	應收貿易賬款之減值虧損撥回淨額	31,736	8,001	-	-	31,736	8,001
(Impairment losses)/reversal of impairment losses on prepayments and other receivables, net	預付款項及其他應收款項之(減值虧損)/減值虧損撥回淨額	(12,987)	21,544	-	-	(12,987)	21,544
Recovery of trade and other receivables previously written off	收回過往撇銷之貿易及其他應收款項	-	7,356	-	-	-	7,356
Additions to property, plant and equipment	添置物業、廠房及設備	41,117	205,587	7,108	752	48,225	206,339
Reportable segment assets	可報告分部資產	5,519,793	9,506,136	256,626	259,507	5,776,419	9,765,643
Reportable segment liabilities	可報告分部負債	(7,814,045)	(7,699,230)	(432,935)	(100,707)	(8,246,980)	(7,799,937)

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6. SEGMENT REPORTING (CONTINUED)

6. 分部報告(續)

(b) Reconciliations of reportable segment revenue, profit before taxation, assets and liabilities

(b) 可報告分部收益、除稅前溢利、資產及負債的對賬

Revenue

收益

		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 of reportable segments revenue	可報告分部收益總額	2,247,363	2,799,520
Elimination of inter-segment revenue	分部間收益之對銷	-	-
Consolidated revenue	綜合收益	2,247,363	2,799,520

Loss before taxation

除稅前虧損

		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 of reportable segments (loss)/profit before taxation	可報告分部除稅前(虧損)/溢利總額	(3,929,970)	298,089
Unallocated head office and corporate expenses	未分配總公司及公司開支	(16,188)	(11,018)
Net finance costs	財務成本淨額	(366,840)	(291,577)
Consolidated loss before taxation	綜合除稅前虧損	(4,312,998)	(4,506)

Assets

資產

		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 of reportable segments assets	可報告分部資產總額	5,776,419	9,765,643
Elimination of inter-segment receivables	分部間應收賬款之對銷	(483,798)	(528,082)
Unallocated assets	未分配資產	5,304	117,072
Consolidated total assets	綜合資產總值	5,297,925	9,354,633

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6. SEGMENT REPORTING (CONTINUED)

6. 分部報告(續)

(b) Reconciliations of reportable segment revenue, profit before taxation, assets and liabilities (continued)

(b) 可報告分部收益、除稅前溢利、資產及負債的對賬(續)

Liabilities

負債

		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 of reportable segments liabilities	可報告分部負債總額	8,246,980	7,799,937
Elimination of inter-segment payables	分部間應付賬款之對銷	(564,062)	(407,524)
Tax payable	應付稅項	204,933	219,054
Deferred taxation	遞延稅項	289,093	1,173,673
Unallocated liabilities	未分配負債	17,065	4,229
Consolidated total liabilities	綜合負債總額	8,194,009	8,789,369

(c) Geographic information

(c) 區域資料

As at 31 December 2020, the Group's total assets are primarily dominated by assets handling its coal business and shipping transportation business. The coal is sold primarily to the PRC domestic customers and investments in all coal mines are physically located in the PRC. Therefore, related assets are almost all located in the PRC. The vessels are primarily deployed across geographical markets for shipping transportation throughout the world. As a result, the directors of the Company consider that it will not be meaningful to allocate the Group's assets and their related capital expenditure to specific geographical areas. Accordingly, geographical segment information is only presented for revenue, which is based on the geographical location of customers.

於二零二零年十二月三十一日，本集團的總資產主要為經營其煤炭業務及航運運輸業務的資產。煤炭主要售予中國國內客戶，所有煤礦投資實質上位於中國。因此，相關的資產幾乎全部位於中國。貨船主要於全球範圍內的地區航運市場調配。故此，本公司董事認為按具體地區劃分本集團資產及其相關資本開支並無意義。因此，只按客戶所在地理位置計算的收益呈列地區分部資料。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. SEGMENT REPORTING (CONTINUED)

6. 分部報告(續)

(c) Geographic information (continued)

(c) 區域資料(續)

Revenue from external customers

外部客戶收益

		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
PRC	中國	2,217,289	2,738,204
Other countries	其他國家	30,074	61,316
Total	總計	2,247,363	2,799,520

(d) Information about major customers

(d) 有關主要客戶之資料

During the year, revenue derived from the following customers in coal business segment with whom transactions have exceeded 10% of the Group's revenue are as follows:

於年內，其交易佔本集團收益超過10%之以下煤炭業務分部客戶的收益如下：

		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
Customer A	客戶A	749,769	777,462
Customer B	客戶B	286,966	388,895
Customer C	客戶C	284,854	N/A* 不適用*
Customer D	客戶D	228,870	N/A* 不適用*
Customer E	客戶E	N/A* 不適用*	402,110

* Revenue from relevant customer was less than 10% of the Group's total revenue for the respective year.

* 來自相關客戶的收益佔本集團各年度的總收益均低於10%。

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7. REVENUE

Disaggregation of revenue from contracts with customers by service lines is as follows:

Sales of coal	煤炭銷售
Charter hire income	租金收入

7. 收益

按服務種類劃分的客戶合約收益分拆如下：

		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
		2,190,112	2,720,845
		57,251	78,675
		2,247,363	2,799,520

Revenue from sales of goods are recognised at a point in time when the goods are transferred to customers. The performance obligation is satisfied upon the delivery of the goods. Revenue from rendering of time charter services is recognised on a straight-line basis over the period of each charter. Revenue from rendering of voyage charter services is recognised over time by reference to the progress of the voyage charter services provided by the Group. The performance obligation is satisfied upon the completion of the voyage charter services.

商品銷售收益於商品轉移予客戶時確認。商品交付時履約責任即完成。提供期租服務收益於各租期以直線法確認。提供程租服務的收益是參考本集團提供程租服務的進展隨時間而確認。程租服務完成時履約責任即完成。

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8. OTHER INCOME, GAINS AND LOSSES

8. 其他收入、收益及虧損

		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
		Note 附註	
Foreign exchange (loss)/gain, net	匯兌(虧損)/收益淨額	(5,974)	404
Net (loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)/收益淨額	(95)	1,800
Loss on non-substantial modification of borrowings (Note 28)	借貸非重大修訂的虧損(附註28)	(194,351)	-
Recovery of trade and other receivable previously written off	撥回過往撇銷之應收貿易賬款及其他應收賬款	-	7,356
Government subsidies	政府補助金	43,954	5,792
Insurance claimed	已索償保險	8,717	238
Reversal of coal mineral resource compensation	煤礦資源補償撥回	-	6,276
Others	其他	10,615	5,878
		(137,134)	27,744

Note:

- (i) The government subsidies of RMB43,954,000 (2019: RMB5,792,000) were granted and received/receivable as financial subsidies on the Group's business development for the year ended 31 December 2020 with conditions that the respective entities would maintain their principal places of businesses at the designated area for the same year, which were fulfilled.

附註：

- (i) 政府補助金人民幣43,954,000元(二零一九年：人民幣5,792,000元)已授出並收取/應收作為本集團截至二零二零年十二月三十一日止年度業務發展的財政補助，惟各實體須於同年維持其主要營業地點，而有條件已達成。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. NET FINANCE COSTS

9. 財務成本淨額

		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
Interest income	利息收入	(2,189)	(1,446)
Interest on borrowings	借貸利息	130,927	133,205
Penalty interest	罰息	46,008	23,684
Interest charge on unwinding of discounts (note (ii))	解除貼現之利息開支 (附註(ii))	192,094	181,027
Less: Interest capitalised into property, plant and equipment (note (i))	減：物業、廠房及設備中已 資本化利息(附註(i))	-	(44,893)
Finance costs	財務成本	369,029	293,023
Net finance costs	財務成本淨額	366,840	291,577

Notes:

- (i) No borrowing cost has been capitalised for the year ended 31 December 2020. The borrowing cost have been capitalized at a rate of 6.83% per annum for the year ended 31 December 2019.
- (ii) This item represents the unwinding of discount for the following liabilities using the effective interest rate:

附註：

- (i) 截至二零二零年十二月三十一日止年度，概無借貸成本已資本化。截至二零一九年十二月三十一日止年度，借貸成本已按年利率6.83%資本化。
- (ii) 此項目指利用實際利率解除以下負債的貼現：

		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
Borrowings (note 28)	借貸(附註28)	181,907	171,092
Lease liabilities	租賃負債	277	390
Accrued reclamation obligations (note 29)	預提復墾費用(附註29)	9,910	9,545
		192,094	181,027

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

10. LOSS BEFORE TAXATION

10. 稅前虧損

Loss before taxation is arrived at after charging:

除稅前虧損已扣除以下各項：

		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
Cost of inventories (note (i))	存貨成本(附註(i))	1,143,794	1,588,969
Short-term leases payment	短期租賃的付款	1,376	460
Depreciation of property, plant and equipment	物業、廠房及設備折舊	267,143	300,473
Amortisation of coal mining rights (included in cost of sales)	煤炭採礦權攤銷 (計入銷售成本)	205,368	232,463
Depreciation of right-of-use assets	使用權資產折舊	4,362	3,451
Property, plant and equipment written-off (note 16)	物業、廠房及設備撇銷 (附註16)	1,245	2,211
Auditors remuneration	核數師酬金		
– audit services	– 審核服務	2,137	2,144
– non-audit services	– 非審核服務	700	735
Employee benefit expenses (excluding directors and chief executives remuneration (note 12))	僱員福利開支(不包括董事及最高行政人員酬金 (附註12))		
– Salaries, allowances and benefits in kind	– 薪金、津貼及實物福利	370,869	441,424
– Contributions to retirement benefit schemes	– 退休福利計劃供款	3,482	23,991
		374,351	465,415

Note:

- (i) Cost of inventories included approximately RMB750,086,000 (2019: RMB809,371,000) relating to employee benefit expenses, depreciation of property, plant and equipment and amortisation of coal mining rights which amounts are also included in the respective total amounts disclosed separately above for each of these types of expenses.

附註：

- (i) 存貨成本包括與僱員福利開支、物業、廠房及設備折舊以及煤炭採礦權攤銷相關的約人民幣750,086,000元(二零一九年：人民幣809,371,000元)，有關金額亦已計入就各該等開支類別於上文單獨披露的相關總金額。

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11. INCOME TAX CREDIT

Income tax credit in the consolidated statement of comprehensive income represents:

11. 所得稅抵免

綜合全面收入表內的所得稅抵免指：

		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 tax expense	即期稅項開支		
- PRC Corporate Income Tax	- 中國企業所得稅	8,408	21,690
- Overprovision of PRC Corporate Income Tax in prior years (note (iv))	- 過往年度中國企業所得稅 超額撥備(附註(iv))	-	(29,404)
- Hong Kong profit tax	- 香港利得稅	45	-
		8,453	(7,714)
Deferred tax (note 19)	遞延稅項(附註19)	(884,581)	(77,515)
Income tax credit	所得稅抵免	(876,128)	(85,229)

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11. INCOME TAX CREDIT (CONTINUED)

Income tax credit for the year can be reconciled to the (loss) before taxation per the consolidated statement of comprehensive income as follows:

11. 所得稅抵免(續)

年內的所得稅抵免與根據綜合全面收入表的除稅前(虧損)對賬如下：

		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
Loss before taxation	除稅前虧損	(4,312,997)	(4,506)
Notional tax expense on profit before taxation, calculated at the applicable tax rates	採用適用稅率計算的除稅前溢利的名義稅項開支	(1,075,243)	21,563
Tax effect of unused tax losses not recognized	未確認之未動用稅項虧損之稅務影響	75,236	15,178
Tax effect of expenses non-deductible for tax purpose	不可扣稅開支之稅務影響	33,981	20,299
Tax effect of income non-taxable for tax purpose	非課稅收入之稅務影響	(28,766)	(29,670)
Tax effect of temporary difference not recognized	未確認之暫時差額之稅務影響	275,463	171,850
Utilisation of tax loss and deductible temporary difference not recognised in prior years	動用過往年度未確認之稅務虧損及可扣減暫時差額	(156,799)	(255,045)
Overprovision of PRC Corporate Income Tax in prior years	過往年度中國企業所得稅超額撥備	-	(29,404)
Income tax credit	所得稅抵免	(876,128)	(85,229)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands (2019: Nil).
- (ii) Provision for the Hong Kong Profit Tax was based on the statutory rate of 16.5% (2019: Nil) of the assessable profit of subsidiaries which carried on business in Hong Kong.
- (iii) Provision for the PRC Corporate Income Tax was based on the statutory rate of 25% (2019: 25%) of the assessable profits of subsidiaries which carried on businesses in the PRC.

附註：

- (i) 根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅(二零一九年：無)。
- (ii) 香港利得稅乃按於香港從事業務之附屬公司之應課稅溢利按法定稅率16.5%(二零一九年：無)作出撥備。
- (iii) 中國企業所得稅乃按於中國從事業務之附屬公司之應課稅溢利按法定稅率25%(二零一九年：25%)作出撥備。

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12. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Details of directors' remuneration are as follows:

12. 董事及最高行政人員酬金

董事酬金之詳情如下：

Name of directors	董事姓名	Directors' fee	Salaries, allowances and benefits in kind	Contributions to retirement benefit schemes	Sub-total	Share-based payments	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	薪金、津貼及實物福利	退休福利計劃供款	小計	以股份為基礎之付款	總計
		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
For the year ended	截至二零二零年						
31 December 2020	十二月三十一日止年度						
Executive directors	執行董事						
Mr. Xu Da	徐達先生	1,045	1,647	48	2,740	-	2,740
Mr. Bai Tao (note (i))	白韜先生(附註(i))	1,045	1,569	48	2,662	-	2,662
Ms. Wang Jianfei	王劍飛女士	471	491	22	984	-	984
Mr. Fung Wai Shing (note (iv))	馮偉成先生(附註(iv))	933	1,611	16	2,560	-	2,560
Independent non-executive directors	獨立非執行董事						
Mr. Lau Sik Yuen	劉錫源先生	325	-	-	325	-	325
Prof. Sha Zhenquan	沙振權教授	240	-	-	240	-	240
Mr. Jing Dacheng (note (iii))	靜大成先生(附註(iii))	240	-	-	240	-	240
		4,299	5,318	134	9,751	-	9,751

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12. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

12. 董事及最高行政人員酬金(續)

Name of directors	董事姓名	Directors' fee 董事袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind	Contributions to retirement benefit schemes	Sub-total	Share-based payments	Total
			RMB'000 人民幣千元	RMB'000 人民幣千元			
For the year ended	截至二零一九年						
31 December 2019	十二月三十一日止年度						
Executive directors	執行董事						
Mr. Xu Da	徐達先生	1,089	1,695	61	2,845	-	2,845
Mr. Bai Tao (note (i))	白韜先生(附註(i))	1,089	1,854	36	2,979	-	2,979
Ms. Wang Jianfei	王劍飛女士	761	505	21	1,287	-	1,287
Mr. Fung Wai Shing	馮偉成先生	1,013	1,596	16	2,625	-	2,625
Independent non-executive directors	獨立非執行董事						
Mr. Huang Guosheng (note (ii))	黃國勝先生(附註(ii))	65	-	-	65	-	65
Mr. Lau Sik Yuen	劉錫源先生	331	-	-	331	-	331
Prof. Sha Zhenquan	沙振權教授	240	-	-	240	-	240
Mr. Jing Dacheng (note (iii))	靜大成先生(附註(iii))	235	-	-	235	-	235
		4,823	5,650	134	10,607	-	10,607

Notes:

- (i) Mr. Bai Tao, an executive director of the Company, is also the chief executive of the Company.
- (ii) Mr. Huang Guosheng resigned as an independent non-executive director of the Company on 3 April 2019.
- (iii) Mr. Jing Dacheng was appointed as an independent non-executive director of the Company on 3 April 2019.
- (iv) Mr. Fung Wai Shing resigned as an executive director of the Company on 5 March 2021.

附註：

- (i) 本公司執行董事白韜先生亦為本公司最高行政人員。
- (ii) 黃國勝先生於二零一九年四月三日辭任本公司獨立非執行董事。
- (iii) 靜大成先生於二零一九年四月三日獲委任為本公司獨立非執行董事。
- (iv) 馮偉成先生於二零二一年三月五日辭任本公司執行董事。

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12. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

There were no amounts paid during the year (2019: Nil) to the directors in connection with their retirement from employment with the Group, or inducement to join.

Director's fee, salaries, allowances and benefits in kind paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons for other services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

13. EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS

Employees' emoluments

The five highest paid individuals of the Group during the year include three (2019: four) directors of the Company, details of whose remuneration are set out in note 12 above. Details of remuneration for the year paid to the remaining two (2019: one) highest paid individual of the Group is/are as follows:

12. 董事及最高行政人員酬金(續)

年內，本公司並無向董事支付任何與彼等自本集團退任有關之款項或任何加盟獎勵(二零一九年：無)。

已支付予執行董事或執行董事的董事袍金、薪金、津貼及實物福利一般指就該等人士管理本公司及本集團的事務相關的其他服務而支付予該等人士或該等人士應收的酬金。

上述獨立非執行董事的酬金與彼等作為本公司董事以提供服務相關。

13. 僱員及高級管理人員薪酬

僱員薪酬

年內，本集團五名最高薪酬之人士包括本公司之三名(二零一九年：四名)董事，彼等之薪酬詳情載列於上文附註12。向本集團其餘兩名(二零一九年：一名)最高薪酬人士支付之薪酬詳情如下：

	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
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	2,138	1,358
Contributions to retirement benefit schemes 退休福利計劃供款	65	51
	2,203	1,409

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13. EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

Employees' emoluments (continued)

The emoluments of the two (2019: one) individuals with the highest emoluments are within the following bands:

HKD	港元	2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
1,000,001–1,500,000	1,000,001–1,500,000	2	–
1,500,001–2,000,000	1,500,001–2,000,000	–	1

There were no amounts paid during the year (2019: nil) to the five highest paid employees in connection with their retirement from employment with the Group, or inducement to join.

Senior management's emoluments

The emoluments of the nine (2019: eleven) senior managements of the Group who are not directors of the Company for the year ended 31 December 2020 were within the following bands:

HKD	港元	2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
Less than 500,000	500,000以下	–	1
500,001–1,000,000	500,001–1,000,000	3	4
1,000,001–1,500,000	1,000,001–1,500,000	6	5
1,500,000–2,000,000	1,500,000–2,000,000	–	1

Of the senior management of the Group, seven, including one director who resigned (2019: eight, including one director who was appointed and one director who resigned) were the directors of the Company, whose emoluments are included in Note 12.

13. 僱員及高級管理人員薪酬(續)

僱員薪酬(續)

兩名(二零一九年：一名)最高薪酬人士之薪酬分佈如下：

2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
2	–
–	1

年內，並無向五名最高薪酬僱員支付任何與彼等自本集團退任有關之款項或任何加盟獎勵(二零一九年：無)。

高級管理人員薪酬

截至二零二零年十二月三十一日止年度，本集團九名(二零一九年：十一名)高級管理人員(並非本公司董事)之薪酬分佈如下：

2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
–	1
3	4
6	5
–	1

本集團之高級管理人員，當中七位(包括一名辭任董事)(二零一九年：八位，包括一名獲委任董事及一名辭任董事)為本公司董事，彼等之薪酬已包括於附註12。

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14. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share

The calculations of basic (loss)/earnings per share is based on the (loss)/profit attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue during the year.

