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

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

Stock code 股份代號 : 00228

* For identification purposes only 僅供識別

2025 ANNUAL REPORT
年報

China Energy Development Holdings Limited
中國能源開發控股有限公司
Annual Report 年報 2025

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Corporate Information
公司資料

Board of Directors

Executive Directors
Mr. Liu Wenxuan *(Chairman of the Board)*
Mr. Liu Dong *(Chief Executive Officer)*

Non-executive Directors
Mr. Yan Danhua
Mr. Chen Jianxin

Independent Non-executive Directors
Mr. Zhang Zhenming
Ms. Chin Ying Ying
Mr. Lee Man Tai

Audit Committee

Mr. Lee Man Tai *(Chairman)*
Mr. Zhang Zhenming
Mr. Yan Danhua
Mr. Chen Jianxin
Ms. Chin Ying Ying

Nomination Committee

Mr. Liu Wenxuan *(Chairman)*
Mr. Lee Man Tai
Mr. Zhang Zhenming
Mr. Liu Dong
Ms. Chin Ying Ying

Remuneration Committee

Mr. Lee Man Tai *(Chairman)*
Mr. Zhang Zhenming
Mr. Liu Dong
Mr. Liu Wenxuan
Ms. Chin Ying Ying

Company Secretary

Mr. Siu Kai Chun FCPA (HK)

Authorised Representatives

Mr. Liu Dong
Mr. Siu Kai Chun

董事會

執行董事
劉文選先生*（董事會主席）*
劉東先生*（行政總裁）*

非執行董事
嚴丹華先生
陳建新先生

獨立非執行董事
張振明先生
錢盈盈女士
李文泰先生

審核委員會

李文泰先生*（主席）*
張振明先生
嚴丹華先生
陳建新先生
錢盈盈女士

提名委員會

劉文選先生*（主席）*
李文泰先生
張振明先生
劉東先生
錢盈盈女士

薪酬委員會

李文泰先生*（主席）*
張振明先生
劉東先生
劉文選先生
錢盈盈女士

公司秘書

蕭啟晉先生 FCPA (HK)

授權代表

劉東先生
蕭啟晉先生

Company's Website

http://www.cnenergy.com.hk

Investor Relations Contact

Email address: compsec@cnenergy.com.hk

公司網址

http://www.cnenergy.com.hk

投資者關係聯絡

電郵地址：compsec@cnenergy.com.hk

Corporate Information
公司資料

Registered Office

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

註冊辦事處

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

Head Office and Principal Place of Business

Office J, 29/F, Plaza 88
No. 88 Yeung Uk Road, Tsuen Wan
New Territories, Hong Kong

總辦事處及主要營業地點

香港新界
荃灣楊屋道88號
荃灣88廣場二十九樓J室

Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
(Formerly known as SMP Partners (Cayman) Limited)
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman KY1-1100
Cayman Islands

股份過戶登記總處

Suntera (Cayman) Limited
（前稱 SMP Partners (Cayman) Limited）
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman KY1-1100
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
17/F Far East Finance Centre
16 Harcourt Road
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

Legal Advisers to the Company

P.C. Woo & Co. (as to Hong Kong law)
Conyers Dill & Pearman (as to Cayman Islands law)

本公司之法律顧問

胡百全律師事務所（有關香港法律）
康德明律師事務所（有關開曼群島法律）

Auditor

Forvis Mazars CPA Limited
(Appointed on 16 October 2025)
ZHONGHUI ANDA CPA Limited
(Resigned on 16 October 2025)

核數師

富睿瑪澤會計師事務所有限公司
（於二零二五年十月十六日被委任）
中匯安達會計師事務所有限公司
（於二零二五年十月十六日辭任）

Principal Bankers

Bank of China (Hong Kong) Limited
Bank of Communication (Hong Kong) Limited
DBS Bank (HK) Limited
Industrial and Commercial Bank of China (Asia) Limited

主要往來銀行

中國銀行（香港）有限公司
交通銀行（香港）有限公司
星展銀行（香港）有限公司
中國工商銀行（亞洲）有限公司

To Shareholders:

On behalf of the board of Directors (the "**Board**"), I hereby present the results of China Energy Development Holdings Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2025.

Operating Results

During the year ended 31 December 2025 (the "**year**") and at present, the Group has been principally engaged in exploration, production and distribution of natural gas in the People's Republic of China (the "**PRC**"). During the year, the Group recorded an audited consolidated revenue of approximately HK$234,258,000 (2024: approximately HK$300,101,000), mainly contributed by the production and distribution of natural gas.

Due to the technical problems incurred in certain gas wells such as water and slurry blockage during the year, the Group produced approximately 355.0 million cubic meters of natural gas, representing a decrease of approximately 17.6% compared with last year. The revenue from the production and distribution of natural gas business for the year was approximately HK$234,258,000, representing a decrease of approximately HK$65,843,000 or 21.9% compared with the same period of last year.

Earnings before interest, tax, depreciation and amortisation ("**EBITDA**") decreased from approximately HK$174,027,000 for the year ended 31 December 2024 to approximately HK$135,565,000 for the year ended 31 December 2025 by approximately HK$38,462,000 or 22.1% which was in line with the decrease in revenue by approximately HK$65,843,000 or 21.9% year-on-year.

致各位股東：

本人謹代表董事會(「**董事會**」)提呈中國能源開發控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零二五年十二月三十一日止年度之業績。

經營業績

截止二零二五年十二月三十一日(「**本年度**」)及目前，本集團一直主要在中華人民共和國(「**中國**」)從事天然氣之勘探、生產及分銷。於本年度，本集團錄得經審核綜合經營業務總額約234,258,000港元(二零二四年：約300,101,000港元)，主要歸功於生產及銷售天然氣。

由於若干氣井於本年度出現技術問題如水及泥漿堵塞，本集團生產約355.0百萬立方米的天然氣，較去年同期減少約17.6%。本年度生產及分銷天然氣業務的營業額約為234,258,000港元，較去年同期減少約65,843,000港元或21.9%。

未扣除利息、税項、折舊及攤銷前溢利(「**除息税折舊攤銷前溢利**」)由截至二零二四年十二月三十一日止年度約174,027,000港元減少至截至二零二五年十二月三十一日止年度約135,565,000港元，按年減少約38,462,000港元或22.1%，對應收益按年減少約65,843,000港元或21.9%。

Provision for impairment of property, plant and equipment of approximately HK$9,121,000 for the year ended 31 December 2024 increased to approximately HK$10,840,000 for the year ended 31 December 2025 whereas provision of impairment of intangible assets of approximately HK$4,554,000 for the year ended 31 December 2024 increased to approximately HK$10,677,000 for the year ended 31 December 2025. This was the result of widen up the difference between the recoverable amount of the cash generating unit ("**CGU**") of the Kashi Project as at 31 December 2025 and the carrying amount of the CGU of the Kashi Project as at 31 December 2025. In addition, the fair value of the properties in Hong Kong fell below the carrying value as at 31 December 2025.

截至二零二四年十二月三十一日止年度物業、廠房及設備減值撥備約9,121,000港元增加至截至二零二五年十二月三十一日止年度約10,840,000港元，而截至二零二四年十二月三十一日止年度無形資產減值撥備約4,554,000港元增加至截至二零二五年十二月三十一日止年度約10,677,000港元。這是由於喀什項目截至二零二五年十二月三十一日止的現金產生單位(「**現金產生單位**」)的可收回金額與截至二零二五年十二月三十一日止現金產生單位的帳面金額之間的差異擴潤。除此以外，香港物業的公平值跌低於二零二五年十二月三十一日之賬面值。

For calculation of the recoverable amount of the CGU of the Kashi Project, the key quantitative inputs included the current year and budgeted years' net profit and cash flows to the Kashi Project and the pre-tax discount rate of 15.8% for the year ended 31 December 2025 (2024: 16.7%). The carrying amount of the CGU of the Kashi Project as at 31 December 2025 exceeded the recoverable amount of the CGU of the Kashi Project as at 31 December 2025 of approximately HK$2,194,817,000 to bring out the provision of impairment of intangible assets of approximately HK$10,677,000 and the provision of impairment of property, plant and equipment of approximately HK$10,283,000 respectively.

在計算喀什項目的現金產生單位的可收回金額時，主要的量化輸入數據包括喀什項目本年度和預算年度的淨利潤和現金流以及截至二零二五年十二月三十一日止除稅前折現率15.8%（二零二四年：16.7%）。於二零二五年十二月三十一日，喀什項目的現金產生單位之賬面金額，超過喀什項目現金產生單位於二零二五年十二月三十一日的可收回金額約2,194,817,000港元，分別帶來無形資產減值撥備約10,677,000港元及物業、廠房及設備減值撥備約10,283,000港元。

The impairment assessment as at 31 December 2025 was performed by APAC Asset Valuation and Consulting Limited, an independent third-party valuer (the "**valuer**"). The methodology, the key general and specific assumptions on which the valuer had based its determination of the recoverable amount of the CGU of the Kashi Project as at 31 December 2025 were the same as those adopted for the assessment as at 31 December 2024.

亞太資產評估及顧問有限公司為一間獨立第三者評估師(「**評估師**」)編製於二零二五年十二月三十一日的減值評估。評估師在決定截至二零二五年十二月三十一日止的喀什項目現金產生單位的可收回金額時所依據的方法，主要一般和具體假設，與於二零二四年十二月三十一日所採用的一致。

The valuer has also made assessment of the fair value of the properties in Hong Kong as at 31 December 2025. Provision for impairment of property, plant and equipment of approximately HK$557,000 was made for the variance arisen between the fair value less cost of disposal and the carrying value.

評估師亦為二零二五年十二月三十一日之香港物業作公平值評估。公平值與賬面值差異已經反映在物業、廠房及設備減值撥備約557,000港元。

Decrease in other operating expenses by approximately HK$8,094,000 or 39.3% to approximately HK$12,513,000 was mainly due to cost control measures for the year.

其他經營開支減少約8,094,000港元或39.3%至約12,513,000港元，主要原因是年內成本控制措施。

Profit attributable to owners of the Company decreased by approximately HK$1,470,000 or 5.4% to approximately HK$25,874,000 for the year ended 31 December 2025. This was mainly due to decrease in revenue of approximately HK$65,843,000 during the year.

本公司擁有人應佔溢利於截至二零二五年十二月三十一日止年度減少約1,470,000港元或5.4%至約25,874,000港元。主要是由於年內收益減少約65,843,000港元。

Decrease in EBITDA margin by 0.12% year-on-year to 57.87% for the year ended 31 December 2025 with decrease in net profit margin by 5.01% year-on-year to 13.78% for the year ended 31 December 2025 was mainly due to the above reasons mentioned in decrease in profit for the year ended 31 December 2025.

截至二零二五年十二月三十一日止除息稅折舊攤銷前溢利率按年減少0.12%至57.87%，而由於上述減少利潤之原因導致截至二零二五年十二月三十一日止淨利潤率按年則下降5.01%至13.78%。

Exchange differences on translation of foreign operations

境外業務之匯兑差額

As a result of improved depreciation of Renminbi ("**RMB**") against the Hong Kong Dollars ("**HKD**") during the year ended 31 December 2025, the exchange differences on translation of foreign operations attributable to owners of the Company improved from exchange loss of approximately HK$50,483,000 for the year ended 31 December 2024 to exchange gain of approximately HK$85,913,000 for the year ended 31 December 2025. Meanwhile, the exchange differences on translation of foreign operations attributable to non-controlling interests also improved from exchange loss of approximately HK$325,000 for the year ended 31 December 2024 to exchange gain of approximately HK$477,000 for the year ended 31 December 2025.

由於截至二零二五年十二月三十一日止人民幣(「**人民幣**」)對港幣(「**港幣**」)的貶值有所改善，由截至二零二四年十二月三十一日止匯兑虧損約50,483,000港元改善至截至二零二五年十二月三十一日止年度的匯兑溢利約85,913,000港元。同時，非控股權益應佔境外業務的匯兑差額從截至二零二四年十二月三十一日止年度的滙兑虧損約325,000港元改善至截至二零二五年十二月三十一日止年度的匯兑溢利約477,000港元。

Such exchange difference just represented the translation difference of currency between RMB and the HKD in the presentation of consolidated financial statements and did not have any significant impact on the operations of the Group.

該匯兑差額只代表在綜合財務報表中人民幣和港幣之間的貨幣折算差額，並沒有對集團的經營產生任何重大影響。

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss represented the fair value of listed equity securities based on quoted market price (level 1 fair value measurement) as at 31 December 2025. Decline of financial assets at fair value through profit or loss by approximately HK$2,301,000 or 15.6% year-on-year to approximately HK$12,475,000 as at 31 December 2025 was mainly due to poor market sentiment under the unsteady economic environment during the year ended 31 December 2025.

按公平價值計入損益之金融資產之公平價值

按公平價值計入損益之金融資產之公平價值指截至二零二五年十二月三十一日止基於市場報價之上市股本證券公平價值（第一級公平價值計量）。截至二零二五年十二月三十一日止按公平價值計入損益之金融資產之公平價值按年減少約2,301,000港元或15.6%至12,475,000港元，主要是由於截至二零二五年十二月三十一日止不穩定經濟影響下股票市場氣氛較差。

Other payables and accruals

Other payables and accruals mainly represented balances payable to contractors engaged by the Group to perform exploration, evaluation and development works on the area designated in the Petroleum Contract, and the receipt in advance from China National Petroleum Corporation ("**CNPC**") as at 31 December 2025. Decrease in other payables and accruals by approximately HK$40,893,000 or 40.5% year-on-year to approximately HK$68,727,000 as at 31 December 2025 was mainly due to settlement of payable to contractors of approximately HK$18,000,000 during the year ended 31 December 2025.

其他應付款項及應計款項

其他應付款項及應計款項主要指於二零二五年十二月三十一日應付予本集團委聘於按石油合約指定之區域進行勘探、評估及開發工作之承建商的結餘及來自中國石油集團有限公司（「**中國石油集團**」）之預收款項。其他應付款項及應計款項按年減少約40,893,000港元或40.5%至截至二零二五年十二月三十一日止約68,727,000港元，及在二零二五年內與承建商結算餘額約18,000,000港元。

Other borrowings

The other borrowings represented unsecured borrowings repayable within a year from the drawdown date. Other borrowings amounted to approximately RMB223,905,000 (equivalent to approximately HK$246,295,000) are repayable before 31 December 2026.

其他借貸

其他借貸指以人民幣計值無抵押貸款，自提款之日起1年內償還。其他借貸金額約人民幣223,905,000元（等值約246,295,000港元）需於二零二六年十二月三十一日前償還。

Business Review

Exploration, Production and Distribution of Natural Gas Segment

The Petroleum Contract

The Company's indirectly wholly-owned subsidiary, China Era Energy Power Investment (Hong Kong) Limited ("**China Era**") entered into a petroleum contract (the "**Petroleum Contract**") with CNPC for the drilling, exploration, development and production of oil and/or natural gas within the specified site located in North Kashi Block, Tarim Basin, Xinjiang, PRC ("**Kashi Project**"). The Petroleum Contract is for a term of 30 years commencing 1 June 2009.

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

According to the Petroleum Contract, the exploration period covers 6 years. The managements have devoted much of its resources during the period in exploration and research studies. On 6 December 2017, China Era and CNPC entered into a supplemental and amendment agreement to the Petroleum Contract (the "**Supplemental Agreement**") extending the First Phase exploration period to 5 December 2017 and agreeing on the aggregation of the costs incurred by CNPC between 1 June 2009 and 5 December 2017 with the pre-contract costs. The costs incurred between 1 June 2009 and 31 December 2015 was in the amount of RMB651,653,000 (mainly including three completed wells, reconstruction of natural gas processing plant and the operating costs incurred during the period). In 2018, the cost incurred by CNPC between 1 January 2016 and 31 December 2017 in the amount of approximately RMB94,042,000 was confirmed. On 20 June 2019, China Era and CNPC entered into a second supplemental agreement to the Petroleum Contract (the "**2nd Supplemental Agreement**"), which agreed the amount of profit sharing between 2009 and 2017.

業務回顧

天然氣勘探、生產及分銷分部

石油合約

本公司之間接全資附屬公司中國年代能源投資（香港）有限公司（「**中國年代**」）與中國石油集團訂立一份石油合約（「**石油合約**」），以於中國新疆塔里木盆地喀什北區塊之指定地點鑽探、勘探、開發及生產石油及／或天然氣（「**喀什項目**」）。石油合約年期自二零零九年六月一日起，為期30年。

根據石油合約，中國年代將採用適當及先進的技術及管理專才，並指派稱職的專家在該地點進行勘探、開發及生產石油及／或天然氣。倘在該地點內發現任何油田及／或氣田，中國石油集團及中國年代將分別按51%及49%的比例承擔開發及生產成本。

根據石油合約，勘探期為六年。管理層於期內在勘探和研究方面投入大量資源。於二零一七年十二月六日，中國年代與中國石油集團訂立一份石油合約的補充及修訂協議（「**補充協議**」），將勘探期第一階段延長至二零一七年十二月五日，並且就中國石油集團於二零零九年六月一日至二零一七年十二月五日產生的總費用（含前期費用）達成一致。自二零零九年六月一日至二零一五年十二月三十一日所產生的費用為人民幣651,653,000元，主要包括三口鑽井完工、天然氣處理站的改建以及期內的營運成本。中國石油集團自二零一六年一月一日至二零一七年十二月三十一日產生的費用約人民幣94,042,000元已於二零一八年確認。於二零一九年六月二十日，中國年代與中國石油集團訂立第二份石油合約補充協議（「**第二份補充協議**」），協議內載列二零零九年至二零一七年的溢利分成金額。

The filing of the Overall Development Program ("**ODP**") was completed on 8 July 2019, and the development period of the Kashi Project commenced with effect from 9 July 2019. Following the operation of the new gas processing facilities on 1 July 2020, the Joint Management Committee of North Kashi Block Cooperations Project resolved that the commercial production stage commenced with effect from 1 October 2020. During the year ended 31 December 2025, the gas processing facilities were on the right track and no further documents were entered.

總體開發方案(「**總體開發方案**」)已於二零一九年七月八日完成備案，而喀什項目的開發期自二零一九年七月九日起開始生效。隨着新的天然氣處理設備於二零二零年七月一日全面運作，喀什北區塊合作項目聯合管理委員會決議於二零二零年十月一日起進入生商業生產期。截至二零二五年十二月三十一日止，天然氣處理設備正常運作並暫無更新文件。

The Status of Gas Sales Agreements

As disclosed in the Company's announcement dated 28 April 2020, the Gas Sales Agreements ("**GSA**") was signed on 27 April 2020. The terms of the GSA included the quantity of volume commitments, gas quality, price terms, delivery obligations and delivery point, etc. During the year ended 31 December 2025, the terms of the GSA remained the same.

售氣協議之情況

誠如本公司日期為二零二零年四月二十八日的公告所披露，售氣協議(「**售氣協議**」)於二零二零年四月二十七日已簽署。售氣協議條款包括數量承諾、天然氣質素、價格條款、交付責任及交付點等。截至二零二五年十二月三十一日止，售氣協議條款維持一致。

Segment Performance

During the year, this operation of Kashi Project together with the natural gas distribution operation in Karamay, Xinjiang, contributes revenue of approximately HK$234,258,000 (2024: approximately HK$300,101,000) and the segment profit before income tax was approximately HK$51,330,000 (2024: approximately HK$87,191,000).

分部表現

年內，喀什項目之本業務及新疆克拉瑪依天然氣分銷業務貢獻收益約234,258,000港元(二零二四年：約300,101,000港元)，而分部除所得税前溢利約為51,330,000港元(二零二四年：約87,191,000港元)。

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

天然氣勘探、生產及分銷分部之經營業績，以及勘探及評估資產收購及勘探活動產生之成本載列如下：

Results of operations in exploration, production, and distribution of natural gas segment

天然氣勘探、生產及分銷分部之經營業績

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Revenue	收益	**234,258**	300,101
Direct cost	直接成本	**(47,679)**	(51,631)
Other income	其他收入	**11,063**	4,219
Provision for impairment of property, plant and equipment	物業、廠房及設備減值撥備	**(10,283)**	(4,333)
Provision for impairment of intangible assets	無形資產減值撥備	**(10,677)**	(4,554)
Provision for impairment of accounts receivables	應收帳款減值撥	**(10,058)**	–
Provision for impairment of other receivables	其他應收款項減值撥備	**(792)**	–
Selling and distribution expenses	銷售及分銷開支	**(21,363)**	(25,758)
Operating expenses	經營開支	**(30,980)**	(45,457)
Depreciation	折舊	**(28,681)**	(35,814)
Amortisation of intangible assets	無形資產攤銷	**(18,906)**	(22,843)
Finance cost	融資成本	**(14,572)**	(26,739)
Results of operations before income tax	除所得稅前經營業績	**51,330**	87,191

Natural gas business analysis

天然氣業務分析

Our Group's principal activities are exploration, development production and sales of oil natural gas, until the date of issue of this report, our Group currently has an oil natural gas exploration, development and production project, Kashi Project and a project mainly engaged in a business of natural gas pipeline transportation and sales which is situated in Xinjiang region of the PRC.

本集團主要業務為勘探、開發、生產及銷售石油天然氣，截至本年報發行日期，本集團現行擁有一個石油天然氣勘探、開發及生產項目一喀什項目和一個以天然氣管輸送和銷售為主營業務的克拉瑪伊項目，均位於中國新疆境內。

The Company's indirectly wholly-owned subsidiary, China Era entered into the Petroleum Contract with CNPC.

本公司之間接全資附屬公司中國年代與中國石油集團訂立一份石油合約。

Since 19 August 2016, the Company owns 51% interest of Karamay Fuhai Petroleum Chemical Engineering Co., Limited*. This subsidiary owns 51% interest of 克拉瑪依偉潤燃氣有限公司. Such company's principal activities are mainly operations of natural gas pipeline transportation and sales in the neighbour region of Karamay City, Xinjiang, PRC ("**Karamay Project**").

從二零一六年八月十九日開始，本公司擁有克拉瑪依富海石油化工有限公司51%之權益，該附屬公司擁有克拉瑪依偉潤燃氣有限公司51%之權益，公司主要業務是在中國新疆克拉瑪伊市鄰近地區(「**克拉瑪伊項目**」)營運天然氣管道輸送和銷售。

Analysis of business performance for the year ended 31 December 2025

截至二零二五年十二月三十一日止年度業務表現分析

Kashi Project

喀什項目

		For the year ended 31 December 2025 截至二零二五年十二月三十一日止	For the year ended 31 December 2024 截至二零二四年十二月三十一日止	Increase/(decrease) 增／(減)	
		HK$'000 千港元	*HK$'000 千港元*	*HK$'000 千港元*	*% 百分比*
Revenue	收益	**230,770**	282,777	(52,007)	(18.4)
Direct cost	直接成本	**(45,281)**	(41,835)	3,446	8.2
Other income	其他收入	**11,033**	4,145	6,888	166.2
Provision for impairment of property, plant and equipment	物業，廠房及設備減值撥備	**(10,283)**	(4,333)	5,950	137.3
Provision for impairment of intangible assets	無形資產減值撥備	**(10,677)**	(4,554)	6,123	134.5
Provision for impairment of accounts receivables	應收帳款減值撥備	**(10,058)**	–	10,058	N/A
Provision for impairment of other receivables	其他應收款項減值撥備	**(792)**	–	792	N/A
Selling and distribution expenses	銷售及分銷開支	**(21,363)**	(25,758)	(4,395)	(17.1)
Operating expenses	經營開支	**(29,167)**	(40,166)	(10,999)	27.4
Depreciation	折舊	**(25,474)**	(32,646)	(7,172)	(22.0)
Amortisation of intangible assets	無形資產攤銷	**(18,906)**	(22,843)	(3,937)	(17.2)
Finance cost	融資成本	**(14,572)**	(26,739)	(12,167)	(45.5)
Results of operations before income tax	除所得税前經營業績	**55,230**	88,048	(32,818)	(37.3)

N/A Not Applicable 不適用

* *The English names are for identification only*

* *英文名字只供識別*

Decrease in revenue

Revenue in 2025 decreased by approximately HK$52,077,000 or 18.4% year-on-year to approximately HK$230,770,000. This was mainly due to technical problems incurred in certain gas fields during the year of which the gas production decreased by approximately 17.6% to approximately 355.0 million cubic meters of natural gas as compared with the same period of 2024.

收益減少

二零二五年收益按年減少約52,077,000港元或18.4%至約230,770,000港元，主要原因是若干氣井於本年度出現技術問題，本集團年內天然氣生產較二零二四年同期減少約17.6%約355.0百萬立方米。

Increase in direct cost

Direct cost increased by approximately HK$3,446,000 or 8.2% to approximately HK$45,281,000 for the year ended 31 December 2025 because the work volume on repair and maintenance of oil gas fields and facilities in 2025 were more than the work volume in 2024.

直接成本增加

截至二零二五年十二月三十一日止年度，直接成本增加約3,446,000港元或8.2%至約45,281,000港元，原因是二零二五年油氣井及設施的維修和維護工作量比二零二四年多。

Increase in provision of impairments

As a result of widening up the difference between the recoverable amount of the CGU of the Kashi project as at 31 December 2025 and the carrying amount of the CGU of the Kashi project as at 31 December 2025, the provision for impairment of property, plant and equipment of approximately HK$10,283,000 (2024: approximately HK$4,333,000) and the provision for impairment of intangible assets of approximately HK$10,677,000 (2024: approximately HK$4,554,000) was arisen for the year ended 31 December 2025.

減值撥備增加

由於喀什項目截至二零二五年十二月三十一日止的現金產生單位的可收回金額與截至二零二五年十二月三十一日止現金產生單位的帳面金額之間的差異擴闊，截至二零二五年十二月三十一日止年度物業、廠房及設備減值撥備約10,283,000港元（二零二四年：約4,333,000港元），而截至二零二五年十二月三十一日止年度無形資產減值撥備約10,677,000港元（二零二四年：約4,554,000港元）。

Decrease in operating expenses

The operating expenses decreased by approximately HK$10,999,000 or 27.4% to approximately HK$29,167,000 for the year ended 31 December 2025 because the office and administration expenses in 2025 were lower than those of 2024.

經營開支減少

截至二零二五年十二月三十一日止年度的運營支出減少約10,999,000港元或27.4%至約29,167,000港元，原因是二零二五年辦公及行政支出較二零二四年有所減少。

Decrease in finance cost

Finance cost in 2025 decreased by approximately HK$12,167,000 or 45.5% year-on-year to approximately HK$14,572,000. This was mainly due to repayment of the borrowing made in 2025 and thus decrease the yearly average balance of other borrowings year-on-year.

融資成本減少

二零二五年融資成本按年減少約12,167,000港元或45.5%至約14,572,000港元，主要是由於二零二五年內償還借貸，導致年內其他借貸平均餘額按年減少。

Decrease in results of operations before income tax

Operating profit before income tax in 2025 decreased by approximately HK$32,818,000 or 37.3% year-on-year to approximately HK$55,230,000. This was mainly due to decrease in revenue, increase in provision for impairment of property, plant and equipment and provision for impairment of intangible assets.

除所得稅前經營盈利減少

二零二五年所得稅前經營盈利按年減少約32,818,000港元或37.3%至約55,230,000港元，主要是由於年內收益減少，物業、廠房及設備之減值撥備及無形資產之減值撥備增加。

Karamay Project

克拉瑪伊項目

		For the year ended 31 December 2025 截至二零二五年十二月三十一日止	For the year ended 31 December 2024 截至二零二四年十二月三十一日止	Increase/(decrease) 增／(減)	
		HK$'000 千港元	*HK$'000 千港元*	*HK$'000 千港元*	*% 百分比*
Revenue	收益	**3,488**	17,324	(13,836)	(79.9)
Direct cost	直接成本	**(2,398)**	(9,796)	(7,398)	(75.5)
Other income	其他收入	**30**	74	(44)	(59.5)
Operating expenses	經營開支	**(1,813)**	(5,291)	(3,478)	(65.7)
Depreciation	折舊	**(3,207)**	(3,168)	39	1.2
Results of operations before income tax	除所得稅前經營業績	**(3,900)**	(857)	3,043	355.1

Decrease in revenue

The gas pipeline transportation and sales business was slow down in the year. Revenue decreased by approximately HK$13,836,000 by 79.9% to approximately HK$3,488,000 for the year ended 31 December 2025.