The calculations of basic (loss)/earnings per share attributable to ordinary equity shareholders of the Company for the years ended 31 December 2020 and 2019 respectively are based on the following data:

14. 每股(虧損)/盈利

每股基本(虧損)/盈利

每股基本(虧損)/盈利乃基於年內本公司普通權益持有人應佔(虧損)/溢利及已發行普通股的加權平均數計算。

截至二零二零年及二零一九年十二月三十一日止年度本公司普通權益持有人分別應佔每股基本(虧損)/盈利乃基於以下數據計算：

		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)/profit for the year attributable to equity shareholders of the Company	本公司權益持有人應佔年內(虧損)/溢利	(2,901,499)	81,421
Less: Distribution relating to perpetual subordinated convertible securities classified as equity (note 31(c))	減：有關分類為權益之永久次級可換股證券之分派(附註31(c))	(4,942)	(5,208)
(Loss)/profit for the year attributable to ordinary equity shareholders of the Company used in calculating basic (loss)/earnings per share	用於計算每股基本(虧損)/盈利之本公司普通權益持有人應佔年內(虧損)/溢利	(2,906,441)	76,213
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	計算每股基本(虧損)/盈利所用普通股加權平均數	2,493,413,985	2,493,413,985

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14. (LOSS)/EARNINGS PER SHARE (CONTINUED)

14. 每股(虧損)/盈利(續)

Diluted (loss)/earnings per share

每股攤薄(虧損)/盈利

The calculations of diluted (loss)/earnings per share attributable to ordinary equity shareholders of the Company for the years ended 31 December 2020 and 2019 respectively are based on the following data:

截至二零二零年及二零一九年十二月三十一日止年度本公司普通權益持有人分別應佔每股攤薄(虧損)/盈利乃基於以下數據計算：

	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)/profit for the year attributable to ordinary equity shareholders of the Company used in calculating basic (loss)/earnings per share	(2,906,441)	76,213
Add: Distribution relating to perpetual subordinated convertible securities classified as equity (note 31(c))	N/A 不適用	N/A 不適用
Adjusted (loss)/profit for the year attributable to ordinary equity shareholders of the Company used in calculating diluted (loss)/earnings per share	(2,906,441)	76,213
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	2,493,413,985	2,493,413,985
Adjustments for calculation of diluted (loss)/earnings per share:		
Perpetual subordinated convertible securities	N/A 不適用	N/A 不適用
Adjusted weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	2,493,413,985	2,493,413,985

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14. (LOSS)/EARNINGS PER SHARE (CONTINUED)

Diluted (loss)/earnings per share (continued)

For the years ended 31 December 2020 and 2019, the computation of diluted (loss)/earnings per share has not assumed the exercise of the Company's outstanding share options since the adjusted exercise prices of these options were higher than the average market prices of shares for the outstanding period during the years ended 31 December 2020 and 2019.

The calculation of diluted (loss)/earnings per share for the years ended 31 December 2020 and 2019 has not been taken into account of the potential ordinary shares on perpetual subordinated convertible securities as assumed conversion would result in a decrease in loss per share or an increase in earnings per share.

14. 每股(虧損)/盈利(續)

每股攤薄(虧損)/盈利(續)

截至二零二零年及二零一九年十二月三十一日止年度，由於有關購股權之經調整行使價高於截至二零二零年及二零一九年十二月三十一日止年度餘下期間股份之平均市價，計算每股攤薄(虧損)/盈利時並未假設本公司之未行使購股權獲行使。

計算截至二零二零年及二零一九年十二月三十一日止年度每股攤薄(虧損)/盈利時並無考慮永久次級可換股證券的潛在普通股，原因為假設換股將導致每股虧損減少或每股盈利增加。

15. COAL MINING RIGHTS

15. 煤炭採礦權

RMB'000
人民幣千元

Cost	成本	
At 1 January 2019, 31 December 2019, 31 December 2020	於二零一九年一月一日、 二零一九年十二月三十一日、 二零二零年十二月三十一日	4,776,872
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	
At 1 January 2019	於二零一九年一月一日	(526,525)
Charge for the year	年內攤銷	(232,463)
At 31 December 2019	於二零一九年十二月三十一日	(758,988)
Charge for the year	年內攤銷	(205,368)
Impairment for the year	年內減值	(1,869,716)
At 31 December 2020	於二零二零年十二月三十一日	(2,834,072)
Net carrying amounts	賬面淨值	
At 31 December 2020	於二零二零年十二月三十一日	1,942,800
At 31 December 2019	於二零一九年十二月三十一日	4,017,884

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15. COAL MINING RIGHTS (CONTINUED)

The balance represents the rights to conduct mining activities in Shanxi Province. All the mine sites are located on lands in the PRC to which the Group has no formal title of ownership, hence none of the carrying amount of right-of-use assets/lease prepayments (see note 17) relate to these lands. The Department of Land Resources of Shanxi Province issued and renewed several mining rights certificates to the Group. Details of the Group's coal mining rights are as follows:

Coal mining rights	Expiry date
Xingtao Coal Mine	15 September 2022
Fengxi Coal Mine	24 January 2034
Chongsheng Coal Mine	09 December 2022
Xinglong Coal Mine	29 November 2019
Hongyuan Coal Mine	28 December 2020

During the production in late 2020, the mining team of the Group had doubted that the coal reserves of all the Group's coal mines might be less than the previously estimated amounts in accordance with Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the "JORC Code"). The directors of the Company are of the view that the reasons for the changes in estimates were due to revision of modifying factors including mining, economic, legal, environment, and governmental factors.

The directors of the Company then appointed a competent person, namely SRK Consulting China Ltd ("SRK Consulting"), to re-assess the coal reserves of all the Group's coal mines as at 31 December 2020 under JORC Code. Based on the competent person report (the "CPR") issued by SRK Consulting in 2021, the directors of the Company are of the opinion that the estimated amounts of the coal reserves are required to be adjusted downward.

15. 煤炭採礦權(續)

餘額指於山西省開展採礦業務的權利。所有礦場均位於中國國土上，本集團並無正式業權，因此概無使用權資產／租賃預付款項(見附註17)之賬面值與該等土地有關。山西省國土資源廳向本集團頒發及重續多份採礦權證書。本集團煤炭採礦權的詳情如下：

煤炭採礦權	到期日
興陶煤礦	二零二二年九月十五日
馮西煤礦	二零三四年一月二十四日
崇升煤礦	二零二二年十二月九日
興隆煤礦	二零一九年十一月二十九日
宏遠煤礦	二零二零年十二月二十八日

於二零二零年末的生產過程中，本集團的採礦團隊質疑本集團所有煤礦的煤炭儲量可能低於先前依照澳洲勘查結果、礦產資源量及礦石儲量報告準則("JORC準則")得出的估計儲量。本公司董事認為，估計變動的原因是由於修改因素的修正，包括採礦、經濟、法律、環境及政府因素。

本公司董事隨後委聘合資格人士SRK Consulting China Ltd("SRK Consulting")依照JORC準則重新評估本集團所有煤礦於二零二零年十二月三十一日的煤炭儲量。根據SRK Consulting於二零二一年出具的合資格人士報告("合資格人士報告")，本公司董事認為煤炭儲量的估計量須進行下調。

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15. COAL MINING RIGHTS (CONTINUED)

With the abovementioned facts and circumstances, the directors of the Company, with the assistance from an independent professional qualified valuer, namely BMI Appraisals Limited, to assess the recoverable amounts of the Group's coal mines and related property, plant and equipment. Each of the Group's coal mines and the related property, plant and equipment are considered as an individual cash-generating unit. The recoverable amount of each of the cash-generating unit was estimated based on its value in use calculation which uses cash flow projections based on the most recent financial budgets approved by the directors of the Company covering a five-year period, and discount rates ranging from 13.75% to 20.14% (2019: 13.10% to 14.60%), which were determined with reference to weighted average cost of capital, and the available coal reserves of approximately 57.97 million tonnes (2019: 207.28 million tonnes), according to the report issued by SRK Consulting, which comprise of approximately 17.09 million tonnes (2019: 65.62 million tonnes) in Xingtao Coal Mine, approximately 8.86 million tonnes (2019: 36.18 million tonnes) in Fengxi Coal Mine, approximately 8.06 million tonnes (2019: 42.17 million tonnes) in Chongsheng Coal Mine, approximately 13.50 million tonnes (2019: 32.02 million tonnes) in Xinglong Coal Mine and approximately 10.46 million tonnes (2019: 31.29 million tonnes) in Hongyuan Coal Mine, together with other key inputs including the estimated coal prices and production costs etc.. The discounted cash flow method under the income approach was adopted for the year ended 31 December 2020 and 2019. Cash flows beyond the five-year period have been extrapolated using an estimated 2.22% (2019: 2.28%) growth rate which is the forecasted inflation rate in China and do not exceed the average growth rate for the relevant markets. The basis of discount rates, growth rate and discounted cash flow method were consistently applied for the year ended 31 December 2020 and 2019. With the assistance from SRK Consulting and BMI Appraisals Limited, the directors of the Company concluded that the estimated recoverable amount of each of the following cash-generating units as at 31 December 2020 was below the respective carrying amount of the cash-generating unit. As a result, impairment losses on the Group's coal mining rights and the related property, plant and equipment, amounting to approximately RMB1,869,716,000 and RMB2,057,757,000 were recognised for the year ended 31 December 2020 to reflect the Group's change in estimate about the coal reserves.

15. 煤炭採礦權(續)

在上述事實及情況下，本公司董事在獨立專業合資格估值師中和邦盟評估有限公司的協助下，評估本集團煤礦及相關物業、廠房及設備的可收回金額。本集團的各項煤礦及相關物業、廠房及設備被視為個別現金產生單位。各現金產生單位的可收回金額乃基於其使用價值計算，其採用的現金流量乃根據管理層最近期通過涵蓋五年期間的財務預算，及介乎13.75%至20.14%的貼現率(二零一九年：13.10%至14.60%)(乃經參考加權平均資本成本而釐定)，以及根據SRK Consulting出具的報告，可開採煤炭儲量約57.97百萬噸(二零一九年：207.28百萬噸)(其包括興陶煤礦約17.09百萬噸(二零一九年：65.62百萬噸)、馮西煤礦約8.86百萬噸(二零一九年：36.18百萬噸)、崇升煤礦約8.06百萬噸(二零一九年：42.17百萬噸)、興隆煤礦約13.50百萬噸(二零一九年：32.02百萬噸)及宏遠煤礦約10.46百萬噸(二零一九年：31.29百萬噸)，連同估計煤炭價格及生產成本等其他主要輸入值預計。截至二零二零年及二零一九年十二月三十一日止年度，收入法下的貼現現金流量法獲採納。五年期間以後的現金流量按估計增長率2.22%(二零一九年：2.28%)予以推算，該增長率乃為中國的預測通脹率且不超逾相關市場的平均增長率。截至二零二零年及二零一九年十二月三十一日止年度，貼現率、增長率及貼現現金流量法的基準獲貫徹應用。在SRK Consulting及中和邦盟評估有限公司的協助下，本公司董事認為，下列各現金產生單位於二零二零年十二月三十一日的估計可收回金額低於有關現金產生單位的賬面值。因此，截至二零二零年十二月三十一日止年度，本集團就煤炭採礦權及相關物業、廠房及設備確認減值虧損分別約人民幣1,869,716,000元及人民幣2,057,757,000元，以反映本集團對煤炭儲量估計的變動。

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15. COAL MINING RIGHTS (CONTINUED)

The recoverable amounts of coal mining rights and property, plant and equipment had been allocated as follows:

15. 煤炭採礦權(續)

分配至煤炭採礦權及物業、廠房及設備的可收回金額如下：

		As at 31 December 2020 於二零二零年十二月三十一日			
		Pre-tax discount rate of CGU	Recoverable amount of CGU	Recoverable amount allocated to coal mining rights	Recoverable amount allocated to property, plant and equipment
CGU	現金產生單位	現金產生單位的稅前貼現率	現金產生單位的可收回金額 RMB'000 人民幣千元	分配至煤炭採礦權的可收回金額 RMB'000 人民幣千元	分配至物業、廠房及設備的可收回金額 RMB'000 人民幣千元 (Note 16) (附註16)
Xingtao Coal Mine	興陶煤礦	20.14%	1,404,452	969,810	434,642
Fengxi Coal Mine	馮西煤礦	19.15%	988,593	390,952	597,641
Chongsheng Coal Mine	崇升煤礦	13.75%	734,622	276,632	457,990
Xinglong Coal Mine	興隆煤礦	14.61%	453,032	224,539	228,493
Hongyuan Coal Mine	宏遠煤礦	13.89%	581,134	80,867	500,267
			4,161,833	1,942,800	2,219,033

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15. COAL MINING RIGHTS (CONTINUED)

15. 煤炭採礦權(續)

		As at 31 December 2020 於二零二零年十二月三十一日	
		Impairment losses allocated to coal mining rights	Impairment losses allocated to property, plant and equipment
		分配至煤炭採礦權的減值虧損	分配至物業、廠房及設備的減值虧損
		RMB'000	RMB'000
		人民幣千元	人民幣千元
CGU	現金產生單位		(Note 16) (附註16)
Xingtao Coal Mine	興陶煤礦	950,075	425,344
Fengxi Coal Mine	馮西煤礦	296,141	452,705
Chongsheng Coal Mine	崇升煤礦	400,802	662,700
Xinglong Coal Mine	興隆煤礦	166,485	169,417
Hongyuan Coal Mine	宏遠煤礦	56,213	347,591
		1,869,716	2,057,757

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15. COAL MINING RIGHTS (CONTINUED)

The carrying amounts of the coal mining right and related property, plant and equipment of each of the Group's coal mines as at 31 December 2020 is equivalent to the respective recoverable amounts as disclosed in above tables.

As at 31 December 2020, the Group's coal mining rights with net carrying amount of approximately RMB1,942,800,000 (2019: RMB4,017,884,000) were pledged for the Group's borrowings (Note 28).

In respect of the expiry of coal mining rights of Xinglong Coal Mine and Hongyuan Coal Mine, the directors of the Company are of the opinion that the renewal of mining rights certificates by the relevant government authorities is highly probable as the Group submits the relevant regulation documents and fully settle the mineral exploration and mining right expense, and also of the opinion that the renewal of the mining rights certificates can be completed at minimal cost. In addition, with reference to the legal opinion from an external lawyer engaged by the Group, the Group will be able to continuously renew the mining rights and the business licenses of the respective mining subsidiaries at minimal charges.

15. 煤炭採礦權(續)

於二零二零年十二月三十一日，本集團各煤礦的煤炭採礦權及相關物業、廠房及設備的賬面值等於上表所披露的有關可收回金額。

於二零二零年十二月三十一日，本集團賬面淨值約人民幣1,942,800,000元(二零一九年：人民幣4,017,884,000元)的煤炭採礦權被抵押以獲得本集團的借貸(附註28)。

就興隆煤礦及宏遠煤礦的到期煤炭採礦權而言，本公司董事認為，相關政府當局很大可能向本集團重續多份採礦權證書，原因是本集團呈交相關監管文件並悉數結付採礦及採礦權開支，且亦認為採礦權證書的重續可以最低成本完成。此外，經參考本集團委聘外部律師的法律意見，本集團將能夠繼續以最低費用重續採礦權及相關採礦附屬公司的業務牌照。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Plant and buildings 廠房及 樓宇	Machinery 機器	Electronic and other equipment 電子及 其他設備	Motor vehicles 汽車	Vessels 貨船	Mining structures 採礦 建築物	Assets under construction 在建資產	Total 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
Cost	成本								
At 1 January 2019	於二零一九年一月一日	1,115,627	1,196,153	53,123	234,708	491,534	2,015,085	1,208,846	6,315,076
Additions	添置	15,067	64,240	1,092	22,841	-	13,901	89,198	206,339
Transfer	轉撥	12,988	19,239	2,272	-	-	129,859	(164,358)	-
Disposals	出售	-	-	-	(5,943)	(217,554)	-	-	(223,497)
Written-off	撇銷	-	(1,503)	(1,484)	(1,416)	-	-	-	(4,403)
Exchange differences	匯兌差額	15	-	-	69	7,739	-	-	7,823
At 31 December 2019	於二零一九年 十二月三十一日	1,143,697	1,278,129	55,003	250,259	281,719	2,158,845	1,133,686	6,301,338
Additions	添置	7,231	26,685	572	928	6,982	-	5,827	48,225
Transfer	轉撥	101	-	-	-	-	-	(101)	-
Disposals	出售	-	-	(272)	(314)	-	-	-	(586)
Written-off	撇銷	-	-	(263)	-	-	(1,168)	-	(1,431)
Exchange differences	匯兌差額	(75)	(65)	(4)	(266)	(15,981)	-	-	(16,391)
At 31 December 2020	於二零二零年 十二月三十一日	1,150,954	1,304,749	55,036	250,607	272,720	2,157,677	1,139,412	6,331,155
Accumulated depreciation	累計折舊								
At 1 January 2019	於二零一九年一月一日	(230,141)	(569,017)	(42,258)	(121,914)	(312,551)	(246,048)	-	(1,521,929)
Charge for the year	年內折舊	(45,275)	(106,931)	(3,847)	(17,940)	(4,383)	(122,097)	-	(300,473)
Disposals	出售	-	-	-	3,561	189,697	-	-	193,258
Written-off	撇銷	-	-	853	1,339	-	-	-	2,192
Exchange differences	匯兌差額	(9)	-	-	(34)	(5,228)	-	-	(5,271)
At 31 December 2019	於二零一九年 十二月三十一日	(275,425)	(675,948)	(45,252)	(134,988)	(132,465)	(368,145)	-	(1,632,223)
Charge for the year	年內折舊	(45,670)	(83,718)	(2,518)	(20,440)	(5,675)	(109,122)	-	(267,143)
Impairment losses (note 15)	減值虧損(附註15)	(312,936)	(141,453)	(5,687)	(10,727)	(11,495)	(1,113,866)	(473,088)	(2,069,252)
Disposals	出售	-	-	258	207	-	-	-	465
Written-off	撇銷	-	-	186	-	-	-	-	186
Exchange differences	匯兌差額	48	-	-	188	8,262	-	-	8,498
At 31 December 2020	於二零二零年 十二月三十一日	(633,983)	(901,119)	(53,013)	(165,760)	(141,373)	(1,591,133)	(473,088)	(3,959,469)
Net carrying amounts	賬面淨值								
At 31 December 2020	於二零二零年 十二月三十一日	516,971	403,630	2,023	84,847	131,347	566,544	666,324	2,371,686
At 31 December 2019	於二零一九年 十二月三十一日	868,272	602,181	9,751	115,271	149,254	1,790,700	1,133,686	4,669,115

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16. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

The Group does not have the title certificates for certain items of plant and buildings with an aggregate net carrying amount of approximately RMB498,700,000 as at 31 December 2020 (2019: RMB848,405,000). The directors of the Company are of the opinion that the Group is entitled to lawfully and validly occupy and use the above mentioned properties and therefore the aforesaid matter does not affect the ownership rights of the Group over these assets and hence did not have any significant impact on the Group's financial position as at 31 December 2020.

As described in note 15, the directors of the Company estimated the recoverable amounts of each of the cash-generating units to which coal mining rights and related property, plant and equipment have been allocated. As a result, impairment losses on the Group's coal mining rights and the related property, plant and equipment, amounting to approximately RMB1,869,716,000 (see Note 15) and RMB2,057,757,000 were recognised for the year ended 31 December 2020 to reflect the Group's change in estimate about the coal reserves.

16. 物業、廠房及設備(續)

本集團並無持有於二零二零年十二月三十一日總賬面淨值約人民幣498,700,000元(二零一九年：人民幣848,405,000元)的若干廠房及樓宇項目的業權證書。本公司董事認為本集團有權合法及有效佔有及使用上述物業，因此，上述事項並不影響本集團對該等資產之所有權及對本集團於二零二零年十二月三十一日的財務狀況並無任何重大影響。

誠如附註15所述，本公司董事估計煤炭採礦權及相關物業、廠房及設備獲分配的各現金產生單位的可收回金額。因此，截至二零二零年十二月三十一日止年度分別就本集團的煤炭採礦權及相關物業、廠房及設備確認減值虧損約人民幣1,869,716,000元(見附註15)及人民幣2,057,757,000元，以反映本集團煤炭儲量估計的變動。

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16. PROPERTY, PLANT AND EQUIPMENT

(CONTINUED)

During the year ended 31 December 2020, the Group conducted a review of the Group's assets in relation to the shipping segment and determined that the recoverable amount of certain asset which is based on the fair value less cost of disposal are lower than its carrying amount and accordingly, impairment loss of RMB11,495,000 had been recognised in respect of the such asset.

The Group's property, plant and equipment with net carrying amount of approximately RMB590,361,000 (2019: RMB1,017,438,000) were pledged for the Group's borrowings (note 28), as follows:

16. 物業、廠房及設備(續)

截至二零二零年十二月三十一日止年度，本集團審閱了本集團有關航運分部的資產，並認定若干資產的可收回金額(乃根據公允值減出售成本計算)低於其賬面值，因此，已就有關資產確認減值虧損人民幣11,495,000元。

本集團賬面淨值約人民幣590,361,000元(二零一九年：人民幣1,017,438,000元)的物業、廠房及設備被抵押以獲得借貸(附註28)，如下所示：

		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
Plant and buildings	廠房及樓宇	157,782	165,690
Machinery	機器	49,968	153,905
Electronic and other equipment	電子及其他設備	425	1,638
Motor Vehicles	汽車	8,722	25,896
Vessels	貨船	103,686	125,839
Mining structures	採礦建築物	269,778	544,470
		590,361	1,017,438

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17. RIGHT-OF-USE ASSETS/LEASE PREPAYMENTS

17. 使用權資產／租賃預付款項

Right-of-use assets

使用權資產

		Leasehold lands* 租賃土地*	Office buildings 辦公樓宇	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2019	於二零一九年 十二月三十一日			
Carrying amount	賬面值	4,653	6,175	10,828
At 31 December 2020	於二零二零年 十二月三十一日			
Carrying amount	賬面值	4,513	4,705	9,218
For the year ended 31 December 2019	截至二零一九年 十二月三十一日 止年度			
Depreciation charge	折舊費用	(140)	(3,311)	(3,451)
For the year ended 31 December 2020	截至二零二零年 十二月三十一日 止年度			
Depreciation charge	折舊費用	(140)	(4,222)	(4,362)

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17. RIGHT-OF-USE ASSETS/LEASE PREPAYMENTS (CONTINUED)

Right-of-use assets (continued)

		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
Expense relating to short-term leases and other leases with lease terms end within 12 months	與短期租賃及租期12個月內的其他租賃有關的開支	1,376	460
Total cash outflow for leases	租賃現金流出總額	(5,988)	(4,840)
Additions to right-of-use assets	添置使用權資產	2,752	2,248

* Being land use rights are located in the PRC for the Group's own use.