收益減少

燃氣管道運輸及銷售業務放緩。截至二零二五年十二月三十一日止年度，收入減少約13,836,000港元或79.9%至約3,488,000港元。

Decrease in operating expenses

Operating expenses decreased by approximately HK$3,478,000 or 65.7% to approximately HK$1,813,000 for the year ended 31 December 2025 because the office and administration expenses in 2025 were lower than those of 2024.

經營開支減少

截至二零二五年十二月三十一日止年度的運營支出減少約3,478,000港元或65.7%至約1,813,000港元，原因是二零二五年的辦公及行政支出較二零二四年有所減少。

Decrease in results of operations before income tax

Decrease in results of operations before income tax to loss of approximately HK$3,900,000 for the year ended 31 December 2025 was mainly due to a slow down in the business for the year.

除所得稅前業務表現減少

截至二零二五年十二月三十一日止年度除所得稅前業務表現減少至虧損約3,900,000港元，主要原因是年內業務放緩。

Gearing Ratio

Gearing ratio is calculated by the net debt (total debt net of cash and cash equivalents) divided by total equity. The gearing ratio based on the audited financial information is approximately 8.1% (31 December 2024: approximately 24.9%) at 31 December 2025.

負債比率

負債比率乃按借貸淨額（借貸總額扣除現金及現金等價物）除以權益總額計算。於二零二五年十二月三十一日的負債比率基於經審計財務資料約為8.1%（二零二四年十二月三十一日約為24.9%）。

Financial Review

Liquidity, Financial Resources and Capital Structure

As at 31 December 2025, the Group has outstanding unsecured other borrowings of approximately HK$246,295,000 (2024: secured and unsecured other borrowings of approximately HK$203,700,000 and HK$58,108,000 respectively). The cash and cash equivalents of the Group were approximately HK$295,158,000 (2024: approximately HK$34,346,000). The Group's current ratio (current assets to current liabilities) was approximately 126.5% (2024: 44.7%). The ratio of total liabilities to total assets of the Group was approximately 18.0% (2024: 21.1%).

As at 31 December 2025, the convertible notes due in 2041 has an outstanding principal amount of HK$232,790,000. These convertible notes do not carry any interest, but carry the right to convert the principal amount into ordinary shares of the Company. The conversion price is HK$6.72 per share (subject to adjustments) and a maximum number of 34,641,369 shares may be allotted and issued upon exercise of the conversion rights attached to the convertible notes in full. During the year ended 31 December 2025, no convertible notes have been converted into ordinary shares (2024: approximately HK$446,880,000).

財務回顧

流動資金、財務資源及資本架構

於二零二五年十二月三十一日，本集團未償還無抵押其他借貸分別約為246,295,000港元（二零二四年：有抵押及無抵押分別約203,700,000港元及為58,108,000港元）。本集團之現金及等同現金約為295,158,000港元（二零二四年：約34,346,000港元）。本集團之流動比率（流動資產比流動負債）約為126.5%（二零二四年：44.7%）。本集團總負債與總資產之比率約為18.0%（二零二四年：21.1%）。

於二零二五年十二月三十一日，二零四一年到期之可換股票據之未償還本金額為232,790,000港元。該可換股票據為不計息，但附有權利可將本金額兑換為本公司普通股。兑換價為每股6.72港元（可予調整），而倘可換股票據附帶之兑換權獲悉數行使，可配發及發行最多34,641,369股股份。截止二零二五年十二月三十一日止並無可換股票據獲兑換為本公司普通股（二零二四年：約446,880,000港元）。

Charge of Assets

There were no further secured other borrowings as at 31 December 2025. As at the date of 31 December 2024, account receivables in the amount of HK$113,397,000 were pledged as security for other borrowings. In addition, the rights of natural gas sharing amount and sales revenue under the product sharing agreement and the sales agreement were pledged as security for other borrowings as at 31 December 2024.

資產抵押

於二零二五年十二月三十一日，沒有任何有抵押其他借貸。於二零二四年十二月三十一日，應收賬款為113,397,000港元已抵押為其他借款之擔保。此外，於二零二四年十二月三十一日，依據產品分成協議及銷售協議享有的對天然氣分成金額及銷售收益的權利抵押作其他借款之擔保。

Exchange Exposure

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

外匯風險

本集團的主要營運地區為香港和中國，其面對的匯兑風險主要來自港元及人民幣匯率的波動。匯率波幅及市場動向一向深受本集團關注。本集團的一貫政策是讓經營實體以其相關地區貨幣經營業務，盡量降低貨幣風險。在檢討當前承受的風險水平後，本集團年內並無為降低匯兑風險而訂立任何衍生工具合約。然而，管理層將密切留意外幣風險，必要時會考慮對沖重大外幣風險。

Capital Commitments

The Group had capital commitments of approximately HK$2,840,000 (of which approximately HK$1,448,000 would be borne by CNPC) (2024: approximately HK$470,000 of which approximately HK$240,000 would be borne by CNPC) and approximately HK$115,445,000 (2024: approximately HK$110,198,000) as at 31 December 2025 in respect of capital expenditure of exploration, production and distribution of natural gas segment and capital contributions in a subsidiary respectively.

資本承擔

於二零二五年十二月三十一日本集團就天然氣勘探、生產和分銷分部的資本開支以及對一間附屬公司之注資分別有資本承擔約2,840,000港元（其中約1,448,000港元由中國石油集團承擔）（二零二四年：約470,000港元，其中約240,000港元由中國石油集團承擔）及約115,445,000港元（二零二四年：約110,198,000港元）。

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2025 and 2024.

或然負債

於二零二五年及二零二四年十二月三十一日，本集團並無任何重大或然負債。

Employee and Remuneration Policies

As at 31 December 2025, the Group employed 50 full-time and part-time staff members (2024: 54). Staff costs during the year ended 31 December 2025, including Directors' emoluments, totalled approximately HK$12,552,000 (2024: approximately HK$19,930,000). In order to enhance the morale and productivity of employees, employees are remunerated based on their performance, experience and prevailing industry practices. Compensation policies and packages of management staff and functional heads are being reviewed on a yearly basis. In addition to basic salary, performance related salary may also be awarded to employees based on internal performance evaluation. The Group also invests in continuing education and training programmes for management staff and other employees with a view to upgrade their skills and knowledge. These training courses comprise internal courses run by the management of the Group and external courses provided by professional trainers and range from technical and safety training for the natural gas field workers to financial and administrative trainings for management staff.

僱員及薪酬政策

於二零二五年十二月三十一日，集團聘用50名（二零二四年：54名）全職及兼職員工。截至二零二五年十二月三十一日止年度的僱員成本（包括董事酬金）合共約12,552,000港元（二零二四年：約19,930,000港元）。為提升僱員士氣及生產力，僱員按其表現、經驗及當時行業慣例獲支付薪酬。本公司每年審視管理人員及部門主管的補償政策及方案。除基本薪金外，僱員亦可能按內部表現評核獲發表現相關薪金。本集團亦有投資於管理人員及其他僱員持續教育及培訓計劃，以期提升其技巧及知識。該等培訓包括本集團管理層籌辦的內部課程，以及由專業訓練人員提供的外部課程，範圍從天然氣田工人技術培訓到管理人員的財務及行政管理培訓。

The Audit Committee's view

During the audit process, the Audit Committee discussed with the management during which the management presented the financial highlights and conveyed the key audit matters expressed by the auditors. After considering the circumstances surrounding the key audit matters and the management's presentation, the Audit Committee concurred with the management's judgments regarding the going concern basis of the financial statements.

審核委員會之意見

於核數過程中，審核委員會與管理層已進行討論，期間管理層已呈列財務摘要及傳達核數師所提出之關鍵審核事項。經考慮關鍵審核事項之情況及管理層呈列之資料後，審核委員會同意管理層對財務報表之持續經營基準之判斷。

PROSPECTS

Exploration, Production and Distribution of Natural Gas

The project details and key milestones for the Kashi Project were disclosed in the Company's circular dated 3 December 2010. In essence, the Petroleum Contract covers an exploration period of up to six years (which was already extended by CNPC pursuant to the Supplemental Contract), a development period and a production period. The development period commences on the date after the date of filing completion of the ODP and ends on the date of the completion of the development operations required by the ODP to be completed during the development period. The end of the development period also signifies the commencement of the commercial production of the project and hence the production period, which runs for fifteen years for an oil field and twenty years for a gas field (subject to extension with the approval of the government).

As disclosed in the Company's announcement dated 25 July 2019, the filing of the ODP of Kashi Project was completed on 8 July 2019 and the development period commenced with effect from 9 July 2019. As disclosed in the Company's announcement dated 28 April 2020, the GSA was signed on 27 April 2020. Following to the operation of the new gas processing facilities on 1 July 2020, the Joint Management Committee of North Kashi Block Cooperations Project resolved that the commercial production stage commenced with effect from 1 October 2020.

As disclosed in the Company's announcement dated 30 September 2021, in the second half of 2021, further new production wells commenced operation or construction at the Akemomu Gas Field, including: (1) the commencement of operation of a new well, WD-1, which was originally designed as an exploratory well and was turned into a production well due to its production of commercial gas flow; (2) the completion of drilling of a new production well, AK1-H8, which is a horizontal well, currently in the operation since the first quarter of 2022; and (3) the commencement of drilling of a new production well, AK4-1, which is a vertical well, and is now on operation since the first quarter of 2022.

展望

天然氣勘探、生產及分銷

喀什項目的詳情和主要里程碑已於本公司日期為二零一零年十二月三日的通函中披露。概括來説，石油合約涵蓋最多六年的勘探期（已根據補充協議經中國石油集團延長），以及開發期和生產期。開發期由總體開發方案完成備案當日後的日期開始，直至總體開發方案中所規定須於開發期內完成的開發工程的完工當日結束。開發期結束亦標誌著該項目商業生產和生產期的開始，油田的生產期為十五年，氣田則為二十年，兩者皆可由政府批准延長。

誠如本公司日期為二零一九年七月二十五日的公告所披露，喀什項目的總體開發方案已於二零一九年七月八日完成備案，而開發期自二零一九年七月九日起開始生效。誠如本公司日期為二零二零年四月二十八日的公告所披露，售氣協議於二零二零年四月二十七日已簽署。隨着新的產能建設於二零二零年七月一日全面運作，喀什北區塊合作項目聯合管理委員會決議於二零二零年十月一日起進入生商業生產期。

誠如本公司日期為二零二一年九月三十日的公告所披露，於二零二一年下半年，阿克莫木氣田再有生產井投產和建設，包括：(1)新井WD-1投產，該井原設計為勘探井，由於產出工業氣流而轉為生產井；(2)新的生產井AK1-H8已經完鑽，該井是水平井，已於二零二二年首季投產；及(3)新的生產井AK4-1已經開鑽，該井是垂直井，已於二零二二年首季投產。

The Company's management will continue to follow up with potential lenders and investors with the view to secure additional debt and/or equity funding to finance the further development of the project. Further announcement(s) will be made by the Company as and when there is any significant progress of the Kashi Project.

本公司管理層將繼續與潛在貸款方及投資者跟進，為該項目的進一步發展尋求額外債務及／或股本融資。本公司將於喀什項目取得重大進展時另行發出公告。

APPRECIATION

Looking forward, we will continue our existing strategy of fostering opportunity for sustainable growth with the aim of enhancing return for our shareholders. Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our team of devoted staff and the independent third party professionals for their outstanding services and to our shareholders, customers, contractors, bankers, creditors, investors and stakeholders for your continued support.

致謝

展望未來，本集團將繼續施行能促進可持續發展業務機會之現有策略，務求提升股東之回報。最後，本人謹此代表董事會，對熱誠投入為本集團服務之出色員工和第三方獨立專業人仕及股東、客戶、承建商、銀行、債權人、投資者及持份者之不斷支持致以衷心感謝。

Liu Wenxuan
Chairman and Executive Director

Hong Kong, 27 March 2026

劉文選
主席兼執行董事

香港，二零二六年三月二十七日

Executive Directors

Mr. Liu Wenxuan ("**WX Liu**"), aged 39, was appointed as the Chairman of the Board and an executive Director on 19 July 2024. Mr. WX Liu has also been appointed as a member of each of the Nomination Committee and the Remuneration Committee on 19 July 2024 and chairman of the Nomination Committee on 20 December 2024 respectively. Mr. WX Liu holds a master degree in finance from Southwestern University of Finance and Economics and a non-practising membership of The Chinese Institute of Certified Public Accountants. Prior to joining the Company, from July 2012 to June 2024, Mr. WX Liu worked in the investment banking division of Cinda Securities Co., Ltd. as the senior manager, vice president, senior vice president, business Director, and an underwriting representative of the Securities Association of China.

According to the latest disclosure of Xingjiang Xintai Natural Gas Co., Ltd. ("**XTRQ**") a company listed on the Shanghai Stock Exchange (Stock Code: 603393) and a substantial shareholder of the Company, Mr. WX Liu, has been appointed as Deputy General Manager and Chief Executive Officer of Production Investment Financial Services Division of XTRQ, and Chairman of 新疆明鑫聚合油氣勘探開發有限公司 ("**XMX**"), which is a subsidiary of XTRQ.

Mr. Liu Dong ("**Mr. Liu**"), aged 51, was appointed as an executive Director, Chief Executive Officer ("**CEO**") and an Authorised Representative of the Company with effect from 30 April 2024. Mr. Liu Dong has also been appointed as a member of each of the Nomination Committee and the Remuneration Committee on 19 July 2024. Mr. Liu holds a Bachelor's Degree in Accounting from the Shaanxi University of Science and Technology in Xi'An, the PRC. He started his job since July 1997. He had been Deputy Head of Investment Management Department of XTRQ. He currently holds the position of Head of Office and the Secretary to the Board of XTRQ. From September 2012 to July 2016, he had worked as an Assistant to General Manager of Xinjian Xintou Jingmao Development Co., Ltd.* (新疆新投經貿發展有限公司) who is responsible for investment management and internal control. Mr. Liu has obtained Assistant Accountant Qualification Certificate as well as the qualification certificate of board secretary issued by the Shanghai Stock Exchange in June 2019.

* *For identification purposes only*

執行董事

劉文選先生(「**劉文選**」),39歲,於二零二四年七月十九日被委任為董事會主席兼執行董事。劉文選亦於二零二四年七月十九日被委任為提名委員會及薪酬委員會各自之成員兼於二零二四年十二月二十日被委任為提名委員會主席。劉文選持有西南財經大學金融學碩士學位,中國註冊會計師(非執業會員)。未加入本公司前,劉文選自二零一二年七月至二零二四年六月,供職於信達證券股份有限公司投資銀行部,期間任高級經理、副總裁、高級副總裁、總監等,為中國證券業協會保薦代表人。

根據新疆鑫泰天然氣股份有限公司(於上海證券交易所上市公司,股份代號:603393)並為本公司主要股東(以下簡稱「**新天然氣**」)的最近的披露,劉文選先生已獲委任為新疆鑫泰副總經理兼產投金融事業部執行長,以及新天然氣附屬公司新疆明鑫聚合油氣勘探開發有限公司(「**新疆明鑫**」)之董事長。

劉東先生(「**劉先生**」),51歲,於二零二四年四月三十日被委任為執行董事、行政總裁(「**行政總裁**」)兼授權代表。劉先生亦於二零二四年七月十九日被委任為提名委員會及薪酬委員會各自之成員。劉先生持有中國陝西科技大學會計學專業。一九九七年七月參加工作。曾任新天然氣投資管理部副部長,現任新天然氣董事會秘書兼董事會辦公室主任。二零一二年九月至二零一六年七月期間曾在新疆新投經貿發展有限公司任總經理助理,負責投資管理和內控。於二零一九年六月,劉先生獲得上海證券交易所頒發的董事會秘書任職資格證書。

* *僅供識別*

Non-executive Directors

Mr. Yan Danhua ("**Mr. Yan**"), aged 58, was appointed as the non-executive Director of the Company and as a member of the Audit Committee on 19 July 2024. Mr. Yan holds a bachelor's degree in economics from Shaanxi Institute of Finance and Economics (陝西財經學院) (currently known as Xi'an Jiao Tong University of China (中國西安交通大學)).

Mr. Yan has more than 20 years of strategic investment and operation management experience in the energy industry. From July 2023 until present, Mr. Yan holds the position of a director and the senior vice president of XTRQ Mr. Yan has been appointed as an executive Director and the president of AAG Energy Holdings Limited (亞美能源控股有限公司) (Previous Stock Code: 2686 and its listing status was voluntarily withdrawn on the Stock Exchange in July 2023 due to privatisation of the company, now a wholly-owned subsidiary of XTRQ). Mr. Yan was responsible for managing the energy investment projects of China AVIC Trust Co., Ltd. (中航信託股份有限公司) from 2016 to 2018. In 2015, Mr. Yan was the deputy general manager of Guangzheng Group Co., Ltd. (光正集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002524), and was responsible for the business of natural gas and new energy development. From 2007 to 2013, he worked as the office Director of balanced scorecard department for Xinjiang Guanghui Industry Investment Group Co., Ltd. (新疆廣匯實業投資(集團)有限責任公司) and as the deputy general manager for Guanghui Energy Co., Ltd. (廣匯能源股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600256), respectively. In Guanghui Energy Co., Ltd., he was responsible for strategic planning, operation management, natural gas project management and the development of conventional gas and oil. From 1999 to 2006, Mr. Yan worked as the general manager at the department of fruit business of Xinjiang Tunhe Co., Ltd. (新疆屯河股份有限公司) (currently known as COFCO Tunhe Sugar Co., Ltd. (中糧屯河糖業股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600737)).

非執行董事

嚴丹華先生(「**嚴先生**」),58歲,於二零二四年七月十九日被委任為非執行董事兼審核委員會會員。嚴先生持有陝西財經學院(現稱中國西安交通大學)經濟學學士學位。

嚴先生於能源行業積累超過20年戰略投資及經營管理經驗。嚴先生自二零二三年七月至今擔任新天然氣董事及高級副總裁。嚴先生曾擔任香港聯合交易所上市的亞美能源控股有限公司(前股份代號:2686及其於聯交所上市地位在二零二三年七月被自願取消,由於該公司被私有化,現為新天然氣全資附屬子公司)執行董事及總裁。嚴先生於二零一六年至二零一八年負責管理中航信託股份有限公司能源投資項目。於二零一五年,嚴先生擔任深圳證券交易所上市公司光正集團股份有限公司(股份代號:002524)副總經理,負責天然氣及新能源開發業務。於二零零七年至二零一三年,彼分別擔任新疆廣匯實業投資(集團)有限責任公司平衡計分卡部辦公室主任,以及上海證券交易所上市的廣匯能源股份有限公司(股份代號:600256)副總經理。於廣匯能源股份有限公司,彼負責策略規劃、營運管理、天然氣項目管理以及傳統燃氣及石油的開發。於一九九九年至二零零六年,嚴先生擔任上海證券交易所上市的新疆屯河股份有限公司(現稱中糧屯河糖業股份有限公司)(股份代號:600737)果業事業部總經理。

Non-executive Directors *(Continued)*

Mr. Chen Jianxin ("**Mr. Chen**"), aged 54, was appointed as the non-executive Director of the Company and as a member of the Audit Committee on 19 July 2024. Mr. Chen graduated from the Communist Party Xinjiang Regiment Committee Party Institution (中共新疆兵團委員會黨校) with a major in accounting and finance by correspondence. He also obtained a qualification certificate of specialty and technology issued by Ministry of Personnel People's Republic of China for his professional qualification of intermediate level in accounting. Mr. Chen worked in various positions in XTRQ) and its subsidiaries since 2002, including (i) general manager in Miquan Xintai Gas Company Limited* (米泉市鑫泰燃氣有限責任公司) (a wholly-owned subsidiary of XTRQ); (ii) general manager in Xinjiang Xintai Compressed Natural Gas Co., Ltd.* (新疆鑫泰壓縮天然氣有限責任公司) (a wholly-owned subsidiary of XTRQ); and (iii) currently being the deputy general manager and finance Director of XTRQ.

非執行董事*（續）*

陳建新先生（「**陳先生**」），54歲，於二零二四年七月十九日被委任為非執行董事兼審核委員會會員。陳先生畢業於中共新疆兵團委員會黨校函授財會專業，持有中華人民共和國人事部頒發的中級會計師資格。陳先生從二零零二年起歷任上海證券交易所上市的新天然氣（股份代號：603393）及其子公司多個職位，包括(i)米泉市鑫泰燃氣有限責任公司（新天然氣全資附屬子公司）總經理；(ii)新疆鑫泰壓縮天然氣有限責任公司（新天然氣全資附屬子公司）總經理；及(iii)現擔任新天然氣副總經理及財務總監。

Independent Non-executive Directors

Mr. Zhang Zhenming ("**Mr. Zhang**"), aged 80, is experienced in the energy industry in China and has served as the Deputy Director of Economics and Technology Research Institute of China National Petroleum Corporation, and the Chairman of the Energy Commission of the China Information Industry Association of the National Development and Reform Commission. Mr. Zhang was an executive Director of the Company between 9 June 2010 and 27 November 2014.

獨立非執行董事

張振明先生（「**張先生**」），80歲，於中國能源行業擁有豐富經驗，曾任中國石油集團經濟技術研究中心副主任及國家發展和改革委員會中國信息協會能源分會會長。張先生於二零一零年六月九日至二零一四年十一月二十七日期間擔任本公司執行董事。

* *For identification purposes only*

* *僅供識別*

Independent Non-executive Directors *(Continued)*

Mr. Lee Man Tai ("**Mr. Lee**"), aged 49, joined the Company as an independent non-executive Director in January 2016 and has been appointed as chairman of Remuneration Committee on 20 December 2024. He graduated from Lingnan University, Hong Kong in 2000 with a bachelor's degree in business administration and obtained a master's degree in business administration in financial services from The Hong Kong Polytechnic University in 2010. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. He has approximately 20 years of professional experience in accounting and auditing. He worked in audit firms between 2000 and 2006, and has occupied the positions of chief financial officer, financial controller and company secretary of several listed companies in Hong Kong between 2006 and 2016. He is an independent non-executive Director of Progressive Path Group Holdings Limited (stock code: 1581) and Rizhao Port Jurong Co., Ltd. (stock code: 6117), which are listed on the Stock Exchange. He was appointed as the chief financial officer and company secretary of China New Consumption Group Limited (formerly known as State Innovation Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8275) since June 2021 and August 2021, respectively. He is also a responsible officer for types 1 and 6 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of Madison Holdings Group Limited (stock code: 8057) dated 25 March 2026, in which Mr. Lee has been appointed as the Company Secretary of Madison Holdings Group Limited with effect from 26 March 2026.

獨立非執行董事*(續)*

李文泰先生(「**李先生**」),49歲,於二零一六年一月加入本公司出任獨立非執行董事及於二零二四年十二月二十日被委任為薪酬委員會主席。彼於二零零零年畢業於香港嶺南大學並取得工商管理學士學位,及於二零一零年取得香港理工大學工商管理(金融服務)碩士學位。彼為香港會計師公會資深會員及英國特許公認會計師公會資深會員。彼於會計及審計方面擁有接近20年專業經驗。彼於二零零零年至二零零六年間在多間審計事務所任職,並於二零零六年至二零一六年在香港多間上市公司出任首席財務官、財務總監及公司秘書。彼為進昇集團控股有限公司(股份代號:1581)及日照港裕廊股份有限公司(股份代號:6117)的獨立非執行董事,該等公司均於聯交所上市。自二零二一年六月及八月起彼分別獲委任為中國新消費集團有限公司(前稱國科控股有限公司)一間於聯交所GEM上市之公司,股份代號:8275)之財務總監及公司秘書。彼亦為香港法例第571章證券及期貨條例所界定第1類及第6類受規管活動的負責人員。

茲提述麥迪森控股集團有限公司(股份代號:8057)於二零二六年三月二十五日刊發之公告,李先生已自二零二六年三月二十六日起獲委任為該麥迪森控股集團有限公司公司秘書。

Independent Non-executive Directors *(Continued)*

Ms. Chin Ying Ying ("**Ms. Chin**"), aged 39, has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 20 December 2024. Ms. Chin graduated from The Hong Kong Polytechnic University in 2009 with a Bachelor degree of Business Administration in Accountancy with First-class Honours. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Internal Auditor of The Institute of Internal Auditors. She is also a Certified Environmental, Social and Governance Analyst awarded by the European Federation of Financial Analyst Societies. Ms. Chin has more than 15 years experiences in accounting, internal audit and corporate secretarial related matters. She has been a Director of PBP Limited (必信商業夥伴有限公司), a licensed Trust or Company Service Provider (TCSP), since June 2023. She is also the company secretary of DL Holdings Group Limited (德林控股集團有限公司) (stock code: 1709), Summi (Group) Holdings Limited (森美(集團)控股有限公司) (stock code: 756) and Solis Holdings Limited (守益控股有限公司) (stock code: 2227). Ms. Chin worked in Roma (meta) Group Limited (羅馬(元宇宙)集團有限公司) (stock code: 8072) as the head of strategy and corporate planning and internal auditor from November 2021 to March 2023 and February 2017 to October 2021 respectively.

Reference is made to the announcement of Quali-Smart Holdings Limited (stock code: 1348) dated 30 January 2026, in which Ms. Chin has been appointed as the Independent Non-executive Director of Quali-Smart Holdings Limited with effect from 30 January 2026.

獨立非執行董事*(續)*

錢盈盈女士(「**錢女士**」),39歲,於二零二四年十二月二十日被委任為獨立非執行董事以及審核委員會、提名委員會及薪酬委員會各自之成員。錢女士於二零零九年畢業於香港理工大學獲得一級榮譽會計學工商管理學士學位。彼為香港會計師公會會員及國際內部審計師協會註冊內部審計師。彼亦獲歐洲金融師分析師聯合會頒發環境、社會及管治分析師認證。錢女士擁有逾15年的會計、內部審計及公司秘書相關工作經驗。彼自二零二三年六月起一直擔任必信商業夥伴有限公司(為一間持牌信託或公司服務提供者)的董事。彼亦為德林控股集團有限公司(股份代號:1709)、森美(集團)控股有限公司(股份代號:756)及守益控股有限公司(股份代號:2227)的公司秘書。錢女士曾分別從二零二一年十一月至二零二三年三月及從二零一七年二月至二零二一年十月期間於羅馬(元宇宙)集團有限公司(股份代號:8072)擔任策略及企業計劃主管及內部審計師。

茲提述滉達富控股有限公司(股份代號:1348)於二零二六年一月三十日刊發之公告,錢女士已自二零二六年一月三十日起獲委任為滉達富控股有限公司之獨立非執行董事。

Senior Management

Mr. Siu Kai Chun (with former name Siu Kwok Yee) ("**Mr. Siu**") was appointed as the Company Secretary and an Authorised Representative of the Company on 30 June 2022. Mr. Siu, aged 57, joined the Company in December 2021 as the chief financial officer. Mr. Siu has over 20 years of experience in auditing, finance and accounting and is a fellow member of the Hong Kong Institute of Certified Public Accountants, and the Institute of Chartered Accountants in England and Wales. Mr. Siu graduated from the City University of Hong Kong with a bachelor's degree in business studies, completed the executive master of business administration programme at Lingnan (University) College, Sun Yat-sen University, Guangzhou, China and obtained the master of science degree in Finance from the University College Dublin, The National University of Ireland.

Ms. Feng Huiyuan ("**Ms. Feng**"), aged 38, joined the Company as Vice President on 16 September 2024. Ms. Feng graduated from Xinjiang Normal University with a bachelor's degree in Musicology in 2010 and obtained a master's degree in business administration (executive) and a doctorate degree of business administration from The City University of Hong Kong in 2021 and 2025 respectively. She is currently working as Chief Executive Officer at Whalley Technology Limited since December 2022 and Vice President at Beijing Yitang Mudan Electronic Engineering Co., Ltd.* 北京益泰牡丹電子工程有限公司 since July 2018. She worked as Assistant General Manager at Xinjiang Xinrongshen Investment Co., Ltd.* 新疆鑫融燊投資有限公司 from April 2013 to June 2018. She worked as Head of Exhibition Affairs Department at Xinjiang China Eurasia Expo Secretariat* 新疆亞歐博覽會秘書處 from August 2010 to March 2013.