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed terms of 1 year to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease terms and assessing the length of the non-cancellable periods, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

17. 使用權資產／租賃預付款項(續)

使用權資產(續)

		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
Expense relating to short-term leases and other leases with lease terms end within 12 months	與短期租賃及租期12個月內的其他租賃有關的開支	1,376	460
Total cash outflow for leases	租賃現金流出總額	(5,988)	(4,840)
Additions to right-of-use assets	添置使用權資產	2,752	2,248

* 即供本集團自用的位於中國的土地使用權。

於兩個年度，本集團租賃多個辦公室用於運營。租賃合約以固定租期1至3年訂立。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

18. INTEREST IN AN ASSOCIATE

18. 於一間聯營公司之權益

		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
Unlisted investment:	非上市投資：		
Unlisted shares, at cost	非上市股份，按成本值	49,000	49,000
Share of post-acquisition loss and other comprehensive loss	分佔收購後虧損及其他全面虧損	(2,433)	(2,433)
Impairment loss	減值虧損	(46,567)	(46,567)
		-	-

The following list contains the particulars of the Group's associate at the end of the reporting period of 2020 and 2019:

下表載列本集團一間聯營公司於二零二零年及二零一九年報告期末的詳情：

Name of associate 聯營公司名稱	Place of establishment 成立地點	Proportion of ownership interest 擁有權權益比例			Principal activities and place of operation 主要業務及營運地點
		Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Tongmei Qinfa (Zhuhai) Holdings Co, Ltd. ("Tongmei Qinfa") 同煤秦發(珠海)控股有限公司 (「同煤秦發」)	PRC 中國	49% (2019: 49%) 49% (二零一九年： 49%)	-	49% (2019: 49%) 49% (二零一九年： 49%)	Sales of coal in the PRC 煤炭銷售中國

Tongmei Qinfa sells coal in the PRC and is a strategic partnership for the Group for its coal business.

同煤秦發於中國出售煤炭，並為本集團煤炭業務方面的戰略合作夥伴。

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18. INTEREST IN AN ASSOCIATE (CONTINUED)

The Group had discontinued recognition of its share of losses of Tongmei Qinfa since the year ended 31 December 2016 because its cumulative share of losses in the associate had exceeded its investment cost less accumulated impairment losses. The amounts of unrecognised shares of the associate, extracted from the relevant management accounts of the associate, both for year and cumulatively, are 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
Unrecognised share of loss/(profit) of an associate for the year	本年度分佔一間聯營公司虧損/(溢利)的未確認部分	18,414	(449)
Accumulated unrecognised share of loss of an associate	累計分佔一間聯營公司虧損的未確認部分	44,004	25,590

19. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		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
Deferred tax assets	遞延稅項資產	4,094	374
Deferred tax liabilities	遞延稅項負債	(293,187)	(1,174,048)
		(289,093)	(1,173,674)

18. 於一間聯營公司之權益(續)

本集團已自截至二零一六年十二月三十一日止年度起終止確認其分佔同煤秦發虧損，乃由於其於聯營公司之累積應佔虧損已超過其投資成本減累計減值虧損。摘錄自聯營公司相關管理賬目之本年度及累計分佔聯營公司金額的未確認部分如下：

19. 遞延稅項

就於綜合財務狀況表呈列的目的而言，若干遞延稅項資產及負債已作抵銷。以下為就財務報告目的而言的遞延稅項結餘的分析：

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19. DEFERRED TAXATION (CONTINUED)

The following are the major deferred tax assets (liabilities) recognised and the movements thereon during the current and prior years:

19. 遞延稅項(續)

以下為於本年度及過往年度獲確認的主要遞延稅項資產(負債)及其變動:

		Impairment allowance of trade receivables	Sales Cut-off	Revaluation arising from loan restructuring	Revaluation surplus arising from business combinations	Depreciation allowances in excess of the related depreciation and amortisation	Total
		貿易應收款項的減值撥備	銷售入賬截止數	貸款重組產生的重估	業務合併產生的重估盈餘	超過相關的折舊及攤銷的折舊撥備	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
At 1 January 2019	於二零一九年一月一日	9,137	-	(116,571)	(966,145)	(177,610)	(1,251,189)
(Charged)/credit for the year	年內(攤銷)/抵免	(8,763)	(65,829)	42,773	62,006	47,328	77,515
At 31 December 2019	於二零一九年十二月三十一日	374	(65,829)	(73,798)	(904,139)	(130,282)	(1,173,674)
Credit for the year	年內抵免	3,720	30,778	8,975	771,757	69,351	884,581
At 31 December 2020	於二零二零年十二月三十一日	4,094	(35,051)	(64,823)	(132,382)	(60,931)	(289,093)

At the end of the reporting period, the Group has unused tax losses of RMB466,092,000 (2019: RMB837,933,000) available for offset against future profits and has deductible temporary differences of RMB1,101,852,000 (2019: RMB344,055,000). No deferred tax asset has been recognised in respect of the tax losses and the deductible temporary differences due to the unpredictability of future profit stream. The tax loss will expire within five years.

於報告期末，本集團錄得未使用稅項虧損人民幣466,092,000元(二零一九年：人民幣837,933,000元)，可用於抵銷未來溢利，及錄得可扣稅暫時差額人民幣1,101,852,000元(二零一九年：人民幣344,055,000元)。概無就稅項虧損及可扣稅暫時差額確認遞延稅項資產，乃由於未來溢利流的不可預測性。稅項虧損將於五年內到期。

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20. INVESTMENTS IN SUBSIDIARIES

As at 31 December 2020, the Company has direct and indirect interests in the subsidiaries, all of which are private companies. The particulars of the major subsidiaries are set out below:

20. 於附屬公司之投資

於二零二零年十二月三十一日，本公司於下列附屬公司擁有直接及間接權益，所有附屬公司均為私人公司。該等主要附屬公司的詳情載列如下：

Name of company 公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Proportion of ownership interest 擁有權益比例			Issued and fully paid-up/ registered capital 已發行及 繳足/註冊資本	Principal activities and place of operation 主要業務及 營運地點
		Group's effective interest 本集團 實際權益	Held by The Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有		
Qinfa Investment Limited ("Qinfa Investment") 秦發投資有限公司(「秦發投資」)	British Virgin Islands 英屬處女群島	100% (2019: 100%) 100% (二零一九年: 100%)	100% (2019: 100%) 100% (二零一九年: 100%)	-	USD4,801/ USD50,000 4,801美元/ 50,000美元	Investment holding in the PRC 投資控股 中國
Hong Kong Qinfa International Trading 香港秦發國際貿易有限公司	Hong Kong 香港	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	HKD689,635,000/ N/A 689,635,000港元/ 不適用	Sales of coal and investment holding in the PRC 煤炭銷售及投資控股 中國
Qinhuangdao Development Zone Qinfa Trading Co., Ltd. (i) 秦皇島開發區秦發貿易有限公司(i)	The PRC 中國	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	RMB68,000,000/ RMB68,000,000 人民幣68,000,000元/ 人民幣68,000,000元	Sales of coal in the PRC 煤炭銷售 中國
Zhuhai Qinfa Trading Co., Ltd. (i) 珠海秦發貿易有限公司(i)	The PRC 中國	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	Sales of coal in the PRC 煤炭銷售 中國
Zhuhai Qinfa Logistics Co., Ltd. (ii) 珠海秦發物流有限公司(ii)	The PRC 中國	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	HKD315,000,000/ HKD315,000,000 315,000,000港元/ 315,000,000港元	Sales of coal in the PRC 煤炭銷售 中國
Shuozhou Guangfa Energy Co., Ltd. (i) ("Shuozhou Guangfa") 朔州市廣發能源投資有限公司(i) (「朔州廣發」)	The PRC 中國	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	Investment holding in the PRC 投資控股 中國

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

20. 於附屬公司之投資(續)

Name of company 公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Proportion of ownership interest 擁有權益比例			Issued and fully paid-up/ registered capital 已發行及 繳足/註冊資本	Principal activities and place of operation 主要業務及 營運地點
		Group's effective interest 本集團 實際權益	Held by The Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有		
Shanxi Huameiao Energy Group Co., Ltd. (i) ("Huameiao Energy") 山西華美奧能源集團有限公司(i) (「華美奧能源」)	The PRC 中國	100% (2019: 100%)	-	100% (2019: 100%)	RMB300,000,000/ RMB300,000,000 人民幣300,000,000元/ 人民幣300,000,000元	Investment holding in the PRC 投資控股 中國
Shanxi Shuozhou Pinglu District Huameiao Xingtiao Coal Co., Ltd. (i) ("Xingtiao Coal") 山西朔州平魯區華美奧興陶煤業有限公司(i) (「興陶煤業」)	The PRC 中國	80% (2019: 80%)	-	100% (2019: 100%)	RMB129,590,000/ RMB129,590,000 人民幣129,590,000元/ 人民幣129,590,000元	Coal mining and operation in the PRC 煤炭開採及營運 中國
Shanxi Shuozhou Pinglu District Huameiao Fengxi Coal Co., Ltd. (i) ("Fengxi Coal") 山西朔州平魯區華美奧馮西煤業有限公司(i) (「馮西煤業」)	The PRC 中國	80% (2019: 80%)	-	100% (2019: 100%)	RMB32,000,000/ RMB32,000,000 人民幣32,000,000元/ 人民幣32,000,000元	Coal mining and operation in the PRC 煤炭開採及營運 中國
Shanxi Shuozhou Pinglu District Huameiao Chongsheng Coal Co., Ltd. (i) ("Chongsheng Coal") 山西朔州平魯區華美奧崇升煤業有限公司(i) (「崇升煤業」)	The PRC 中國	80% (2019: 80%)	-	100% (2019: 100%)	RMB107,290,000/ RMB107,290,000 人民幣107,290,000元/ 人民幣107,290,000元	Coal mining and operation in the PRC 煤炭開採及營運 中國
Xinglong Coal (i) 興隆煤業(i)	The PRC 中國	80% (2019: 80%)	-	100% (2019: 100%)	RMB100,000,000/ RMB100,000,000 人民幣100,000,000元/ 人民幣100,000,000元	Coal mining and operation in the PRC 煤炭開採及營運 中國
Hongyuan Coal (i) 宏遠煤業(i)	The PRC 中國	100% (2019: 100%)	-	100% (2019: 100%)	RMB100,000,000/ RMB100,000,000 人民幣100,000,000元/ 人民幣100,000,000元	Coal mining and operation in the PRC 煤炭開採及營運 中國

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED) 20. 於附屬公司之投資(續)

Name of company 公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Proportion of ownership interest 擁有權益比例			Issued and fully paid-up/ registered capital 已發行及 繳足/註冊資本	Principal activities and place of operation 主要業務及 營運地點
		Group's effective interest 本集團 實際權益	Held by The Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有		
Super Grace Enterprises Limited ("Super Grace")	British Virgin Islands	100% (2019: 100%)	-	100% (2019: 100%)	USD50,000/ USD50,000	Goods transport and logistics, and charter hire in worldwide
Super Grace Enterprises Limited ("Super Grace")	英屬處女群島	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	50,000美元/ 50,000美元	商品運輸及物流 以及貨船租賃 全球
Oriental Wise Group Limited ("Oriental Wise")	British Virgin Islands	100% (2019: 100%)	-	100% (2019: 100%)	USD1/ USD50,000	Goods transport and logistics, and charter hire in worldwide
Oriental Wise Group Limited ("Oriental Wise")	英屬處女群島	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	1美元/ 50,000美元	商品運輸及物流 以及貨船租賃 全球
Qinfa Shipping Group Limited	British Virgin Islands	100% (2019: 100%)	-	100% (2019: 100%)	USD1/ USD50,000	Goods transport and logistics, and charter hire in worldwide
Qinfa Shipping Group Limited	英屬處女群島	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	1美元/ 50,000美元	商品運輸及物流 以及貨船租賃 全球
Hong Kong Qinfa Shipping Limited	Hong Kong	100% (2019: 100%)	-	100% (2019: 100%)	HKD10,000/ N/A	Goods transport and logistics, and charter hire in worldwide
香港秦發航運有限公司	香港	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	10,000港元/ 不適用	商品運輸及物流 以及貨船租賃 全球
Perpetual Goodluck Limited	Hong Kong	100% (2019: 100%)	-	100% (2019: 100%)	HKD1,000/ N/A	Goods transport and logistics, and charter hire in the PRC
Perpetual Goodluck Limited	香港	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	1,000港元/ 不適用	商品運輸及物流 以及貨船租賃 中國

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

20. 於附屬公司之投資(續)

Name of company 公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Proportion of ownership interest 擁有權益比例			Issued and fully paid-up/ registered capital 已發行及 繳足/註冊資本	Principal activities and place of operation 主要業務及 營運地點
		Group's effective interest 本集團 實際權益	Held by The Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有		
Zhuohai Qinfa Shipping Co., Ltd.(i)	The PRC	100% (2019: 100%)	-	100% (2019: 100%)	RMB5,000,000/ RMB100,000,000	Goods transport and logistics, and charter hire in the PRC
珠海秦發航運有限公司(i)	中國	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	人民幣5,000,000元/ 人民幣100,000,000元	商品運輸及物流 以及貨船租賃 中國
Ordos City Lianhang Trading Co., Ltd. (i)	The PRC	100% (2019: 100%)	-	100% (2019: 100%)	RMB1,000,000/ RMB1,000,000	Sales of coal in the PRC
鄂爾多斯市聯行貿易有限公司(i)	中國	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	人民幣1,000,000元/ 人民幣1,000,000元	煤炭銷售 中國
Qingdao Qinfa Energy Ltd. (i)	The PRC	100% (2019: 100%)	-	100% (2019: 100%)	RMB100,000,000/ RMB100,000,000	Sales of coal in the PRC
青島秦發能源有限公司(i)	中國	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	人民幣100,000,000元/ 人民幣100,000,000元	煤炭銷售 中國
Qingdao Qinfa Material Supply Ltd. (i)	The PRC	100% (2019: 100%)	-	100% (2019: 100%)	N/A/ RMB50,000,000	Sales of machine materials in the PRC
青島秦發物資供應有限公司(i)	中國	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	不適用/ 人民幣50,000,000元	銷售機械材料 中國
Qingdao Qinfa Changsheng Equipment Maintenance Ltd. (i)	The PRC	100% (2019: 100%)	-	100% (2019: 100%)	N/A/ RMB5,000,000	Machine Repairing in the PRC
青島秦發昌盛設備維修有限公司(i)	中國	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	不適用/ 人民幣5,000,000元	機械維修 中國
Qinfa Overseas Investment Limited	Hong Kong	100% (2019: 100%)	-	100% (2019: 100%)	HKD10,000/ N/A	Investment holding in Indonesia
秦發海外投資有限公司	香港	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	10,000港元/ 不適用	投資控股 印尼
PT. Qinfa Mining Industri	Indonesia	100% (2019: 100%)	-	100% (2019: 100%)	N/A/ USD1,000,000	Coal mining and operation in Indonesia
PT. Qinfa Mining Industri	印尼	100% (二零一九年: 100%)	-	100% (二零一九年: 100%)	不適用/ 1,000,000美元	煤炭開採及營運 印尼

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED) 20. 於附屬公司之投資(續)

Name of company 公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Proportion of ownership interest 擁有權益比例			Issued and fully paid-up/ registered capital 已發行及 繳足/註冊資本	Principal activities and place of operation 主要業務及 營運地點
		Group's effective interest 本集團 實際權益	Held by The Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有		
Shanxi Qinfa Changsheng Equipment Maintenance Co., Ltd. 山西秦發昌盛設備維修有限公司	The PRC 中國	100% (2019: 100%) 100% (二零一九年: 100%)	-	100% (2019: 100%) 100% (二零一九年: 100%)	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	Sales of machine In the PRC 機械銷售 中國

(i) These entities were established in the PRC as domestic companies.

(ii) These entities were established in the PRC as wholly foreign-owned enterprises.

(i) 該等實體為於中國成立的內資公司。

(ii) 該等實體為於中國成立的外商獨資企業。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

As at 31 December 2020 and 2019, the Group's borrowings are secured by the Group's equity interest in Huameiao Energy, Xingtao Coal, Fengxi Coal, Chongsheng Coal, Xinglong Coal, Hongyuan Coal, Shuozhou Guangfa, Super Grace and Oriental Wise (note 28). As at 31 December 2020 and 2019, the borrowings of Tongmei Qinfa, an associate of the Group, are secured by the Group's equity interest in Yangyuan Guotong Coal Trading and Transportation Co., Ltd (Yangyuan Guotong, which is a subsidiary within the Group). As at 31 December 2020, the carrying amount of net assets of Yangyuan Guotong before any inter-company elimination amounted to approximately RMB21,827,000 (2019: RMB21,719,000).

上表列出董事認為對本集團年內業績造成重大影響或構成本集團資產淨值重要部分的本公司附屬公司。董事認為，如列出其他附屬公司的資料，將會使篇幅過於冗長。

於二零二零年及二零一九年十二月三十一日，本集團之借貸由本集團於華美奧能源、興陶煤業、馮西煤業、崇升煤業、興隆煤業、宏遠煤業、朔州廣發、Super Grace及Oriental Wise的股本權益作抵押(附註28)。於二零二零年及二零一九年十二月三十一日，本集團一間聯營公司同煤秦發的借貸由本集團於本集團附屬公司陽原國通煤炭運銷有限公司(「陽原國通」)之股權作抵押。於二零二零年十二月三十一日，陽原國通對銷公司間交易前之資產淨值之賬面值約人民幣21,827,000元(二零一九年：人民幣21,719,000元)。

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

None of the subsidiaries has issued any debt securities at the end of the year.

The following tables list out the financial information relating to Xingtao Coal, Fengxi Coal and Chongsheng Coal, subsidiaries of the Company which have material non-controlling interest (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

Xingtao Coal

		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
As at 31 December	於十二月三十一日		
NCI percentage	非控股權益比例	20%	20%
Non-current assets	非流動資產	3,140,861	4,029,104
Current assets	流動資產	2,742,114	2,691,666
Current liabilities	流動負債	(3,749,582)	(3,688,418)
Non-current liabilities	非流動負債	(630,910)	(618,731)
Net assets	資產淨值	1,502,483	2,413,621
Carrying amount of NCI	非控股權益賬面值	300,497	482,724
During the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	373,597	471,652
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	229,214	-
Impairment loss on coal mining rights	煤炭採礦權之減值虧損	514,747	-
Impairment loss on CIP	在建工程之減值虧損	1,236	-
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	(911,135)	(51,939)
Loss and total comprehensive expenses allocated to NCI	分配至非控股權益的虧損及全面開支總額	(182,227)	(10,388)
Cash flows (used in)/generated from operating activities	經營活動(所用)/所得現金流量	(11,519)	95,025
Cash flows used in investing activities	投資活動所用現金流量	(22,595)	(48,151)
Cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量	35,470	(47,871)

20. 於附屬公司之投資(續)

概無附屬公司於年末已發行任何債券。

下表載列與陶煤業、馮西煤業及崇升煤業(本公司擁有重大非控股權益(「非控股權益」)的附屬公司)相關的財務資料。以下呈列的財務資料概要為對銷任何公司間交易前的金額。

興陶煤業

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

20. 於附屬公司之投資(續)

Fengxi Coal

馮西煤業

		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
As at 31 December	於十二月三十一日		
NCI percentage	非控股權益比例	20%	20%
Non-current assets	非流動資產	1,430,283	1,892,405
Current assets	流動資產	168,682	180,408
Current liabilities	流動負債	(658,965)	(798,481)
Non-current liabilities	非流動負債	(241,824)	(258,751)
Net assets	資產淨值	698,176	1,015,581
Carrying amount of NCI	非控股權益賬面值	139,635	203,116
During the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	331,148	432,759
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	185,687	-
Impairment loss on coal mining rights	煤炭採礦權之減值虧損	121,469	-
Loss/profit and total comprehensive (expenses)/income or the year	年內虧損/溢利及全面(開支)/收入總額	(317,406)	7,067
(Loss)/profit and total comprehensive (expenses)/income allocated to NCI	分配至非控股權益的(虧損)/溢利及全面(開支)/收入總額	(63,481)	1,413
Cash flows (used in)/ generated from operating activities	經營活動(所用)/所得現金流量	(7,705)	16,898
Cash flows used in investing activities	投資活動所用現金流量	(7,746)	(16,862)

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20. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

20. 於附屬公司之投資(續)

Chongsheng Coal

崇升煤業

		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
As at 31 December	於十二月三十一日		
NCI percentage	非控股權益比例	20%	20%
Non-current assets	非流動資產	1,094,493	1,930,939
Current assets	流動資產	150,274	120,512
Current liabilities	流動負債	(567,649)	(641,245)
Non-current liabilities	非流動負債	(237,690)	(255,577)
Net assets	資產淨值	439,428	1,154,629
Carrying amount of NCI	非控股權益賬面值	87,886	230,926
During the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	305,448	409,341
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	437,314	-
Impairment loss on coal mining rights	煤炭採礦權之減值虧損	1,762	-
Impairment loss on CIP	在建工程之減值虧損	265,554	-
(Loss)/profit and total comprehensive (expenses)/income for the year	年內(虧損)/溢利及全面(開支)/收入總額	(715,201)	38,913
(Loss)/profit and total comprehensive (expenses)/income allocated to NCI	分配至非控股權益的(虧損)/溢利及全面(開支)/收入總額	(143,040)	7,783
Cash flows generated from operating activities	經營活動所得現金流量	5,424	54,526
Cash flows used in investing activities	投資活動所用現金流量	(4,421)	(55,026)

During the year, there were no dividend paid to the non-controlling shareholders (2019: nil).

於年內，並無向非控股股東派發任何股息(二零一九年：無)。

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21. INVENTORIES

21. 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
Finished goods	製成品	49,497	56,823
Fuel	燃料	6,138	2,697
		55,635	59,520

As at 31 December 2020, the Group's inventories with carrying amount of approximately RMB1,023,000 (2019: RMB1,015,000) were pledged for the Group's borrowings (note 28).

於二零二零年十二月三十一日，本集團賬面值約人民幣1,023,000元(二零一九年：人民幣1,015,000元)之存貨已就本集團的借貸作抵押(附註28)。

22. TRADE RECEIVABLES

22. 應收貿易賬款

		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	應收貿易賬款	485,800	261,423
Less: allowance for credit loss	減：信貸虧損撥備	(55,657)	(132,295)
		430,143	129,128

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22. TRADE RECEIVABLES (CONTINUED)

Ageing analysis

The Group's exposure to credit risk related to trade and other receivables are disclosed in note 34(b)(i).

An ageing analysis of trade receivables (net of allowance for credit losses) of the Group 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
Within 2 months	兩個月內	363,580	14,149
Over 2 months but within 6 months	兩個月以上但不超過六個月	—	27,891
Over 6 months but within 1 year	六個月以上但不超過一年	93	1,253
Over 1 year but within 2 years	一年以上但不超過兩年	10	1,297
Over 2 years (note)	超過兩年(附註)	66,460	84,538
		430,143	129,128

The ageing is counted from the date when trade receivables are recognised.

Note:

As at 31 December 2020, trade receivables aged over 2 years amounting to approximately RMB66,460,000 (2019: RMB84,538,000) were due from customers which the Group has trade and other payable balances with amounts not less than the respective trade receivables as at the end of the reporting period. Based on past experience and repayment history of the trade debtors, the directors of the Company believe that no impairment allowance is necessary in respect of these balances.

Credit terms granted to customers mainly range from 0 to 60 days (2019: 0 to 60 days) depending on customers relationship with the Group, their creditworthiness and past settlement record.

Details of credit policy impairment assessment of trade receivable for the years ended 31 December 2020 and 2019 are set out in note 34.

22. 應收貿易賬款(續)

賬齡分析

本集團所面臨與貿易及其他應收款項有關的信貸風險於附註34(b)(i)披露。

本集團的應收貿易賬款(扣除信貸虧損撥備)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
Within 2 months	363,580	14,149
Over 2 months but within 6 months	—	27,891
Over 6 months but within 1 year	93	1,253
Over 1 year but within 2 years	10	1,297
Over 2 years (note)	66,460	84,538
	430,143	129,128

賬齡自應收貿易賬款獲確認當日起計算。

附註：

於二零二零年十二月三十一日，賬齡超過兩年的貿易應收款項約人民幣66,460,000元(二零一九年：人民幣84,538,000元)為本集團於其擁有應付貿易賬款及其他應付款項結餘的客戶於報告期末所欠金額不少於各自貿易應收款項的款項。基於過往經驗及應收貿易賬款還款記錄，本公司董事認為毋須就該等結餘計提減值撥備。

向客戶授出之信貸期主要介乎0至60日(二零一九年：0至60日)，視乎客戶與本集團之關係、彼等之信譽及過往償付記錄而定。

截至二零二零年及二零一九年十二月三十一日止年度貿易應收款項的信貸政策減值評估詳情載於附註34。

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23. PREPAYMENTS AND OTHER RECEIVABLES

23. 預付款項及其他應收款項

		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
Included in non-current assets	計入非流動資產		
Other deposit (note (iv))	其他按金(附註(iv))	34,264	-
Included in current assets	計入流動資產		
Other deposits and prepayments (note (i))	其他按金及預付款項(附註(i))	282,198	303,685
Amounts due from non-controlling shareholders (note (ii))	應收非控股股東款項(附註(ii))	322,703	322,703
Other non-trade receivables	其他非貿易應收款項	86,693	46,851
		691,594	673,239
Less: Allowance for credit losses (note (iii))	減：信貸虧損撥備(附註(iii))	(392,722)	(380,005)
		298,872	293,234

Notes:

- (i) Prepayments for purchase of coal and transportation fee amounting to approximately RMB104,115,000 (2019: RMB188,803,000) and RMB31,420,000 (2019: RMB12,645,000) respectively are included in other deposits and prepayments. The remaining amount of RMB146,663,000 (2019: RMB102,237,000) are mainly prepayments for the supplier services to support the Group's ordinary business.
- (ii) Amounts due from non-controlling shareholders of Huameiao Energy are unsecured, interest free and have no fixed term of repayment. As at 31 December 2020, the carrying amount of approximately RMB322,703,000 (2019: RMB322,703,000) were fully impaired in prior years.

附註：

- (i) 採購煤炭預付款項約人民幣104,115,000元(二零一九年：人民幣188,803,000元)及運輸費預付款項約人民幣31,420,000元(二零一九年：人民幣12,645,000元)已計入其他按金及預付款項。餘下金額人民幣146,663,000元(二零一九年：人民幣102,237,000元)主要為支持本集團一般業務的供應商服務預付款項。
- (ii) 應收華美奧能源非控股股東款項為無抵押、免息及無固定還款期。於二零二零年十二月三十一日，賬面值約人民幣322,703,000元(二零一九年：人民幣322,703,000元)已於過往年度全額減值。

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23. PREPAYMENTS AND OTHER RECEIVABLES

(CONTINUED)

Notes: (continued)

- (iii) Allowance for losses of prepayments and other receivables are 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
Other deposits and prepayments	其他按金及預付款項	47,954	36,880
Amounts due from non-controlling shareholders	應收非控股股東款項	322,703	322,703
Other non-trade receivables	其他非貿易應收款項	22,065	20,422
		392,722	380,005

Details of impairment assessment of prepayments and other receivables for the years ended 31 December 2020 and 2019 are set out in note 34.

- (iv) As disclosed in the Company's announcements dated 3 January 2020 and 7 August 2020, a series of agreements, including heads of agreement ("HOA") dated 31 December 2019, addendum of HOA dated 11 March 2020 and conditional sale and purchase agreement dated 6 August 2020 (collectively, the "Proposed Acquisition Agreements") were entered by the Group for proposed acquisition of 70% equity shareholding of PT Sumber Daya Energi ("SDE"), a company duly established under the laws of Republic of Indonesia that is engaged in coal mining and trading in Indonesia, from two independent third parties (the "Sellers") at an aggregate consideration of IDR385,000,000 (equivalent to approximately RMB190,000). Pursuant to the Proposed Acquisition Agreements, the Sellers (as non-controlling shareholders of SDE after completion of the proposed acquisition) would be entitled to 15% of the total saleable coal production of SDE as profit distributions and such Sellers' entitlements are secured by the deposits of aggregate USD5,000,000 (equivalent to RMB34,264,000) paid by the Group. The aforesaid deposits paid by the Group are secured by Sellers' approximately 75% equity interest in SDE until the completion of the proposed acquisition.

23. 預付款項及其他應收款項(續)

附註：(續)

- (iii) 預付款項及其他應收款項虧損撥備如下：

	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
Other deposits and prepayments	47,954	36,880
Amounts due from non-controlling shareholders	322,703	322,703
Other non-trade receivables	22,065	20,422
	392,722	380,005

截至二零二零年及二零一九年十二月三十一日止年度的預付款項及其他應收款項的減值評估詳情載於附註34。

- (iv) 誠如本公司日期為二零二零年一月三日及二零二零年八月七日的公佈所披露，本集團訂立一系列協議，包括日期為二零一九年十二月三十一日的協議綱領(「協議綱領」)、日期為二零二零年三月十一日的協議綱領附件及日期為二零二零年八月六日的有條件買賣協議(統稱「建議收購協議」)，以向兩名獨立第三方(「賣方」)建議收購PT Sumber Daya Energi(「SDE」，一間根據印度尼西亞共和國法律正式成立的公司，於印尼從事煤炭開採及貿易)的70%股權，總代價為385,000,000印尼盾(相當於約人民幣190,000元)。根據建議收購協議，賣方(於建議收購事項完成後作為SDE的非控股股東)享有SDE可銷售煤炭總產量的15%作為溢利分配，且該等賣方的權利以本集團支付的按金合計5,000,000美元(相當於人民幣34,264,000元)作抵押。本集團支付的上述按金以賣方於SDE的約75%股權作抵押，直至建議收購事項完成為止。

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23. PREPAYMENTS AND OTHER RECEIVABLES

(CONTINUED)

Notes: (continued)

- (iv) In the event the proposed acquisition could not be completed on or before 31 December 2020 for any reasons, Sellers must return the deposits to the Group within 14 days from the date of notification from the Group. As disclosed in the Company's announcements dated 13 December 2020 and 31 March 2021, the board of the Group noticed that more time is required on the approval by the relevant government authorities of the Republic of Indonesia. In view that additional time is required for the satisfaction of certain conditions precedent for the proposed acquisition, the Group and the Sellers are agreed in writing to extend the completion date until 30 June 2021 instead of 31 December 2020. Up to the date when the consolidated financial statements are authorised for issue, the acquisition has not been completed.

24. PLEDGED AND RESTRICTED DEPOSITS

As at 31 December 2020, bank deposits of approximately RMB nil (2019: RMB333,000) were pledged to secure general credit facilities.

As at 31 December 2020, bank deposits of approximately RMB403,000 (2019: RMB723,000) were restricted for use in relation to the litigation proceedings as disclosed in note 38(a)(iv).

As at 31 December 2020, bank deposits of approximately RMB nil (2019: RMB14,173,000) were restricted for use in relation to the trading of coal business of respective entities located in the respective regions in order to support the economic development of the regions.

23. 預付款項及其他應收款項(續)

附註：(續)

- (iv) 倘建議收購事項因任何原因未能於二零二零年十二月三十一日或之前完成，賣方須於本集團發出通知日期起計十四日內向本集團退回該等按金。誠如本公司日期為二零二零年十二月十三日及二零二一年三月三十一日的公佈所披露，本集團董事會注意到印度尼西亞共和國相關政府部門需要更多的審批時間。鑒於需要額外時間達成建議收購事項的若干先決條件，本集團與賣方書面同意將完成日期從二零二零年十二月三十一日延長至二零二一年六月三十日。截至本綜合財務報表獲授權刊發日期，該收購事項尚未完成。

24. 已抵押及受限制存款

於二零二零年十二月三十一日，銀行存款約人民幣零元(二零一九年：人民幣333,000元)已抵押予銀行作為一般信貸擔保。

於二零二零年十二月三十一日，銀行存款約人民幣403,000元(二零一九年：人民幣723,000元)因附註38(a)(iv)所披露的訴訟程序而被限制使用。

於二零二零年十二月三十一日，為支持相關地區的經濟發展，銀行存款約人民幣零元(二零一九年：人民幣14,173,000元)被限制用於有關該等地區各自實體的煤炭業務交易。

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25. CASH AND CASH EQUIVALENTS

For the years ended 31 December 2020 and 2019, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of pledged and restricted bank deposits for the years ended 31 December 2020 and 2019 are set out in note 34.

Reconciliation of liabilities arising from financing activities

The table below details change in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

25. 現金及現金等價物

截至二零二零年及二零一九年十二月三十一日止年度，本集團已為銀行結餘進行減值評估，結論是對手方銀行違約的概率並不重大，因此並無就信貸虧損計提撥備。

已抵押及受限制銀行存款減值評估截至二零二零年及二零一九年十二月三十一日止年度的詳情載列於附註34。

來自融資活動的負債的對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。來自融資活動的負債為現金流量曾就此或日後現金流量將就此於本集團綜合現金流量表分類為融資活動所得現金流量的負債。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

25. CASH AND CASH EQUIVALENTS (CONTINUED)

Reconciliation of liabilities arising from financing activities (continued)

25. 現金及現金等價物(續)

來自融資活動的負債的對賬(續)

		Borrowings 借貸 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	4,493,392	7,238	4,500,630
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from borrowings	借貸所得款項	579,901	-	579,901
Repayments of borrowings/lease liabilities	償還借貸／租賃負債	(908,261)	(4,172)	(912,433)
		(328,360)	(4,172)	(332,532)
Non-cash changes:	非現金變動：			
Interest charge on unwinding of discounts (note 9)	折算貼現之利息開支 (附註9)	171,092	-	171,092
New leases entered into	訂立新租約	-	2,248	2,248
		171,092	2,248	173,340
At 31 December 2019	於二零一九年十二月三十一日	4,336,124	5,314	4,341,438
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from borrowings	借貸所得款項	855,100	-	855,100
Repayments of borrowings/lease liabilities	償還借貸／租賃負債	(1,244,837)	(4,335)	(1,249,172)
		(389,737)	(4,335)	(394,072)
Non-cash changes:	非現金變動：			
Settlement of amount due to an associate	結算應付一間聯營公司款項	273,709	-	273,709
Loss on non-substantial modification of borrowing	借貸非重大修訂之虧損	194,351	-	194,351
Interest charge on unwinding of discounts (note 9)	折算貼現之利息開支 (附註9)	181,907	-	181,907
New leases entered into	訂立新租約	-	2,752	2,752
		649,967	2,752	652,719
At 31 December 2020	於二零二零年十二月三十一日	4,596,354	3,731	4,600,085

Note: In March 2020, the amount due to an associate was settled by increase of other borrowing from an asset management company.

附註：於二零二零年三月，應付一間聯營公司款項由來自一間資產管理公司的其他借貸增幅所結清。

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26. TRADE PAYABLES

An ageing analysis of trade payables of the Group based on invoice date is as follows:

26. 應付貿易賬款

本集團基於發票日期的應付貿易賬款的賬齡分析如下：

		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
Within 1 year	一年內	484,063	149,380
Over 1 year but within 2 years	一年以上但不超過兩年	76,307	15,084
Over 2 years	兩年以上	110,003	169,483
		670,373	333,947

27. OTHER PAYABLES

Current

		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
Accrued expenses	應計開支	510,706	441,379
Contract liabilities (note (i))	合約負債(附註(i))	94,746	44,850
Amount due to ultimate controlling shareholder	應付最終控股股東款項	161	161
Amount due to ultimate holding company	應付最終控股公司款項	10,673	988
Amount due to an associate	應付一間聯營公司款項	215,275	624,480
Amounts due to directors of the Company	應付本公司董事款項	1,565	1,457
Amount due to a related party	應付一名關連方款項	141	141
Amount due to a related company	應付一間關連公司款項	100	100
Other payables (note (ii))	其他應付款項(附註(ii))	1,462,238	1,463,140
		2,295,605	2,576,696

Non-current

Other payables (note (ii))	其他應付款項(附註(ii))	-	20,550
		2,295,605	2,597,246

27. 其他應付款項

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

即期

非即期

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27. OTHER PAYABLES (CONTINUED)

Notes:

(i)

Contract liabilities

Sale of coal

合約負債

煤炭銷售

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

94,746

44,850

All contract liabilities are expected to be recognised as income within one year from dates of receipts.

The Group typically received 100% payment from customers for sales of coal before the customers obtain the control of coal products which give rise to contract liabilities at the start of a contract, until the revenue recognised upon the pass of controls.

Movements in contract liabilities are as follows:

27. 其他應付款項(續)

附註：

(i)

所有合約負債預期於一年內獲確認為收入。

本集團通常於客戶取得煤炭產品控制權前已就煤炭銷售收取客戶100%的付款，因而於合約開始時產生合約負債，直至收益於控制權轉交時獲確認。

合約負債變動如下：

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

At 1 January

於一月一日

44,850

91,865

Revenue recognised that was included in the contract liabilities at the beginning of the year

於年初已計入合約負債的已確認收益

(44,850)

(91,865)

Forward sale deposits and instalments received during the year

年內收取的遠期銷售按金及分期付款

94,746

44,850

As at 31 December

於十二月三十一日

94,746

44,850

(ii) Construction payables of approximately RMB848,073,000 (2019: RMB867,977,000) and payables related to mineral exploration and mining rights of approximately RMB292,428,000 (2019: RMB346,755,000) are included in other payables.

(ii) 其他應付款項包括應付建築款項約人民幣848,073,000元(二零一九年：人民幣867,977,000元)及應付煤礦勘探及採礦權款項約人民幣292,428,000元(二零一九年：人民幣346,755,000元)。

The amounts due to ultimate holding company of the Company, ultimate controlling shareholder of the Company, an associate, directors of the Company, a related company and a related party are unsecured, interest free and have no fixed term of repayment.

應付本公司最終控股公司、本公司最終控股股東、一間聯營公司、本公司董事、一間關連公司及一名關連方的款項為無抵押、免息及無固定還款期。

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28. BORROWINGS

28. 借貸

			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		
Bank loans	銀行貸款			
- Secured	- 有抵押	(i)	-	296,033
- Unsecured	- 無抵押	(ii)	910,640	932,640
			910,640	1,228,673
Other borrowings	其他借貸	(iii)		
- Secured	- 有抵押		3,634,844	3,056,581
- Unsecured	- 無抵押		50,870	50,870
			3,685,714	3,107,451
Total borrowings	借貸總額		4,596,354	4,336,124

Notes:

- (i) As at 31 December 2019, secured bank loans bore interest at rates from 4.75% to 6.72% per annum.
- (ii) Unsecured bank loans bear interest at rates ranging from 5.7% to 8.80% (2019: 4.75% to 8.00%) per annum as at 31 December 2020.
- (iii) Other borrowings bear interest at rates ranging from 3.90% to 7.28% (2019: 4.86% to 7.28%) per annum as at 31 December 2020.

附註：

- (i) 於二零一九年十二月三十一日，有抵押銀行貸款按年利率4.75%至6.72%計息。
- (ii) 於二零二零年十二月三十一日，無抵押銀行貸款按年利率介乎5.7%至8.80%(二零一九年：4.75%至8.00%)計息。
- (iii) 於二零二零年十二月三十一日，其他借貸按年利率介乎3.90%至7.28%(二零一九年：4.86%至7.28%)計息。

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28. BORROWINGS (CONTINUED)

As at 31 December 2020, borrowings of the Group were repayable 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
Within 1 year or on demand	一年內或按要求	1,970,990	2,163,276
Over 1 year but within 2 years	一年以上但不超過兩年	362,679	560,332
Over 2 years but within 5 years	兩年以上但不超過五年	2,262,685	1,612,516
		2,625,364	2,172,848
		4,596,354	4,336,124

Due to breach of loan covenants and/or occurrence of default events (including the breach of cross default clauses), certain bank and other borrowings with the aggregate carrying amount of approximately RMB1,808,207,000 (2019: RMB1,830,501,000), in which the aggregate amount of RMB1,144,567,000 (2019: RMB1,005,361,000) was past due, and aggregate amounts of RMB663,640,000 (2019: RMB758,700,000) and nil (2019: RMB66,440,000) were repayable within one year and after one year respectively from the end of reporting date based on the agreed scheduled repayments set out in the respective loan agreements had been due for immediate payment.