* *For identification purposes only*

高級管理人員

蕭啟晉先生（前名蕭國義）（「**蕭先生**」）於二零二二年六月三十日獲委任為本公司之公司秘書及授權代表。蕭先生，57歲，於二零二一年十二月加入本公司為財務總監。蕭先生於審計、融資及會計方面擁有逾20年經驗，及為香港會計師公會及英格蘭及威爾士特許會計師公會資深會員。蕭先生畢業於香港城市大學，取得商業學學士學位，完成中國廣州中山大學嶺南（大學）學院的工商管理行政人員碩士課程，並取得愛爾蘭國立都柏立大學金融學理學碩士學位。

馮惠媛女士（「**馮女士**」），38歲，於二零二四年九月十六日加入本公司出任副總裁。馮女士於二零一零年畢業於新疆師範大學並取得音樂學學士學位及分別於二零二一年及二零二五年於香港城市大學取得工商管理碩士學位（行政）及工商管理博士學位。彼現在正從二零二二年十二月至今於香港惠利環球科技有限公司擔任行政總裁及從二零一八年七月至今於北京益泰牡丹電子工程有限公司擔任副總裁。彼自二零一三年四月至二零一八年六月於新疆鑫融燊投資有限公司擔任副總經理。彼自二零一零年八月至二零一三年三月於新疆亞歐博覽會秘書處擔任展覽事業部負責人。

* *僅供識別*

Overview

The Company is committed to maintain good corporate governance standard and procedures. The Board recognizes the importance of and benefit from good corporate governance practices. We believe that improvement in corporate governance not only assists the Company in effective supervision and control on its business operation, but also attracts investment from international institutional investors, thereby creating and enhancing shareholder value.

概覽

本公司致力維持良好之企業管治水平及程序。董事會確認良好企業管治守則之重要性及成效。我們相信提高企業管治不單有助本公司有效監督及控制其業務運作，亦可吸引國際機構投資者，為股東締造更大價值。

1. Corporate Governance Practices

The Company is committed to maintaining good corporate governance standard and procedures. The Stock Exchange has promulgated the code provisions under Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Main Board Listing Rules (the "**CG Code**") and the applicable Main Board Listing Rules. During the year, the Group has complied with the CG Code with the applicable Main Board Listing Rules except for the following:

(a) In relation to Code Provision F.1.3 of Part 2 of the CG Code, the chairman of the Board should attend the annual general meeting to answer questions raised up in the meeting. As the position of chairman was vacant when the annual general meeting of the Company was held on 27 June 2025, Ms. Chin Ying Ying, the member of the Audit Committee and an independent non-executive Director, was elected by the Directors present at the meeting to preside over the meeting. At the same time, other Directors and members of the Audit Committee were present at the meeting to answer questions from Shareholders.

1. 企業管治常規

本公司致力維持良好之企業管治標準及程序。聯交所已公佈主板上市規則附錄C1所載企業管治守則(「**企業管治守則**」)的守則條文第2部份及適用主板上市規則。年內，本集團一直遵守全部企業管治守則及適用主板上市規則，惟下列各項除外：

(a) 根據企業管治守則第二部份之守則條文第F.1.3，董事會主席應出席股東週年大會以於會上回答提問。由於於二零二五年六月二十七日股東周年大會時主席職位懸空，錢盈盈女士作為審核委員會會員兼一名獨立非執行董事被在場出席會議之董事們選為主席主持會議。與此同時，其他董事及審核委員會成員亦已出席股東週年大會，以回答股東提問。

(b) In relation to Code Provisions B.2.2 of Part 2 of the CG Code, every Director including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to article 61(1)(c) of the articles of association of the Company, any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at the meeting. During the year, all remaining independent non-executive Directors of the Company have not been appointed for a specific term but they are subject to retirement by rotation in accordance with the Company's articles of association. The management experience, expertise and commitment of the re-electing Directors will be considered by the nomination committee of the Company before their re-election proposals are put forward to Shareholders. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices regarding Directors' appointment are no less exacting than those in the CG Code.

(c) In relation to Code Provision C.5.1 of Part 2 of the CG Code, the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. In relation to Code Provision D.1.2 of the CG Code, management should provide all members of the board with monthly updates on the issuer's performance, position and prospects, which may include budgets, forecasts, monthly management accounts and material variance between the projections and actual results. During the year, although regular Board meetings were held only on half-yearly basis and management accounts were not circulated to Board members on monthly basis, regular verbal updates were given by the management to the Directors on working level meetings from time to time, which the Directors consider to be sufficient and appropriate in the circumstances to enable them to form a balanced and understandable assessment of the Company's performance and to discharge their duties.

(b) 根據企業管治守則之守則條文第二部份第B.2.2，每名董事包括以指定條款被委任的董事，須至少每三年輪值告退一次。根據本公司章程細則第61(1)(c)條規定，獲委任填補臨時空缺的任何董事或額外獲委任加入董事會的董事任期將只至本公司下屆股東大會，屆時將合資格在大會上獲重選連任。年內，本公司仍留任獨立非執行董事均非按指定任期委任，惟須按照本公司組織章程細則之規定輪值告退。本公司提名委員會向股東提出重選建議前會考慮重選董事的管理經驗、專長及承擔。因此，本公司認為已採取足夠的措施，以確保有關委任董事之本公司企業管治常規不較企業管治守則所載者寬鬆。

(c) 根據企業管治守則之守則條文第二部份第C.5.1，董事會應定期舉行會議，而每年應最少舉行四次董事會會議，大約每季舉行一次。根據企業管治守則之守則條文第D.1.2條，管理層應每月向全體董事會成員提供更新資料，載列有關發行人之表現、狀況及前景，其中可能包括預算、預測、每月管理層賬目以及預測與實際業績之間之重大差異。年內，儘管定期董事會會議僅每半年舉行一次且管理層賬目並未按月向董事會成員分發，但管理層不時會在工作層面之會議向董事定期口頭更新，董事認為已足夠對本集團之表現進行公正及易於理解之評估，並使董事能夠充分及適當履行其職責。

(d) With respect to Code Provision D.2.2 of Part 2 of the CG Code, an issuer should have an internal audit function and issuers without an internal audit function should review the need for one on an annual basis and should disclose the reasons for the absence of such a function in the Corporate Governance Report. Due to the nature, size and scale of operations and as a matter of cost-control measures, the Group did not have internal audit function during the year. However, the Company will carry out review on the adequacy and effectiveness of the risk management and internal control systems of the Group to assess the effectiveness of the risk management and internal control systems.

(d) 根據企業管治守則之守則條文第二部份第D.2.2條，發行人應具備內部審核職能，無內部審核職能之發行人應按年度基準檢討其需求，並於企業管治報告披露缺少該職能之原因。基於營運之性質、大小及規模之原因以及作為成本控制措施，年內本集團無內部審核職能。然而，本公司將檢討本集團風險管理及內部監控系統之適當性及有效性以評估風險管理及內部監控系統之有效性。

2. Risk Management and Internal Control

The Board acknowledges its responsibility in maintaining sound and effective risk management and internal control systems for the Group to safeguard investments of the shareholders and assets of the Company at all times. Such systems aim to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the systems is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage rather than eliminate risks of failure when business objectives are being sought.

2. 風險管理及內部監控

董事會知悉其職責乃替本集團維持行之有效之風險管理及內部監控制度，全面保障股東之投資及本公司資產。該等制度旨在協助本集團達成其業務目標、保障資產，以及妥為存置提供可靠財務資料之會計記錄。然而，該等制度之設置乃就防止於財務報表中作出重大錯誤聲明或防止資產損失提供合理（而非絕對）之保證，以及管理（而非減低）無法達致業務目標之風險。

Management has conducted regular reviews during the year on the effectiveness of the risk management and internal control systems covering all material controls in area of financial, operational and compliance controls, various functions for risks management as well as physical and information systems security. The chief financial officer (the "**CFO**") has reported to the audit committee from time to time during the year, in conjunction with key findings identified by the external auditors, findings and actions or measures taken in addressing those internal controls. The audit committee in turn reports any material issues to the Board. The Board, through the audit committee, also sets targets for and reviews plan and progress on continuous improvement work of the Company's internal control system with the CFO on a periodic basis.

管理層於年內定期檢討風險管理及內部監控制度之成效，包括財務、營運及合規監控、不同風險管理功能以及實際及資料系統保安等各個重大監控領域。財務總監(「**財務總監**」)於年內不時向審核委員會匯報外部核數師提出之重大發現，以及在進行內部監控時之發現、行動或措施。審核委員會則向董事會報告任何重大事宜。董事會亦透過審核委員會與財務總監定期制訂本公司內監控制度之目標、檢討有關計劃，以及對有關制度進行持續改善工作。

No material deviation in the compliance guidance on risk management and internal controls by the subsidiaries was reported, and all subsidiaries have complied with the relevant laws and industry regulations in respect of financial reporting and legal compliance. No material non-compliance of rules or material litigation risk (including ESG risks) was reported, nor was there any fraud or corruption issue. For the year ended 31 December 2025, the Company has collected information and carried out investigations in respect of risk management and internal control issues for its subsidiaries. Key risk (including ESG risks) elements affecting the Group and contingency measures adopted were reported to the Audit Committee. In addition, the Board and the Audit Committee considered that the resources allocated, staff qualifications and experience in respect of the accounting and financial reporting functions of the Company, the ESG performance of the Group as well as training programs and budget were adequate and sufficient. The Company will continue to improve its risk management and internal control systems to ensure that they remain effective.

各子公司在遵行風險管理及內部監控指引中並無發現重大差異情況，而各子公司在財務報告及合規監控範疇內已遵行相關法例及行業規則，亦無出現重大違規事項或重大訴訟風險(包括環境、社會及管治風險)，以及存在任何詐騙及貪污事宜。截至二零二五年十二月三十一日止年度，本公司已就風險管理及內部監控系統事項向各子公司進行資料搜集和調查，並對一些對本集團有重大風險(包括環境、社會及管理風險)的環節以及本集團所採取的應變措施進行檢討，並向審核委員會報告。此外，本公司目前投放在會計及財務匯報職能方面以及本集團環境、社會及管治表現和匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算已獲董事會和審核委員會確認足夠。本公司將持續完善本公司的風險管理及內部監控系統，以確保維持其有效性。

Polices and Systems

Whistleblowing Policy

The Company has a Whistleblowing Policy with the aim to establish procedures and arrangements for whistleblower(s) to report in confidence. Whistleblowers, including employees and other persons who conduct business with the Group (such as customers and suppliers), may report to the Audit Committee, either anonymously or by name, any possible misconducts in relation to the Group so that the Company can take appropriate action to rectify any related acts and improve corporate governance standards.

Anti-corruption Policy

The Company has an Anti-corruption Policy in place, and it is clearly stated in the Company's staff manual that employees must strictly comply with the relevant conduct guidelines therein and must not contravene the provisions of the Prevention of Bribery Ordinance under the laws of Hong Kong.

Information Disclosure

The Company established its own Inside Information Disclosure Policy to convey the principles and reporting requirements by all of its subsidiaries with a view to maintain good corporate governance within the Group and to ensure due disclosure of corporate information as well as to enhance corporate transparency. At present, the Group releases business development information in a timely manner through different channels, including the publication of annual and interim reports and business results, sending of circulars to Shareholders, and disclosing latest developments through the announcements published on the Stock Exchange and the Company's websites.

政策及制度

舉報制度

本公司設有舉報制度，旨在制訂舉報人士可以在保密情況下舉報的制度及安排。舉報人士包括僱員及其他與本集團有業務往來者（如客戶及供貨商），可以匿名或顯名方式對有關本集團任何可能不當行為向審核委員會作出舉報，以使本公司作出適當行動以糾正任何有關行為，提升企業管治水平。

反貪污政策

本公司一直設有反貪污政策，於本公司員工手冊清楚列明員工須嚴格遵守員工手冊內相關行為指引，不得觸犯香港法律下的《防止賄賂條例》的規定。

信息披露

本公司已制定內部的內幕消息披露制度，旨在下達良好企業管治的原則和申報要求，確保信息合規披露和提高企業運作透明度。本集團目前通過不同渠道適時發放業務發展信息，包括刊發年報和中期報告及業績、寄發通函予股東、以及透過公告登載於交易所及本公司網站內。

3. Board of Directors

(a) Up to the date of this annual report, the Board comprises a total of seven members including two executive Directors, two non-executive Directors and three independent non-executive Directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contribution and advice for the development of the Group's business. Up to the date of this annual report, the Company has three independent non-executive Directors representing not less than one-third of the Board, and three of them are qualified accountants in compliance with Rule 3.10(1) and (2), and 3.10A of the Main Board Listing Rules.

(b) The Company has received written annual confirmation from each incumbent independent non-executive director of their independence to the Group. The Group considered that all independent non-executive directors meet the independence guidelines set out in Rule 3.13 of the Main Board Listing Rules and are independent in accordance with the terms of the guidelines. The names of the directors and their respective biographies are set out on pages 20 to 24 of this annual report.

3. 董事會

(a) 截至本年報日期，董事會由合共七名成員組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。董事會成員具備不同專業及相關行業經驗及背景，可為本集團之業務發展提供寶貴貢獻及意見。截至本年報日期，本公司有三名獨立非執行董事，佔董事會不少於三分之一，其中三人為合資格會計師以合符主板上市條例第3.10(1)及(2)及3.10A。

(b) 本公司已接獲各現任獨立非執行董事就彼等之獨立性而向本集團發出之年度確認書。本集團認為全體獨立非執行董事符合主板上市規則第3.13條之獨立指引，且根據該指引彼等為獨立人士。董事姓名及彼等各自之履歷載於本年報第20至24頁。

(c) The Board meets periodically with the management to discuss the Group's strategies development and to review the business operation. The Board also monitors and controls financial performance in pursuit of the Group's strategic objectives. The names of the directors during the financial year and their individual attendance of meetings are set out below:

(c) 董事會定期與管理層會面，討論本集團之策略發展及檢討業務運作。董事會亦監察及監控本集團在達致策略性目標時之財務表現。本財政年度之董事姓名及其個別之會議出席率如下：

		Attendance/number of meetings entitle to attend 出席次數／有權出席之會議數目				
Name 姓名		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual/ Extraordinary General Meeting 股東週年／特別大會
Mr. Liu Wenxuan	劉文選先生	3/3	N/A	1/1	2/2	2/2
Mr. Liu Dong	劉東先生	3/3	N/A	1/1	2/2	2/2
Mr. Yan Danhua	嚴丹華先生	3/3	2/2	N/A	N/A	2/2
Mr. Chen Jianxin	陳建新先生	3/3	2/2	N/A	N/A	2/2
Mr. Zhang Zhenming	張振明先生	3/3	2/2	1/1	2/2	2/2
Mr. Lee Man Tai	李文泰先生	3/3	2/2	1/1	2/2	2/2
Ms. Chin Ying Ying	錢盈盈女士	3/3	2/2	N/A	N/A	2/2

N/A Not Applicable

N/A 不適用

(d) The Board members have no financial, business, family or other material/relevant relationships with each other. Each of the independent non-executive Directors have confirmed in writing their independence from the Company in accordance with the guidelines on director independence of the Listing Rules. On this basis, the Company considers all such Directors to be independent.

(d) 董事會成員之間並無財務、業務、家族或其他重大／相關關係。各獨立非執行董事已根據上市規則董事獨立性指引向本公司發出書面獨立性確認函。據此，本公司認為所有董事誠屬獨立。

(e) The Board oversees the Group's strategic development and determines the objectives, strategies and policies of the Group.

(e) 董事會監督本集團之策略性發展，並決定本集團之目標、策略及政策。

(f) The major issues which were brought before the Board for their decisions during the year include: (i) proposals related to potential acquisition, investments, or any significant capital expenditures; and (ii) formulation of operational strategies and review of its financial performance and results and the internal control system.

(f) 年內提呈董事會決議之主要事項包括：(i)有關潛在收購、投資或任何重大資本開支之建議；及(ii)制定經營策略及審閱其財務表現、業績以及內部監控制度。

(g) The Board has the overall responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets.

(g) 董事會之整體責任為確保本公司維持行之有效的內部監控，以保障股東之投資及本公司資產。

(h) The Company has set up three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspect of the Group's affairs, details of which are set out in the relevant sections below.

(h) 本公司已成立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監督本集團特定範圍之事務，詳情於下文相關部份載列。

(i) The Board has delegated the day-to-day management and operations of the Group's businesses to management of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of financial statements for Board approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

(i) 董事會已指派本集團之管理層處理本集團之日常業務管理及運作。董事會特別指派管理層處理之主要企業事宜包括：編製財務報表供董事會於刊發前審批、履行董事會採納之業務策略及目標、推行適當之內部監控及風險管理程序制度，以及遵守相關法定規定、規則及規例。

(j) When the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstance where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

(j) 倘董事會向管理層授出其管理及行政職能，董事會已就管理層之權力發出清晰指引，其中有關管理層須向董事會作出匯報，以及管理層在代表本公司作出決定或訂立任何承諾前須取得董事會事先批准之情況。

(k) In relation to the CG Code, all Directors have participated their own professional training by attending seminar/programme/reading relevant materials in relation to the business on directors' duties.

In compliance with B(i) of Part 1 of Appendix C1 of the Main Board Listing Rule, all the following Directors have participated in training by attending seminars, programmes, and/or reading materials during the year.

(k) 根據企業管治守則，所有董事已藉出席研討會／課程／閱讀有關董事的業務職責相關資料，參與其自身的專業培訓。

為合符主板上市條例附錄C1部分1第B(i)條，以下所有董事於年內均透過出席研討會、課程及／或閱讀材料等方式參與培訓。

Name and role of the Director	**董事名字及職位**	**Yes/No (If No, state reasons) 是／否（如否，說明原因）**
Executive Directors	**執行董事**	
Mr. Liu Wenxuan *(Chairman of the Board)*	劉文選先生*（董事會主席）*	Yes 是
Mr. Liu Dong *(Chief Executive Officer)*	劉東先生*（行政總裁）*	Yes 是
Non-executive Directors	**非執行董事**	
Mr. Yan Danhau	嚴丹華先生	Yes 是
Mr. Chen Jianxin	陳建新先生	Yes 是
Independent Non-executive Directors	**獨立非執行董事**	
Mr. Lee Man Tai	李文泰先生	Yes 是
Mr. Zhang Zhenming	張振明先生	Yes 是
Ms. Chin Ying Ying	錢盈盈女士	Yes 是

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

(l) 本公司十分重視涉及董事責任的風險管理，並已為本公司董事及高級管理人員投購合適的責任保險。保險保障範圍會按年進行檢討。

In compliance with B(ha) of Part 1 of Appendix C1 of the Main Board Listing Rule, no Directors have been appointed during the year.

根據主板上市條例附錄C1第1部分B(ha)，年內並無董事被任命。

Board Independence

董事會獨立性

In compliance with B.1.4 of Part 2 of Appendix C1 of the Main Board Listing Rule, the Company is committed to maintaining the independence of the Board and regularly reviews the implementation of its policies to constantly enhance its effectiveness.

根據主板上市條例附錄C1第2部B.1.4的規定，本公司致力維持董事會的獨立性，並定期檢討其政策的實施情況，以不斷提升其效率。

Currently, there are three Independent Non-Executive Directors among the seven Directors of the Company, which meets the requirement of having at least one-third of all Board members under the Main Board Listing Rules. During the year, each Independent Non-Executive Director is required to issue a letter of confirmation to the Company regarding his/her independence. The Nomination Committee of the Company also reviews the independence of the Independent Non-Executive Directors in its annual review of the structure, size and composition of the Board.

目前，本公司的七名董事中有三名獨立非執行董事，符合主板上市條例規定董事會成員至少三分之一的要求。年內，每名獨立非執行董事均須就其本人的獨立性向本公司發出確認函。本公司提名委員會亦於對董事會的架構、人數及組成進行年度檢討時，檢討獨立非執行董事的獨立性。

None of the Independent Non-Executive Directors currently holds any Shares. No equity-based remuneration with performance-related elements is paid to the Independent Non-Executive Directors. The fees paid by the Company to the Independent Non-Executive Directors are determined by reference to the industry benchmark which will be approved by the Shareholders at the annual general meetings authorizing the Board (through its Remuneration Committee) to review the same from time to time. In this Annual Report, the Company has disclosed that there is no material relationship between the Board members in terms of financial, business and family matters. At the same time, each Director is required to disclose to the Company annually the positions he/she holds in public companies which are listed in Hong Kong or overseas as well as other major appointments so that the Company can assess the time he/she can devote to his/her duties as a Director.

目前並沒有獨立非執行董事持有任何股份。獨立非執行董事不會獲支付任何與表現相關的權益性薪酬。本公司向獨立非執行董事支付的費用乃參照行業基準釐定，該行業基準將由股東於股東周年大會上批准，並授權董事會(透過其薪酬委員會)不時檢討該等基準。在本年報中，本公司已披露董事會成員之間在財務、業務及家庭事務方面並無任何重大關係。同時，每名董事均須每年向本公司披露其於香港或海外上市公司之職位及其他主要職務，以便本公司評估其可投入履行其作為本公司董事職責的時間。

At Board meetings, each Director is required to declare his/her interest, if any, in matters to be considered by the Board. The Independent Non-Executive Directors have many years of experience in corporate finance and management expertise and can make independent judgements and give constructive advice on the affairs of the Company. The Company will reimburse the Directors for any reasonable expenses incurred by them in the conduct of the business of the Company or in the discharge of their duties as Directors or for any professional consultation required. During the year, when a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board at board meetings which the Board has determined to be material, the matter will be dealt with by a physical meeting. Directors who, and whose close associates, have material interest in any transaction to be considered, shall abstain from voting at that board meeting, and the related Director will not be counted on the quorum for attending the meeting.

在董事會會議上，各董事均須申報其與董事會考慮的事項的利益關係（如有）。獨立非執行董事在企業融資及管理方面擁有多年經驗，可就本公司事務作出獨立判斷及提供建設性意見。本公司將償付董事在經營本公司業務或履行董事職責時產生的任何合理費用，或所需的任何專業諮詢。年內，當主要股東或董事在董事會會議上考慮的事項發生利益衝突，且董事會認為該事項具有重大意義時，該事項將以實體會議處理。在將要考慮的任何交易中擁有重大利益的董事及其親密聯繫人應在該董事會會議上放棄投票，相關董事將不計入出席會議的法定人數。

(m) The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Main Board Listing Rules as its own Code of conduct regarding securities transactions by the Directors of the Company. All incumbent Directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code through the year.

(m) 本公司已採納主板上市規則附錄C3所載上市發行人董事進行證券交易之標準守則（「**標準守則**」），作為其本身對於本公司董事進行證券交易之行為守則。經本公司作出特定查詢後，全體現任董事已確認彼等於年內一直遵守標準守則所載之規定標準。

4. Board diversity policy

On 27 August 2013, the Company adopted the Board diversity policy (the "**Board Diversity Policy**") in accordance with the requirement set out in the CG Code. On 31 March 2016, the Company revised the Board Diversity Policy. The Company recognises that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Board appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

4. 董事會成員多元化政策

於二零一三年八月二十七日，本公司根據企業管治守則所載之規定，採納董事會成員多元化政策（「**董事會成員多元化政策**」）。於二零一六年三月三十一日，本公司對董事會成員多元化政策作出修訂。本公司視董事會成員多元化為支持其維持可持續發展的關鍵元素。於設計董事會組成時，本公司從多方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。董事會所有委任以用人唯才為原則，並在考慮人選時在充分顧及董事會成員多元化的裨益的前提下考慮多個客觀條件。

Gender Diversity

A Board Diversity Policy has been formulated by the Company to establish the approach to diversity in respect of the Board. The Company will ensure that the Board has the appropriate balance of skills, experience and diversity of views and perspectives that are required to support the execution of its strategic objectives and business model.

All board appointments will be based on meritocracy, and will be considered against objective criteria, having due regard to the benefits of diversity on the Board, with a range of 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 merits and contributions that the selected candidates are expected to bring to the Board.

The Group also values the diverse talents and experience of its employees and uses a meritocracy approach, to bring in a wide range of talents from different backgrounds, cultures, talents and genders to generate more innovative ideas and impetus to the enterprises. As of 31 December 2025, the Group had 50 employees (including senior management), with a gender ratio of around 3:1 (Male: Female), achieving a reasonable balance of gender diversity among employees in view of the natural gas exploration and development industry.

No member of the Board is materially related to one another in terms of financial, business and family aspects. Brief biographical details of the Directors are set out on pages 20 to 24 of this annual report. In all corporate communication channels as well as the websites of the Company and the Stock Exchange, the composition of the Board according to the categories and duties of the Directors are disclosed.

Mr. Liu Wenxuan and Mr. Liu Dong are the Chairman of the Board and Chief Executive Officer of the Company respectively. Interpretation of the Responsibilities between the Chairman of the Board and the Chief Executive Officer have been adopted for the distinction between the two positions.

性別多元化

本公司已制定董事會成員多元化政策，以確立董事會成員多元化的方針。本公司將確保董事會在技能、經驗以及支援執行其戰略目標和業務模式所需的觀點和觀點之間取得適當平衡。

所有董事會任命均以任人唯賢為基礎，並將根據客觀標準進行考慮，並適當考慮董事會多元化的好處，並考慮一系列觀點，包括但不限於性別、年齡、文化和教育背景、種族、專業經驗、技能、知識和服務年資。最終決定將基於所選候選人預期為董事會帶來的優點和貢獻。

集團亦重視員工的多元化才能和經驗，以任人唯賢的方式，引入來自不同背景、文化、人才和性別的廣泛人才，為企業帶來更多創新理念和動力。截至二零二五年十二月三十一日，本集團擁有50名員工（包括高級管理層），性別比例約為3:1（男：女），在天然氣勘探及開發行業上實現了員工性別多元化的合理平衡。

董事會成員之間並無任何成員在財務、業務及家庭方面有重大關係。董事的履歷詳情載於本年報第20頁至第24頁。在所有企業通訊管道以及本公司及聯交所的網站中，均披露董事會根據董事的類別及職責而構成。

劉文選先生及劉東先生分別為本公司董事會主席及行政總裁。董事會主席與行政總裁之間的職責解釋已用於區分這兩個職位。

5. Chairman and Chief Executive Officer

(a) As at the date of this annual report, the Chairman of the Board is Mr. Liu Wenxuan, who was appointed on 19 July 2024. Mr. Liu Dong was appointed as the CEO on 30 April 2024.

(b) The CEO provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the CEO is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meeting.

(c) The Directors focus on implementing objectives, policies and strategies approved and delegated by the Board. Directors are in charge of the Company's day-to-day management and operations. The Directors are also responsible for assisting the CEO in developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval.

6. Non-executive Directors

All non-executive Directors, including independent non-executive Directors, of the Company, have not been appointed for a specific term, but are subject to retirement by rotation and eligible for re-election in the AGM in accordance with the articles of association of the Company.