28. 借貸(續)

於二零二零年十二月三十一日，本集團借貸的還款情況如下：

由於違反貸款契諾及／或發生違約事件(包括違反交叉違約條款)，總賬面值約為人民幣1,808,207,000元(二零一九年：人民幣1,830,501,000元)的若干銀行及其他借貸(其中總額人民幣1,144,567,000元(二零一九年：人民幣1,005,361,000元)已逾期)，及總額人民幣663,640,000元(二零一九年：人民幣758,700,000元)及人民幣零元(二零一九年：人民幣66,440,000元)根據各自貸款協議所載協定計劃還款時間表自報告日期結束起計分別須於一年內及一年後償還)已到期，須立即償還。

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28. BORROWINGS (CONTINUED)

Borrowings due for repayment, based on the scheduled repayment terms set out in the loan agreements and without taking into account the effect of any immediate repayment on cross default clause are 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
Within 1 year or on demand	一年內或按要求	1,970,990	2,096,836
Over 1 year but within 2 years	一年以上但不超過兩年	362,679	626,772
Over 2 years but within 5 years	兩年以上但不超過五年	2,262,685	1,612,516
		4,596,354	4,336,124

The interest payables of borrowings not yet past due but due for immediate payment due to occurrence of default events (including the breach of cross default clauses) and borrowings that have become past due amounting to approximately RMB3,188,000 (2019: RMB16,127,000) and RMB355,983,000 (2019: RMB264,318,000) respectively were included in the other payables.

28. 借貸(續)

根據貸款協議所載列的計劃償還條款，不考慮任何須按交叉違約條款立即償還的影響，到期償還的借貸如下：

未逾期但由於發生違約事件(包括違反交叉違約條款)而須立即償還的借貸應付利息分別約為人民幣3,188,000元(二零一九年：人民幣16,127,000元)及人民幣355,983,000元(二零一九年：人民幣264,318,000元)，已計入其他應付款項。

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28. BORROWINGS (CONTINUED)

As at 31 December 2020, a secured bank loan, an unsecured bank loan, secured other borrowings and unsecured other borrowings of approximately RMB nil (2019: RMB148,534,000), RMB247,000,000 (2019: RMB254,999,000), RMB846,697,000 (2019: RMB550,958,000) and RMB50,870,000 (2019: RMB50,870,000) respectively, that have been past due and due for immediate payment. These borrowings carried interest at rates ranging from 3.9% to 8.80% (2019: 4.86% to 7.28%) per annum and also carried additional penalty interest at rate ranging from 1.95% to 4.40% (2019: 2.43% to 3.64%) per annum after past due. These secured borrowings are secured by coal mining rights and property, plant and equipment with a carrying amount of approximately RMB305,406,000 and RMB103,687,000 as at 31 December 2020 respectively (2019: Coal mining rights and property, plant and equipment with RMB528,104,000 and RMB119,563,000 respectively).

Of the above-mentioned secured other borrowings, RMB58,514,000 are also secured by the Group's equity interest in Super Grace and Oriental Wise and guaranteed by the Company, certain subsidiaries of the Company, related parties and Mr. Xu, the controlling shareholder.

28. 借貸(續)

於二零二零年十二月三十一日，有抵押銀行貸款、無抵押銀行貸款、有抵押其他借貸及無抵押其他借貸分別約人民幣零元(二零一九年：人民幣148,534,000元)、人民幣247,000,000元(二零一九年：人民幣254,999,000元)、人民幣846,697,000元(二零一九年：人民幣550,958,000元)及人民幣50,870,000元(二零一九年：人民幣50,870,000元)已逾期及須即時償還。該等借貸按年利率介乎3.9%至8.80%(二零一九年：4.86%至7.28%)計息，逾期後亦按介乎1.95%至4.40%(二零一九年：2.43%至3.64%)的年利率計算額外罰息。該等有抵押借貸以於二零二零年十二月三十一日賬面值分別約人民幣305,406,000元及人民幣103,687,000元的煤炭採礦權以及物業、廠房及設備(二零一九年：分別為人民幣528,104,000元及人民幣119,563,000元的煤炭採礦權以及物業、廠房及設備)作抵押。

上述有抵押其他借貸人民幣58,514,000元亦由本集團於Super Grace及Oriental Wise的股權作抵押，並由本公司、本公司的若干附屬公司、關連方及控股股東徐先生作擔保。

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28. BORROWINGS (CONTINUED)

During the year ended 31 December 2018, the Group entered into the Settlement Agreement with an asset management company in the PRC, to reduce the amounts of outstanding bank loans assigned by two banks and the relevant interest and penalty interest amounting to approximately RMB4,027,188,000 and RMB582,028,000 in total respectively. The management of the Group considers that the terms of the Settlement Agreement are substantially different as the discounted present value of the cash flows under the new terms discounted using the original effective interest rate is different from the discounted present value of the remaining cash flows of the original financial liability by more than 10 per cent. Accordingly, such modification of terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Therefore, the Group derecognised the original borrowings outstanding and recognised new borrowings measured at fair value as at the date of extinguishment. The difference between the carrying amount of the borrowings derecognised and the fair value of the new borrowings recognised amounting to approximately RMB1,904,853,000 is recognised in profit or loss for the year ended 31 December 2018.

28. 借貸(續)

於截至二零一八年十二月三十一日止年度，本集團與中國一間資產管理公司訂立一份結算協議，以削減兩間銀行所轉讓未償還銀行貸款及相關利息及罰息合共分別約人民幣4,027,188,000元及人民幣582,028,000元。本集團管理層認為，結算協議的條款差異頗大，原因是根據新條款利用原實際利率貼現現金流量現值與原金融負債餘下現金流量的已貼現現值相差逾10%。從而，有關條款修改以取消償還原金融負債及確認新金融負債入賬。因此，本集團終止確認原未償還借貸，並於取消償還日期確認按公允值計量的新借貸。已終止確認借貸與已確認新借貸公允值之賬面值間之差額約人民幣1,904,853,000元於截至二零一八年十二月三十一日止年度之損益中確認。

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28. BORROWINGS (CONTINUED)

In March 2020, in respect of the above-mentioned borrowings, the Group further entered into a legally binding supplemental agreement (“Supplemental Settlement Agreement”) with the asset management company to revise and extend the repayment schedule for year of 2020 and 2021. The repayment schedule for year of 2022 remained unchanged. The management of the Group considers that the terms of the Supplemental Settlement Agreement are not substantially different from the Settlement Agreement as the discounted present value of the cash flows under the revised terms discounted using the original effective interest rate is different from the discounted present value of the remaining cash flows of the original financial liability by less than 10 per cent. Accordingly, such modification of terms was accounted for as non-substantial modification, and the adjustment of approximately RMB10,700,000 to the carrying amount of the financial liability was recognised as other losses as set out in note 8 at the date of modification.

28. 借貸(續)

於二零二零年三月，就上述借貸而言，本集團進一步與該資產管理公司訂立具法律約束力的補充協議（「補充結算協議」），以修訂及延長二零二零年及二零二一年的還款時間表。二零二二年的還款時間表維持不變。本集團管理層認為，補充結算協議的條款與結算協議並無重大差異，原因為根據經修訂條款使用原實際利率貼現現金流量的已貼現現值與原金融負債剩餘現金流量的已貼現現值相差少於10%。因此，有關條款修訂入賬列作非重大修訂，而對金融負債賬面值作出的調整約人民幣10,700,000元於修訂日期確認為附註8所載的其他虧損。

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28. BORROWINGS (CONTINUED)

In December 2020, the Group further entered into a legally binding supplemental agreement (“Supplemental Settlement Agreement II”) with the asset management company to revise and extend the repayment schedule for December 2020 and year of 2021. The repayment schedule for December 2020 has been changed to 2023. The management of the Group considers that the terms of the Supplemental Settlement Agreement II are not substantially different from the Supplemental Settlement Agreement as the discounted present value of the cash flows under the revised terms discounted using the original effective interest rate is different from the discounted present value of the remaining cash flows of the original financial liability by less than 10 per cent. Accordingly, such modification of terms was accounted for as non-substantial modification, and the adjustment of approximately RMB183,651,000 to the carrying amount of the financial liability was recognised as other losses as set out in note 8 at the date of modification. As at 31 December 2020, the carrying amount of the Group’s borrowings from the asset management was approximately RMB2,788,147,000 (31 December 2019: RMB2,505,623,000).

The Settlement Agreement contained a default clause which the Group will be required to repay the outstanding balance of the original borrowings and interest payable of approximately RMB4,027,188,000 and RMB582,028,000 respectively if the Group fails to repay the new borrowings by instalments in accordance with the respective repayment schedule. The directors of the Company are of the opinion that there is no event of default as at the end of the reporting period.

28. 借貸(續)

於二零二零年十二月，本集團進一步與該資產管理公司訂立具法律約束力的補充協議(「第二份補充結算協議」)，以修訂及延長二零二零年十二月及二零二一年的還款時間表。二零二零年十二月的還款時間表已變更至二零二三年。本集團管理層認為，第二份補充結算協議與補充結算協議間的條款差異不大，原因為根據經修訂條款使用原實際利率貼現現金流量的已貼現現值與原金融負債剩餘現金流量的已貼現現值相差少於10%。因此，有關條款修訂入賬列作非重大修訂，而對金融負債賬面值作出的調整約人民幣183,651,000元於修訂日期確認為附註8所載的其他虧損。於二零二零年十二月三十一日，本集團來自資產管理的借貸賬面值約為人民幣2,788,147,000元(二零一九年十二月三十一日：人民幣2,505,623,000元)。

結算協議包含一項違約條款，即倘本集團未能按各還款時間表分期償還有關新借貸，本集團將須償還原借貸的未償還結餘及應付利息分別約人民幣4,027,188,000元及人民幣582,028,000元。本公司董事認為於報告期末概無違約事件。

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28. BORROWINGS (CONTINUED)

Of the Group's borrowings, aggregate principal amounts of RMB691,848,000 (2019: RMB691,848,000) as at 31 December 2020 had been defaulted with lawsuits filed by banks against the Group to demand immediate repayment. Pursuant to the final court judgements in prior years, the Group was ordered to make immediate repayment of the aforesaid balances. In respect of the aforesaid balances with lawsuit, certain banks assigned their bank loans and interests (including penalty interests) due from the Group with aggregate amounts of RMB543,314,000 and RMB112,032,000 respectively, which had been past due, to certain asset management companies in the PRC during the year ended 31 December 2018. Also, in 2017 a bank assigned its bank loan and interest (including penalty interests) of RMB148,952,000 and RMB6,925,000 respectively, which had been past due but without any lawsuit, to an asset management company in the PRC.

During the year ended 31 December 2020, certain banks assigned their bank loans and interests (including penalty interests) due from the Group with aggregate amounts of RMB295,739,000 and RMB101,313,000 respectively, which had been past due and with lawsuit for one of the loans, to an asset management company in the PRC.

As at 31 December 2020, the terms of the above assigned loans remained unchanged. The Group is still in the process of negotiating with the banks and asset management companies to renew the terms (including the repayment schedule) of the outstanding loans and loans assigned.

28. 借貸(續)

於二零二零年十二月三十一日，本集團借貸中，本金總額人民幣691,848,000元(二零一九年：人民幣691,848,000元)已違約，多家銀行向本集團提起法律訴訟，要求即時償還。根據過往數年的法院最終判決，本集團被判令即時償還前述餘額。就上述涉及法律訴訟之餘額而言，截至二零一八年十二月三十一日止年度，若干銀行將其應收本集團的逾期銀行貸款及利息(包括罰息)合共分別為人民幣543,314,000元以及人民幣112,032,000元轉讓予中國若干資產管理公司。此外，於二零一七年，一間銀行將其已逾期但不涉及法律訴訟的銀行貸款及利息(包括罰息)金額分別為人民幣148,952,000元及人民幣6,925,000元轉讓予中國一間資產管理公司。

於截至二零二零年十二月三十一日止年度，若干銀行已向中國一間資產管理公司轉讓彼等應收本集團的銀行貸款及利息(包括罰款利息)分別合共人民幣295,739,000元及人民幣21,978,000元(已逾期且其中一筆貸款涉及訴訟)。

於二零二零年十二月三十一日，上述受轉讓貸款的條款維持不變。本集團仍正在與該等銀行及資產管理公司磋商中，以重續未償還貸款及受轉讓貸款的條款(包括還款時間表)。

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28. BORROWINGS (CONTINUED)

The Group's total borrowings are secured by the following assets of the Group:

			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		
Property, plant and equipment	物業、廠房及設備	15	590,361	1,017,438
Coal mining rights	煤炭採礦權	16	1,942,800	4,017,884
Inventories	存貨	21	1,023	1,015

As at 31 December 2020 and 2019, the Group's total borrowings are also secured by other receivables of a related company of which Mr. Xu is the shareholder, a property held by Mr. Xu, Fortune Pearls equity interest in the Company and the Group's equity interest in Huameiao Energy, Xingtao Coal, Fengxi Coal, Chongsheng Coal, Xinglong Coal, Hongyuan Coal, Shuozhou Guangfa, Super Grace and Oriental Wise. As at 31 December 2020, total borrowings of approximately RMB4,596,354,000 (2019: RMB4,336,124,000) were guaranteed by the Company, certain subsidiaries of the Company, related parties and/or Mr. Xu (note 37(b)).

28. 借貸(續)

本集團之借貸總額由本集團的下列資產作出抵押：

			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		
Property, plant and equipment	物業、廠房及設備	15	590,361	1,017,438
Coal mining rights	煤炭採礦權	16	1,942,800	4,017,884
Inventories	存貨	21	1,023	1,015

於二零二零年及二零一九年十二月三十一日，本集團之借貸總額亦由一間由徐先生擔任股東的關連公司的其他應收款項、徐先生持有的一項物業、珍福於本公司的股權及本集團於華美奧能源、興陶煤業、馮西煤業、崇升煤業、興隆煤業、宏遠煤業、朔州廣發、Super Grace及Oriental Wise的股權作抵押。於二零二零年十二月三十一日，借貸總額約人民幣4,596,354,000元(二零一九年：人民幣4,336,124,000元)由本公司、本公司之若干附屬公司、關連方及／或徐先生作擔保(附註37(b))。

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29. ACCRUED RECLAMATION OBLIGATIONS

29. 預提復墾費用

		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
At 1 January	於一月一日	124,010	114,465
Interest charge on unwinding of discounts (note 9(ii))	折算貼現之利息開支 (附註9(ii))	9,910	9,545
At 31 December	於十二月三十一日	133,920	124,010

30. LEASE LIABILITIES

30. 租賃負債

		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
Within 1 year	一年內	2,805	3,819
Over 1 year but within 2 years	一年以上但不超過兩年	926	1,495
		3,731	5,314
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下列示的 12個月內到期結算的 款項	(2,805)	(3,819)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下列示的 12個月後到期結算的 款項	926	1,495

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31. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

(b) Share capital

31. 資本、儲備及股息

(a) 權益部分變動

本集團各部分綜合權益於期初及期末的對賬載列於綜合權益變動表。

(b) 股本

		Amount 金額
	No. of share 股數	RMB'000 人民幣千元
Ordinary shares of HKD0.10 each Authorised	每股面值0.10港元的普通股 法定	
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、 二零一九年十二月三十一日 及二零二零年 十二月三十一日	20,000,000,000 1,763,000
Ordinary shares, issued and fully paid	普通股，已發行及繳足	
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、 二零一九年十二月三十一日 及二零二零年 十二月三十一日	2,493,413,985 211,224

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31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(c) Perpetual subordinated convertible securities

On 31 December 2012, the Company issued convertible securities to Fortune Pearl with a principal value of HKD194,700,000 (equivalent to approximately RMB157,872,000). The direct transaction costs attributable to the convertible securities amounted to approximately RMB941,000.

The convertible securities are convertible at the option of the holder of convertible securities into ordinary shares of the Company at any time after 31 December 2012 at the initial conversion price of HKD1.65 per ordinary share of the Company (subject to anti-dilutive adjustments). While the convertible securities confer a right to receive distributions at 3% per annum, the Company may, at its sole discretion, elect to defer a distribution pursuant to the terms of the convertible securities.

The convertible securities have no maturity date and are redeemable at the option of the Company at 100% or 50% of the principal amount of the convertible securities each time, on any distribution payment date at the face value of the outstanding principal amount of the convertible securities to be redeemed plus 100% or 50% (as the case may be) of distributions accrued to such date.

As the convertible securities have no contractual obligation to repay its principal nor to pay any distributions, they do not meet the definition for classification of a financial liabilities under IAS 32. As a result, the whole instrument is classified as equity, and respective distributions if and when declared are treated as equity dividends.

31. 資本、儲備及股息(續)

(c) 永久次級可換股證券

於二零一二年十二月三十一日，本公司發行本金價值為194,700,000港元(相當於約人民幣157,872,000元)的可換股證券予珍福。因可換股證券產生的直接交易費用約人民幣941,000元。

可換股證券可於二零一二年十二月三十一日之後的任何時間按照可換股證券持有人的選擇兌換為本公司普通股，初步兌換價為每股本公司普通股1.65港元(惟可作出反攤薄調整)。儘管可換股證券賦予權利可收取每年3%的分派額，本公司仍可全權選擇根據可換股證券的條款延遲作出分派。

可換股證券並無到期日，可由本公司選擇每次按可換股證券本金額的100%或50%予以贖回，於任何分派額支付日為將予贖回的可換股證券已發行本金額面值另加於相關日期累算的分派額的100%或50%(視乎情況而定)。

由於可換股證券概無任何償還本金額或支付任何分派額的約定責任，故並不符合國際會計準則第32號內對金融負債類別的界定。因此，全部該類金融工具均分類為權益，而各分派額於宣派時作為權益股息處理。

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31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(c) Perpetual subordinated convertible securities

(continued)

During the year ended 31 December 2020, the Group elected to distribute approximately HKD23,364,000 (equivalent to approximately RMB21,166,000) in respect of current year (which amounted to HKD5,841,000 (equivalent to approximately RMB4,942,000)) and prior years (which amounted to HKD17,523,000 (equivalent to approximately RMB16,224,000)) (year ended 31 December 2019: elected to defer distribution of HKD5,841,000 (equivalent to approximately RMB5,208,000) in respect of the period). As at 31 December 2020, the accumulated deferred distribution of nil (31 December 2019: HKD17,523,000 (equivalent to approximately RMB15,624,000)) are included in the reserves of the Company available for distribution.

(d) Deficit

(i) Share premium

The share premium account of the Group includes: (i) the premium arising from the issue of new shares in prior years; (ii) the expense incurred in connection with issuance of new shares in prior years; (iii) dividends declared and paid in prior years; and (iv) amount transferred from share-based compensation reserve upon exercise of share options.

On 6 January 2016, 215,000,000 shares were allotted and issued to the Creditor by capitalisation of part of the Payables. The excess of the fair value of shares issued totalling HKD33,325,000 (equivalent to approximately RMB27,822,000) over the nominal value of the total number of ordinary shares issued was credited to the share premium account, after deducting the issuing expenses.

31. 資本、儲備及股息(續)

(c) 永久次級可換股證券(續)

截至二零二零年十二月三十一日止年度，本集團選擇就本年度(5,841,000港元(相當於約人民幣4,942,000元))及過往年度(17,523,000港元(相當於約人民幣16,224,000元))分派約23,364,000港元(相當於約人民幣21,166,000元)的款項(截至二零一九年十二月三十一日止年度：選擇就該期間遞延分派5,841,000港元(相當於約人民幣5,208,000元))。於二零二零年十二月三十一日，並無累計遞延分派(二零一九年十二月三十一日：17,523,000港元(相當於約人民幣15,624,000元))計入本公司可供分派儲備中。

(d) 虧絀

(i) 股份溢價

本集團的股份溢價賬包括：(i)於過往年度發行新股份所產生的溢價；(ii)就過往年度發行新股份所產生的開支；(iii)於過往年度派發及支付的股息；及(iv)於行使購股權時轉自以股份為基礎之酬金儲備的金額。

於二零一六年一月六日，215,000,000股股份透過將部分應付款項資本化配發及發行予債權人。已發行股份公允值超出已發行普通股總數面值的總額33,325,000港元(相當於約人民幣27,822,000元)經扣除發行費用後計入股份溢價賬。

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31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(d) Deficit (continued)

(ii) Merger reserve

Merger reserve represents the difference between the aggregate amount of paid-in capital of the subsidiaries of the Company and the amount of share capital of the Company transferred and issued to Fortune Pearl in exchange for the entire equity interests in all members of the Group as part of a reorganisation on 12 June 2009.

(iii) Reserves

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign-owned companies, certain entities within the Group are required to allocate certain portion (not less than 10%), as determined by their Board of Directors, of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the SRF) until such reserve reaches 50% of the registered capital.

The SRF is non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as issued capital.

31. 資本、儲備及股息(續)

(d) 虧絀(續)

(ii) 合併儲備

合併儲備指本公司的附屬公司的實繳資本總額與作為於二零零九年六月十二日重組的一部分，為交換本集團所有成員公司的全部股權而向珍福轉讓及發行的本公司的股本之間的差額。

(iii) 儲備

法定儲備金

根據外商獨資公司適用的相關中國規例，本集團旗下的若干實體須就董事會決定按中國公認會計原則分配若干除稅後溢利(不少於10%)至法定儲備金(「法定儲備金」)，直至該儲備達註冊資本的50%為止。

法定儲備金為不可分派，惟出現清盤情況及根據相關中國規例所載若干限制可用於抵銷累計虧損或撥充資本為已發行股本則除外。

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31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(d) Deficit (continued)

(iii) Reserves (continued)

Specific reserve maintenance and production funds

According to relevant PRC regulations, the Group is required to transfer an amount to specific reserve for the maintenance and production funds and other related expenditures based on coal production volume. The movement of specific reserve is as follows:

		RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	121,742
Provision for the year	年內撥備	239,112
Utilisation for the year	年內動用	(184,297)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 於二零二零年一月一日	176,557
Provision for the year	年內撥備	175,296
Utilisation for the year	年內動用	(112,817)
At 31 December 2020	於二零二零年十二月三十一日	239,036

(iv) Exchange reserve

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

31. 資本、儲備及股息(續)

(d) 虧絀(續)

(iii) 儲備(續)

專項儲備維護及生產資金

根據中國有關規定，本集團須根據煤炭產量，將一定款項撥入專項儲備用作維修及生產資金以及其他有關開支。專項儲備變動如下：

(iv) 匯兌儲備

匯兌儲備包括換算海外業務的財務報表而產生的全部外匯差額。

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31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(d) Deficit (continued)

(v) Share-based compensation reserve

Share-based compensation reserve represents the value of directors and employee services in respect of share options granted under a Pre-IPO share option scheme and a share option scheme as set out in note 32.

(vi) Distributability of reserves

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account and contributed surplus are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

As at 31 December 2019, the reserves of the Company available for distribution comprise share premium, contributed surplus and accumulated losses of approximately RMB102,538,000. As at 31 December 2020, the Company did not have any distributable reserves.

31. 資本、儲備及股息(續)

(d) 虧絀(續)

(v) 以股份為基礎之酬金儲備

以股份為基礎之酬金儲備指根據附註32所載的首次公開發售前購股權計劃及購股權計劃授出的購股權有關的董事及僱員服務價值。

(vi) 可供分派儲備

應用股份溢價賬受開曼群島公司法所規管。根據開曼群島公司法，股份溢價賬及繳入盈餘的資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期的債務。

於二零一九年十二月三十一日，本公司可用於分派的股份溢價、繳入盈餘及累計虧損儲備約為人民幣102,538,000元。於二零二零年十二月三十一日，本公司並無任何可供分派儲備。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's overall strategy remains unchanged from that of prior year.

The capital structure of the Group consists of net debt, which included net of cash and cash equivalents, borrowings, as disclosed in notes 25 and 28 respectively, and equity attributable to equity shareholders of the Company, comprising share capital, perpetual subordinated convertible securities and deficit, as disclosed in note 30.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

(f) Dividends

The directors of the Company do not recommend the payment of any dividends to its ordinary shareholders for the year ended 31 December 2020 (2019: nil).

31. 資本、儲備及股息(續)

(e) 資本管理

本集團管理資本的首要目標乃保障本集團能夠繼續根據持續經營基準經營，以便透過與風險水平相應的產品及服務定價以及獲得合理成本的融資，繼續為股東創造回報及為其他權益持有人帶來利益。本集團的整體策略與過往年度維持不變。

本集團之資本架構包括債務淨額，其包括附註25及28分別披露的扣除現金及現金等價物、借貸，以及附註30所披露的本公司權益持有人應佔權益(包括股本、永久次級可換股證券及虧絀)。

本集團積極及定期對資本架構進行檢討及管理，以在較高股東回報情況下可能伴隨的較高借貸水平與良好資本狀況帶來的好處及保障之間取得平衡，並因應經濟狀況的變化對資本架構作出調整。

(f) 股息

本公司董事並不建議向普通股股東派發截至二零二零年十二月三十一日止年度的任何股息(二零一九年：無)。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32. EQUITY-SETTLED SHARE-BASED PAYMENTS

(a) Pre-IPO Share Option Scheme

Pursuant to the sole shareholders written resolutions passed on 12 June 2009, the Company adopted a Pre-IPO Share Option Scheme (the Pre-IPO Share Option) whereby the grantees were granted the rights to subscribe for shares of the Company.

The total number of shares which may be issued upon the exercise of all options granted under the Pre-IPO Share Option is 8,400,000 shares which were granted on 12 June 2009 with the subscription price of HKD2.52 per share.

Each option granted under the Pre-IPO Share Option has a vesting period of one to three years commencing from the Listing Date and the options are exercisable for a period of 10 years. The Company has no legal or constructive obligation to repurchase or settle the option in cash.

- (i) The terms and conditions of the grants are as follows:

Date of Grant	Number of options	Vesting conditions	Contractual life of options
授出日期	購股權數目	歸屬條件	購股權的合約期限
12 June 2009	8,400,000	30% on both of the first and second anniversary of the Listing Date, 40% on the third anniversary of the Listing Date	10 years
二零零九年六月十二日	8,400,000	上市日期後第一及第二週年均為30%，上市日期後第三週年為40%	10年

32. 按權益結算以股份為基礎之付款

(a) 首次公開發售前購股權計劃

根據唯一股東於二零零九年六月十二日通過的書面決議案，本公司採納首次公開發售前購股權計劃（「首次公開發售前購股權」），據此，承授人獲授予認購本公司股份的權利。

根據首次公開發售前購股權授出的購股權悉數獲行使時可予發行的股份總數為8,400,000股，授出於二零零九年六月十二日作實，認購價為每股2.52港元。

每份根據首次公開發售前購股權而授出的購股權歸屬期為自上市日期起計一至三年，而購股權可於10年期間內行使。本公司並無法定或推定責任以現金購回或償付購股權。

- (i) 已授購股權的條款及條件如下：

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Pre-IPO Share Option Scheme (Continued)

- (ii) The number and weighted average exercise prices of Pre-IPO Share Options are as follows:

For the year ended 31 December 2020

Type of grantee	Date of grant	Exercisable period	Exercise price	Outstanding number of options 尚未行使購股權數目		
				Balance at 1 January 2020	Lapsed during the year	Balance at 31 December 2020
承授人類別	授出日期	行使期	行使價 HKD 港元	於二零二零年 一月一日的結餘 '000 千份	年內失效 '000 千份	於二零二零年 十二月三十一日的 結餘 '000 千份
Employees						
僱員						
In aggregate	12 June 2009	12 June 2009 to 11 June 2019	1.26	-	-	-
總額	二零零九年六月十二日	二零零九年六月十二日至 二零一九年六月十一日	1.26	-	-	-

For the year ended 31 December 2019

**截至二零一九年十二月三十一日止
年度**

Type of grantee	Date of grant	Exercisable period	Exercise price	Outstanding number of options 尚未行使購股權數目		
				Balance at 1 January 2019	Lapsed during the year	Balance at 31 December 2019
承授人類別	授出日期	行使期	行使價 HKD 港元	於二零一九年 一月一日的結餘 '000 千份	年內失效 '000 千份	於二零一九年 十二月三十一日的 結餘 '000 千份
Employees						
僱員						
In aggregate	12 June 2009	12 June 2009 to 11 June 2019	1.26	4,800	(4,800)	-
總額	二零零九年六月十二日	二零零九年六月十二日至 二零一九年六月十一日	1.26	4,800	(4,800)	-

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32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(a) Pre-IPO Share Option Scheme (continued)

- (ii) The number and weighted average exercise prices of Pre-IPO Share Options are as follows:
(continued)

During the year, no share option (2019: nil) under the Pre-IPO Share Option was exercised.

As a result of the bonus issue of one share for every one existing share held by the shareholders whose names are on the register of members on 10 October 2011, the exercise price of the Pre-IPO Share Options was adjusted from HKD2.52 to HKD1.26, and the number of the outstanding Pre-IPO Share Options as at 10 October 2011 was adjusted from 7,800,000 to 15,600,000 thereupon.

The Pre-IPO Share Options outstanding at 31 December 2019 had a weighted average remaining contractual life of 0.5 year. The weighted average exercise price for the outstanding Pre-IPO Share Options as at 31 December 2019 was HKD1.26 per share.

(b) Share option scheme

The Company has also adopted a Share Option Scheme (the Share Option Scheme) pursuant to the sole shareholders written resolutions passed on 12 June 2009.

32. 按權益結算以股份為基礎之付款(續)

(a) 首次公開發售前購股權計劃(續)

- (ii) 首次公開發售前購股權的數目及加權平均行使價如下：(續)

於年內，概無首次公開發售前購股權項下的任何購股權被行使(二零一九年：無)。

由於按於二零一一年十月十日名列股東名冊的股東每持有一股現有股份獲發一股紅股發行紅股，首次公開發售前購股權的行使價由2.52港元調整為1.26港元，而於二零一一年十月十日尚未行使的首次公開發售前購股權數目由7,800,000份調整為15,600,000份。

於二零一九年十二月三十一日，尚未行使首次公開發售前購股權的加權平均剩餘合約期限為0.5年。於二零一九年十二月三十一日，尚未行使首次公開發售前購股權的加權平均行使價為每股1.26港元。

(b) 購股權計劃

根據唯一股東於二零零九年六月十二日通過的書面決議案，本公司亦已採納一項購股權計劃(「購股權計劃」)。

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32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(b) Share Option Scheme (continued)

The maximum number of shares that may be issued upon exercise of all options which then has been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not, in the absence of the shareholders approval, in aggregate exceed 30% of the shares in issue from time to time. Unless approved by the shareholders, no option may be granted to any person which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the share options already granted or to be granted to such person (including exercised, cancelled, and outstanding share option) in the 12-month period up to and including the date of such new grant exceeding 1% of the total number of shares in issue as at the date of such new grant.

An option under the Share Option Scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the board of directors of the Company, which must not be more than 10 years from the date of the grant.

- (i) The terms and conditions of the grants are as follows:

Date of grant	Number of options	Vesting conditions	Contractual life of options
授出日期	購股權數目	歸屬條件	購股權的合約期限
17 January 2012	20,751,196	40% on the grant date, 30% on both of the first and second anniversary of the grant date	10 years
二零一二年一月十七日	20,751,196	於授出日期為40%，於授出日期後第一及第二週年均為30%	10年
30 April 2015	157,500,000	40% on the grant date, 30% on both of the first and second anniversary of the grant date	10 years
二零一五年四月三十日	157,500,000	於授出日期為40%，於授出日期後第一及第二週年均為30%	10年

32. 按權益結算以股份為基礎之付款(續)

(b) 購股權計劃(續)

因行使根據購股權計劃及本公司任何其他購股權計劃當時已授出且尚未行使的所有購股權後而可能發行的最高股份數目，在無取得股東批准情況下，合共不得超過不時已發行股份總數的30%。除非經股東批准，否則，倘悉數行使截至向某人全新授出購股權當日(包括該日)前12個月期間已向該人士授出或將予授出之購股權(包括已行使、已註銷及未行使購股權)後，會導致已發行及將予發行的股份總數超過全新授出購股權當日的已發行股份總數1%，則不得向該人士授出購股權。

購股權計劃項下的購股權可根據購股權計劃條款於本公司董事會釐定的期間內隨時行使，而有關期間自授出日期起計不得超過10年。

- (i) 授出條款及條件如下：

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32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(b) Share option scheme (continued)

- (ii) The number and weighted average exercise prices of share options scheme are as follows:

For the year ended 31 December 2020

Type of grantee	Date of grant	Exercisable period	Exercise price	Outstanding number of options 尚未行使購股權數目		
				Balance at 1 January 2020	Lapsed during the year	Balance at 31 December 2020
承授人類別	授出日期	行使期	行使價 HKD 港元	於二零二零年 一月一日的結餘 '000 千份	年內失效 '000 千份	於二零二零年 十二月三十一日的 結餘 '000 千份
Executive director 執行董事						
Mr. Fung Wai Shing	30 April 2015	30 April 2015 to 29 April 2025	0.485	20,000	-	20,000
馮偉成先生	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
Independent non-executive director 獨立非執行董事						
Mr. Lau Sikyuen	30 April 2015	30 April 2015 to 29 April 2025	0.485	500	-	500
劉錫源先生	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
				20,500	-	20,500
Employees 僱員						
In aggregate	17 January 2012	17 January 2012 to 16 January 2022	1.50	2,594	(1,112)	1,482
總額	二零一二年一月十七日	二零一二年一月十七日至 二零二二年一月十六日				
In aggregate	30 April 2015	30 April 2015 to 29 April 2025	0.485	56,000	(10,000)	46,000
總額	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
				58,594	(11,112)	47,482
				79,094	(11,112)	67,982

32. 按權益結算以股份為基礎之付款(續)

(b) 購股權計劃(續)

- (ii) 購股權計劃的數目及加權平均行使價如下：

截至二零二零年十二月三十一日止年度

Outstanding number of options
尚未行使購股權數目

Balance at 1 January 2020	Lapsed during the year	Balance at 31 December 2020
20,500	-	20,500
58,594	(11,112)	47,482
79,094	(11,112)	67,982

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32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(b) Share option scheme (continued)

- (ii) The number and weighted average exercise prices of share options scheme are as follows:
(continued)

For the year ended 31 December 2019

32. 按權益結算以股份為基礎之付款(續)

(b) 購股權計劃(續)

- (ii) 購股權計劃的數目及加權平均行使價如下：(續)

截至二零一九年十二月三十一日止年度

Type of grantee	Date of grant	Exercisable period	Exercise price	Outstanding number of options 尚未行使購股權數目		
				Balance at 1 January 2019	Lapsed during the year	Balance at 31 December 2019
承授人類別	授出日期	行使期	行使價 HKD 港元	於二零一九年 一月一日的結餘 '000 千份	年內失效 '000 千份	於二零一九年 十二月三十一日的 結餘 '000 千份
Executive director 執行董事						
Mr. Fung Wai Shing*	30 April 2015	30 April 2015 to 29 April 2025	0.485	20,000	-	20,000
馮偉成先生*	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
Independent non-executive directors 獨立非執行董事						
Mr. Huang Guosheng*	30 April 2015	30 April 2015 to 29 April 2025	0.485	500	(500)	-
黃國勝先生*	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
Mr. Lau Sikyuen	30 April 2015	30 April 2015 to 29 April 2025	0.485	500	-	500
劉錫源先生	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
				21,000	(500)	20,500
Employees 僱員						
In aggregate	17 January 2012	17 January 2012 to 16 January 2022	1.50	4,076	(1,482)	2,594
總額	二零一二年一月十七日	二零一二年一月十七日至 二零二二年一月十六日				
In aggregate	30 April 2015	30 April 2015 to 29 April 2025	0.485	76,000	(20,000)	56,000
總額	二零一五年四月三十日	二零一五年四月三十日至 二零二五年四月二十九日				
				80,076	(21,482)	58,594
				101,076	(21,982)	79,094

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32. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

(b) Share option scheme (continued)

- (ii) The number and weighted average exercise prices of share options scheme are as follows:
(continued)

* Mr. Fung Wai Shing and Mr. Huang Guosheng resigned as executive director and independent non-executive director of the Company on 5 March 2021 and 3 April 2019 respectively.

At 31 December 2020, the number of the exercisable shares under the Share Option Scheme was approximately 67,982,000 (2019: 79,094,000) shares.

During the year ended 31 December 2020, no share option under the Share Option Scheme were granted and exercised (2019: nil).

The share options outstanding at 31 December 2020 had a weighted average remaining contractual life of 5.2 years (31 December 2019: 5.2 years). The weighted average exercise price for the outstanding share options as at 31 December 2020 was HKD0.52 (2019: HKD0.52) per share.

32. 按權益結算以股份為基礎之付款(續)

(b) 購股權計劃(續)

- (ii) 購股權計劃的數目及加權平均行使價如下：(續)

* 馮偉成先生及黃國勝先生分別於二零二一年三月五日及二零一九年四月三日辭任本公司執行董事及獨立非執行董事。

於二零二零年十二月三十一日，購股權計劃項下可行使股份的數目約67,982,000股(二零一九年：79,094,000股)。

截至二零二零年十二月三十一日止年度，購股權計劃項下概無購股權獲授出及行使(二零一九年：無)。

於二零二零年十二月三十一日尚未行使的購股權的加權平均剩餘合約期限為5.2年(二零一九年十二月三十一日：5.2年)。於二零二零年十二月三十一日尚未行使的購股權的加權平均行使價為每股0.52港元(二零一九年：0.52港元)。

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33. FINANCIAL GUARANTEE CONTRACTS

As at 31 December 2020, the Company has executed corporate guarantee to certain banks and other borrowing creditors with respect to general banking facilities and borrowings granted to certain subsidiaries of the Company of approximately RMB5,936,820,000 (2019: RMB5,936,820,000). In addition, as at 31 December 2020, the Company and certain subsidiaries of the Company have executed corporate guarantee to certain banks and an other borrowing creditor with respect to borrowings granted to an associate of approximately RMB270,000,000 (2019: RMB619,090,000) as disclosed in note 37 (c).

The Group has not recognised any financial liability (2019: nil) in respect of the guarantees granted for general banking facilities of the associate as the directors of the Company considered that the amounts of financial guarantee liabilities are immaterial.

33. 財務擔保合約

於二零二零年十二月三十一日，本公司就其若干本公司附屬公司獲授的一般銀行信貸及借貸約人民幣5,936,820,000元(二零一九年：人民幣5,936,820,000元)向若干銀行及其他借貸債權人簽立公司擔保。此外，誠如附註37(c)所披露，於二零二零年十二月三十一日，本公司及本公司若干附屬公司就一間聯營公司獲授的借貸約人民幣270,000,000元(二零一九年：人民幣619,090,000元)向若干銀行及一名其他借貸債權人簽立公司擔保。

本集團並未就聯營公司的一般銀行信貸獲授的擔保確認任何金融負債(二零一九年：無)，由於本公司董事認為金融擔保負債的金額並不重大。

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

34. 金融風險管理及金融工具之公允值

(a) 金融工具類別

		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
Financial assets	金融資產		
At amortised cost	按攤銷成本計量	702,792	330,481
Financial liabilities	金融負債		
At amortised cost	按攤銷成本計量	7,601,506	7,346,477

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

Exposure to credit risk, liquidity risk, interest risk and currency risk arises in the normal course of the Group's businesses. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(i) Credit risk and impairment assessment

As at 31 December 2020, the Group's credit risk is primarily attributable to trade receivables and other receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. In view of the history of business dealings with the customers and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from the customers and other debtors. Management makes periodic assessment on the recoverability of the trade receivables and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there is any dispute with the debtors. In addition, the Group performs impairment assessment under ECL on trade receivables individually or based on provision matrix. In this regard, the management considers that the Group's credit risk is significantly reduced.

The credit risks on bank balances are limited because the counterparties are banks/financial institutions with high credit rating assigned by internal credit-rating agencies.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策

本集團會在正常業務過程中面對信貸、流動資金、利率及貨幣風險。本集團面對的該等風險以及本集團管理該等風險所採用的財務風險管理政策及慣例，詳情載於下文。

(i) 信貸風險及減值評估

於二零二零年十二月三十一日，本集團的信貸風險主要來自應收貿易款項及其他應收款項。管理層已實施信貸政策，並按持續經營基準監察信貸風險。本集團對所有要求超過某一特定信貸金額的客戶進行信貸評估。鑒於與該等客戶的業務往來記錄及應收彼等的應收款項的收款記錄良好，管理層認為本集團尚未收回來自客戶及其他債務人的應收款項結餘本身並無重大信貸風險。管理層根據過往付款記錄、欠款期間的長度、債務人的財務實力及債務人是否存在任何爭議就應收貿易款項及其他應收款項的可收回性作出定期評估。此外，本集團根據預期信貸虧損就應收貿易款項個別地或根據撥備矩陣進行減值評估。就此而言，管理層認為本集團的信貸風險已顯著地減少。

銀行結餘的信貸風險有限，原因是對手方乃銀行／金融機構，其獲內部信貸評級機構給予高的信貸評級。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(i) Credit risk and impairment assessment

(continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 99.9% (2019: 99.8%) of the total trade receivables as at 31 December 2020.

The Group's concentration of credit risk by customers is 93.3% (2019: 77.1%) as at 31 December 2020. In addition, 59.26% (2019: 44.72%) of the net other receivables was due from the five largest other debtors as at 31 December 2020. These five largest other debtors include state-owned enterprise in the PRC and companies with good past credit records with the Group. Other than these, the Group does not have any other significant concentration of credit risk.