5. 主席及行政總裁

(a) 截至本年報日期，劉文選先生於二零二四年七月十九日被委任為董事會主席。劉東先生於二零二四年四月三十日被委任為行政總裁。

(b) 行政總裁為本集團領導，須就董事會按照良好企業管治守則有效運作負責。在高級管理層之支持下，行政總裁亦負責確保董事及時獲得足夠、完整及可靠資料，並就董事會會議提呈之事宜獲得適當簡報。

(c) 董事專注於推行董事會批准及指派之目標、政策及策略。董事負責本公司之日常管理及營運。董事亦負責協助行政總裁發展策略性計劃，制訂本公司常規及程序、業務目標以及風險評估以供董事會批准。

6. 非執行董事

本公司所有非執行董事（包括獨立非執行董事）均非按指定任期委任，惟須按照本公司組織章程細則之規定於股東週年大會上輪值告退及膺選連任。

7. Remuneration of Directors

(a) The Company has established a remuneration committee since 23 September 2005 with written terms of reference and revised on 27 March 2012 and 30 December 2022 as disclosed on the Company's website. The primary duties of the remuneration committee include the following:

i. to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

ii. to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

iii. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

iv. to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

7. 董事薪酬

(a) 本公司已於二零零五年九月二十三日成立薪酬委員會，具有書面職權範圍，並於二零一二年三月二十七日及二零二二年十二月三十日修訂，且已於本公司網站披露。薪酬委員會之主要職責包括下列各項：

i. 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；

ii. 獲指派釐訂全體執行董事及高級管理人員的特定薪酬待遇的職責，包括非金錢利益、退休權利及賠償金額（包括喪失或終止職務或委任的賠償），並就非執行董事的薪酬向董事會提出建議。委員會應考慮的因素包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應按表現釐訂薪酬等；

iii. 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；

iv. 檢討及批准向喪失或終止職務或委任的執行董事及高級管理人員支付賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；

v. to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

vi. to review and/or approve matters relating to share schemes under Chapter 17 of the Main Board Listing Rules;

vii. to advise shareholders of the Company on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Main Board Listing Rules; and

viii. to ensure that no director or any of his associates is involved in deciding his own remuneration.

(b) Up to the date of this annual report, the members of the Remuneration Committee comprised Mr. Lee Man Tai who acts as the chairman of the Remuneration Committee, Mr. Zhang Zhenming, Mr. Liu Dong, Mr. Liu Wenxuan and Ms. Chin Ying Ying. The majority of members of the Remuneration Committee is comprised of independent non-executive Directors of the Company.

(c) The number of Remuneration Committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings was set out in the "Corporate Governance Report" of this annual report. The Remuneration Committee had reviewed and approved the management's remuneration proposals with reference to the Board's corporate goals and objectives.

(d) The emolument policy of the employees of the Group was set up by the Remuneration Committee on the basis of their merit, qualification and competence.

(e) The emolument of the directors of the Company is determined by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

v. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；

vi. 根據主板上市規則第17章審查和／或批准有關股份計劃的事宜；

vii. 就如何對根據主板上市規則需要股東批准的任何董事服務合同進行投票，向本公司股東提供諮詢；及

viii. 確保任何董事或其任何聯繫人不得自行釐訂薪酬。

(b) 直至本年報日期，薪酬委員會之成員包括李文泰先生（薪酬委員會主席）、張振明先生、劉東先生、劉文選先生及錢盈盈女士。薪酬委員會大部分成員為本公司之獨立非執行董事。

(c) 薪酬委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於本年報「企業管治報告」一節。薪酬委員會經參考董事會的企業目標後，檢討及批准管理層的薪酬建議。

(d) 本集團僱員之酬金政策由薪酬委員會根據彼等之長處、資格及競爭力而制定。

(e) 本公司董事之酬金由薪酬委員會參考本集團之經營業績、個別表現及比較市場統計數字而釐定。

8. Nomination of Directors

The Company has established a Nomination Committee since 27 March 2012 with written terms of reference and amended on 27 August 2013 and 27 June 2025 as disclosed on the websites of the Stock Exchange and the Company. The primary functions of the Nomination Committee include the following:

i. to review the structure, size and composition (including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

ii. to identify individuals suitably qualified to become the members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships on merits and against objective criteria, with due regard on the benefits of diversity on the Board, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;

iii. to assess the independence of independent non-executive Directors;

iv. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the CEO, taking into account the Company's corporate strategy and the mix of skills, knowledge, diversity and experience in the future;

8. 董事提名

本公司已自二零一二年三月二十七日成立提名委員會。提名委員會的書面職權範圍及於二零一三年八月二十七日及二零二五年六月二十七日之修改已於交易所及本公司網站披露。提名委員會的主要職能包括下列各項：

i. 至少每年檢討董事會的架構、人數及組成（包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗），並就任何為補充本公司的企業策略而擬對董事會作出的變動提出建議；

ii. 物色具備合適資格可擔任董事的人士，以用人唯才為原則，並在充分顧及董事會成員多元化的裨益的前提下考慮客觀條件，挑選提名有關人士出任董事或就此向董事會提供意見，特別是以確保獨立非執行董事必須佔董事會成員人數至少三分之一；

iii. 評核獨立非執行董事的獨立性；

iv. 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議，當中考慮本公司企業策略及日後董事會之技能、知識、多元化及經驗組合；

v. to review the Board Diversity Policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

vi. to support the Company's regular evaluation and review of the Board's performance; and

vii. to assess each Director's time commitment and contribution to the Board.

v. 審閱董事會成員多元化政策（倘適合）及審閱董事會就執行董事會成員多元化政策制定之可計量目標，及達成目標之進度；及每年於企業管治報告披露審閱結果；

vi. 以支持公司對董事會表現的定期評估與審查；以及

vii. 以評估每位董事對董事會的時間投入與貢獻。

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

本公司設有提名政策，以成立具備多元化技能及經驗之董事會。甄選及建議委任董事在提交予董事會批准前，須先提交予本公司提名委員會審議，而重選董事須按照章程細則進行。候選人之評估標準包括其能否投放足夠時間及注意力參與本公司事務（包括出席董事會會議及擔任委員會成員）、為董事會帶來業務經驗及對董事會多元化作出貢獻。倘候選人獲建議委任為獨立非執行董事，其獨立性須按照上市規則項下的規定作出評估。在評估候選人是否合適時，須評估其教育程度、資格及經驗等整體情況。

Up to the date of this annual report, the members of the Nomination Committee comprised Mr. Liu Wenxuan who acts as the chairman of the Nomination Committee, Mr. Zhang Zhenming, Mr. Lee Man Tai, Mr. Liu Dong and Ms. Chin Ying Ying. The majority of members of the Nomination Committee consists of independent non-executive Directors of the Company.

直至本年報日期，提名委員會之成員包括劉文選先生（提名委員會主席）、張振明先生、李文泰先生、劉東先生及錢盈盈女士。提名委員會大部分成員為本公司之獨立非執行董事。

The number of Nomination Committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during was set out in the "Corporate Governance Report" of this annual report. The nomination committee had reviewed the structure, size and composition of the Board, made recommendations on the changes to the Board to complement the Company's corporate strategy and assessed the independence of independent non-executive Directors.

提名委員會於年內舉行會議的次數及以記名方式記錄各成員的出席率載於年報「企業管治報告」一節。提名委員會已檢討董事會之結構、規模及組成；就董事會的變動提出建議，以配合本公司的企業策略，以及審核獨立非執行董事的獨立性。

9. Auditors' remuneration

For the financial year, Forvis Mazars CPA Limited, the auditor of the Company, received HK$1,200,000 (2024: nil) in respect of audit service provided to the Group. Other remuneration for non-audit service incurred was approximately HK$160,000 during the year (2024: nil). The auditors' remuneration has been duly approved by the Audit Committee and there was no disagreement between the Board and the Audit Committee on the selection and appointment of auditor.

10. Audit Committee

(a) The Audit Committee of the Company was established on 30 January 2002. The written terms of reference of the audit committee were revised on 27 March 2012 and 31 March 2016 as disclosed on the Company's website. As at the date of this annual report, the Audit Committee comprises two non-executive Directors and three independent non-executive Directors, namely Mr. Lee Man Tai (chairman of the Audit Committee), Mr. Zhang Zhenming, Mr. Yan Danhua, Mr. Chen Jianxin and Ms. Chin Ying Ying. Mr. Lee Man Tai, Mr. Yan Danhua and Ms. Chin Ying Ying are qualified accountants for many years. In the opinion of the Board, the members of the Audit Committee have sufficient financial management expertise to discharge their duties.

(b) The number of audit committee meetings held during the year and record of individual attendance of members, on a named basis, at meetings held was set out in the "Corporate Governance Report" of this annual report.

(c) The Audit Committee is delegated by the Board to assess matters related to the financial statements of accounts and to provide recommendations and advices, including but not limited to the followings:

i. to consider, and to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fee and other terms of engagement of the external auditor, and any questions of resignation or dismissal of the external auditor;

9. 核數師薪酬

於本財政年度，本公司核數師富睿瑪澤會計師事務所有限公司已就向本集團提供之核數服務收取1,200,000港元（二零二四年：無）。在本年發生其他非審核服務收費約160,000港元（二零二四年：無）。核數師酬金已經獲審核委員會正式批准，而董事會與審核委員會在甄選及委任核數師上並無分歧。

10. 審核委員會

(a) 本公司於二零零二年一月三十日成立審核委員會，具有書面職權範圍，並於二零一二年三月二十七日及二零一六年三月三十一日修訂，且已於本公司網站披露。直至本年報日期，審核委員會由兩名非執行董事及三名獨立非執行董事組成，即李文泰先生（審核委員會主席）、張振明先生、嚴丹華先生、陳建新先生及錢盈盈女士。李文泰先生、嚴丹華先生及錢盈盈女士為富多年經驗之合資格會計師。董事會認為，審核委員會成員具備足夠之財務管理專長履行其職責。

(b) 審核委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於本年報「企業管治報告」一節。

(c) 審核委員會獲董事會指派處理有關賬目財務報表之事宜，並就包括但不限於下列各項提供建議及意見：

i. 就外聘核數師的委任、重新委任及罷免作出考慮及向董事會提供建議，批准外聘核數師的核數費用及聘用條款、辭職或罷免的問題；

ii. to review and monitor the external auditor's independence and objectively and the effectiveness of the audit process in accordance with applicable standard;

iii. to discuss with the external auditors before the audit commences, the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is involved;

iv. to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement needed and making recommendations as to the steps to be taken;

v. to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;

vi. in reviewing, the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Committee should focus particularly on:

a. any changes in accounting policies and practice;

b. major judgmental areas;

c. significant adjustments resulting from the audit;

ii. 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；

iii. 在外聘核數師開始核數工作以前，與其討論工作性質、範疇以及匯報責任；如多於一間外聘核數師參與核數工作時，確實它們的互相配合；

iv. 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議有哪些可採取的步驟；

v. 監察本公司的財務報表及年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；

vi. 委員會向董事會提交本公司的年度報告及賬目、半年度報告及（若擬刊發）季度報告之前，應特別針對下列事項加以審閱：

a. 任何會計政策及處理方法的改變；

b. 涉及重大判斷性的領域；

c. 因核數出現的重大調整；

d. the going concern assumption and any qualifications;

e. compliance with accounting standards;

f. compliance with the Listing Rules and other legal requirements in relation to financial reporting;

g. the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group;

h. whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;

i. any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and

j. the cash flow position of the Group.

and to provide advice and comments thereon to the Board;

vii. in regard to vi. above:

a. members of the Committee must liaise with the Board and senior management. The Committee must meet, at least twice a year, with the Company's auditors; and

b. the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's accountant, compliance officer or auditors.

d. 持續經營的假設及任何保留意見；

e. 是否遵守會計準則；

f. 是否遵守上市規則及其他適用法律對於財務報告的要求；

g. 任何關連交易安排是否公平合理及該交易對本集團盈利的影響；

h. 本集團財務報表有否充分披露所有相關事項及該等披露有否公平反映本集團的財務狀況；

i. 該等報告及賬目中所反映或需反映的任何重大或不尋常項目；及

j. 本集團現金流量的狀況。

並就此向董事會提供建議及意見；

vii. 就上述vi.項而言：

a. 委員會成員須與董事會及高層管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及

b. 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司的會計師、監察主任或核數師提出的事項。

viii. to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);

ix. to discuss with the management the risk managements and internal control systems and ensure the management has discharged its duty to have effective risk management and internal control systems and to review the Company's statements on risk management and internal control systems (which are included in the annual report) prior to endorsement by the Board;

x. to consider any findings of major investigations on risk management and internal control matters as delegated by the Board or on its own initiative and management's response;

xi. (where an internal audit function exists) to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review monitor, the effectiveness of the internal audit function;

xii. to conduct exit interviews with any director, manager, financial controller or internal audit control manager upon their resignation in order to ascertain the reasons for his departure;

xiii. to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;

xiv. to consider the appointment of any person to be a Committee member, a company secretary, auditors and accounting staff (including internal control department) either to fill a casual vacancy or as an additional Committee member, company secretary, auditors and accounting staff or dismissal of any of them;

viii. 與核數師討論中期及年度審核所遇上的問題及保留意見，及核數師認為應當討論的任何事項（管理層可能按情況而須避席此等討論）；

ix. 與管理層討論風險管理及內部監控系統及確保管理層已履行職責建立有效的風險管理及內部監控系統，並在董事會確認前，審核年報所載本公司就風險管理及內部監控系統作出的聲明；

x. 研究就有關風險管理及內部監控事宜應董事會委派或主動進行重要調查的結果及管理層的回應；

xi. （如果設有內部核數功能）審查集團內部核數程序、確保內部核數師與外聘核數師工作得到協調及確保公司內部核數部門有足夠資源運作，並且有相當的地位；以及檢討及監察內部核數功能是否有效；

xii. 於董事、經理、財務總監或內部核數部門經理離職時，接見有關人員並瞭解其離職原因；

xiii. 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；

xiv. 考慮委任、增加、更換及罷免委員會成員、公司秘書、核數師及會計（包括內部監控部門）工作人員的建議；

xv. to consider the major findings of internal investigations and management's response;

xv. 考慮內部調查報告之重大發現及管理層回應；

xvi. to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;

xvi. 檢查外聘核數師給予管理層的審核情況説明函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；

xvii. to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

xvii. 確保董事會及時回應於外聘核數師給予管理層的《審核情況説明函件》中提出的事宜；

xviii. to report to the Board on the matters set out in the code provisions contained in the Code on Corporate Governance Practices set out in (and as amended from time to time) Appendix C1 to the Main Board Listing Rules; and

xviii. 就於主板上市規則附錄C1內列明（及不時修訂）的企業管治常規守則內載有的守則條文所載的事宜向本董事會滙報；及

xix. to consider other matters, as defined or assigned by the Board from time to time.

xix. 不時考慮董事會界定或委派的其他事項。

(d) In addition to the above tasks regarding to the Company's financial statement, the audit committee should also to consider any other matters, as defined by the Board from time to time; and to conduct interviews with any director, manager, financial controller upon their resignation in order to ascertain the reasons for his departure.

(d) 除上述有關本公司財務報表之事項外，審核委員會亦須考慮董事會不時界定之其他事宜；及在任何董事、經理或財務總監辭任時與彼等面談，確切了解彼等離任之原因。

(e) The audit committee acknowledges its responsibility in maintaining sound and effective internal control system of the Group to safeguard investments of the shareholders and assets of the Company at all times.

(e) 審核委員會知悉其職責乃維持本集團行之有效之內部監控制度，以全面保障股東之投資及本公司資產。

(f) The Group's financial statements for the six months ended 30 June 2025, and the year ended 31 December 2025 have been reviewed by the Audit Committee.

(f) 本集團截至二零二五年六月三十日止六個月及截至二零二五年十二月三十一日止年度之財務報表已由審核委員會審閱。

11. Company Secretary

Mr. Siu Kai Chun ("**Mr. Siu**") has been the Company Secretary of the Company since June 2022. Mr. Siu is a qualified accountant in Hong Kong. He reports to the Board on Board procedures and assists the Board in the compliance of law, rules and regulations. During the year, Mr. Siu undertook over 15 hours of professional training to update his skills and knowledge.

11. 公司秘書

蕭啟晉先生(「**蕭先生**」)自二零二二年六月起擔任本公司的公司秘書。蕭先生為一名香港合資格會計師。彼向董事會報告董事會程序及協助董事會遵守法律、規則及規例。於本年度，蕭先生已進行超過15小時的專業培訓，以提升其技術及知識。

12. Shareholders' Rights

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's articles of association. Details of such rights to demand a poll and the poll procedures will be explained during the proceedings of meetings, if requested by shareholders.

Pursuant to Rule 13.39(4) of the Main Board Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the forthcoming AGM of the Company will be voted by poll, and the poll results will be published on the websites of the Company and the Stock Exchange on or before the business day following the shareholders' meeting.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The chairman of the Board as well as the chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee, or in their absence, other members of the respective committees, is available to answer questions at the shareholders' meetings. Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors. During the year, there was no significant change in the constitutional documents.

12. 股東之權利

股東之權利及於股東大會上要求就決議案進行投票表決之程序載於本公司之組織章程細則。如有股東提出要求，有關要求投票表決之權利及投票表決之程序詳情將在會議過程中加以解釋。

根據主板上市規則第13.39(4)條規定，股東於股東大會之任何表決均須以投票方式進行。除非主席本著誠意決定允許純粹與程序或行政事項有關的決議以舉手表決的方式進行。因此，於應屆本公司股東週年大會通告中所載的所有決議案將以投票方式進行表決，而投票表決之結果將於股東大會後之營業日或之前於本公司網站及聯交所網站登載。

本公司之股東大會提供股東與董事會溝通之平台。董事會主席及審核委員會、薪酬委員會及提名委員會之主席(若彼等缺席，則為各委員會之其他成員)將可回答於股東大會上之提問。各重大事宜(包括推選個別董事)以獨立決議案形式於股東大會上提呈。於本年度，章程文件並無重大變動。

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the written requisition (the "**Requisitionists**") to the Board or the Secretary of the Company (as the case may be) pursuant to Article 58 of the Articles of Association. Such Requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong.

股東特別大會可由董事會按持有不少於本公司實繳股本十分之一之股東，或根據組織章程細則第58條向董事會或本公司秘書（視情況而定）提出書面呈請之股東（「**呈請人**」）之呈請予以召開。有關呈請須列明大會上將處理之事務，由呈請人簽署，並交回本公司註冊辦事處或本公司香港主要營業地點。

Shareholders should follow the requirements and procedures as set out in such Article for convening an extraordinary general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

股東須按照有關章程細則所載規定及程序召開股東特別大會。股東可於本公司股東大會上提呈動議，有關動議須送交本公司之香港主要辦事處。

The meeting shall be held within two months after the deposit of the requisition. If within 21 days of the deposit of the requisition the Directors fail to proceed to convene the EGM, the Requisitionists may do so in the same manner, and all reasonable expenses incurred by the Requisitionists as a result of the failure of the Directors shall be reimbursed to the Requisitionists by the Company.

大會應於遞呈該要求後兩個月內舉行。倘遞呈該要求後21日內董事未有召開股東特別大會，則呈請人可以相同方式召開會議，而呈請人因董事未有召開大會而合理產生之所有開支應由本公司向呈請人作出償付。

The Articles of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election and also a notice by that person to be proposed of his willingness to be elected shall have been lodged at the registered office or principal place of business in Hong Kong at least seven clear days before the date of the general meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, the following documents must be validly served at the Company within the period specified in the Articles, namely:

本公司之章程細則規定，除獲董事推薦參選之人士外，概無任何人士（將於該大會上退任之董事除外）有資格於任何股東大會上參選董事，除非於股東大會日期至少七個完整日前向註冊辦事處或香港主要營業地點遞交由正式合資格出席大會並於會上投票之股東（參選人士除外）簽署並表明有意提名該人士參選的通告，以及該獲提名人士表明願意參選之署名通知。因此，如股東欲提名他人於股東週年大會上參選董事，則必須於章程細則規定之限期內將下列文件有效送達本公司：

(1) his/her notice of intention to propose a resolution to elect a nominated candidate as a Director at the AGM;

(1) 該股東表明有意於股東週年大會上提呈決議案推選獲提名候選人為董事之通知；

(2) a notice signed by the nominated candidate of the candidate's willingness to be elected;

(3) the nominated candidate's information as required to be disclosed under rule 13.51(2) of the Main Board Listing Rules; and

(4) the nominated candidate's written consent to the publication of his/her personal data.

(2) 獲提名候選人表明願意參選之署名通知；

(3) 根據主板上市規則第13.51(2)條須予披露之獲提名候選人之資料；及

(4) 獲提名候選人就刊發其個人資料之書面同意。

13. Investor Relations

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

During the year, the Board has reviewed the implementation and effectiveness of the shareholders' communication policy. The Group currently communicates with the investors and shareholders through the investor relations email address and contact number in our Hong Kong Office. The Group's Directors and senior management actively communicated with financial investor relations media in Hong Kong and mainland China such as participation of functions organised by Bloomberg, Reuters, The Hong Kong Stock Exchange, The Hong Kong Institute of Directors, The Hong Kong Institute of Certified Public Accountants, and so forth.

13. 投資者關係

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司之香港主要營業地點。

本公司不斷加強與投資者的溝通及關係。獲委派之高級管理層定期與投資者及分析師進行對話，以確保彼等了解本公司發展的最新情況。投資者提出的疑問均會以詳盡的方式獲適時處理。

年內，董事會已檢討所執行的股東通訊政策的實施情況及成效。本集團目前通過香港辦事處的投資者關係電郵地址和聯繫電話與投資者及股東進行溝通。集團董事及高級管理層積極與香港及中國大陸的金融投資者關係媒體溝通，例如參加彭博社、路透社、香港交易所、香港董事學會、香港會計師公會等舉辦的活動。

14. Dividend Policy

The Company adopts a dividend policy, taking into consideration all circumstances including the following factors before declaring or recommending dividends: (i) the current and projected financial performance of the Company; (ii) the growth and investment opportunities; (iii) other macro and micro economic factors; and (iv) other factors or events that the Board may consider relevant or appropriate from time to time. The payment of dividend is also subject to any restrictions under the applicable laws and the Articles.

14. 股息政策

本公司採納一項股息政策，在宣派或建議宣派股息前，會先考慮所有情況（包括下列因素）：(i)本公司現時及預測財務表現；(ii)增長及投資機會；(iii)其他宏觀及微觀經濟因素；及(iv)其他董事會不時可能認為相關或合適的因素或事項。派付股息亦須受適用法律及章程細則下的任何限制所規限。

15. Directors' Responsibility for Preparing Financial Statements

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

By the order of the Board

Liu Wenxuan
Chairman & Executive Director

Hong Kong, 27 March 2026

15. 董事對編製財務報表之責任

董事會知悉其須負責編製本集團的財務報表，並確保財務報表按法定規定及適用會計準則編製。董事會亦確保本集團財務報表適時刊發。

承董事會命

劉文選
主席兼執行董事

香港，二零二六年三月二十七日

The Directors present herewith the annual report and the audited financial statements of the Group for the year ended 31 December 2025.

董事謹此提呈本年度報告及截至二零二五年十二月三十一日止年度本集團之經審核財務報表。

Principal Activity and Business Review

主要業務及業務回顧

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries include oil and gas exploration and distribution of natural gas in the PRC, the details of which are set out in Note 6 to the consolidated financial statements.

本公司之主要業務為投資控股，而本公司主要附屬公司之主要業務包括於中國從事油氣勘探，及天然氣分銷。有關詳情載於綜合財務報表附註6。

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the "**Companies Ordinance**"), including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2025, and an indication of likely future development in the Group's business, can be found in the section headed "Chairman's Statement and Management Discussion and Analysis" of this annual report. The above section forms part of this report of the Directors.

公司條例（香港法例第622章）（「**公司條例**」）附表5規定關於該等活動之進一步討論及分析，包括業務回顧及本集團面臨的主要風險和不確定因素的討論、自二零二五年財政年度結束起已發生且對本集團有影響的重要事件詳情，和集團業務的可能未來發展的啟示，可參閱本年報「主席報告與管理層討論及分析」一節。上述一節內容是本董事會報告的一部分。

Financial Statements and Dividends

財務報表及股息

The results of the Group for the year are set out in the Consolidated Statement of Profit or Loss and Comprehensive Income on pages 74 to 75.

本集團於年內之業績載於第74至75頁之綜合損益及其他全面收益表。

The state of the Group's affairs as at 31 December 2025 is set out in the Consolidated Statement of Financial Position on pages 76 to 77.

截至二零二五年十二月三十一日，本集團之財務狀況分別載於第76至77頁之綜合財務狀況表。

The Directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2025.

董事並不建議派發截至二零二五年十二月三十一日止年度之末期股息。

Five-Year Financial Summary

五年財務概要

A summary of the consolidated financial results and consolidated assets and liabilities of the Group for the past five financial years is set out on page 180.

本集團過去五個財政年度各年之綜合財務業績以及綜合資產及負債概要，列載於第180頁。

Property, Plant and Equipment

Movements in property, plant and equipment during the year are set out in Note 15 to the consolidated financial statements.

物業、廠房及設備

於本年度之物業、廠房及設備之變動詳情載於綜合財務報表附註15。

Subsidiaries

Details of the Company's principal subsidiaries as at 31 December 2025 are set out in Note 18 to the consolidated financial statements.

附屬公司

截至二零二五年十二月三十一日，本公司主要附屬公司之詳情載於綜合財務報表附註18。

Share Capital

Movements in share capital of the Company during the year, together with reasons thereof are set out in Note 28 to the consolidated financial statements.

股本

本公司於本年度股本之變動詳情及變動原因載於綜合財務報表附註28。

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association 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.

優先購股權

本公司之組織章程細則或開曼群島（本公司註冊成立之司法權區）之法例並無有關本公司須按比例向現有股東發售新股之優先購股權之規定。

Reserves

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 78 and Note 30 to the consolidated financial statements respectively.

儲備

本集團及本公司於本年度之儲備變動詳情分別載於第78頁之綜合權益變動表及綜合財務報表附註30。

Distributable Reserves

Distributable reserves of the Company at 31 December 2025 are set out in Note 30 to the consolidated financial statements.

可分派儲備

本公司於二零二五年十二月三十一日之可分派儲備載列於綜合財務報表附註30。

Taxation Relief and Exemption

The Company is not aware of any tax relief or exemption available to shareholders by reason of their holding of the Company's shares during the year (2024: Nil).

稅務寬減及豁免

本公司並不知悉股東因於年內持有本公司股份而可獲得任何稅務減免或豁免（二零二四年：無）。

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

主要客戶及供應商

於財政年度內，主要客戶及供應商分別佔本集團之銷售額及採購額如下：

		Percentage of the Group's total 佔本集團之總額百分比	
		Sales 銷售額	**Purchases 採購額**
The largest customer	最大客戶	98.5%	N/A
Five largest customers in aggregate	五大客戶總計	100%	N/A
The largest supplier	最大供應商	N/A	100%
Five largest suppliers in aggregate	五大供應商總計	N/A	100%

N/A Not Applicable

N/A 不適用

At no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

於年內任何時間，本公司概無任何董事或彼等之聯繫人士或任何股東（據董事所知擁有本公司已發行股本5%以上）持有本集團主要客戶及供應商之任何權益。

Composition of the Board

The Directors who held office during the year and up to the date of this annual report are as follows:

Executive Directors
Mr. Liu Wenxuan *(Chairman of the Board)*
Mr. Liu Dong *(Chief Executive Officer)*

Non-executive Directors
Mr. Yan Danhua
Mr. Chen Jianxin

Independent Non-executive Directors
Mr. Zhang Zhenming
Mr. Lee Man Tai
Ms. Chin Ying Ying

Pursuant to the articles of association of the Company, Directors retiring at the upcoming AGM will be eligible for re-election. Further details of the Directors' re-election will be set out in a circular of the Company dispatched together with the notice of the AGM.

董事會組成

於本年度及截至本年報日期之在任董事名列如下：

執行董事
劉文選先生*（董事會主席）*
劉東先生*（行政總裁）*

非執行董事
嚴丹華先生
陳建新先生

獨立非執行董事
張振明先生
李文泰先生
錢盈盈女士

根據本公司組織章程細則，於應屆股東週年大會上退任之董事將合資格膺選連任。有關董事重選的進一步詳情將載於本公司連同股東週年大會通告一併寄發之通函內。

Directors' Biographies

Biographical details of the Directors of the Company are set out on pages 20 to 25 of this annual report.

During the period under review and up to the date hereof, the following changes in Directors' information are disclosed pursuant to Rule 13.51B of the Main Board Listing Rules:

According to the latest disclosure of XTRQ, Mr. Liu Wenxuan, Chairman and Executive Director of the Company has been appointed as Deputy General Manager and Chief Executive Officer of Production Investment Financial Services Division of XTRQ, and Chairman of 新疆明鑫聚合油氣勘採開發有限公司, which is a subsidiary of XTRQ.