Financial asset with credit risk exposure

Trade receivables

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

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(i) 信貸風險及減值評估(續)

本集團的信貸風險在地理上主要集中於中國，其於二零二零年十二月三十一日佔應收貿易款項總額的99.9%(二零一九年：99.8%)。

於二零二零年十二月三十一日，本集團集中於客戶的信貸風險為93.3%(二零一九年：77.1%)。此外，預付款項及其他應收款項淨額中的59.26%(二零一九年：44.72%)為應收截至二零二零年十二月三十一日五大其他債務人的款項。該等五大其他債務人包括中國國有企業及過往與本集團的信貸記錄良好的公司。除此之外，本集團並無任何其他重大集中的信貸風險。

面臨信貸風險的金融資產

應收貿易款項

本集團就應收貿易款項按相等於全期預期信貸虧損的金額計量虧損撥備，並使用撥備矩陣計算。由於本集團的歷史信貸虧損經驗並無顯示就不同客戶分部存在重大不同的虧損模式，根據逾期狀態的虧損撥備不再進一步區分本集團不同的客戶基礎。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(i) Credit risk and impairment assessment

(continued)

Financial asset with credit risk exposure

(continued)

Trade receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as follow:

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(i) 信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

應收貿易款項(續)

下表提供有關本集團應收貿易款項面臨的信貸風險及預期信貸虧損的資料：

		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
As at 31 December 2020				
<i>Type 1: Customers within the Group expected that they will pay on time:</i>				
於二零二零年十二月三十一日				
類別1：預期將準時付款的				
本集團客戶：				
Neither past due nor impaired	未逾期亦未作減值	0%	74,460	-
Past due for less than 60 days	逾期少於60天	3.35%	367,902	12,311
Past due for more than 60 days but less than 180 days	逾期60天以上但少於180天	-	-	-
Past due for more than 180 days but less than one year	逾期180天以上但少於一年	3.35%	96	3
			442,458	12,314
<i>Type 2: Credit impaired customer:</i>				
類別2：信貸減值客戶：				
Past due more than one year	逾期一年以上	100%	43,342	43,342
			485,800	55,656

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(i) Credit risk and impairment assessment

(continued)

Financial asset with credit risk exposure

(continued)

Trade receivables (continued)

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(i) 信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

應收貿易款項(續)

		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 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			
<i>Type 1: Customers within the Group expected that they will pay on time:</i>	<i>類別1: 預期將準時付款的本集團客戶:</i>			
Neither past due nor impaired	未逾期亦未作減值	0%	86,017	-
Past due for less than 60 days	逾期少於60天	6.96%	15,205	1,058
Past due for more than 60 days but less than 180 days	逾期60天以上但少於180天	6.93%	29,753	2,062
Past due for more than 180 days but less than one year	逾期180天以上但少於一年	51.87%	2,536	1,263
			133,511	4,383
<i>Type 2: Credit impaired customer:</i>	<i>類別2: 信貸減值客戶:</i>			
Past due more than one year	逾期一年以上	100%	127,912	127,912
			261,423	132,295

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(i) Credit risk and impairment assessment

(continued)

Financial asset with credit risk exposure

(continued)

Trade receivables (continued)

The estimated loss rates are estimated based on historical observed default rate and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtor is updated.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(i) 信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

應收貿易款項(續)

估計虧損率乃根據歷史觀察違約率作出估計，並就毋須付出不必要成本或努力而可得的前瞻性資料作出調整。管理層定期審閱有關分組，以確保有關特定債務人的相關資料獲更新。

於年內就應收貿易款項的虧損撥備賬變動如下：

		RMB'000 人民幣千元
As at 1 January 2019 under IFRS 9	於二零一九年一月一日於國際財務報告準則第9號下	253,734
Impairment loss recognised	已確認減值虧損	40,522
Reversal during the year	年內撥回	(48,523)
Write-off	撇銷	(114,155)
Exchange realignment	匯兌重整	717
At 31 December 2019	於二零一九年十二月三十一日	132,295
Impairment loss recognised	已確認減值虧損	11,855
Reversal during the year	年內撥回	(43,591)
Write-off	撇銷	(44,042)
Exchange realignment	匯兌重整	(860)
At 31 December 2020	於二零二零年十二月三十一日	55,657

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(i) Credit risk and impairment assessment

(continued)

Other receivables

The Group measures the loss allowance equal to 12m ECL of other receivables. For those balances expected to have significant increase in credit risk since initial recognition, the Group apply lifetime ECL based on aging for classes with different credit risk characteristics and exposures.

As at 31 December 2020, included in other receivables of the Group are amounts due from non-controlling shareholders of aggregate gross carrying amounts of RMB322,703,000 (2019: RMB322,703,000). Loss allowance of RMB322,703,000 (2019: RMB322,703,000) was provided for these amounts as at 31 December 2020 since the management of the Group considers the probability of default is significant in view that these amounts have been overdue for a long period of time.

For the remaining other non-trade receivables of the Group, the management of the Group considers the probability of default by assessing the counterparties financial background and creditability and accordingly, loss allowance of approximately RMB22,065,000 (2019: RMB20,422,000) was provided as at 31 December 2020.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(i) 信貸風險及減值評估(續)

其他應收款項

本集團就其他應收款項按相等於12個月預期信貸虧損的金額計量虧損撥備。就預期自初步確認以來信貸風險顯著增加的結餘而言，本集團根據不同信貸風險特徵及敞口的分類的賬齡應用全期預期信貸虧損。

於二零二零年十二月三十一日，本集團的其他應收款項包括應收非控股股東賬面總值合計為人民幣322,703,000元(二零一九年：人民幣322,703,000元)。鑒於有關款項已逾期一段長時間，本集團管理層認為違約可能性重大，故於二零二零年十二月三十一日就該等款項作出虧損撥備人民幣322,703,000元(二零一九年：人民幣322,703,000元)。

至於本集團餘下其他非貿易應收款項，本集團管理層透過評估對手方的財務背景及信譽考慮違約的可能性，並於二零二零年十二月三十一日作出虧損撥備約人民幣22,065,000元(二零一九年：人民幣20,422,000元)。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

34. 金融風險管理及金融工具之公允值(續)

(b) Financial risk management objectives and policies (continued)

(b) 財務風險管理目標及政策(續)

(i) Credit risk and impairment assessment (continued)

(i) 信貸風險及減值評估(續)

Other receivables (continued)

其他應收款項(續)

Movement in the loss allowance account in respect of other receivables during the year is as follows:

於年內就其他應收款項的虧損撥備賬變動如下：

		RMB'000 人民幣千元
As at 31 December 2018 under IAS 39 and 1 January 2019 under IFRS9	於二零一八年十二月三十一日於國際會計準則第39號下及於二零一九年一月一日於國際財務報告準則第9號下	364,598
Impairment loss recognised	已確認減值虧損	332
Reversal during the year	年內撥回	(21,876)
Exchange realignment	匯兌重整	71
At 31 December 2019	於二零一九年十二月三十一日	343,125
Impairment loss recognised	已確認減值虧損	2,414
Reversal during the year	年內撥回	(500)
Exchange realignment	匯兌重整	(271)
At 31 December 2020	於二零二零年十二月三十一日	344,768

Financial guarantee contract

財務擔保合約

At the end of the reporting period, the directors of the Company have performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contract. Accordingly, any loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12m ECL. No loss allowance was recognised as at 31 December 2020 in accordance with IFRS 9 as the amount is immaterial. Details of the financial guarantee contract are set out in note 32.

於報告期末，本公司董事已進行減值評估，得出的結論是財務擔保合約自初步確認以來的信貸風險並無顯著增加。因此，本集團發出的財務擔保合約的任何虧損撥備按相等於12個月預期信貸虧損的金額計量。根據國際財務報告準則第9號，於二零二零年十二月三十一日並無確認虧損撥備，原因是該金額並不重大。該財務擔保合約的詳情載列於附註32。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(ii) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, but the borrowings are subject to approval by the parent company's management. The Group's policy is to regularly monitor its liquidity requirements and its compliance with any lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the reporting date of the Group's non-derivative financial liabilities and lease liabilities which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(ii) 流動資金風險

本集團內個別營運實體須自行負責現金管理，但借貸須取得母公司管理層批准。本集團的政策為定期監察其流動資金需求及其遵守任何放款契諾的情況，以確保其維持足夠現金儲備及來自主要金融機構的適度承諾資金額度，以應付其長短期的流動資金需求。

下表列示本集團的非衍生金融負債及租賃負債於報告日之剩餘合約到期日，有關到期日乃按合約未折現現金流量(包括使用合約利率計算之利息付款，或倘為浮息，則按報告日當時的利率計算)以及本集團可能須付款的最早日期計算。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(ii) Liquidity risk (continued)

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(ii) 流動資金風險(續)

		As at 31 December 2020 於二零二零年十二月三十一日			
		Within one year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than one year and less than five years 一年後 但五年內 RMB'000 人民幣千元	Total undiscounted cash flow 未折現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Current	即期				
Trade payables	應付貿易款項	670,373	-	670,373	670,373
Other payables	其他應付款項	2,201,433	-	2,201,433	2,200,859
Lease liabilities	租賃負債	3,169	-	3,169	2,805
Borrowings	借貸	2,242,030	-	2,242,030	1,970,990
		5,117,005	-	5,117,005	4,845,027
Non-current	非即期				
Other payables	其他應付款項	-	-	-	-
Lease liabilities	租賃負債	-	949	949	926
Borrowings	借貸	-	2,916,392	2,916,392	2,625,364
		-	2,917,341	2,917,341	2,626,290
		5,117,005	2,917,341	8,034,346	7,471,317
Maximum exposure of financial guarantee contracts (note 33)	財務擔保合約最大風險 (附註33)	270,000	-	270,000	270,000

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(ii) Liquidity risk (continued)

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(ii) 流動資金風險(續)

		As at 31 December 2019 於二零一九年十二月三十一日			
		Within one year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than and less than five years 一年後 但五年內 RMB'000 人民幣千元	Total undiscounted cash flow 未折現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Current	即期				
Trade payables	應付貿易款項	333,947	-	333,947	333,947
Other payables	其他應付款項	2,533,691	-	2,533,691	2,531,846
Lease liabilities	租賃負債	4,032	-	4,032	3,819
Borrowings	借貸	2,403,028	-	2,403,028	2,163,276
		5,274,698	-	5,274,698	5,032,888
Non-current	非即期				
Other payables	其他應付款項	-	23,055	23,055	20,550
Lease liabilities	租賃負債	-	1,525	1,525	1,495
Borrowings	借貸	-	2,319,111	2,319,111	2,172,848
		-	2,343,691	2,343,691	2,194,893
		5,274,698	2,343,691	7,618,389	7,227,781
Maximum exposure of financial guarantee contracts (note 33)	財務擔保合約最大風險 (附註33)	335,895	297,090	632,985	619,090

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(ii) Liquidity risk (continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The table below summarises the maturity analysis of borrowings and financial guarantee with respect to borrowings granted to an associate with a repayment on cross demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the on demand time band in the maturity analysis contained in the above table.

The directors of the Company do not consider that it is probable that the bank and other borrowing creditors will exercise their discretion to demand immediate repayment. The directors of the Company believe that such borrowings of the Group and an associate will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(ii) 流動資金風險(續)

上述財務擔保合約的金額乃本集團根據悉數獲擔保金額的安排而可被要求償付的金額上限(倘擔保之對手方索償該筆金額)。根據報告期末的預期，本集團認為很大可能毋須根據安排支付款項。然而，上述估計將視乎對手方根據擔保提出申索的可能性而有變，而提出申索的可能性則取決於對手方所持獲擔保財務應收款項出現信貸虧損的可能性。

下表根據貸款協議所載議定計劃還款日期概述包含交叉還款要求條款的借貸及就一間聯營公司獲授的借貸財務擔保到期日分析。金額包括使用合約利率計算的利息付款。因此，該等金額較上表所載到期日分析中「按要求」時間範圍內所披露的金額為高。

本公司董事認為銀行及其他借貸債權人將行使其酌情權要求即時還款的可能性不大。本公司董事認為本集團及一間聯營公司的該等借貸將根據貸款協議所載計劃還款日期償還。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies (continued)

(ii) Liquidity risk (continued)

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(ii) 流動資金風險(續)

Maturity analysis Borrowings and financial guarantee with respect to borrowings granted to an associate subject to a repayment on cross default clause based on scheduled repayments
到期日分析就根據計劃還款受按交叉違約條款償還規限的借貸及授予一間聯營公司借貸的財務擔保合約

		Within one year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than one year and less than five years 一年後 但五年內 RMB'000 人民幣千元	Total undiscounted cash flow 未折現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 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	借貸	2,242,030	2,916,392	5,158,422	4,596,354
Maximum exposure of financial guarantee contracts	財務擔保合約最大風險	270,000	–	270,000	270,000
At 31 December 2019	於二零一九年 十二月三十一日				
Borrowings	借貸	2,403,028	2,319,111	4,722,139	4,336,124
Maximum exposure of financial guarantee contracts	財務擔保合約最大風險	335,895	297,090	632,985	619,090

As at 31 December 2020, the Group had net current liabilities of approximately RMB4,204,749,000. As disclosed in note 28, certain borrowings amounted to RMB1,144,567,000 have yet been renewed or rolled over upon maturity and carried interest at 3.90% to 8.80% per annum. The liquidity of the Group is dependent on its ability to implement the measures to improve the Group's immediate liquidity and cash flows as described in note 2.

於二零二零年十二月三十一日，本集團的流動負債淨額為約人民幣4,204,749,000元。誠如附註28所披露，人民幣1,144,567,000元的若干借貸到期後尚未重續或滾存，並按3.90%至8.80%的年利率計息。本集團的資金流動性依賴其執行誠如附註2所述的措施改善本集團即時資金流動性及現金流量的能力。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

(iii) Interest rate risk

The Group's interest rate risk arises primarily from pledged and restricted deposits, cash and cash equivalents and borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out as below:

Interest rate profile

The following table details the interest rate profile of the Group's net borrowings at the reporting date:

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(iii) 利率風險

本集團的利率風險主要來自已抵押及受限制存款、現金及現金等價物及借貸。按可變利率及固定利率借入的借貸使本集團分別承受現金流量利率風險及公允值利率風險。管理層監控的本集團利率概況載列如下：

利率概況

下表詳列本集團的借貸淨額於報告日的利率概況：

		2020 二零二零年		2019 二零一九年	
		Effective interest rate per annum 實際年利率	Carrying value 賬面值 RMB'000 人民幣千元	Effective interest rate per annum 實際年利率	Carrying value 賬面值 RMB'000 人民幣千元
Fixed rate borrowings	固定利率借貸：				
Borrowings	借貸	4.91%-8.80%	4,034,195	4.75%-7.28%	4,012,800
Variable rate net borrowings:	可變利率借貸淨額：				
Borrowings	借貸	3.90%-5.7%	562,159	4.35%-5.70%	323,324
Pledged and restricted deposits	已抵押及受限制存款	0.00%-0.35%	(403)	0.00%-0.35%	(15,229)
Cash and cash equivalents	現金及現金等價物	0.00%-0.35%	(154,904)	0.00%-0.35%	(159,695)
			406,852		148,400
Total net borrowings	總借貸淨額		4,441,047		4,161,200
Net fixed rate borrowings as a percentage of total net borrowings	固定利率借貸淨額佔總借貸淨額的百分比		90.84%		96.4%

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies

(continued)

(iii) Interest rate risk (continued)

Sensitivity analysis

It is estimated that a general increase/decrease of 100 basis points in the interest rates of variable rate net borrowings prevailing at the reporting date, with all other variables held constant, would decrease/increase the Group's profit after tax and accumulated losses by approximately RMB4,080,000 (2019: RMB1,626,000) for the year ended 31 December 2020.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax and consolidated equity that would arise assuming that the change in interest rates had occurred at the reporting date and had been applied to re-measure those floating rate non-derivative instruments held by the Group which expose the Group to cash flow interest rate risk at the reporting date. The impact on the Group's profit after tax and consolidated equity is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for 2019.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(iii) 利率風險(續)

敏感度分析

假設所有其他變數保持不變，於報告日可變利率借貸淨額的利率整體上升／下降100個基點，估計會導致截至二零二零年十二月三十一日止年度的本集團除稅後溢利及累計虧損減少／增加約人民幣4,080,000元(二零一九年：人民幣1,626,000元)。

上述敏感度分析指本集團的除稅後溢利及綜合權益產生的即時變動，當中假設利率變動於報告日已經發生，並已用於重新計量本集團所持有並於報告日使本集團面臨現金流量利率風險的浮息非衍生金融工具。對本集團除稅後溢利及綜合權益的影響是以因利率變動對利息支出的年度化影響作出估計。該分析乃採取與二零一九年相同的基準進行。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(b) Financial risk management objectives and policies (continued)

(iv) Foreign currency risk

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the Peoples Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the Peoples Bank of China that are determined largely by supply and demand. The Group is exposed to foreign currency risk primarily through purchases giving rise to cash balances that are denominated in USD, while all the other operations of the Group are mainly transacted in RMB. Changes in exchange rate affect the RMB value of purchase costs of commodities that are denominated in foreign currencies.

The following table demonstrates the Group's exposure at the reporting date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

34. 金融風險管理及金融工具之公允值(續)

(b) 財務風險管理目標及政策(續)

(iv) 外幣風險

人民幣不可自由兌換為外幣。所有涉及人民幣的外匯交易必須透過中國人民銀行或其他獲授權可買賣外幣的機構進行。外匯交易所採用的匯率為中國人民銀行所報的匯率，該等匯率主要由供求釐定。本集團的外匯風險主要來自購買產生以美元列值的現金結餘，而本集團所有其他業務主要以人民幣進行交易。匯率變動影響以外幣計價商品採購成本的人民幣價值。

下表顯示本集團於報告日因確認資產或負債，而其以有關交易實體的功能貨幣以外的貨幣計值，因而產生的貨幣風險。

	2020 二零二零年 Denominated in USD 以美元計值 RMB'000 人民幣千元	2019 二零一九年 Denominated in USD 以美元計值 RMB'000 人民幣千元
Cash and cash equivalents	480	514

No sensitivity analysis has been presented as, in the opinion of the directors of the Company, the foreign exchange risk associated with the Group's financial assets and liabilities will not be significant.

未呈列敏感度分析乃由於本公司董事認為有關本集團金融資產及負債的外匯風險將不重大。

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34. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(CONTINUED)

(c) Fair values of financial instruments

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2020 and 2019.

35. CAPITAL COMMITMENTS

At each reporting date, capital commitments outstanding not provided for in the consolidated financial statements are 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
Property, plant and equipment	物業、廠房及設備	34,966	9,653

36. OPERATING LEASES

Leases as lessor

The future minimum lease payments receivable under non-cancellable operating leases are 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
Within 1 year	一年內	2,427	8,397

The Group leases vessels under various agreements which typically run for an initial period of 20 to 30 days (2019: 13 to 105 days). The agreements do not include an extension option.

34. 金融風險管理及金融工具之公允值(續)

(c) 金融工具的公允值

本集團按攤銷成本入賬的金融工具的賬面值，與其於二零二零年及二零一九年十二月三十一日的公允值分別不大。

35. 資本承擔

於各報告日，並未於綜合財務報表作出撥備的未履行資本承擔如下：

		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
Property, plant and equipment	物業、廠房及設備	34,966	9,653

36. 經營租賃

作為承租人的租賃

不可撤銷經營租賃項下的未來最低租賃付款總額如下：

		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
Within 1 year	一年內	2,427	8,397

本集團根據多項初始期限通常為20至30天(二零一九年：13至105天)的協議租賃貨船。該等協議不包括延期選擇權。

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37. RELATED PARTY TRANSACTIONS

The Group has conducted certain transactions with related parties of the Group, including (i) Mr. Xu, the controlling shareholder of the Company, and his close family members; (ii) Mr. Xu Da, an executive director and his close family members; (iii) Qinhuangdao Qinfu Industry Group Co., Ltd. (“Qinfu Industry”), a company controlled by Mr. Xu; (iv) Yuanfan Technology Co., Ltd. (“Yuanfan Technology”), a company controlled by Mr. Xu Da and Qinfu Industry; (v) Tongmei Qinfu, an associate; (vi) Bo Hai Investment Limited (Bo Hai Investment), a company controlled by Mr. Xu; and (vii) Fortune Pearl, the ultimate holding company of the Company.