Reference is made to the announcement of Quali-Smart Holdings Limited (stock code: 1348) dated 30 January 2026, in which Ms. Chin Ying Ying, Independent Non-executive Director of the Company, has been appointed as the Independent Non-executive Director of Quali-Smart Holdings Limited with effect from 30 January 2026.

Reference is made to the announcement of Madison Holdings Group Limited (stock code: 8057) dated 25 March 2026, in which Mr. Lee Man Tai, Independent Non-executive Director of the Company, has been appointed as the Company Secretary of Madison Holdings Group Limited with effect from 26 March 2026.

Save as disclosed above, the Directors confirmed that no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Main Board Listing Rules.

Directors' Service Contracts

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

Management Contracts

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

董事之履歷

本公司董事之履歷詳情已載列於本年報第20至25頁。

於回顧期間及直至本年報日期，以下董事資料變動乃根據主板上市規則第13.51B條披露：

根據新天然氣的最近的披露，本公司主席兼執行董事劉文選先生已獲委任為新天然氣副總經理兼產投金融事業部執行長，以及新天然氣附屬公司新疆明鑫聚合油氣勘採開發有限公司之董事長。

茲提述滉達富控股有限公司(股份代號：1348)於二零二六年一月三十日刊發之公告，本公司獨立非執行董事錢盈盈女士已自二零二六年一月三十日起獲委任為滉達富控股有限公司之獨立非執行董事。

茲提述麥迪森控股集團有限公司(股份代號：8057)於二零二六年三月二十五日刊發之公告，本公司獨立非執行董事李文泰先生已自二零二六年三月二十六日起獲委任為該麥迪森控股集團有限公司公司秘書。

除上述披露外，董事確認概無其他資料須根據主板上市規則第13.51B(1)條作出披露。

董事之服務合約

獲提名於應屆股東週年大會重選之其他董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

管理合約

本年度並無訂立或存在任何有關本集團業務全部或任何重大部分之管理及行政合約。

Directors' Interests in Contracts

No other contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' Interest and Short Position in Shares

As at 31 December 2025, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("**SFO**")) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Right to Acquire Shares or Debentures

At no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Equity-linked Agreements

The Company has not entered into any equity-linked agreements.

Share Option Schemes

The Company has not adopted any share option schemes during and as at the year and the immediate prior year and there is no outstanding share option as at 31 December 2025.

董事於合約中之權益

於年終或本年度任何時間概無存在由本公司或其任何附屬公司所訂立，涉及本集團之業務且本公司董事直接或間接於其中擁有重大權益之其他合約。

董事於股份之權益及淡倉

於二零二五年十二月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例（香港法例第571章）（「**證券及期貨條例**」）第XV部）之股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括根據該等證券及期貨條例條文被視為或當作擁有之權益或淡倉），亦無擁有須根據證券及期貨條例第352條列入本公司須存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

董事購入股份或債券之權利

本公司或其任何附屬公司於本年度內並無訂立任何安排促使本公司之董事可透過購入股份或債券獲得本公司或其任何其他公司實體之該等權利。

股權關連協議

本公司並無簽訂任何股權關連協議。

購股權計劃

公司在本年度及對上年度均未採納任何股份期權計劃，且截至二零二五年十二月三十一日並無任何尚未行使的股份期權。

Substantial Shareholders' Interests and Short Position

主要股東之權益及淡倉

As at 31 December 2025, the interests or short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

於二零二五年十二月三十一日，本公司董事或高級行政人員以外之人士於本公司之股份及相關股份中持有證券及期貨條例第336條規定本公司須載入記錄冊之權益或淡倉如下：

Long Positions in the Shares and Underlying Shares of the Company

於本公司股份及相關股份之好倉

Name of Shareholders 股東姓名／名稱	Nature of interests 權益性質	Number of shares 股份數目	Number of underlying shares 相關股份數目	Total number of shares and underlying shares 股份及相關股份總數	Approximate percentage of issued share capital *(Note 1)* 佔已發行股本概約百分比 *(附註1)*
Alpha Eagle Limited *(Note 2)* 佳鷹有限公司 *(附註2)*	Interest of controlled corporation 受控制法團的權益	36,375,000	–	36,375,000	7.97%
	Beneficial owner 實益擁有人	233,486,529	–	233,486,529	51.18%
Cypress Dragons Limited *(Note 2)* 柏龍有限公司 *(附註2)*	Beneficial owner 實益擁有人	36,375,000	–	36,375,000	7.97%
Xinjiang Mingxin Oil and Gas and Exploration Development Company Limited.* *(Note 2)* 新疆明鑫聚合油氣勘探開發有限公司 *(附註2)*	Interest of controlled corporation 受控制法團的權益	269,861,529	–	269,861,529	59.15%
Xinjiang Xintai Natural Gas Co., Ltd.* *(Note 2)* 新疆鑫泰天然氣股份有限公司 *(附註2)*	Interest of controlled corporation 受控制法團的權益	269,861,529	–	269,861,529	59.15%
Ming Zaiyuan *(Note 2)* 明再遠 *(附註2)*	Interest of controlled corporation 受控制法團的權益	269,861,529	–	269,861,529	59.15%
U.K. Prolific Petroleum Group Company Ltd. *(Note 3)* 英國沃邦石油集團有限公司 *(附註3)*	Beneficial owner 實益擁有人	46,500,000	34,641,369	81,141,369	17.79%
Wang Guoju *(Note 3)* 王國巨 *(附註3)*	Interest of controlled corporation 受控制法團的權益	46,500,000	34,641,369	81,141,369	17.79%

Notes:

1. Approximate percentage of issued share capital was stated as at 31 December 2025. As at 31 December 2025, the total number of issued shares was 456,200,400.

2. Based on the disclosure of interest ("**DI**") filings, Alpha Eagle Limited ("**Alpha Eagle**") is interested in 269,861,529 shares of the Company ("**Shares**") (long position) whereas Cypress Dragons Limited ("**Cypress Dragons**") is interested in 36,375,000 Shares (long position). Cypress Dragons is entirely controlled by Alpha Eagle whereas Alpha Eagle is entirely controlled by Xinjiang Mingxin Oil and Gas Exploration and Development Company Limited. ("**XMX**"), which in turn is controlled by Xinjiang Xintai Natural Gas Natural Gas Co., Ltd. ("**XTRQ**") through its holding 65.0% of the total issued share capital of XMX. Mr. Ming Zaiyuan is interested in 3,630,000,000 Shares of the Company through his holding of 41.07% of the total issued share capital of XTRQ.

3. Based on the DI filings, U.K. Prolific Petroleum Group Company Limited ("**UK Prolific**") is interested in 46,500,000 Shares and convertible notes (the "**Convertible Notes**") in the principal amount of HK$232,790,000 due in 2041 not carrying any interest with right to convert the Convertible Notes into 34,641,369 Shares at a convertible price of HK$6.72 per Share. Based on the DI filings, UK Prolific is entirely controlled by Mr. Wang Guoju.

* *English name is for identification purposes only*

附註：

1. 於二零二五年十二月三十一日的持股百分比。於二零二五年十二月三十一日，已發行股份總數為456,200,400股。

2. 根據權益披露(「**權益披露**」)歸檔，佳鷹有限公司(「**佳鷹**」)實益擁有本公司269,861,529股股份(好倉)而柏龍有限公司(「**柏龍**」)實益擁有本公司36,375,000股股份(好倉)。柏龍由佳鷹全權控制而佳鷹由新疆明鑫聚合油氣勘探開發有限公司(「**新疆明鑫**」)全權控制；新疆鑫泰天然氣股份有限公司(「**新天然氣**」)持有佔新疆明鑫總發行股本的65.0%。明再遠先生通過其持有的新天然氣總發行股本的41.07%，擁有本公司3,630,000,000股股份。

3. 根據權益披露歸檔，英國沃邦石油集團有限公司(「**英國沃邦**」)於46,500,000股本公司股份(「**股份**」)及本金金額為232,790,000港元於二零四一年到期可換股票據(「**可換股票據**」)中擁有權益，該等可換股票據不計息及附有權利可轉換為最多34,641,369股股份，轉換價每股股份6.72港元。根據權益披露歸檔，英國沃邦由王國巨先生全資擁有。

* *英文名字只供識別*

Treasury Management and Policies

The Group adopts a prudent approach for its cash management and risk control. The objective of the Group's treasury policies is to minimise risks and exposures due to fluctuation in foreign currency exchange rates and interest rates.

Cash has been generally placed in short-term deposits denominated in Hong Kong dollar, US dollar, and Renminbi. The Group has obtained bank facilities and borrowings with stable interest rates. The Group does not foresee any significant interest rate risks. The Group's transactions and investment are mostly denominated in Hong Kong dollar, and Renminbi. As the Group's policy is to have its operating entities to operate in their corresponding local currencies to minimize currency risks, the Group does not anticipate any material foreign exchange exposures and risks.

During the period under review, no hedging transactions related to foreign exchange had been made, proper steps will be taken when the management considers appropriate.

庫務管理及政策

本集團採取審慎現金管理及風險監控方針。本集團之庫務政策旨在將外幣匯率及利率波動之風險減至最低。

現金一般存置於以港元、美元及人民幣計值之短期存款。本集團以穩定之利率取得銀行融資及借貸。本集團預期不會有重大利率風險。本集團之交易及投資大多數以港元、美元及人民幣計值。由於本集團的政策為讓其經營實體以其各自的地方貨幣經營，以減低貨幣風險，因此本集團預期無需承擔任何重大的匯兑風險。

於回顧期內，本集團概無作出有關外匯之對沖交易，且將於管理層認為合適時採取適當措施應對。

Directors' Interests in a Competing Business and Conflict of Interests

None of the Directors were interested in any business apart from the Group's business which competed or were likely to compete, either directly or indirectly, with the business of the Group during the year.

董事於競爭業務之權益及利益衝突

年內，概無董事於與本集團業務直接或間接競爭或可能競爭之業務(本集團業務除外)中擁有權益。

Related and Connected Party Transactions

Details of the significant related party and connected transaction of the Group under the Listing Rules are set out in Note 32 to the financial statements.

關聯人士及關連交易

根據上市規則本集團的重大關聯人士及關連交易詳情載於財務報表附註32。

Purchase, Sale or Redemption of Securities of the Company

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the listed securities of the Company during the year ended 31 December 2025.

購買、出售或贖回本公司證券

於截至二零二五年十二月三十一日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2025.

足夠公眾持股量

本公司於截至二零二五年十二月三十一日止年度內一直維持足夠公眾持股量。

Corporate Governance

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 26 to 51 of this annual report.

企業管治

本公司之企業管治原則及慣例詳情載於本年報第26至51頁之企業管治報告中。

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix C3 to the Main Board Listing Rules as its own Code of conduct regarding securities transactions by the Directors of the Company. All existing Directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code throughout the period under review.

董事進行證券交易的標準守則

本公司已採納主板上市規則附錄C3所載之標準守則，作為其本身對於本公司董事進行證券交易之行為守則。全體在任董事經本公司作出特定查詢後確認，彼等已於整個回顧期間內一直遵守標準守則所載之規定標準。

Environmental, Social and Governance ("ESG")

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

The Company will upload the ESG Report for the year ended 31 December 2025 to the Stock Exchange and the Company website at the same time of uploading this annual report. In order to save the environment, the Company will not arrange hard copy printing to every shareholder.

環境、社會及管治（「環境、社會及管治」）

本集團致力為環境的可持續性出一分力，並維持高水準的企業社會管治，其對營造激勵員工的環境極為重要，而我們於經營業務同時回饋社會，為本集團創造持續回報。

本公司將上載截止二零二五年十二月三十一日止環境、社會及管治報告於聯交所及本公司網頁與上載本年報同步。為保護環境，本公司將不安排印刷書刊予每一位股東。

Working Conditions

The Company adopted the Board Diversity Policy in accordance with the requirement set out in the CG Code. The Company recognizes that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. A Board Diversity Policy, with the aim of enhancing the quality of the Board's performance by diversity, was adopted on 27 August 2013 and revised on 31 March 2016.

The Group encourages its staff to participate in external seminars and lectures to keep abreast of changes and updates on areas of legal, compliance, financial accounting and reporting, and market industry practices. Through these types of training, we believe that the Group can increase its efficiency and productivity while overall reduction of risk and uncertainties of the Group can be reduced.

The Company encourages continuous professional development training for the Directors and senior management to develop and refresh their knowledge and skills which includes seminars and workshops, updates on regulatory requirements and development and corporate governance practices.

工作環境

本公司根據企業管治守則所載的規定採納董事會成員多元化政策。本公司肯定董事會多元化是公司可持續發展的一個關鍵要素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。董事會成員多元化政策於二零一三年八月二十七日經採納並於二零一六年三月三十一日經修訂，旨在藉此提升董事會表現質素。

本集團鼓勵員工參加外部座談會及講座，以緊貼法律、合規、財務會計及申報和市場行業慣例等範疇的變更及最新資訊。我們相信，透過該等類型的培訓可提升本集團的效益及生產力，降低本集團整體的風險及不確定性。

本公司鼓勵董事及高級管理層參與持續專業發展培訓，以發展及更新彼等的知識及技能，包括座談會及工作坊、有關監管規定、發展及企業管治常規的最新資訊。

Health and Safety

The Group strives to provide a healthy and safe working environment to the employees. In order to maintain a healthy and safe working environment, the Group has upgraded and maintained tools, office and IT equipment.

健康與安全

本集團致力為僱員提供健康及安全的工作環境。為保持健康及安全的工作環境，本集團升級及維護工具、辦公室及資訊科技設備。

Environment Protection

Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

環境保護

保護環境是本集團首要任務。本集團遵守環保法例，鼓勵保護環境並向本集團全體僱員推廣環保意識。

Community Involvement

The Group is committed to participating in community events from time to time, and to the improvement of community well-being and social services. The Group supports and encourages staff to actively participate in a wide range of charitable events outside working hours, to raise awareness and concern for the community, and to inspire more people to take part in serving the community. The Group did not contribute any donations during the year (2024: Nil).

社區參與

本集團致力參與不時舉辦的社區活動，以改善社區福祉及社會服務。本集團支持及鼓勵員工於工餘時間積極參與各類慈善活動，以提升社區意識及對社區的關注，並激發更多力量參與社區服務。本集團在本年內並沒作出任何捐獻（二零二四年：無）。

Compliance with Laws and Regulations

The Group has compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

遵守法律與法規

本集團已制訂合規及風險管理政策及程序，委派高級管理人員負責持續監督對於一切重大法律及監管規定的遵守及遵循情況。

據本公司所知，其已於各重大方面遵循對本公司及其附屬公司之業務及營運構成重大影響的有關法律法規。

Relationship with Stakeholders

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

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

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

與持份者的關係

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

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

本集團環境、社會及管治政策及表現之詳情將在適當時候在單獨刊發之環境、社會及管治報告中披露。

Indemnity of Directors

A permitted indemnity provision that provides for indemnity against liability incurred by Directors and chief executives of the Group is currently in force and was in force throughout the year ended 31 December 2025.

董事彌償

為本集團董事及主要行政人員所產生的負債提供彌償之獲准彌償條款現時有效且於截至二零二五年十二月三十一日止年度一直生效。

Pension Schemes

The Group operates a Mandatory Provident Fund scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance (Cap 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Cap 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the plan vest immediately.

強積金計劃

本集團根據強制性公積金計劃條例（香港法例第485章）實施一項定額供款強積金退休福利計劃（「**強積金計劃**」），對象為香港僱傭條例（香港法例第57章）管轄範圍項下之僱員。強積金計劃乃一項定額供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及僱員各自須按僱員有關收入的5%向該計劃作出供款，每月有關收入的上限為30,000港元。向該計劃作出的供款乃即時歸屬。

The employees of the Group's subsidiaries in the PRC are members of the state-sponsored retirement scheme organised by the PRC Government. The PRC subsidiaries are required to contribute a certain percentage of payroll to the retirement scheme to fund the benefits. The only obligation of the PRC subsidiaries with respect to the retirement scheme is the required contributions under the retirement scheme.

位於中國境內本集團附屬公司的僱員乃中國政府組織之國資職工社會養老保險計劃之成員。該等中國附屬公司須按僱員工資之若干百分比作出退休福利計劃供款。該等中國附屬公司就退休福利計劃所承擔之唯一責任是支付該計劃之供款。

As at 31 December 2025 and 2024, no forfeited contribution is available to reduce the contribution payable in the future years.

於二零二五年及二零二四年十二月三十一日，並無被沒收供款可用以扣減未來年度應付供款。

Information on the Non-Operating Use of Funds of the Company by the Controlling Shareholders and Other Related Parties

控制股東及其他關聯方對上市公司的非經營性佔用資金的情況

During the year, there was no non-operating use of funds of the Company by the controlling shareholder of the Company and other related parties.

年內，公司不存在控制股東及其他關聯方對上市公司的非經營佔用資金的情況。

Use of proceeds of rights issue

供股資金用途

Reference is made to the announcement of the Company dated 14 August 2025 and the prospectus of the Company dated 2 December 2025 (the "**Prospectus**") in relation to the rights issue on the basis of one (1) rights share of the Company (the "**Rights Share**") for every two (2) adjusted shares of the Company held on the record date on a non-underwritten basis (the "**Rights Issue**"). Upon completion of the Rights Issue on 24 December 2025, a total of 152,066,800 Rights Shares at a price of HK$1.57 per Rights Share (the "**Subscription Price**") were issued in accordance with the terms of the Rights Issue, resulting in net proceeds (net of expenses) of approximately HK$236.7 million (the "**Net Proceeds of the Rights Issue**"). The Subscription Price represents a discount of approximately 19.90% to the adjusted closing price of HK$1.96 per adjusted Share (based on the closing price of HK$0.049 per Share as quoted on the Stock Exchange on 13 August 2025, being the last business day on which the Shares were traded on the Stock Exchange prior to the release of the announcement of the Rights Issue, and adjusted for the effect of the Capital Reorganisation (as defined in Note 28(a))). The aggregate nominal value of the 152,066,800 Rights Shares is approximately HK$7.6 million. The Group will utilise the Net Proceeds of the Rights Issue for additional capital reserve to capture business opportunities for exploration, production and distribution of nature gas in the PRC.

茲提述本公司於二零二五年八月十四日刊發之公告及於二零二五年十二月二日刊發之供股章程(「**供股章程**」)，有關以每持有兩(2)股經調整股份於記錄日期時可獲一(1)股供股股份(「**供股股份**」)的基準，並以不包銷方式進行之供股(「**供股**」)。於二零二五年十二月二十四日完成供股後，根據供股條款合共發行152,066,800股供股股份以每股認購股份1.57港元的價格(「**認購價**」)，並錄得約236.7百萬港元之淨收益(扣除開支後)(「**供股淨收益**」)。認購價相對於每股經調整股份1.96港元的經調整收市價，約有19.90%的折讓(基於二零二五年八月十三日股份於聯交所最後一個交易日的收市價每股0.049港元，並已就資本重組的影響作出調整(定義見附註28(a)))。152,066,800股認購股份的總面值約為7.6百萬港元。本集團將利用供股的淨收益作為額外的資本儲備，以把握在中國境內天然氣勘探、生產及分銷方面的商機。

Details of the actual use of the Net Proceeds of the Rights Issue are as follows:

供股淨收益之實際用途詳情如下：

		Proposed applications of the net proceeds 供股淨收益之擬定用途 HK$' million 百萬港元	Amount utilised up to 31 December 2025 截至二零二五年十二月三十一日已動用金額 HK$' million 百萬港元	Unutilised balance as at 31 December 2025 截至二零二五年十二月三十一日之未動用結餘 HK$' million 百萬港元	Expected amount to be utilised for the year ending 31 December 2026 截至二零二六年十二月三十一日止年度預期動用金額 HK$' million 百萬港元
Production costs and pipeline transportation fees at the gas fields located in the Kashi project at Akemomu, North Kashi Block, Tarim Basin, China (the "**Akemomu Gas Field**")	位於中國塔里木盆地喀什北區阿克莫木喀什項目之天然氣田(「**阿克莫木氣田**」)的生產成本及管道運輸費用	100.6	–	100.6	100.6
Operating expenses for 3–4 existing stimulation wells (措施井) and surface engineering in 2026 at the Akemomu Gas Field	於二零二六年在阿克莫木氣田現有三至四口措施井及地面工程之營運開支	48.2	–	48.2	48.2
Partially funding the construction of 3 new production wells (生產井) in or around May 2026 at the Akemomu Gas Field	於二零二六年五月前後在阿克莫木氣田部分資助建設三口新生產井	87.9	–	87.9	87.9

As at the date of this report, there is no change in the intended use of proceeds from the Rights Issue.

於本報告日期，供股所得款項的擬定用途並無任何變更。

Information on Illegal External Guarantees

During the year, the Company had no illegal external guarantee.

Matters Relating to Insolvency and Restructuring

There was no matter relating to insolvency and restructuring during the year.

Material Contracts and Their Performance

Trust, contractual and lease arrangement

During the year, the Company did not enter into any trust arrangement, contractual arrangement and/or lease arrangement that will generate any profit or loss.

Material guarantee

During the year, there was no material guarantee provided by the Company.

Other significant contracts

During the year, the Company had no other significant contracts.

Other significant investments held

During the year, the Group did not hold any other significant investments save for financial assets at fair value through profit or loss on Consolidated Statement of Financial Position as at 31 December 2025 on page 76 of this report.

Acquisition and disposal of subsidiaries, associates, and joint ventures

During the year, the Company did not have any material acquisition or disposal of subsidiaries, associates, or joint ventures.

違規對外擔保資料

年內，公司無違規對外擔保情況。

破產重整相關事項

年內，公司沒有發生破產重整相關事項。

重大合同及其履行情況

託管、承包及租賃安排

年內，公司沒有訂立會產生任何盈利或虧損之對外託管、承包及／或租賃安排。

重大擔保

年內，公司不存在重大擔保情況。

其他重大合同

年內，公司無其他重大合同。

重大投資

年內，除本報告第76頁上於二零二五年十二月三十一日綜合財務狀況表中顯示的按公平值計入損益止金融資產之公平值外，集團並無持有任何重大投資。

重大收購及出售附屬公司、聯營公司及合營企業

年內並無重大收購及出售附屬公司、聯營公司及合營企業。

Subsequent event

References are made to (i) the announcement of the Company dated 23 December 2025 in relation to, among other things, the results of the Rights Issue; (ii) the joint announcement jointly issued by Alpha Eagle Limited (the "**Offeror**") and the Company in relation to, among other things, the mandatory unconditional cash offer by Cinda International Capital Limited for and on behalf of the Offeror (the "**Offer**") to acquire all the issued shares of the Company (other than those shares already owned by the Offeror and parties acting in concert with it) dated 13 January 2026; (iii) the composite document jointly issued by the Offeror and the Company dated 13 January 2026; (iv) the joint announcement (the "**Joint Announcement**") issued by the Offeror and the Company dated 3 February 2026 in relation to, among other things, the close of the Offer and results of the Offer.

The Offer closed on 3 February 2026 and the Offeror had received valid acceptances in respect of 28,226,590 Shares (the "**Acceptance Shares**"), representing approximately 6.19% of the total issued shares capital of the Company as at the date of the Joint Announcement. Immediately after the close of the Offer, taking into account the Acceptance Shares and Shares already owned by the Offeror and parties acting in concert with it, the Offeror and parties acting in concert with it are interested in an aggregate of 269,861,529 Shares, representing approximately 59.15% of the total issued shares capital of the Company as at the date of the Joint Announcement.

Save as disclosed above, there were no important events affecting the Group, which occurred after the end of the year and up to the date of this report.

報告期後事項

茲提述 (i) 本公司於二零二五年十二月二十三日刊發之公告，涉及(其中包括)供股結果；(ii) 由佳鷹有限公司(「**要約人**」)與本公司共同刊發之聯合公告，涉及(其中包括)由信達國際融資有限公司代表要約人提出之強制性無條件現金要約(「**要約**」)，於二零二六年一月十三日，以收購本公司所有已發行股份(除要約人及其一致行動人士已持有之股份外)；(iii) 要約人與本公司於二零二六年一月十三日共同刊發之綜合文件；及 (iv) 要約人與本公司於二零二六年二月三日共同刊發之聯合公告(「**聯合公告**」)，涉及(其中包括)要約之截止及要約結果。

要約已於二零二六年二月三日截止，要約人共接獲有效接納28,226,590股股份(「**接納股份**」)，相當於本公司已發行股本約6.19%於聯合公告日期。於要約截止後，計及接納股份及要約人及其一致行動人士已持有之股份，要約人及其一致行動人士合共持有269,861,529股股份，相當於本公司已發行股本約59.15%於聯合公告日期。

除上述披露事項外，自本年結束至本報告日期期間，本集團並無發生任何重大事件影響本集團。

Audit Committee

The Audit Committee comprises two non-executive Directors and three independent non-executive Directors of the Company. Three out of five audit committee members, namely, Mr. Lee Man Tai, Mr. Chen Jianxin and Ms. Chin Ying Ying, possess recognised professional qualifications in accounting and has experience in audit and accounting. No former partner of the Company's existing auditing firm acted as a member of the Audit Committee within two years from ceasing to be a partner or having any financial interest in the auditing firm. The Audit Committee has adopted terms of reference which are in line with the CG Code and are available on the websites of the Stock Exchange and the Company. The Group's audited consolidated financial statements for year ended 31 December 2025 have been reviewed by the Audit Committee, which is of the opinion that such statements complied with applicable accounting standards, the Main Board Listing Rules and other legal requirements, and that adequate disclosures have been made.

審核委員會

審核委員會包括兩名非執行董事及三名獨立非執行董事。本公司五名審核委員會成員中之三名（即李文泰先生、陳建新先生及錢盈盈女士）持有認可之專業會計資格，並於審核及會計方面擁有經驗。本公司現審核事務所之前合夥人概無於不再於該審核事務所擔任合夥人或擁有任何財務權益起兩年內擔任審核委員會之成員。審核委員會已採納與企業管治守則一致之職權範圍，以及可於聯交所及本公司網站查閱。本集團截至二零二五年十二月三十一日止年度之經審核綜合財務報表已由審核委員會審閱，其認為該等報表已符合適用會計準則、主板上市規則及其他法例規定，並已作出充分披露。

Auditor

The consolidated financial statements for the year ended 31 December 2025 have been audited by Forvis Mazars CPA Limited.

Forvis Mazars CPA Limited was appointed on 16 October 2025 as new auditor upon resignation of Zhonghui ANDA CPA Limited on the same date.

Details of the above change of auditor can be referred to the Company's announcement published on the website of the Stock Exchange and of the Company on 16 October 2025.

ON BEHALF OF THE BOARD

Liu Wenxuan
Chairman of the Board and Executive Director

Hong Kong, 27 March 2026

核數師

截至二零二五年十二月三十一日止年度之綜合財務報表已由富睿瑪澤會計師事務所有限公司審核。

當富睿瑪澤會計師事務所有限公司於二零二五年十月十六日被委任為新核數師，中滙安達會計師事務所有限公司於同日辭任。

上述核數師變更的詳情可參閱本公司於二零二五年十月十六日上載在交易所及本公司網站的公告。

代表董事會

劉文選
董事會主席兼執行董事

香港，二零二六年三月二十七日

TO THE SHAREHOLDERS OF
CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

致中國能源開發控股有限公司
全體股東
(於開曼群島註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of China Energy Development Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 74 to 179, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Companies Ordinance.

意見

本核數師已審核刊於第74頁至第179頁中國能源開發控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表,此綜合財務報表包括於二零二五年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括重大會計政策概要。

吾等認為,本綜合財務報表已根據由香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則會計準則真實公允地反映　貴集團於二零二五年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵守香港公司條例之披露規定妥為編製。

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") as issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "**Code**"), as applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見之基準

吾等根據香港會計師公會頒佈之香港審核準則(「**香港審核準則**」)進行審核。吾等在該等準則下之責任於本報告中核數師就審核綜合財務報表須承擔之責任一節中進一步詳述。根據香港會計師公會的專業會計師職業道德守則(「**守則**」)適用於審核公眾利益實體的財務報表,吾等獨立於　貴集團並已履行守則中的吾等的其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in our audit is summarised as below:

Property, plant and equipment and intangible assets

Refer to Note 15 and Note 17 to the consolidated financial statements.

We identified the impairment assessment of property, plant and equipment and intangible assets as a key audit matter due to significant judgements and estimations exercised by the Group's management in impairment assessment.

As at 31 December 2025, the balance of interests in a petroleum contract (the "**Petroleum Contract**") with China National Petroleum Corporation for the exploration, development and production of oil and/or natural gas within the specified site located in North Kashi Block, Tarim Basin, Xinjiang, the People's Republic of China (the "**Kashi Project**") included the Group's property, plant and equipment and intangible assets amounted to approximately HK$1,021,135,000 (net of accumulated impairment loss and depreciation of HK$507,917,000) and HK$1,060,032,000 (net of accumulated impairment loss and amortisation of HK$1,596,547,000) respectively (together the "**Kashi Project Assets**"), are subject to impairment assessment in accordance with Hong Kong Accounting Standard 36 "Impairment of Assets" as issued by the HKICPA.

關鍵審計事項

根據吾等的專業判斷，關鍵審計事項為吾等審計於本期間的綜合財務報表中最重要的事項。吾等在審計全份綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。吾等已釐定下文所述事宜為本報告中將予傳達之關鍵審計事項。

在吾等的審計中所識別的關鍵審計事項總結如下：

物業、廠房及設備以及無形資產

請參閱綜合財務報表附註15及附註17。

吾等將物業、廠房及設備以及無形資產的減值評估識別為關鍵審計事項，原因是集團管理層在減值評估中涉及重大判斷及估計。

於二零二五年十二月三十一日，集團在與中國石油天然氣集團公司簽訂的石油合約(「**石油合同**」)下，於中華人民共和國新疆塔里木盆地北喀什區塊(「**喀什項目**」)指定地點進行石油及／或天然氣的勘探、開發及生產的權益餘額，包括集團的物業、廠房及設備以及無形資產，分別約為1,021,135,000港元(扣除累計減值虧損及折舊507,917,000港元後淨額)及1,060,032,000港元(扣除累計減值虧損及攤銷1,596,547,000港元後淨額)(合稱「**喀什項目資產**」)，須根據香港會計師公會頒布的香港會計準則第36號資產減值進行減值評估。

As detailed in Note 15 and Note 17 to the consolidated financial statements, in determining whether the Kashi Project Assets are impaired requires an estimation of the recoverable amount, which is the higher of its fair value less costs of disposal and its value in use of the cash-generating unit ("**CGU**") for the Kashi Project. Significant judgements, estimations and assumptions were required by management of the Group in assessing the recoverable amount of the CGU for the Kashi Project.

如綜合財務報表附註15及附註17所詳述，判斷喀什項目資產是否存在減值需要估計其可收回金額，而可收回金額為其公允價值減去處置成本與其現金產生單位(「**現金產生單位**」)使用價值兩者之間的較高者。集團管理層在評估喀什項目現金產生單位的可收回金額時，需作出重大判斷、估計及假設。

Our key audit procedures in related to the impairment assessment of the Kashi Project Assets, among others, included:

- Assessing the identification of the related CGU;
- Discussing with the Group's management on their approach to impairment assessment and understand their key controls over the impairment assessment process;
- Assessing the arithmetical accuracy of the value-in-use calculations;
- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates);
- Assessing the competence, capabilities and objectivity of the external valuer engaged by Group;
- Obtaining the external valuation report and discussing and challenging the valuation process, methodologies used and market evidence used by the external valuer to support significant judgments and assumptions applied in the valuation model; and
- Checking on a sample basis, the completeness, reliability, accuracy and relevance of the input data used by the external valuer.

吾等在與喀什項目資產減值評估相關的關鍵審計程序包括但不限於：

- 評估相關現金產生單位之識別工作；
- 與集團管理層討論其減值評估方法，並了解其在減值評估過程中的主要控制措施；
- 評估使用價值計算之算數準確性；
- 評估主要假設(包括收益增長、利潤率、終端增長率及貼現率)之合理性；
- 評估集團所聘用之外部估值師的專業能力、資歷及客觀性；
- 取得外部估值報告，並與外部估值師討論及質詢所採用之估值程序、方法及就支持估值模型中所用之重大判斷及假設之市場憑證；及
- 以抽樣方式檢查外部估值師所使用輸入數據的完整性、可靠性、準確性及相關性。

Other Information

The directors of the Company (the "**Directors**") are responsible for the other information. The other information comprises all the information in the 2025 annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

其他資料

董事須對其他資料承擔責任。其他資料包括　貴公司二零二五年年報內所有資料，惟不包括綜合財務報表及核數師報告。其他資料預期將會在本核數報告日後提供。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審計綜合財務報表而言，吾等的責任為閱讀其他以上所述所獲得的資料從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

當吾等閱讀其他資訊時，若吾等得出其中存在重大錯誤陳述的結論，吾等須將該事項通報予管治層。

Responsibilities of Directors and Those Charged with Governance 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 HKFRS Accounting Standards as issued by the HKICPA and the disclosure requirements of the Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

董事及管治層就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製表達真實及公平意見之綜合財務報表，並且對其認為對於為使編製不存在由於欺詐或錯誤而導致之重大錯誤陳述的綜合財務報表份屬必要之內部監控負責。

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，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基準，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

管治層負責監督集團的財務報告流程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

核數師就審計綜合財務報表須承擔之責任

吾等的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理憑證，並發出載有吾等意見的核數師報告。吾等僅為　閣下(作為一個整體)發表意見，且別無其他目的。吾等概不就本報告之內容向任何其他人士承擔責任或負責。

合理憑證屬高水平的核證，惟根據香港審計準則進行的審計工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘其個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

根據香港審計準則進行審計的一部分，吾等在整個審計過程中運用專業判斷並保持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表因欺詐或錯誤而導致重大錯誤陳述的風險，設計及執行能針對該等風險的審計程序，並取得足夠及適當的審計證據，以作為吾等意見的基礎。由欺詐導致的重大錯誤陳述未能被查出的風險高於由錯誤導致者，因為欺詐可能涉及串謀、偽造、故意遺漏、失實陳述或凌駕於內部控制之上。

- 了解與審計相關的內部控制，以便設計適當的審計程序，但並非為對集團內部控制的有效性發表意見之目的。

- 評估董事所採用的會計政策是否適當，以及會計估計及相關披露是否合理。

- 就董事採用持續經營基礎編製財務報表的適當性作出結論，並根據所取得的審計證據，判斷是否存在與可能對集團持續經營能力產生重大疑慮的事件或情況相關的重大不確定性。若吾等認為存在重大不確定性，吾等須在審計報告中提請注意綜合財務報表中的相關披露，或若披露不足，則須修改吾等的意見。吾等的結論基於截至審計報告日期所取得的審計證據。然而，未來事件或情況可能導致集團無法繼續以持續經營基礎編製財務報表。

- 評估綜合財務報表的整體列報、結構及內容（包括披露），以及綜合財務報表是否以公允列報方式反映其基本交易及事項。

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

- 規劃及執行集團審計，以取得有關集團內各實體或業務單位財務資訊的充分及適當審計證據，作為就綜合財務報表發表意見的基礎。吾等負責集團審計工作的指導、監督及審閱，並對吾等的審計意見承擔全部責任。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

吾等與管治層溝通，包括但不限於審計的計劃範圍及時間安排，以及重大審計發現（包括在審計過程中識別出的任何重大內部控制缺陷）。

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

吾等亦向管治層提供一份聲明，確認吾等已遵守有關獨立性的相關道德要求，並與其溝通所有可能合理地被認為會影響吾等獨立性的關係及其他事項，以及（如適用）為消除威脅或採取的防範措施。

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

在與管治層溝通的事項中，吾等判斷哪些事項在本期綜合財務報表的審計中最具重要性，並因此構成關鍵審計事項。吾等會在審計報告中描述這些事項，除非法律或法規禁止公開披露，或在極少數情況下，吾等認為某一事項不應在報告中披露，因為這樣做的負面後果合理地預期會超過其對公眾利益的益處。

Forvis Mazars CPA Limited
Certified Public Accountants

The engagement director on the audit resulting in this independent auditor's report is:

Lam Ka Ki
Practising Certificate Number P08258

Hong Kong, 27 March 2026

富睿瑪澤會計師事務所有限公司
執業會計師

出具本獨立核數師報告書的審計項目董事為：

林嘉琪
執業證書編號P08258

香港，二零二六年三月二十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Notes 附註	**2025** **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Revenue	**收益**	6	**234,258**	300,101
Direct cost	直接成本		**(47,679)**	(51,631)
Other income	其他收入	7	**11,071**	4,237
Selling and distribution expenses	銷售及分銷開支		**(21,363)**	(25,758)
Staff costs	員工成本	9	**(12,552)**	(19,930)
Expenses related to short-term leases	有關短期租賃的支出		**(404)**	(1,219)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	15	**(28,706)**	(33,912)
Depreciation of right-of-use assets	使用權資產之折舊	16	**(1,268)**	(3,460)
Amortisation of intangible assets	無形資產攤銷	17	**(18,906)**	(22,843)
Fair value loss of financial assets at fair value through profit or loss	按公平價值計入損益之金融資產之公平價值虧損		**(2,301)**	(7,679)
Gain on disposal of financial assets at fair value through profit or loss	處置按公平價值計入損益之金融資產之收益		**–**	863
Provision for impairment of accounts receivables	應收帳款減值撥備		**(10,058)**	–
Provision of impairment of other receivables	其他應收款項減值撥備		**(792)**	–
Provision of impairment of property, plant and equipment	物業、廠房及設備之減值撥備	15	**(10,840)**	(9,121)
Provision of impairment of intangible assets	無形資產減值撥備	17	**(10,677)**	(4,554)
Expenses charged under Petroleum Contract	石油合約項下的費用		**(15,253)**	(12,029)
Other operating expenses	其他經營開支		**(12,513)**	(20,607)
Finance costs	融資成本	8	**(19,738)**	(36,059)
PROFIT BEFORE INCOME TAX	**除所得稅前溢利**	9	**32,279**	56,399
Income tax charge	所得稅開支	10	**(9,810)**	(29,689)
PROFIT FOR THE YEAR	**本年度溢利**		**22,469**	26,710
Other comprehensive income/(loss) after tax:	**除稅後其他全面收益／(虧損)：**			
Items that may be reclassified to profit or loss:	*可能重新分類至損益之項目：*			
Exchange differences on translation of foreign operations attributable to:	下列應佔換算境外業務之匯兑差額：			
Owners of the Company	本公司擁有人		**85,913**	(50,483)
Non-controlling interests	非控股權益		**477**	(325)
			86,390	(50,808)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	**本年度全面收益總額／(虧損)**		**108,859**	(24,098)

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Notes 附註	**2025** **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO:	**年內應佔溢利／（虧損）：**			
Owners of the Company	本公司擁有人		**25,874**	27,344
Non-controlling interests	非控股權益		**(3,405)**	(634)
			22,469	26,710
TOTAL COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO:	**下列應佔全面收益／（虧損）總額：**			
Owners of the Company	本公司擁有人		**111,787**	(23,139)
Non-controlling interests	非控股權益		**(2,928)**	(959)
			108,859	(24,098)
			HK cents ***港仙***	*HK cents* *港仙* (Restated) （重述）
EARNINGS PER SHARE	**每股盈利**	12		
Basic and diluted	基本及攤薄		**8.42**	10.04

Consolidated Statement of Financial Position
綜合財務狀況表

At 31 December 2025 於二零二五年十二月三十一日

		Notes 附註	**2025** **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	15	**1,072,904**	1,047,432
Right-of-use assets	使用權資產	16	**24,579**	1,618
Intangible assets	無形資產	17	**1,060,032**	1,040,610
Prepayments	預付款項	22	**3,517**	–
Total non-current assets	**非流動資產總值**		**2,161,032**	2,089,660
Current assets	**流動資產**			
Accounts receivables	應收賬款	20	**125,179**	116,251
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產	21	**12,475**	14,776
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	22	**10,041**	15,502
Cash and bank balances	現金及銀行結餘	34	**295,158**	34,346
Total current assets	**流動資產總值**		**442,853**	180,875
Current liabilities	**流動負債**			
Other payables and accruals	其他應付款項及應計款項	23	**68,727**	109,620
Lease liabilities	租賃負債	24	**1,237**	724
Amount due to a shareholder	應付一名股東款項	25	**33,769**	32,719
Other borrowings	其他借貸	26	**246,295**	261,808
Total current liabilities	**流動負債總值**		**350,028**	404,871
Net current assets/(liabilities)	**淨流動資產／(負債)**		**92,825**	(223,996)
Total assets less current liabilities	**資產總值減流動負債**		**2,253,857**	1,865,664

		Notes 附註	2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Non-current liabilities	**非流動負債**			
Lease liabilities	租賃負債	24	**5,034**	996
Provisions	撥備	23	**22,314**	–
Convertible notes	可換股票據	27	**50,383**	45,463
Deferred tax liabilities	遞延税項負債	19	**40,187**	28,822
Total non-current liabilities	**非流動負債總值**		**117,918**	75,281
Net assets	**淨資產**		**2,135,939**	1,790,383
Equity	**權益**			
Share capital	股本	28	**22,809**	608,267
Reserves	儲備		**2,107,026**	1,173,084
Attributable to owners of the Company	歸屬於公司擁有人		**2,129,835**	1,781,351
Non-controlling interests	**非控股權益**	33	**6,104**	9,032
Total equity	**總權益**		**2,135,939**	1,790,383

The consolidated financial statements on pages 74 to 179 were approved and authorised for issue by the board of Directors on 27 March 2026 and are signed on its behalf by:

第74至179頁之綜合財務報表於二零二六年三月二十七日獲董事會批准及授權刊發，並由下列董事代表簽署：

Approved by:

由下列人士批准：

Liu Dong
劉東
Director
董事

Liu Wenxuan
劉文選
Director
董事

Consolidated Statement of Changes in Equity
綜合權益變動表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Issued capital 已發行股本 HK$'000 千港元	Contributed surplus 實繳股本盈餘 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Convertible notes reserve 可換股票據儲備 HK$'000 千港元	Translation reserve 匯兑儲備 HK$'000 千港元	Accumulated losses 累計虧損 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Non-controlling interests 非控股權益總權益 HK$'000 千港元	Total equity 總權益 HK$'000 千港元
At 1 January 2024	於二零二四年一月一日	475,267	30,004	1,679,187	695,828	(267,528)	(890,893)	1,721,865	9,991	1,731,856
Profit for the year	年內溢利	–	–	–	–	–	27,344	27,344	(634)	26,710
Other comprehensive loss:	其他全面虧損：									
Exchange differences on translation of foreign operations	換算海外業務的匯兑差異	–	–	–	–	(50,483)	–	(50,483)	(325)	(50,808)
Total comprehensive (loss)/income for the year	**年內全(虧損)╱收益總額**	–	–	–	–	(50,483)	27,344	(23,139)	(959)	(24,098)
Transactions with owners	**與擁有人之交易**									
Contributions and distributions	*投入及分發*									
Issue of share capital upon conversion of convertible notes	兑換可換股票據之發行股票股本	133,000	–	407,129	(457,504)	–	–	82,625	–	82,625
At 31 December 2024	於二零二四年十二月三十一日	608,267	30,004	2,086,316	238,324	(318,011)	(863,549)	1,781,351	9,032	1,790,383
At 1 January 2025	於二零二五年一月一日	**608,267**	**30,004**	**2,086,316**	**238,324**	**(318,011)**	**(863,549)**	**1,781,351**	**9,032**	**1,790,383**
Profit for the year	年內溢利	**–**	**–**	**–**	**–**	**–**	**25,874**	**25,874**	**(3,405)**	**22,469**
Other comprehensive income:	其他全面收益：									
Exchange differences on translation of foreign operations	換算海外業務的匯兑差異	**–**	**–**	**–**	**–**	**85,913**	**–**	**85,913**	**477**	**86,390**
Total comprehensive income/(loss) for the year	**年內全面收益╱(虧損)總額**	**–**	**–**	**–**	**–**	**85,913**	**25,874**	**111,787**	**(2,928)**	**108,859**
Transactions with owners	**與擁有人之交易**									
Contributions and distributions	*投入及分發*									
Capital reduction *(note 28(a)(ii))*	資本削減 *(附註28(a)(ii))*	**(593,061)**	**593,061**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Issue of share capital upon rights issue *(note 28(b))*	供股之發行股本 *(附註28(b))*	**7,603**	**–**	**229,094**	**–**	**–**	**–**	**236,697**	**–**	**236,697**
Total transactions with owners	**與擁有人之交易總額**	**(585,458)**	**593,061**	**229,094**	**–**	**–**	**–**	**236,697**	**–**	**236,697**
At 31 December 2025	於二零二五年十二月三十一日	**22,809**	**623,065**	**2,315,410**	**238,324**	**(232,098)**	**(837,675)**	**2,129,835**	**6,104**	**2,135,939**

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	**經營活動所得現金流量**		
Profit before income tax	除所得稅前溢利	**32,279**	56,399
Adjustments for:	就以下項目作出調整：		
Finance costs	融資成本	**19,738**	36,059
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	**28,706**	33,912
Amortisation of intangible assets	無形資產攤銷	**18,906**	22,843
Depreciation of right-of-use assets	使用權資產之折舊	**1,268**	3,460
Interest income	利息收入	**(25)**	(239)
Gain on modification of lease	租賃修改收益	**–**	(134)
Fair value loss on financial assets at fair value through profit or loss	按公平價值計入損益之金融資產之公平價值虧損	**2,301**	7,679
Gain on written back of other payables	沖回其他應付款產生之收益	**(7,694)**	–
Exchange gain, net	匯兌收益淨額	**(2)**	(1)
Provision for impairment of accounts receivables	應收帳款資產減值撥備	**10,058**	–
Provision for impairment of other receivables	其他應收款資產減值撥備	**792**	–
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	**–**	35
Provision for impairment of property, plant and equipment	物業、廠房及設備之減值撥備	**10,840**	9,121
Provision for impairment of intangible assets	無形資產減值撥備	**10,677**	4,554
Gain on disposal of financial assets at fair value through profit or loss	處置按公平價值計入損益之金融資產之收益	**–**	(863)
Operating profit before working capital changes	計入營運資本變動前經營溢利	**127,844**	172,825
Change in accounts receivables	應收賬款變動	**(13,244)**	(69,275)
Change in prepayments, deposits and other receivables	預付款項、按金及其他應收款項之變動	**6,402**	7,736
Change in amount due to a shareholder	應付一名股東款項變動	**–**	(1,050)
Change in other payables and accruals	其他應付款項及應計款項變動	**(31,095)**	1,452
Proceeds received from disposal of financial assets at fair value through profit or loss	處置按公平價值計入損益之金融資產之實收款項	**–**	5,659
Net cash generated from operating activities	**經營活動所得現金淨額**	**89,907**	117,347

Consolidated Statement of Cash Flows
綜合現金流量表

For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
CASH FLOWS USED IN INVESTING ACTIVITIES	**投資活動所用現金流量**		
Acquisition of property, plant and equipment	收購物業、廠房及設備	**(2,870)**	(18,028)
Acquisition of leasehold properties included in right-of-use assets	收購租賃土地及樓宇包括使用權資產	**(18,662)**	–
Prepayments for renovation of office premises	裝修辦公室場地之預付款	**(3,517)**	–
Interest received	已收利息	**25**	239
Net cash used in investing activities	**投資活動所用現金淨額**	**(25,024)**	(17,789)
CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	**融資活動所得╱(所用)現金流量**		
Proceeds from rights issue, net of expenses	供股所籌得資金，淨除費用	**236,697**	–
Proceeds from other borrowings	其他借貸實得款項	**173,407**	89,999
Repayment of other borrowings	其他借貸還款	**(209,520)**	(173,094)
Repayment to shareholder	向股東還款	**–**	(749)
Interest paid	已付利息	**(7,550)**	(24,513)
Payment of lease liabilities	租賃負債付款	**(843)**	(802)
Net cash from/(used in) financing activities	**融資活動所得╱(所用)現金淨額**	**192,191**	(109,159)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**現金及等同現金增加╱(減少)淨額**	**257,074**	(9,601)
Cash and cash equivalents at beginning of year	年初之現金及等同現金	**34,346**	45,203
Effect on exchange rate changes	匯率變動之影響	**3,738**	(1,256)
Cash and cash equivalents at end of year	**年終之現金及等同現金**	**295,158**	34,346
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	**現金及等同現金之結餘分析**		
Cash and bank balances	現金及銀行結餘	**295,158**	34,346

1. GENERAL INFORMATION

China Energy Development Holdings Limited (the "**Company**") was incorporated on 4 April 2001 as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands. Its principal place of business is located at Office J, 29/F, Plaza 88, No.88 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**SEHK**") with effect from 18 February 2002.

The principal activity of the Company is investment holding. The Company, through its subsidiaries (collectively referred to as the "**Group**"), is principally engaged in (i) oil and gas exploration; and (ii) distribution of natural gas.

The immediate holding company of the Company is Alpha Eagle Limited. In the opinion of the directors of the Company (the "**Directors**"), as at the date of issue of these consolidated financial statements, Xinjiang Xintai Natural Gas Co., Ltd. ("**XTRQ**"), a company incorporated in the People's Republic of China, is the ultimate holding company of the Company.

2. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2024 consolidated financial statements.

In the current year, the Group has adopted the following revised HKFRS Accounting Standard issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") that is relevant to the Group and effective for its accounting year beginning on 1 January 2025.

Amendments to Hong Kong Accounting Standard ("**HKAS**") 21	Lack of Exchangeability

1. 一般資料

中國能源開發控股有限公司(「**本公司**」)於二零零一年四月四日根據開曼群島公司法於開曼群島註冊成立為受豁免有限公司。註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands。主要營業地點位於香港新界荃灣楊屋道88號荃灣88廣場二十九樓J室。

本公司股份由二零零二年二月十八日起於香港聯合交易所有限公司(「**聯交所**」)主板上市。

本公司之主要業務為投資控股。本公司及附屬公司(統稱為「**本集團**」)透過其附屬公司主要從事(i)油氣勘探;及(ii)天然氣分銷。

本公司之直接控股公司為佳鷹有限公司。依本公司董事(「**董事**」)之意見,截至本綜合財務報表刊發之日,新疆鑫泰天然氣股份有限公司(「**新天然氣**」),一家在中華人民共和國註冊成立的公司,為本公司之最終控股公司。

2. 採納新訂及經修訂香港財務報告準則

此綜合財務報表是依照與二零二四年綜合財務報表所採用之會計政策一致的基礎編製。

於本年度,本集團已採納香港會計師公會(「**香港會計師公會**」)所頒佈與其業務相關,並於二零二五年一月一日開始之會計年度生效之經修訂香港財務報告準則。

香港會計準則(「**香港會計準則**」)第21號修訂	缺乏可兑換性

2. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS *(Continued)*

Amendments to HKAS 21: Lack of Exchangeability

The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRS Accounting Standards that are not yet effective for the current year, which the Group has not early adopted.

Amendments to Hong Kong Financial Reporting Standard ("**HKFRS**") 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Annual Improvements to HKFRS Accounting Standards	Volume 11[1]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[1]
HKFRS 18	Presentation and Disclosure in Financial Statements[2]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to HKAS 21	Translation to Hyperinflationary Presentation Currency[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

2. 採納新訂及經修訂香港財務報告準則*(續)*

香港會計準則第21號：缺乏可兌換性

修訂要求企業在評估某一貨幣是否可兌換為另一貨幣時，採用一致的方法；若不可兌換，則需確定應使用的匯率以及應提供的披露。

採納該修訂並未對綜合財務報表產生任何重大影響。

截至本綜合財務報表獲授權之日，香港會計師公會已發佈以下尚未於本年度生效的新訂／修訂香港財務報告準則，本集團並未提前採用：

香港財務報告準則(「**香港財務報告準則**」)第9號及香港財務報告準則第7號之修訂	金融工具的分類及計量[1]
香港財務報告準則會計準則年度改進	第11冊[1]
香港財務報告準則第9號及香港財務報告準則第7號之修訂	涉及自然依賴型電力之合約[1]
香港財務報告準則第18號	財務報表之列報及披露[2]
香港財務報告準則第19號	無公共責任之附屬公司：披露[2]
香港會計準則第21號之修訂	高通貨膨脹列報貨幣之換算[2]
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之資產出售或投入[3]

2. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS *(Continued)*

(1) Effective for annual periods beginning on or after 1 January 2026

(2) Effective for annual periods beginning on or after 1 January 2027

(3) The effective date to be determined

The application of HKFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows and disclosures in the future financial statements.

Excepted as described above, the directors do not anticipate that the adoption of the new and amendments HKFRS Accounting Standards in future periods will have any material impact on the results of the Group.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards which collective term includes all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**"), Hong Kong Accounting Standards ("**HKAS**") and interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong, accounting principles generally accepted in Hong Kong and the applicable disclosure required by the Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of Rules Governing the Main Board Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Main Board Listing Rules**").

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2. 採納新訂及經修訂香港財務報告準則*(續)*

(1) 自二零二六年一月一日或之後開始之年度期間生效

(2) 自二零二七年一月一日或之後開始之年度期間生效

(3) 生效日期有待確定

採用香港財務報告準則第18號預期不會對本集團之財務狀況造成重大影響，但預期將影響合併損益及其他全面收益表、合併現金流量表之列報，以及未來財務報表之披露。

除上述所述外，董事並不預期未來期間採納新訂及修訂之香港財務報告準則會對本集團之業績造成任何重大影響。

3. 編製基準

(a) 合規聲明

綜合財務報表已根據香港財務報告準則會計準則編製，其中亦包括香港會計師公會頒佈之香港財務報告準則(「**香港財務報告準則**」)、香港會計準則(「**香港會計準則**」)及詮釋、香港公認會計原則、香港公司條例之適用披露規定及香港聯合交易所有限公司證券主板上市規則(「**主板上市規則**」)之適用披露條文。

除非另有註明，所有金額均已整頓為至最接近的千位。

3. BASIS OF PREPARATION *(Continued)*

(a) Statement of compliance *(Continued)*

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures mode. 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 of making 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 assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

Judgements made by management in the application of HKFRS Accounting Standards that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustments in the next year are discussed in Note 5 to the consolidated financial statements.

(b) Basis of measurement

(i) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss, which are measured at fair value as explained in the accounting policies set out below.

3. 編製基準*(續)*

(a) 合規聲明*(續)*

編製符合香港財務報告準則之綜合財務報表需要管理層作出會影響政策應用及所呈報資產、負債、收入及支出之金額之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及於有關情況下認為屬合理之各種其他因素而作出，其結果構成於無法依循其他途徑輕易得知資產及負債賬面值時所作出判斷之基礎。實際結果可能與該等估計有所不同。各項估計及假設會持續獲審閱。倘會計估計之修訂僅影響某一年度，其影響將會於修訂估計之年度內確認；或倘修訂對本年度及未來年度均有影響，則於作出修訂之年度及未來年度確認。

管理層於應用香港財務報告準則時作出對綜合財務報表有重大影響的判斷，以及有極高風險於未來年度作出重大調整的估計，兩者均於綜合財務報表附註5中討論。

(b) 計量基準及持續經營假設

(i) 計量基準

綜合財務報表乃根據歷史成本基準編製，惟按公平價值計入損益之金融資產除外。

4. PRINCIPAL ACCOUNTING POLICIES

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

(a) Consolidation

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

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

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

4. 重要會計政策

編製該等綜合財務報表時所應用之重要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權之實體。若本集團具有承擔或享有參與有關實體所得之可變回報之風險或權利，並能透過其在該實體之權力影響該等回報，則本集團對該實體具有控制權。當本集團有現行權利使其現時可主導相關活動(即對該實體之回報影響極大之活動)時，則本集團對該實體擁有權力。

於評估控制權時，本集團會考慮其本身之潛在投票權及其他各方所持有之潛在投票權，以釐定其是否擁有控制權。潛在投票權僅於持有人實際具有行使該項權利之能力時方予考慮。

當事實及情況顯示控制要素之一或多個發生變化時，本集團會重新評估其是否對被投資方具有控制權。

在本公司於附註中呈列之財務狀況表中，對附屬公司的投資以成本減去減值損失列示。若投資的帳面金額高於其可收回金額，則按個別基礎將其減至可收回金額。本公司按已收或應收股利之基礎入賬附屬公司之業績。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(a) Consolidation *(Continued)*

The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

4. 重要會計政策 *(續)*

(a) 綜合賬目 *(續)*

附屬公司之業績自本集團取得控制權之日起納入合併，直至該控制權終止之日止。

本集團於附屬公司之持股比例變動但未導致失去控制權者，按權益交易處理。控股及非控股權益之帳面金額會調整，以反映其在附屬公司相對權益之變動。非控股權益調整金額與所支付或收取對價之公允價值之差額，直接在權益中確認，並歸屬於本公司擁有人。

當本集團失去對附屬公司之控制權時，處分之損益計算方式為：(i)控制權喪失當日所收取之對價公允價值與任何保留權益之公允價值之總和，與(ii)附屬公司之資產(包括商譽)、負債及非控股權益之帳面金額之差額。先前於其他全面收益中確認、且與已處分附屬公司相關之金額，須依照母公司直接處分相關資產或負債時所需之基礎進行會計處理。對前附屬公司所保留之投資，以及前附屬公司所欠或應收之金額，於控制權喪失之日起，將按金融資產、聯營公司、合營企業或其他適當方式入賬。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(a) Consolidation *(Continued)*

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

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

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

The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRS Accounting Standards.