Particulars of transactions between the Group and the above related parties for the year are as follows:

(a) Recurring transactions

		Transaction amount for		Payable outstanding	
		the years ended		as at 31 December	
		31 December		31 December	
		截至十二月三十一日止		於十二月三十一日	
		年度的交易金額		尚未支付的應付款項	
		2020	2019	2020	2019
		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
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Sales of coal to	銷售煤炭予				
- Tongmei Qinfu	- 同煤秦發	-	83,253	-	29,753
Chartering	租賃予				
- Tongmei Qinfu	- 同煤秦發	-	-	1,141	1,220
Purchase of coal from	採購煤炭自				
- Tongmei Qinfu	- 同煤秦發	47,304	-	176,335	149,031

37. 關連方交易

本集團與本集團的關連方進行若干交易，包括(i)本公司控股股東徐先生及其直系親屬；(ii)執行董事徐達先生及其直系親屬；(iii)徐先生控制的公司秦皇島秦發實業集團有限公司(「秦發實業」)；(iv)徐達先生及秦發實業控制的公司遠帆科技有限公司(「遠帆科技」)；(v)聯營公司同煤秦發；(vi)徐先生控制的公司渤海投資有限公司(「渤海投資」)；及(vii)本公司最終控股公司珍福。

本集團年內與上述關連方的交易詳情如下：

(a) 經常性交易

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37. RELATED PARTY TRANSACTIONS (CONTINUED)

37. 關連方交易 (續)

(b) Guarantees provided by related parties

(b) 關連方提供的擔保

		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
Guarantees of borrowings provided by Mr. Xu and his close family members	徐先生及其直系親屬提供的借貸擔保	7,069,620	6,934,130
Guarantees of borrowings provided by Mr. Xu Da and his close family members	徐達先生及其直系親屬提供的借貸擔保	5,859,830	5,662,830
Guarantees of borrowings provided by Qinfu Industry	秦發實業提供的借貸擔保	2,756,250	2,756,250
Guarantees of borrowings provided by Yuanfan Technology	遠帆科技提供的借貸擔保	152,000	152,000
Guarantees of borrowings provided by Bo Hai Investment	渤海投資提供的借貸擔保	2,035,000	2,035,000
Guarantees of borrowings provided by Fortune Pearl	珍福提供的借貸擔保	2,800,000	2,035,000

(c) Guarantees provided to an associate

(c) 提供予聯營公司的擔保

		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
Guarantees given by the Group for borrowings obtained by Tongmei Qinfu	本集團就同煤秦發獲得的借貸提供的擔保	270,000	619,090

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37. RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company. Key management personnel remuneration are as follows:

37. 關連方交易(續)

(d) 關鍵管理層人士酬金

關鍵管理層人士指直接或間接擁有規劃、指導及控制本集團活動的權力及責任的人士(包括本公司董事)。關鍵管理層人士的酬金如下：

		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
Directors fee	董事袍金	4,347	4,823
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	17,129	15,767
Contributions to retirement benefit schemes	退休福利計劃供款	477	358
Share-based payments	以股份為基礎之付款	—	—
		21,953	20,948

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38. CONTINGENT LIABILITIES

(a) Outstanding litigations

(i) *Litigation claims relating to repayment to non-controlling shareholders of Xingtao Coal Mine, Fengxi Coal Mine and Chongsheng Coal Mine*

During the year ended 31 December 2018, there were litigation claims initiated by the non-controlling shareholders of Xingtao Coal Mine, Fengxi Coal Mine and Chongsheng Coal Mine against the Group to demand immediate repayment of funds provided to the Group in 2011 with an aggregate amount of approximately RMB134,414,000 before the acquisition of these coal mines by the Group. The amount of approximately RMB134,414,000 had already been recognised and offset with the amounts due from respective non-controlling shareholders in the consolidated statement of financial position as at 31 December 2020. The directors of the Company are of the opinion that the Group has a valid ground to defend against those claims. Up to the date when the consolidated financial statements are authorised for issue, these litigation claims are still in progress.

On 17 July 2020, in an arbitration initiated by the Group against the non-controlling shareholders, non-controlling shareholders counterclaimed against the Group for refunds of construction payments of RMB40,723,000 previously paid by non-controlling shareholders for Fengxi Coal Mine and claim for related interest of RMB18,175,000. The directors of the Company are of the opinion that the Group has a valid ground to defend against those claims, and no provision for the litigation claims has been provided in the consolidated statement of financial position as at 31 December 2020. Up to the date when the consolidated financial statements are authorised for issue, the arbitration is still in progress.

38. 或然負債

(a) 未決訴訟

(i) *有關償還與陶煤業、馮西煤業及崇升煤業的非控股股東款項的訴訟申索*

截至二零一八年十二月三十一日止年度，與陶煤業、馮西煤業及崇升煤業的非控股股東對本集團提出訴訟申索，要求立即償還於二零一一年本集團收購該等煤礦前本集團獲提供的資金總額約人民幣134,414,000元。金額約人民幣134,414,000元已於二零二零年十二月三十一日的綜合財務狀況表中確認並與應收各非控股股東款項抵銷。本公司董事認為，本集團有充分理由就該等申索抗辯。截至綜合財務報表獲授權刊發日期，該等訴訟申索仍在進行中。

於二零二零年七月十七日，於本集團針對非控股股東提起的仲裁中，非控股股東對本集團提出反申索，要求退還非控股股東此前支付的馮西煤業工程款人民幣40,723,000元，並索賠相關利息人民幣18,175,000元。本公司董事認為，本集團有合理的理由就該等訴訟申索抗辯，且於二零二零年十二月三十一日的綜合財務狀況表中未就訴訟申索計提撥備。截至綜合財務報表獲授權刊發日期，仲裁仍在進行中。

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38. CONTINGENT LIABILITIES (CONTINUED)

(a) Outstanding litigations (continued)

(i) *Litigation claims relating to repayment to non-controlling shareholders of Xingtao Coal Mine, Fengxi Coal Mine and Chongsheng Coal Mine* (continued)

On 1 September 2020, there was an arbitration initiated by the non-controlling shareholders against the Group to claim for 20% of coal production of Xingtao Coal Mine, Fengxi Coal Mine and Chongsheng Coal Mine from the year of 2013 to 2019 as the distributions entitled to non-controlling shareholders of Xingtao Coal Mine, Fengxi Coal Mine and Chongsheng Coal Mine for the aforesaid period, which were equivalent to aggregate amount of approximately RMB584,410,000. The directors of the Company are of the opinion that the Group has a valid ground to defend against the claim, and no provision for the litigation claims has been provided in the consolidated statement of financial position as at 31 December 2020. Up to the date when the consolidated financial statements are authorised for issue, the arbitration is still in progress.

As at 31 December 2020, the directors of the Company are of the opinion that the provision for the above litigation is sufficient in the consolidated statement of financial position as at 31 December 2020.

(ii) *Litigation claims relating to repayment to a former shareholder of Xinglong Coal Mine and Hongyuan Coal Mine*

In February 2021, the Group received notice from the Shuozhou City Intermediate People's Court that a lawsuit was filed by one of the former shareholders of Xinglong Coal Mine and Hongyuan Coal Mine against the Group to claim for unsettled consideration payment amounting to RMB30,469,000 for acquisition of Xinglong Coal Mine and Hongyuan Coal Mine and related compensation amounting to RMB3,000,000. Up to the date when the consolidated financial statements are authorised for issue, the litigation claim is still in progress. The directors of the Company are of the opinion that the provision for the above litigation is sufficient in the consolidated statement of financial position as at 31 December 2020.

38. 或然負債(續)

(a) 未決訴訟(續)

(i) *有關償還興陶煤業、馮西煤業及崇升煤業的非控股股東款項的訴訟申索*(續)

於二零二零年九月一日，非控股股東向本集團提起仲裁，要求獲得興陶煤業、馮西煤業及崇升煤業於二零一三年至二零一九年煤炭生產的20%作為興陶煤業、馮西煤業及崇升煤業非控股股東在上述期間有權應得的分派，相當於合計約人民幣584,410,000元。本公司董事認為，本集團有合理的理由就該申索抗辯，且於二零二零年十二月三十一日的綜合財務狀況表中未就訴訟申索事項計提撥備。截至綜合財務報表獲授權刊發日期，仲裁仍在進行中。

於二零二零年十二月三十一日，本公司董事認為，就上述訴訟於二零二零年十二月三十一日的綜合財務狀況表中撥備屬足夠。

(ii) *有關償還興隆煤業及宏遠煤業的前股東款項的訴訟申索*

於二零二一年二月，本集團接獲朔州市中級人民法院的通知，興隆煤業及宏遠煤業的一名前股東對本集團提起訴訟，要求支付收購興隆煤業及宏遠煤業的未結算代價款項人民幣30,469,000元及相關賠償人民幣3,000,000元。截至綜合財務報表獲授權刊發日期，該訴訟申索求仍在進行中。本公司董事認為，於二零二零年十二月三十一日的綜合財務狀況表對上述訴訟計提的撥備乃充足。

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38. CONTINGENT LIABILITIES (CONTINUED)

(a) Outstanding litigations (continued)

(iii) Litigation claims relating to repayment to default of repayment of bank borrowing

Subsequently to the end of the reporting period, on 5 February 2021, a bank filed lawsuit against the Group to demand immediate repayment of the bank borrowing with carrying amount of approximately RMB247,200,000 and accrued interest of approximately RMB2,940,000 up to 5 February 2021. The principal of approximately RMB247,200,000 and respective interest charges of approximately RMB1,799,000 had already been recognised as borrowings and accrued expenses included in other payables respectively in the consolidated statement of financial position as at 31 December 2020. Up to the date when the consolidated financial statements are authorised for issue, these litigation claims are still in progress.

(iv) Litigation claims relating to the performance of the contract execution between Yu Lin Zhong Kuang Wan Tong Construction Limited Company (“Yu Lin Zhong Kuang”) and Hongyuan Coal

During the year ended 31 December 2019, Yu Lin Zhong Kuang initiated a litigation claim against the Group to demand for economic losses in relation to the suspension of construction project of coal mining infrastructure, of which amount are related to compensation to the staff costs and equipment costs incurred during the implementation of the project. The claim amount is approximately RMB19,899,000. The directors of the Company are of the opinion that the Group has a valid ground to defend against the claim, and no provision for the litigation claims has been provided in the consolidated statement of financial position as at 31 December 2020. Up to the date when the consolidated financial statements are authorised for issue, these litigation claims are still in progress.

38. 或然負債(續)

(a) 未決訴訟(續)

(iii) 與償還銀行借款拖欠款項有關的訴訟申索

於報告期末後，一間銀行於二零二一年二月五日向本集團提出訴訟，要求本集團立即償還賬面值約人民幣247,200,000元的銀行借款及截至二零二一年二月五日止的應計利息約人民幣2,940,000元。於二零二零年十二月三十一日，本金額約人民幣247,200,000元及相關利息費用約人民幣1,799,000元已於綜合財務狀況表內分別確認為借款及計入其他應付款項的應計費用。截至綜合財務報表獲授權刊發日期，該等訴訟申索仍在進行中。

(iv) 有關榆林中礦萬通建築有限公司(「榆林中礦」)與宏遠煤業之間履行合約的訴訟申索

截至二零一九年十二月三十一日止年度，榆林中礦向本集團提起訴訟申索，要求償付與中止採礦基礎設施建設項目有關的經濟損失，其中金額與項目實施期間產生的員工成本及設備成本的補償有關。索償金額約人民幣19,899,000元。本公司董事認為，本集團有正當理由就該申索抗辯，且於二零二零年十二月三十一日的綜合財務狀況表中並未就有關訴訟申索計提撥備。截至綜合財務報表獲授權刊發日期，該等訴訟申索仍在進行中。

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38. CONTINGENT LIABILITIES (CONTINUED)

(a) Outstanding litigations (continued)

(v) *Litigation claims relating to the performance of the purchase contract execution between Shanxi Yunxin International Trade Co., Ltd (“Shanxi Yunxin”) and Huameiao Energy, Xingtao Coal, Fengxi Coal and Chongsheng Coal*

During the year ended 31 December 2019, there was a litigation claim initiated by Shanxi Yunxin against the Group to demand immediate repayment of overdue payable in relation to purchases of consumables and equipment by the Group. The overall claim amount of approximately RMB71,862,000, which including the aforesaid payable to this supplier of approximately RMB54,124,000 and late penalty interest of approximately RMB17,738,000. Up to the date when the consolidated financial statements are authorised for issue, the litigation claim is still in progress. The directors of the Company are of the opinion that the provision for the above litigation is sufficient in the consolidated statement of financial position as at 31 December 2020.

Other than the disclosure of above, as at 31 December 2020, the Group was not involved in any other material litigation or arbitration. As far as the directors of the Company were aware, the Group had no other material litigation or claim which was pending or threatened against the Group. As at 31 December 2020, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained at present, but the directors of the Company believe that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position of the Group.

38. 或然負債(續)

(a) 未決訴訟(續)

(v) *有關山西雲信國際貿易有限公司(「山西雲信」)與華美奧能源、興陶煤業、馮西煤業及崇升煤業之間履行購買合約的訴訟申索*

截至二零一九年十二月三十一日止年度，山西雲信向本集團提起訴訟申索，要求立即償還與本集團購買消耗品及設備有關的逾期應付款項。總索賠金額約人民幣71,862,000元，包括上述應付該供應商的款項約人民幣54,124,000元及逾期罰息約人民幣17,738,000元。截至綜合財務報表獲授權刊發日期，該訴訟申索仍在進行中。本公司董事認為，就上述訴訟於二零二零年十二月三十一日的綜合財務狀況表中撥備屬足夠。

除上述披露者外，於二零二零年十二月三十一日，本集團並未涉及任何其他重大訴訟或仲裁。據本公司董事所知，本集團並無其他未決或受到威脅的重大訴訟或申索。於二零二零年十二月三十一日，本集團為若干非重大訴訟的被告，且亦涉及一般業務過程中所產生的若干訴訟。該等或然負債、訴訟或其他法律程序的結果可能目前無法確定，但本集團董事認為，上述案件可能導致的任何可能法律責任均將不會對本集團的財務狀況造成任何重大影響。

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38. CONTINGENT LIABILITIES (CONTINUED)

(b) Financial guarantees issued

As at the end of each reporting period, the Group has issued the guarantees to certain banks and an other borrowing creditor in respect of borrowings made by Tongmei Qinfu, an associate of the Group. Under the guarantee, the Group that is a party to the guarantee are jointly and severally liable for any of the borrowings of Tongmei Qinfu from those banks and an other borrowing creditor.

The maximum liability of the Group at 31 December 2020 under the guarantees issued is a portion of the outstanding amount of the borrowings of Tongmei Qinfu amounting to approximately RMB270,000,000 (2019: RMB619,090,000).

(c) Borrowing default clause

The Settlement Agreement entered into between the Group and an asset management company contained a default clause which the Group will be required to repay the outstanding balance of the original borrowings and interest payable if the Group fails to repay the new borrowings by instalments in accordance with the respective repayment schedule. Particulars of the Settlement Agreement are disclosed in noted 28.

38. 或然負債(續)

(b) 已發出財務擔保

於各報告期末，本集團已就本集團的聯營公司同煤秦發作出的借貸向若干銀行及另一名借貸債權人發出擔保。根據擔保，本集團作為擔保一方共同及個別對同煤秦發自該等銀行及另一名借貸債權人獲取的一切借貸負責。

本集團於二零二零年十二月三十一日於已發出擔保項下的最高責任為同煤秦發未償還借貸金額約人民幣270,000,000元(二零一九年：人民幣619,090,000元)的一部分。

(c) 借貸違約條款

本集團與一間資產管理公司訂立的結算協議包含一項違約條款，即倘本集團未能按各還款時間表分期償還有關新借貸時，本集團將須償付原借貸的未償還結餘。有關結算協議的詳情於附註28披露。

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綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 39. 本公司的財務狀況表

Information about the statement of financial position of the Company at the end of the year is as follows:

有關本公司於年末的財務狀況表的資料如下：

		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
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	—	322,895
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及預付款	421	—
Amounts due from subsidiaries	應收附屬公司款項	—	138,437
Cash and cash equivalents	現金及現金等價物	37	52
		458	138,489
Current liabilities	流動負債		
Other payables	其他應付款項	(13,009)	(3,314)
Net current (liabilities)/assets	流動(負債淨額)/資產淨值	(12,551)	135,175
Net (liabilities)/assets	(負債淨額)/資產淨值	(12,551)	458,070
Capital and reserves	股本及儲備		
Share capital	股本	211,224	211,224
Perpetual subordinated convertible securities	永久次級可換股證券	156,931	156,931
(Deficit)/surplus	(虧絀)/盈餘	(380,706)	89,915
Total (deficit)/equity	(虧絀)/權益總額	(12,551)	458,070

Approved and authorised for issue by the Board of Directors of China Qinfa Group Limited on 31 March 2021.

於二零二一年三月三十一日獲中國秦發集團有限公司董事會批准及授權刊發。

Xu Da
徐達
Director
董事

Bai Tao
白韜
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED) 39. 本公司的財務狀況表(續)

Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

本公司個別權益部分於年初及年末的變動詳情載列如下：

		Share capital	Share premium	Perpetual subordinated convertible securities	Contributed surplus [#]	Exchange reserve	Share-based compensation reserve	Accumulated losses	Total equity
		股本	股份溢價	永久次級可換股證券	繳入盈餘 [#]	匯兌儲備	以股份為基礎之酬金儲備	累計虧損	權益總額
		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 30(b)	Note 30(d)(I)	Note 30(c)		Note 30(d)(iv)			
		附註30(b)	附註30(d)(I)	附註30(c)		附註30(d)(iv)			
At 1 January 2019	於二零一九年一月一日	211,224	344,186*	156,931	658,719*	(31,786)*	16,677*	(898,793)*	457,158
Loss for the year	年內虧損	-	-	-	-	-	-	(8,174)	(8,174)
Other comprehensive income	其他全面收入	-	-	-	-	-	-	-	-
Foreign currency translation differences	外幣換算差額	-	-	-	-	9,086	-	-	9,086
Total comprehensive income	全面收入總額	-	-	-	-	9,086	-	(8,174)	912
Transactions with equity shareholders, recorded directly in equity	與權益持有人之交易，於權益直接列賬								
Share options lapsed	已失效購股權	-	-	-	-	-	(6,600)	6,600	-
Total transactions with equity shareholders	與權益持有人之交易總額	-	-	-	-	-	(6,600)	6,600	-
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	211,224	344,186*	156,931	658,719*	(22,700)*	10,077*	(900,367)*	458,070
Loss for the year	年內虧損	-	-	-	-	(13)	-	(421,874)	(421,887)
Other comprehensive loss	其他全面虧損	-	-	-	-	-	-	-	-
Foreign currency translation differences	外幣換算差額	-	-	-	-	(27,568)	-	-	(27,568)
Total comprehensive loss	全面虧損總額	-	-	-	-	(27,581)	-	(421,874)	(449,455)
Transactions with equity shareholders, recorded directly in equity	與權益持有人之交易，於權益直接列賬								
Distribution relating to perpetual subordinated convertible securities	有關永久次級可換股證券之分派	-	(21,166)	-	-	-	-	-	(21,166)
Total transactions with equity shareholders	與權益持有人之交易總額	-	(21,166)	-	-	-	-	-	(21,166)
At 31 December 2020	於二零二零年十二月三十一日	211,224	323,020*	156,931	658,719*	(50,281)*	10,077*	(1,322,241)*	(12,551)

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39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

* These reserves accounts comprise the deficit of RMB380,706,000 (2019: surplus of RMB89,915,000) in the statement of financial position of the Company.

Contributed surplus of the Company represents the difference between the net asset value of Qinfra Investment Limited acquired pursuant to the reorganisation and the nominal value of the share issued by the Company in exchange.

40. EVENT AFTER THE REPORTING PERIOD

Major transaction in relation to the disposal of a vessel

On 10 March 2021, the Group entered into a memorandum of agreement with an independent third party to dispose the vessel owned by an indirect wholly-owned subsidiary of the Company, at cash consideration of approximately USD14,900,000 (equivalent to approximately RMB96,951,000). Up to the date when the consolidated financial statements are authorised for issue, the disposal has not been completed.

39. 本公司的財務狀況表(續)

* 該等儲備賬包括於本公司財務狀況表內的虧絀人民幣380,706,000元(二零一九年：盈餘人民幣89,915,000元)。

本公司之繳入盈餘指根據重組已收購秦發投資有限公司的資產淨值與本公司作交換所發行股份的面值兩者的差額。

40. 報告期後事項

有關出售一艘船舶的主要交易

於二零二一年三月十日，本集團與獨立第三方訂立協議備忘錄，以出售由本公司間接全資附屬公司擁有的一艘船舶，現金代價約14,900,000美元(相當於約人民幣96,951,000元)。截至授權刊發綜合財務報表之日，出售尚未完成。



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