4. 重要會計政策*（續）*

(a) 綜合賬目*（續）*

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出修訂，以確保與本集團採納之政策一致。

非控股權益是指並非由本公司直接或間接應佔之附屬公司之權益。非控股權益在綜合財務狀況表及綜合權益變動表項下之權益呈列。非控股權益於綜合損益及其他全面收益表呈列為本公司非控股股東及擁有人之間之年度損益及全面收益總額分配。

即使導致非控股權益出現虧拙結餘，溢利或虧損及其他全面收益的各組成部分均歸屬於本公司擁有人及非控股股東。

在被收購方中，屬於現有所有權權益且於清算時賦予持有人按比例分享被收購方淨資產之非控股權益，初始計量時可選擇以公允價值，或以現有所有權工具在被收購方可辨認淨資產已確認金額中的比例份額計量。此計量基礎之選擇需按每一收購個案作出。其他類型之非控股權益，除非香港財務報告準則另有要求，否則初始計量時以公允價值計量。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(b) Joint arrangement

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

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

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

4. 重要會計政策*（續）*

(b) 聯合安排

聯合安排指一項由兩名或以上的參與方共同控制之安排。共同控制為按合約協定分佔控制權之安排，其僅於相關活動決策必須獲分佔控制權之人士一致同意方會存在。有關活動為可對安排回報造成重大影響之活動。於評估共同控制權時，本集團會考慮其本身之潛在投票權及其他各方所持有之潛在投票權，以釐定其是否擁有共同控制權。潛在投票權僅於持有人實際具有行使該項權利之能力時方予考慮。

聯合安排可分為共同經營及合營公司。共同經營為一項聯合安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產及有責任分擔有關安排之負債。合營公司為一項聯合安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產淨值。

就本集團於共同經營之權益而言，本集團於綜合財務報表中按照適用於特定資產、負債、收益及開支的香港財務報告準則，確認其資產（包括其應佔共同持有之任何資產）、其負債（包括其應佔共同產生之任何負債）、其分佔銷售共同經營產出之收益，以及其開支（包括其應佔共同產生之任何開支）。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(b) Joint arrangement *(Continued)*

When a group entity transacts with a joint operation in which the group entity is a joint operator, such as a sale or contribution of assets, the Group is considered to be conducting the transaction with the other parties to the joint operation, and gain and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation. When such transactions provide evidence of a reduction in the net realisable value of the assets to be sold or contributed to the joint operation, or of an impairment loss of those assets, those losses are recognised fully by the group entity.

When a group entity transacts with a joint operation in which the group entity is a joint operator, such as a purchase of assets, the Group does not recognise its share of the gains and losses until it resells those assets to a third party. When such transactions provide evidence of a reduction in the net realisable value of the assets to be purchased or of an impairment loss of those assets, the group entity recognises its share of those losses.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Hong Kong Dollars, which is the Group's presentation currency. The Company's functional currency is Hong Kong Dollars. The functional currency of the principal operating subsidiaries of the Group is Renminbi ("**RMB**"). The Directors consider that choosing Hong Kong Dollars as the presentation currency best suits the needs of the shareholders and investors.

4. 重要會計政策 *(續)*

(b) 聯合安排 *(續)*

當本集團成員與其為共同經營者之共同經營進行交易(例如資產出售或投入)時，該交易視為與共同經營之其他參與方進行，因交易產生之損益僅在綜合財務報表中按其他參與方於共同經營之權益比例確認。若該等交易顯示擬出售或投入至共同經營之資產可變現淨值下降，或該資產發生減值損失，則本集團成員須全額確認該等損失。

當本集團成員與其為共同經營者之共同經營進行交易(例如資產購買)時，本集團不會在轉售該資產予第三方之前確認其所佔損益。若該等交易顯示擬購買資產之可變現淨值下降，或該資產發生減值損失，本集團成員須確認其所佔該等損失。

(c) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所列項目均以該實體營運所在主要經濟環境之貨幣(「**功能貨幣**」)計量。綜合財務報表以港元呈列，港元為本集團之呈列貨幣。本公司之功能貨幣為港幣。本集團主要經營附屬公司的功能貨幣為人民幣(「**人民幣**」)。董事認為選擇港元作為呈列貨幣最為適合股東及投資者的需要。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(c) Foreign currency translation *(Continued)*

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

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

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

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

4. 重要會計政策 *（續）*

(c) 外幣換算 *（續）*

(ii) 各實體財務報表之交易及結餘

外幣交易乃於初步確認時按交易日期之現行匯率換算為功能貨幣。以外幣計值的貨幣資產及負債按各報告期末的匯率換算。因該換算政策而產生之盈虧於損益確認。因結算以外幣計價之交易而產生的外匯收益或損失，應在損益中確認。

以外幣列值並按公平價值計量之非貨幣項目根據公平價值釐定當日之匯率換算。

倘非貨幣項目之盈虧於其他全面收益確認，則該盈虧之任何匯兑部分於其他全面收益確認。倘非貨幣項目之盈虧於損益確認時，則該盈虧之任何匯兑部份於損益確認。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(c) Foreign currency translation *(Continued)*

(iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates; and
- All resulting exchange differences are recognised in the translation reserve.

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

(d) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

4. 重要會計政策*（續）*

(c) 外幣換算*（續）*

(iii) 綜合賬目換算

功能貨幣不同於本公司呈列貨幣之所有本集團實體均按以下方式將其業績及財務狀況換算為以本公司呈列貨幣列賬：

- 於各財務狀況表呈列之資產及負債按財務狀況表當日之收市匯率換算；
- 收入及支出按平均匯率換算；及
- 所有因此而產生之匯兑差額均於外幣換算儲備確認。

於綜合賬目時，換算於海外實體之投資淨額及借貸而產生之匯兑差額，均於外幣換算儲備確認。當出售海外業務時，有關匯兑差額乃於綜合損益確認為出售收益或虧損之一部份。

(d) 物業、廠房及設備

物業、廠房及設備（在建工程除外）按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何將資產帶往其工作環境及地點作其擬定用途之直接應佔成本。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(d) Property, plant and equipment *(Continued)*

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less accumulated impairment losses of property, plant and equipment and after taken into account their residual values over the estimated useful lives on a straight-line basis. Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis and depreciated separately:

Leasehold land and buildings	38 years
Leasehold improvements	3–6 years or over the term of the lease; if shorter
Furniture and fixtures	3–8 years
Motor vehicles	6–10 years
Natural gas pipeline	10 years
Oil properties	Over the units of productions

Construction in progress represents buildings under construction and plant and machinery pending for installation, and is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the year of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

4. 重要會計政策*(續)*

(d) 物業、廠房及設備*(續)*

其後成本僅在與項目有關的未來經濟利益可能流入本集團且項目成本能可靠計量情況下，方會計入資產的賬面值或確認為另一項資產（如適用）。所有其他維修保養費用在產生的年度內計入損益。

物業、廠房及設備按直線法於估計可使用年期內使用足以撇銷其成本減剩餘價值之比率計算折舊。若一項物業、廠房及設備的部分具有不同的使用年限，則該項資產的成本或估值須以合理方式分攤，並分別計提折舊如下：

租賃土地及樓宇	38年
租賃物業裝修	3至6年或按租期（以較短者為準）
傢俬及裝置	3至8年
汽車	6至10年
天然氣管道	10年
石油物業	按生產單位

在建工程指在建樓宇及尚待安裝之廠房及機器，其按成本減去任何減值虧損列賬而不作折舊。成本包括於工程年內之建築工程之直接成本及有關借入資金之資本化借貸成本。在建工程於完成及可使用時重新歸類為物業、廠房及設備之適用類別。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(d) Property, plant and equipment *(Continued)*

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

(e) Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Costs directly associated with an exploratory wells (drilling cost and others) are capitalised pending a determination of whether sufficient quantities of potentially economic gas reserves have been discovered. If it is determined that commercial discovery has not been achieved, these costs are charged to profit or loss in the year in which the item is derecognised.

Expenditure incurred in the preliminary exploration stage are written off as expense as incurred.

When the technical feasibility and commercial viability of extracting natural resources become demonstrable, relevant previously recognised exploration and evaluation assets are reclassified as oil properties under property, plant and equipment. These assets are assessed for impairment before reclassification.

(f) Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

4. 重要會計政策*(續)*

(d) 物業、廠房及設備*(續)*

任何一項物業、廠房及設備在處置時，或在預期不再能從持續使用該資產中獲得未來經濟效益時，應予以終止確認。物業、廠房及設備的處置損益，由出售淨收入與相關資產帳面金額之差額所構成，並於該資產終止確認的年度列入損益。

(e) 勘探及評估資產

於初次確認時，勘探及評估資產均以成本確認。於初次確認後，勘探及評估資產均以成本減任何累計減值虧損列賬。勘探井之直接相關成本(鑽探成本及其他)將予資本化，以待釐定是否發現充足具潛在經濟效益之氣儲量。倘確定所發現的儲量並不具商業效益，該等成本將於損益扣除。

勘探初期產生的開支將於產生時作為開支撇銷。

當證實開採天然資源在技術上及商業上均屬可行，則先前確認之相關勘探及評估資產將重新分類為物業、廠房及設備項下之天然氣資產。此等資產會在重新分類前進行減值評估。

(f) 租賃

本集團於合約開始時評估該合約是否為租賃或包含租賃。若合約在一段時間內以對價交換，賦予本集團控制使用特定資產之權利，則該合約即為租賃或包含租賃。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(f) Leases *(Continued)*

The Group as lessee

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, 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.

4. 重要會計政策*（續）*

(f) 租賃*（續）*

本集團作為承租人

本集團選擇不將非租賃組成部分與租賃組成部分分開，而是將每一租賃組成部分及其相關非租賃組成部分作為單一租賃組成部分入賬。

本集團將租賃合約中的每一租賃組成部分分別作為租賃入賬，並根據各租賃組成部分之相對獨立價格分攤合約中的對價。

本集團需支付但未形成獨立組成部分的金額，視為合約中已單獨識別組成部分之總對價的一部分。

本集團於租賃開始日確認使用權資產及租賃負債。

使用權資產初始按成本計量，該成本包括：

(a) 租賃負債之初始計量金額；

(b) 租賃開始日或之前已支付之租賃款項，扣除已收取之租賃優惠；

(c) 本集團發生之任何初始直接成本；以及

(d) 本集團預計為拆卸及移除標的資產、復原其所在地或將標的資產恢復至租賃條款要求之狀況所需之成本（除非該等成本係為生產存貨而發生）。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(f) Leases *(Continued)*

The Group as lessee *(Continued)*

Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Leasehold properties	24 years
Office premises	2–10 years
Motor vehicles	2–3 years

Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;

(b) variable lease payments that depend on an index or a rate;

(c) amounts expected to be payable under residual value guarantees;

4. 重要會計政策 *(續)*

(f) 租賃 *(續)*

本集團作為承租人 *(續)*

使用權資產折舊按於資產可使用年期及租期兩者中之較短者以直線法撇銷其成本之比率計算。主要年度比率如下：

租賃物業	24年
辦公室場地	2至10年
汽車	2至3年

使用權資產乃按成本（包括初次計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本）計量。

納入租賃負債計量之租賃付款包括在租賃期內為使用標的資產而需支付、但未於租賃開始日支付的以下款項：

(a) 固定付款（包括實質上屬固定付款），扣除可收取之任何租賃優惠；

(b) 依指數或利率變動而定之可變租賃付款；

(c) 預期需支付之剩餘價值擔保金額；

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(f) Leases *(Continued)*

The Group as lessee *(Continued)*

(d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

(e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

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

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

4. 重要會計政策*（續）*

(f) 租賃*（續）*

本集團作為承租人*（續）*

(d) 若本集團極有把握行使購買選擇權，則需支付之行使價；以及

(e) 若租賃期反映本集團行使終止租賃選擇權，則需支付之終止租賃罰款。

租賃付款須以租賃中隱含利率折現；若該利率不易確定，則以本集團之增量借款利率折現。每期租賃付款在租賃負債與財務費用之間分攤。財務費用於租賃期內計入損益，以確保在租賃負債剩餘餘額上產生固定的定期利率。

與短期租賃及低價值資產租賃有關的付款於租期內按直線基準於損益確認為開支。短期租賃為初始租期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

當租賃付款因租賃期變動或重新評估本集團是否極有把握行使購買選擇權而發生變化時，租賃負債須以修訂後之折現率重新計量。

當剩餘價值擔保、實質上屬固定之租賃付款，或因指數或利率（浮動利率除外）變動而導致未來租賃付款發生變化時，租賃負債須以原折現率重新計量。若未來租賃付款因浮動利率變動而改變，本集團須以修訂後之折現率重新計量租賃負債。

本集團將租賃負債重新計量之金額確認為使用權資產之調整。若使用權資產之帳面金額已減至零，且租賃負債之計量仍有進一步減少，本集團須將剩餘金額直接計入損益。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(g) Intangible assets

Acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.

The interests in petroleum production sharing contracts were amortised on unit of production method.

(h) Recognition and derecognition of financial instruments

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis. Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income ("**Mandatory FVOCI**"); (iii) equity investment measured at fair value through other comprehensive income ("**Designated FVOCI**"); or (iv) measured at fair value through profit or loss ("**FVPL**").

4. 重要會計政策*(續)*

(g) 無形資產

已收購無形資產

獨立收購之無形資產於初次確認時按成本計量。於業務合併中所收購無形資產之成本為收購日期之公平價值。無形資產之可使用年期被評估為有限或無限。具有限可使用年期之無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時進行減值評估。具有限可使用年期之無形資產之攤銷期及攤銷方法至少於各財政年度末檢討一次。具無限可使用年期之無形資產按成本減累計減值虧損列賬。

石油產量分成合約之權益按單位產量法進行攤銷。

(h) 確認及終止確認金融工具

金融資產僅於本集團成為該工具合約條款之一方時確認，並以交易日基礎入賬。金融負債亦僅於本集團成為該工具合約條款之一方時確認。

金融資產於初始確認時分類如下：(i)以攤銷成本計量；(ii)債務投資以其他全面收益公允價值計量(「**強制性以其他全面收益公允價值**」)；(iii)權益投資以其他全面收益公允價值計量(「**指定以其他全面收益公允價值**」)；或(iv)以損益公允價值計量(「**損益公允價值**」)。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(h) Recognition and derecognition of financial instruments *(Continued)*

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model (the "**reclassification date**").

Derivatives embedded in a hybrid contract in which a host is an asset within the scope of HKFRS 9 are not separated from the host. Instead, the entire hybrid contract is assessed for classification.

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

4. 重要會計政策*(續)*

(h) 確認及終止確認金融工具*(續)*

金融資產於初始確認時之分類，取決於本集團管理金融資產之業務模式，以及該金融資產合約現金流量特徵。金融資產在初始確認後不會重新分類，除非本集團改變其管理金融資產之業務模式；在此情況下，所有受影響之金融資產須於業務模式變更後首個年度報告期之首日(「**重新分類日**」)重新分類。

若混合合約中包含衍生工具，且其主體屬於香港財務報告準則第9號範疇內之資產，則該衍生工具不會自主體分離，而是將整個混合合約一併進行分類評估。

倘從資產收取現金流量之合約權利屆滿；本集團轉移資產擁有權的絕大部分風險及回報；或本集團既無轉移亦無保留資產擁有權的絕大部分風險及回報，惟並無保留對資產的控制權，則終止確認金融資產。於終止確認金融資產時，資產賬面值與所收取代價金額之間的差額於損益中確認。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(h) Recognition and derecognition of financial instruments *(Continued)*

Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

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.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

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

(i) Financial assets

Financial assets (except for accounts receivables without a significant finance component) are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

4. 重要會計政策 *(續)*

(h) 確認及終止確認金融工具 *(續)*

因減值、終止確認或攤銷過程所產生之損益，均於損益中確認。

若本集團保留已轉讓金融資產所有權之絕大部分風險及報酬，則本集團繼續確認該金融資產。

若本集團既未轉讓亦未保留所有權之絕大部分風險及報酬，但仍持續控制已轉讓資產，則本集團按其持續涉入程度確認該金融資產，並就可能需支付之金額確認相應負債。

當相關合約中規定之義務解除、取消或到期時，便會終止確認該項金融負債。已終止確認金融負債之賬面值與已付代價之差額於損益中確認。

(i) 金融資產

金融資產（不包括不具重大融資成分之應收賬款）於初始確認時，按公允價值加上可直接歸屬之交易成本入賬；惟若屬以損益公允價值計量之投資，則不包括交易成本。直接歸屬於取得以損益公允價值計量投資之交易成本，須即時於損益中確認。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(i) Financial assets *(Continued)*

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

– Financial assets at amortised cost; and

– Financial assets at FVPL.

(i) Financial assets at amortised cost

Financial assets (including accounts and other receivables) are classified under this category if they satisfy both of the following conditions and is not designated as at FVPL:

– the assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

– the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

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.

4. 重要會計政策 *(續)*

(i) 金融資產 *(續)*

本集團之金融資產乃按下列類別分類：

— 按攤銷成本列賬之金融資產；及

— 按公平價值計入損益之金融資產。

(i) 攤銷成本之金融資產

倘金融資產（包括貿易及其他應收款項）同時符合以下條件並非指定為按公平價值計算，則分類至此類別：

— 有關資產以旨在通過持有資產收取合約現金流量之業務模式所持有；及

— 有關資產之合約條款使於特定日期產生僅為支付本金及未償還本金之利息之現金流量。

該等金融資產其後採用實際利率法按攤銷成本減預期信貸虧損之虧損撥備計量。源自減值、終止確認或攤銷過程的收益和損失，均在損益中確認。

如果集團保留了已轉讓金融資產所有權的大部分風險和報酬，則集團仍繼續確認該金融資產。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(i) Financial assets *(Continued)*

(i) Financial assets at amortised cost (Continued)

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

(ii) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

4. 重要會計政策*(續)*

(i) 金融資產*(續)*

(i) 攤銷成本之金融資產(續)

如果集團既未轉讓亦未保留金融資產所有權的大部分風險和報酬，並且仍然控制該已轉讓資產，則集團會在其持續涉入的範圍內確認該金融資產，同時就可能須支付的金額確認相應的負債。

(ii) 按公平價值計入損益之金融資產

這些投資包括並非以攤銷成本或透過其他全面收益按公允價值計量的金融資產，其中包括持作交易的金融資產、於初始確認時指定為按公允價值計入損益的金融資產、因企業合併中或有對價安排而產生並適用於香港財務報告準則第3號的金融資產，以及其他必須按公允價值計入損益的金融資產。此類金融資產以公允價值列帳，任何由此產生的收益或損失均在損益中確認，但不包括金融資產所產生的股息或利息收入。股息或利息收入會與公允價值的收益或損失分開列示。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(i) Financial assets *(Continued)*

(ii) Financial assets at FVPL (Continued)

A financial asset is classified as held for trading if it is:

(i) acquired principally for the purpose of selling it in the near term;

(ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or

(iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

4. 重要會計政策*（續）*

(i) 金融資產*（續）*

(ii) 按公平價值計入損益之金融資產（續）

金融資產若符合以下情況之一，則分類為持作交易：

(i) 主要是為在短期內出售而取得；

(ii) 屬於一組已識別的金融工具組合的一部分，該組合被共同管理，並且在初始確認時有近期實際短期獲利模式的證據；或

(iii) 屬於衍生工具，但並非金融擔保合約，亦非指定且有效的套期工具。

倘金融資產並不符合按攤銷成本計量的條件及按公平價值計入其他全面收益之債務投資的條件，則分類至此類別，除非本集團於初次確認時將並非持作買賣的股本投資指定為按公平價值計入其他全面收益。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses ("**ECL**") on financial assets that are measured at amortised cost. ECL are the weighted average estimate of credit losses with the respective risks of a default occurring as the weights.

Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

(i) Measurement of ECL

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重要會計政策*（續）*

(j) 預期信貸虧損之虧損撥備

本集團就按攤銷成本列賬之金融資產的預期信貸虧損（「**預期信貸虧損**」）確認虧損撥備。預期信貸虧損為信貸虧損的加權平均數，並以發生違約的相關風險作為加權數值。

除以下所述的特定處理外，於每個報告日，若金融資產的信用風險自初始確認以來已顯著增加，集團須按等同於該金融資產整個存續期的預期信貸虧損金額計量減值準備。若金融資產的信用風險自初始確認以來並未顯著增加，則集團須按等同於12個月預期信貸虧損的金額計量減值準備。

(i) 預期信貸虧損的計量

對金融資產而言，信貸虧損是指合約下企業應收的合約現金流量與企業預期可收取的現金流量之間差額的現值。

存續期預期信貸虧損代表在金融工具的預期存續期內所有可能違約事件所導致的預期信貸虧損；而12個月預期信貸虧損則代表在報告日後12個月內可能發生的違約事件所導致的存續期預期信貸虧損的一部分。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(i) ***Measurement of ECL*** *(Continued)*

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

(i) past due information

(ii) nature of instrument

(iii) nature of collateral

(iv) industry of debtors

(v) geographical location of debtors

(vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

4. 重要會計政策*（續）*

(j) 預期信貸虧損之虧損撥備*（續）*

(i) ***預期信貸虧損的計量***（續）

當以集合方式計量預期信貸虧損時，金融工具會根據以下一項或多項共同的信用風險特徵進行分組：

(i) 逾期資訊

(ii) 工具的性質

(iii) 抵押品的性質

(iv) 債務人的行業

(v) 債務人的地理位置

(vi) 外部信用風險評級

減值準備會在每個報告日重新計量，以反映自初始確認以來金融工具的信用風險及虧損的變化。由此產生的減值準備變動，會作為損益中的減值收益或損失予以確認，並相應調整該金融工具的帳面金額。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

(i) 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); or

(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重要會計政策*（續）*

(j) 預期信貸虧損的減值準備 *（續）*

(ii) 違約的定義

集團在內部信用風險管理中，認為以下情況構成違約事件，因為根據歷史經驗顯示，若金融工具未能符合以下任何準則，集團可能無法全數收取尚未支付的合約金額：

(i) 內部制定或外部來源取得的資訊顯示，債務人極可能無法全額償付其債權人（包括集團），而不考慮集團持有的任何抵押品；或

(ii) 交易對手違反財務契約。

不論上述分析如何，集團認為當金融資產逾期超過90天時，即已發生違約，除非集團有合理且可支持的資訊顯示，採用更寬鬆的違約準則更為適當。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(iii) Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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 in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

4. 重要會計政策（續）

(j) 預期信貸虧損的減值準備（續）

(iii) 信用風險顯著增加的評估

在評估金融工具的信用風險自初始確認以來是否已顯著增加時，集團會比較該金融工具於報告日的違約風險與初始確認日的違約風險。於進行此評估時，集團會考慮合理且可支持的定量及定性資訊，包括歷史經驗及在不需付出過多成本或努力下可取得的前瞻性資訊。特別是，以下資訊會納入評估：

- 債務人未能於到期日支付本金或利息；
- 金融工具的外部或內部信用評級（如有）出現實際或預期的重大惡化；
- 債務人的營運成果出現實際或預期的重大惡化；及
- 技術、市場、經濟或法律環境的實際或預期變化，已對或可能對債務人履行其對集團的義務能力造成重大不利影響。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(iii) Assessment of significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due, except for the receivables due from China National Petroleum Corporation ("**CNPC**") for which the Group has reasonable and supportable information to demonstrate that previous non-payments were not resulting from financial difficulty of the borrower, or that there is no correlation between significant increases in the risk of a default occurring and financial assets on which payments are more than 30 days past due, but that evidence does identify such a correlation when payments are more than 60 days past due.

(iv) Low credit risk

A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;

(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

4. 重要會計政策*（續）*

(j) 預期信貸虧損的減值準備（續）

(iii) 信用風險顯著增加的評估（續）

不論上述評估結果如何，集團假定金融工具的信用風險自初始確認以來已顯著增加，若合約付款逾期超過30天。但對於中國石油集團有限公司（「**中石油集團**」）的應收款項，集團有合理且可支持的資訊顯示，過往未付款並非因借款人財務困難所致，或付款逾期超過30天的金融資產與違約風險顯著增加之間並無相關性；然而，當付款逾期超過60天時，證據顯示存在此相關性。

(iv) 低信用風險

若金融工具符合以下條件，則被認定為具有低信用風險：

(i) 其違約風險較低；

(ii) 借款人具備強大的能力在短期內履行其合約現金流量義務；以及

(iii) 長期而言，經濟及業務狀況的不利變化可能會降低，但不一定會削弱借款人履行其合約現金流量義務的能力。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(v) Simplified approach of ECL

For accounts receivables, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(vi) Credit-impaired financial asset

A financial asset is credit-impaired when one or more events 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 include observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower.

(b) a breach of contract, such as a default or past due event.

(c) 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.

4. 重要會計政策*（續）*

(j) 預期信貸虧損的減值準備 *（續）*

(v) 簡化方法計量預期信貸虧損

對於應收賬款，集團採用簡化方法計算預期信貸虧損。集團於每個報告日均按整個存續期的預期信貸虧損確認減值準備，並建立一個基於其歷史信貸虧損經驗的撥備矩陣，並根據債務人及經濟環境的前瞻性因素進行調整。

(vi) 信用減值金融資產

當一項或多項事件已發生，並對該金融資產的估計未來現金流量造成不利影響時，該金融資產即被視為信用減值。顯示金融資產已信用減值的證據包括以下事件的可觀察數據：

(a) 發行人或借款人出現重大財務困難；

(b) 發生合約違約，例如違約或逾期事件；

(c) 借款人的貸方因借款人財務困難而基於經濟或合約原因，向借款人提供了原本不會考慮的讓步。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(j) Loss allowances for expected credit losses *(Continued)*

(vi) Credit-impaired financial asset (Continued)

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

(vii) Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

4. 重要會計政策*（續）*

(j) 預期信貸虧損的減值準備（續）

(vi) 信用減值金融資產（續）

(d) 借款人極有可能進入破產或其他財務重組；

(e) 因財務困難導致該金融資產的活躍市場消失；

(f) 以大幅折扣購買或初始確認的金融資產，該折扣反映了已發生的信貸虧損。

(vii) 銷帳

當集團對金融資產的合約現金流量（全部或部分）不再有合理的回收預期時，集團會將該金融資產予以銷帳。根據類似資產的歷史回收經驗，集團預期對已銷帳金額不會有重大回收。然而，已銷帳的金融資產仍可能根據集團的追收程序進行執行行動，並在適當情況下考慮法律意見。任何後續回收均在損益中確認。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(k) Cash and cash equivalents

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

(l) Convertible notes

Convertible notes which entitle the holder to convert the notes into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt; and this amount is carried as a long-term liability on the amortised cost basis until extinguished on conversion or redemption. The fair value of any derivative features embedded in the compound instruments is included in the liability component.

The difference between the proceeds of issue of the convertible notes and the fair values assigned to the liability component, representing the embedded option for the holder to convert the notes into equity of the Company, is included in equity as convertible note reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

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

4. 重要會計政策*(續)*

(k) 現金及等同現金

就綜合現金流量表而言，現金及等同現金指銀行及手頭現金、存放於銀行及其他財務機構之活期存款以及具高流通性的短期投資，該等投資可隨時轉換為已知金額的現金，且價值變動風險不大。應按要求償還且構成本集團現金管理一部分之銀行透支亦計作現金及等同現金之組成部分。

(l) 可換股票據

賦予持有人權利按固定兌換價將票據兌換為固定數目股本工具的可換股票據被視為由負債及權益部分組成的複合工具。於發行日期，負債部分的公平價值乃按類似不可轉換債務的現行市場利率估計。嵌入複合工具當中的任何衍生工具的公平價值計入負債部分。

發行可換股票據的所得款項與撥往負債部分的公平價值(代表讓持有人將票據轉換為本公司權益的嵌入式期權)的差額計入權益內作為資本儲備。負債部分乃採用實際利率法按攤銷成本列賬為負債，直至獲兌換或贖回時撇銷為止。衍生工具部分乃按公平價值計量，收益及虧損於損益確認。

倘本公司所收取的可識別代價看似低於已發行可換股票據的公平價值，則本公司以已發行可換股票據公平價值與已收取可識別代價公平價值之間的差額，計量已收取(將收取)不可識別服務，而有關差額於損益確認。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(l) Convertible notes *(Continued)*

Issue costs are apportioned between the liability and equity components of the convertible notes based on the allocation of proceeds to the liability and equity components when the instruments are first recognised. Transaction costs are apportioned between the liability and equity components of the convertible notes based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

(m) Financial liabilities and equity instruments

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

(n) Borrowings and amount due to a shareholder

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

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

(o) Other payables and accruals

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

4. 重要會計政策*（續）*

(l) 可換股票據*（續）*

交易成本乃根據可換股票據於發行日期的相關賬面值按比例在負債及權益部分之間分配。與權益部分有關的部分直接自權益扣除。交易成本在可轉換債券的負債與權益組成部分之間，依照其於發行日的相對帳面金額進行分攤。與權益組成部分相關的部分，直接計入權益。

(m) 金融負債及股本工具

金融負債及股本工具根據所訂立的合約安排內容及香港財務報告準則項下有關金融負債及股本工具的定義予以分類。股本工具為任何可證明本集團資產於扣除所有負債後之剩餘權益的合約。就特定金融負債及股本工具採納的會計政策載列如下。

(n) 借貸及應付一名股東款項

借貸及應付一名股東款項初步按公平價值扣除所產生交易成本確認，並於其後採用實際利率法按攤銷成本計量。

除非本集團擁有無條件權利可於報告期後延遲結算負債至少12個月，否則借貸分類為流動負債。

(o) 貿易及其他應付款項

貿易及其他應付款項初步按其公平價值列賬，其後採用實際利率法按攤銷成本計量，惟如貼現影響並不重大，則按成本列賬。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(p) Revenue from contracts with customers within HKFRS15

The nature of the goods or services provided by the Group is the sale of natural gas.

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

(i) Identification of performance obligations

At contract inception, the Group assesses the goods promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a good (or a bundle of goods) that is distinct; or

(b) a series of distinct goods that are substantially the same and that have the same pattern of transfer to the customer.

A good that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the good either on its own or together with other resources that are readily available to the customer (i.e. the good is capable of being distinct); and

(b) the Group's promise to transfer the good to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good is distinct within the context of the contract).

4. 重要會計政策*（續）*

(p) 香港財務報告準則第15號客戶合約之收益

本集團所提供的商品或服務的性質為天然氣的銷售。

收益乃根據客戶合約內經參考慣常業務慣例而訂明之代價計量，且並不包括代第三方收取的金額。就客戶付款與轉移所承諾產品或服務之間的年期超過一年之合約而言，代價就重大融資成分之影響進行調整。

(i) 履約義務之識別

在合約開始時，本集團會評估合約中承諾提供予客戶的商品，並將每一項承諾識別為一項履約義務，若該承諾涉及：

(a) 一項獨立的商品（或一組商品）；或

(b) 一系列獨立且實質相同的商品，並且具有相同的交付模式予客戶。

若承諾提供予客戶的商品符合以下兩項準則，則該商品屬於獨立：

(a) 客戶可單獨或結合其他可隨時取得的資源而受益於該商品（即該商品具備獨立性）；以及

(b) 本集團承諾將該商品轉移予客戶的義務，可與合約中其他承諾區分識別（即該承諾在合約情境中具獨立性）。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(p) Revenue from contracts with customers within HKFRS 15*(Continued)*

(ii) Timing of revenue recognition

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

– the customer simultaneously receives and consumes the benefits provided by the Group's performance;

– the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

– the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Sale of naturel gas is recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the natural gas is delivered to customers and the title is passed.

4. 重要會計政策*（續）*

(p) 香港財務報告準則第15號客戶合約之收益*（續）*

(ii) 收入確認的時間

本集團於透過將產品控制權轉移予客戶而達成履約責任時確認收益。視乎合約條款及適用於該合約的法律而定，履約責任可隨時間或於某一時間點達成。履約責任於下列情況下隨時間達成：

– 客戶同時取得及消耗本集團履約所提供之利益；

– 本集團之履約創建或提升於資產獲創建或提升時由客戶控制之資產；或

– 本集團之履約並無創建對本集團有替代用途之資產，且本集團有可強制執行權利以收取迄今已完成履約之款項。

倘履約責任隨時間達成，則收益參考達成該履約責任之完成進度予以確認。否則，收益於客戶取得產品控制權之時間點確認。判斷控制權何時轉移時，本集團會考量控制的概念，以及法律所有權、實際占有、收款權利、資產所有權的重大風險與報酬，以及客戶驗收等指標。

天然氣的銷售於客戶取得承諾資產的控制權時點予以確認，通常與天然氣交付至客戶並完成所有權轉移的時間一致。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(q) Other income

Interest income is recognised on a time-proportion basis using the effective interest method.

(r) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Long service payments

Certain employees of the Group have completed the required number of years of service under the Employment Ordinance of Hong Kong (the "**Employment Ordinance**") to be eligible for long service payments ("**LSP**") upon termination of their employment. The Group's net obligation in respect of LSP under the Employment Ordinance is the amounts of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated using the projected unit credit method and discounted to its present value and after deducting the fair value of any related assets, including those retirement scheme benefits.

4. 重要會計政策 *(續)*

(q) 其他收入

利息收入採用實際利率法按時間比例基準確認。

(r) 僱員福利

(i) 短期僱員福利

短期僱員福利指預期於僱員提供相關服務的年度報告期間結束後十二個月內全數結清的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度確認。

(ii) 僱傭條例長期服務金

根據香港僱傭條例(「**僱傭條例**」),本集團若干僱員已達到合資格於終止僱傭關係後獲取長期服務金(「**長期服務金**」)之規定服務年資。倘終止符合僱傭條例所列明之規定情況,本集團方須作出有關付款。根據僱傭條例,本集團就長期服務金的淨義務為員工因其在當期及以往期間所提供服務而已累積的未來福利金額。該義務採用預期單位信用法計算,並折現至其現值,扣除任何相關資產的公允價值,包括退休計劃福利。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(r) Employee benefits *(Continued)*

(iii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

(iv) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits. Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(s) Borrowing costs

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

4. 重要會計政策 *(續)*

(r) 僱員福利 *(續)*

(iii) 定額供款退休計劃

定額供款退休計劃之供款於僱員提供服務時在損益確認為開支。該計劃的資產由獨立管理的基金持有，並與本集團的資產分開。

(iv) 離職福利

離職福利於本集團不再能撤回福利或本集團確認重組費用並涉及支付離職福利時（以較早日期為準）確認。離職福利僅在本集團明確承諾終止僱傭，或因自願裁員而提供福利，並且已具備詳細正式計劃且無現實可能撤回時予以確認。

(s) 借貸成本

收購、建造或生產合資格資產（需要一段長時間方可用作擬定用途或出售之資產）直接應佔之借貸成本乃資本化為該等資產成本之一部分，直至有關資產大致上可供用作擬定用途或出售時為止。將有待用於合資格資產開支之特定借貸作短期投資所賺取的投資收入，乃從合資格撥充資本之借貸成本中扣除。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(s) Borrowing costs *(Continued)*

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

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

(t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

4. 重要會計政策 *(續)*

(s) 借貸成本 *(續)*

就一般借入及用作取得合資格資產之資金而言，合資格撥充資本之借貸成本金額乃透過對該資產的開支應用資本化率而釐定。資本化率為適用於本集團在期內未償還借貸（惟特別為取得合資格資產而作出之借貸則除外）之借貸成本之加權平均值。

所有其他借貸成本於產生期間在損益中確認。

(t) 政府補助

政府補助乃當可以合理地保證將可收取補助及將會符合所有附帶條件的情況下，則予以確認。

政府補助在有合理保證可收取且所有附帶條件均能遵守時，按其公允價值予以確認。當補助與費用項目相關時，會在必要的年度內，依系統性方式將補助確認為收入，以配合其欲補償的成本。若補助與資產相關，則其公允價值會作為相關資產帳面金額的扣減，並於該資產的預期使用年限內，以每年平均攤銷方式轉入損益。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(u) Taxation

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

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

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences is not recognised.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

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

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

4. 重要會計政策*（續）*

(u) 稅項

所得稅指即期稅項及遞延稅項之總和。

目前應付之稅項乃根據本年度之應課稅溢利而得出。應課稅溢利有別於在損益中確認之溢利，原因為其不包括於其他年度應課稅或可扣稅之收入或開支項目，且亦不包括永遠毋須課稅或不可扣稅之項目。

遞延稅項採用負債法確認，針對於報告期末資產與負債的稅基與其在綜合財務報表中的帳面金額之間的所有暫時性差異。然而，因初始確認商譽，或在非企業合併交易中初始確認其他資產或負債，而在交易發生時既不影響會計利潤亦不影響應課稅利潤或虧損，且不產生相等的應課稅及可扣除暫時性差異所引致的任何遞延稅項，均不予確認。

遞延稅項負債乃就於附屬公司之投資產生之應課稅暫時差異確認，惟本集團能控制暫時差異之撥回，以及暫時差異很大可能不在可見將來撥回之情況除外。

遞延稅項資產之賬面值於各報告期末作審閱，並於不再可能有足夠應課稅溢利可收回全部或部分資產時予以削減。

於每個報告期末，遞延稅項資產的帳面金額會進行檢視，並在不再可能有足夠的應課稅利潤以使全部或部分資產得以收回時予以減少。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(u) Taxation *(Continued)*

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

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

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

(v) 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 purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of productions 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.

4. 重要會計政策*(續)*

(u) 税項*(續)*

遞延税項按預期於負債清償或資產變現年度適用之税率計算。有關税率為於報告期末已頒佈或實質上已頒佈之税率。遞延税項於損益中確認，惟倘遞延税項與在其他全面收益或直接在權益中確認之項目有關，則亦會於其他全面收益或直接於權益中確認。

遞延税項資產及負債之計量反映本集團於報告期末以預期之方式收回或清償其資產及負債賬面值所帶來之税務後果。

遞延税項資產及負債於有合法可強制執行權利抵銷即期税項資產與即期税項負債，而且兩者與被同一税務機關徵收之所得税有關，以及本集團擬以淨額基準結算其即期税項資產及負債時，方予抵銷。

(v) 分部報告

經營分部及於綜合財務報表內所呈報各分部項目的金額乃識別自定期向本集團最高級行政管理層為分配資源及評估本集團各業務類別的表現而提供的財務資料。

就財務報告而言，除非分部具備相似的經濟特質以及在產品及服務性質、生產程序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則個別而言屬重大的經營分部不會合併計算。倘個別而言不屬重大的經營分部符合上述大部分準則，則或會合併計算。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(w) Related parties

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

(A) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the entities comprising 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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

4. 重要會計政策 *(續)*

(w) 關聯人士

關聯人士指與本集團有關連之個人或實體。

(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) 對本集團有控制權或共同控制權；

(ii) 對本集團有重大影響；或

(iii) 為本公司或本公司母公司的主要管理層成員。

(B) 倘符合下列任何條件，即實體與本集團有關連：

(i) 該實體與本集團旗下實體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聯)。

(ii) 一間實體為另一實體的聯營公司或合營公司(或另一實體為同一集團旗下成員公司之聯營公司或合營公司)。

(iii) 兩間實體均為同一第三方的合營公司。

(iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。

(v) 實體為本集團或本集團關連實體任何一方就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，則提供資助的僱主亦與本集團有關連。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(w) Related parties *(Continued)*

(B) An entity is related to the Group if any of the following conditions applies: *(Continued)*

(vi) The entity is controlled or jointly controlled by a person identified in (A).

(vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

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 and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

4. 重要會計政策 *(續)*

(w) 關聯人士 *(續)*

(B) 倘符合下列任何條件，即實體與本集團有關連：*(續)*

(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。

(viii) 實體或其所屬集團的任何成員向本公司或本公司母公司提供主要管理人員服務。

個人的直系家庭成員，指在與該實體的交易中，可能影響或受該人影響的家庭成員，包括：

(a) 該人的子女及配偶或同居伴侶；

(b) 該人配偶或同居伴侶的子女；以及

(c) 該人或其配偶/ 同居伴侶的受扶養人。

在關聯方的定義中，聯營公司包括其附屬公司，而合營企業則包括其附屬公司。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(x) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. In addition, the Group tests its intangible assets that have indefinite useful lives and intangible assets that are not yet available for use for impairment by estimating their recoverable amount on an annual basis and whenever there is an indication that those assets may be impaired. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

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

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

4. 重要會計政策 *(續)*

(x) 資產(不包括金融資產)減值

於各報告期末，本集團檢討其物業、廠房及設備、使用權資產及無形資產之賬面值，以確定是否有任何跡象顯示該等資產曾出現減值虧損。如存在任何有關跡象，則會估計資產之可收回金額，以釐定減值虧損之程度。此外，本集團會對使用年限不確定的無形資產，以及尚未可供使用的無形資產進行減值測試，方法是每年估計其可收回金額，並在有跡象顯示該等資產可能已發生減值時進行測試。若無法估計單一資產的可收回金額，本集團則會估計能獨立產生現金流量的最小資產組合(即現金產生單位)的可收回金額。

可收回金額為公平價值減去出售成本與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量以可反映市場現時所評估貨幣時值及該資產特定風險之除稅前貼現率貼現至現值。

倘資產或現金產生單位之估計可收回金額低於其賬面值，則將該資產或現金產生單位之賬面值減低至其可收回金額。減值虧損即時於損益確認，除非相關資產按重估金額列賬，在該情況下，減值虧損被視為重估價值減少。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(x) Impairment of assets (other than financial assets) *(Continued)*

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

(y) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

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

4. 重要會計政策*（續）*

(x) 資產（不包括金融資產）減值*（續）*

倘減值虧損於其後撥回，資產或現金產生單位之賬面值增加至其可收回金額之經修訂估計值，惟增加後之賬面值不能超過倘該資產或現金產生單位於過往年度並無確認減值虧損而原應獲釐定扣除攤銷或折舊之賬面值。減值虧損之撥回即時於損益確認，除非相關資產按重估金額列賬，在該情況下，減值虧損撥回被視為重估價值增加。

(y) 撥備及或然負債

對於期限或金額不明確之負債，倘本集團因過往事件負有法律或推定責任而可能引致須流出經濟利益以履行責任並能夠作出可靠估計，則確認撥備。倘貨幣時值屬重大，則按預期履行責任之開支現值計提撥備。已確認的撥備所對應的支出，會在支出發生的年度內沖減相關撥備。撥備會於每個報告期末進行檢視並作出調整，以反映當前最佳估計。若本集團預期某項撥備可獲補償，則該補償僅在幾乎確定可收取時，才會作為一項獨立資產予以確認。

倘不大可能需要經濟利益流出，或金額不能可靠估計，則此責任將披露為或然負債，除非流出之機會甚微。僅可由發生或不發生一項或多項未來事件確定之潛在責任亦披露為或然負債，除非流出之機會甚微。

4. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

(z) Events after the reporting period

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

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

Key sources of estimation uncertainty

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

4. 重要會計政策*（續）*

(z) 報告期後事項

為本集團於報告期末之狀況提供額外資料或顯示持續經營假設屬不適當之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項於綜合財務報表附註中披露。

5. 關鍵判斷及主要估計

估計不明朗因素的主要來源

於報告期末有極大風險引致在下一個財政年度內對資產及負債之賬面值作重大調整之有關將來之主要假設及其他估計不明朗因素之主要來源於下文討論。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(a) Impairment on property, plant and equipment and intangible assets

The Group tests the oil properties and construction in progress under property, plant and equipment and intangible assets relating to Kashi Project (as defined and detailed in Note 17) ("**Kashi Project Assets**") for impairment according to accounting policies stated in Note 4(x) to the consolidated financial statements. The Kashi Project Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the Kashi Project Assets exceeds its recoverable amount. The recoverable amount of the Kashi Project Assets is determined based on value-in-use calculations of the cash-generating unit for the Kashi Project which require the use of assumptions and estimates. While conducting an impairment review of the Kashi Project Assets, the Group makes certain judgement in making assumptions including the volume of gas to be extracted during the forecast period, future gas prices and production costs, changes in these estimates may result in significant variance to the consolidated statement of profit or loss and other comprehensive income. In estimating the value in use of the Kashi Project Assets, the Group has made reference to the natural gas price based on the selling price information and other documents exchanged and items agreed during the joint committee meeting between the representative of CNPC and the Group. Provision for impairment of HK$20,960,000 on Kashi Project Assets (2024: HK$8,887,000) were recognised during the year ended 31 December 2025.

5. 關鍵判斷及主要估計*(續)*

估計不明朗因素的主要來源*(續)*

(a) 勘探及評估資產、物業、廠房及設備以及無形資產減值

本集團根據綜合財務報表附註17所述的會計政策，對有關喀什項目之勘探及評估資產、物業、廠房及設備項下之石油物業及在建工程以及無形資產(「**喀什項目資產**」)進行減值測試。當發生任何事件或情況有變，顯示喀什項目資產的賬面值超出其可收回金額時，則會對資產進行減值檢討。喀什項目資產或現金產生單位的可收回金額乃根據使用價值計算法釐定，當中需要運用假設及估計。當為喀什項目資產進行減值檢討時，本集團須就於預測期間的天然氣開採量、開展開發階段及商業投產時機、日後天然氣價格及生產成本等作出假設而作出若干判斷，而該等估計的變化或會導致綜合損益及其他全面收益表出現重大變動。於估計喀什項目資產之使用價值時，本集團參考根據中國石油集團代表與本集團於聯合委員會會議上交換之售價資料及其他文件以及所協定之條款釐定之天然氣價格。截至二零二五年十二月三十一日止年度，確認喀什項目資產減值撥備20,960,000港元(二零二四年：減值撥回8,887,000港元)。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(b) Estimation of gas resources and/or reserves

Engineering estimates of the Group's gas reserves and resources 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 gas reserves can be designated as "proved". Proved reserves estimates will be updated at least annually and take into account recent production and technical information about each field. In addition, as prices and cost levels change from year to year, the estimate of proved reserves also changes. The change will be considered as a change in estimation for accounting purposes and is reflected on a prospective basis in related depreciation rates.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining amortisation expense, impairment expense and future dismantlement costs of the Kashi Project Assets. Amortisation rates are determined based on estimated proved reserve quantities (the denominator) and capitalised costs of producing properties (the numerator). Capitalised costs are amortised based on the unit-of-production method on the Kashi Project Assets, other than construction-in-progress.

5. 關鍵判斷及主要估計*（續）*

估計不明朗因素的主要來源*（續）*

(b) 氣資源及╱或儲量估計

由於編製有關資料涉及主觀判斷，故本集團天然氣儲量及資源的工程估計本身並不精確，僅為概約金額。在將估計的天然氣儲量指定為「已證實」之前，必須滿足工程標準的權威準則。探明儲量的估計將至少每年更新一次，並計入各個氣田最近的生產和技術資料。此外，由於價格及成本水平按年變更，因此，探明儲量的估計也會出現變動。就會計目的而言，這些變動將視為估計變更處理，並按預期基準反映在相關的折舊率中。

儘管工程估計存有內在的不精確性，這些估計被用作釐定攤銷費用、減值開支及喀什項目資產未來的拆除費用的基準。攤銷率按估計探明儲量（分母）和生產資產的已資本化成本（分子）計算。生產資產的已資本化成本按單位產量法攤銷。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(c) Impairment of financial assets

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

The Group uses a provision matrix under the simplified approach to calculate ECL for accounts receivables by engaging a professional valuer (2024: by management) in assessing the credit risk of the overall receivable portfolio.

The provision matrix of the loss allowance for accounts receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of accounts receivables. Details of the key assumption and inputs used in estimating ECL are set out in Note 37(c) to the consolidated financial statements. If the ECL rates on the accounts receivables more than 1 year past due had been 1% higher (lower) at the end of the reporting period, with other assumptions held constant, the loss allowance would have been HK$459,000 (2024: Nil) higher (lower).

5. 關鍵判斷及主要估計*(續)*

估計不明朗因素的主要來源*(續)*

(c) 金融資產之減值

根據香港財務報告準則第9號，計量所有類別金融資產之減值虧損均需作出判斷，尤其是在釐定減值虧損及評估信貸風險之大幅增加時，就未來現金流量及抵押品價值之金額及時間作出估計。該等估計由若干因素驅動，其中變化可能導致不同之撥備水平。

於各報告日期，本集團透過比較報告日期與初次確認日期之間預期年限內發生違約之風險，評估自初次確認以來面臨之信貸風險有否大幅增加。本集團認為與此相關及毋須過多成本或努力即可獲得之資料屬合理可靠，當中包括定量及定性資料，以及前瞻性分析。

本集團在簡化方法下，使用撥備矩陣計算應收賬款的預期信貸損失，並聘請專業估值師（二零二四年：由管理層）評估整體應收賬款組合的信貸風險。

應收賬款的損失撥備矩陣是基於多種投入及假設，包括違約風險及預期損失率。此估計涉及高度不確定性，並依據本集團的歷史資料、現有市場狀況，以及於每個報告期末的前瞻性估計。若實際情況與原先估計不同，差異將影響應收賬款的帳面金額。有關估算預期信貸損失所使用的主要假設及投入詳情，載於綜合財務報表附註第37(c)。若期末逾期超過一年之應收賬款的預期信貸損失比率高（低）1%，在其他假設不變的情況下，損失撥備將增加（減少）459,000港元（二零二四年：無）。

6. REVENUE AND SEGMENT INFORMATION

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

Sales of Food and Beverages Business segment and Money Lending Business segment are no longer operating and reportable segments of the Group upon the cessation of relating businesses in prior years.

The Group's operating and reportable segment currently is the Exploration, Production and Distribution of Natural Gas segment which is engaged in the exploration, development, production and sales of natural gas and the usage of pipeline for distribution of natural gas. The chief operating decision-maker of the Group considers that there is only one operating segment which is used to make strategic decisions.

The accounting policies of the operating segment are the same as the Group's accounting policies described in note 4 to the consolidated financial statements.

6. 收益及分部資料

本集團根據主要營運決策者定期審閱的內部報告，釐定其經營分部，以向分部調配儲備並評估其表現。根據本集團的內部組織及報告架構，經營分部乃按業務性質劃分。

食品及飲料業務分部以及放款業務分部，因相關業務於往年已停止，故不再為本集團的營運及可報告分部。

本集團目前的營運及可報告分部為天然氣的勘探、開發、生產及分銷分部，從事天然氣的勘探、開發、生產與銷售，以及利用管道分銷天然氣。本集團的主要營運決策者認為僅有一個營運分部，並以此作為策略決策的依據。

該營運分部的會計政策與本集團於綜合財務報表附註第 4 所述的會計政策一致。

6. REVENUE AND SEGMENT INFORMATION *(Continued)* 6. 收益及分部資料*(續)*

(a) Disaggregation of revenue from contracts with customers: (a) 分拆來自客戶合約之收益：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Exploration, Production and Distribution of Natural Gas	**天然氣勘探、生產及分銷**		
Geographical markets	**地區市場**		
The People's Republic of China ("**PRC**")	中華人民共和國(「**中國**」)	**234,258**	300,101
Major product	**主要產品**		
Natural gas	天然氣	**234,258**	300,101
Timing of revenue recognition	**收益確認時間**		
At a point of time	於時間點	**234,258**	300,101

6. REVENUE AND SEGMENT INFORMATION (Continued)
6. 收益及分部資料（續）

(b) Revenue from major customer:
(b) 來自主要客戶之收益

Details of the customer contributing 10% or more of total revenue of the Group are as follows:

本集團總收入中佔 10% 或以上的客戶詳情如下：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Customer A	客戶A	**230,770**	282,777

(c) Geographic information
(c) 地區資料

The following table provides an analysis of the Group's revenue from external customers and non-current assets.

下表載列本集團有關外部客戶之收益及非流動資產的分析。

		Revenue from external customers 外部客戶之收益		Non-current assets 非流動資產	
		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元	2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Hong Kong (place of domicile)	香港（註冊地點）	**–**	–	**42,777**	44,626
The PRC	中國	**234,258**	300,101	**2,118,255**	2,045,034
		234,258	300,101	**2,161,032**	2,089,660

7. OTHER INCOME 7. 其他收入

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Interest income	利息收入	**25**	239
Exchange gain, net	匯兌收益淨額	**2**	1
Gain on modification of lease	租賃修改收益	**–**	134
Gain on written-back of other payables	沖回其他應付款產生之收益	**7,694**	–
Administration and management fee income	行政及管理費收入	**3,350**	3,863
		11,071	4,237

8. FINANCE COSTS 8. 融資成本

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Interest on other borrowings *(Note 26)*	其他借貸利息*(附註26)*	**14,485**	26,428
Interest on convertible notes *(Note 27)*	可換股票據利息*(附註27)*	**4,920**	8,636
Interest on over-due other payables	逾期其他應付款之利息	**170**	107
Interest on amount due to a shareholder *(Note 25)*	應付一名股東之利息*(附註25)*	**–**	683
Interest on lease liabilities *(Note 24)*	租賃負債利息*(附註24)*	**163**	205
		19,738	36,059

9. PROFIT BEFORE INCOME TAX
9. 除所得稅前溢利

The Group's profit before income tax is stated after charging:

本集團除所得稅前溢利乃經扣除以下各項後列賬：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Auditors' remuneration	核數師酬金	**1,200**	1,000
Staff costs (including Directors' remuneration):	員工成本（包括董事酬金）：		
Wages and salaries and other benefits	工資及薪金及其他福利	**12,456**	19,860
Pension fund contributions*	退休金供款*	**96**	70
		12,552	19,930

* As at 31 December 2025 and 31 December 2024, the Group had no material forfeited contributions available to reduce its contribution to the pension schemes in future years.

* 於二零二五年十二月三十一日及二零二四年十二月三十一日，本集團並無對可供於未來年度扣減其退休金計劃供款的供款額作大額註銷。

10. INCOME TAX CHARGE
10. 所得稅開支

The amount of taxation in the consolidated statement of profit or loss and other comprehensive income represents:

綜合損益及其他全面收益表內的稅額代表：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Deferred taxation *(Note 19(a))*	**遞延稅項** *（附註19(a)）*		
Origination and reversal of temporary differences	暫時性差異的產生及轉回	**9,810**	29,689
Total income tax charge	所得稅開支	**9,810**	29,689

No provision for Hong Kong Profits Tax has been made as the Group had no have assessable profits for the years ended 31 December 2025 and 2024.

由於本集團於截至二零二五及二零二四年十二月三十日止年度並無應課稅溢利，故並無就香港利得稅作出撥備。

10. INCOME TAX CHARGE *(Continued)*

Under the Enterprise Income Tax Law ("**EIT**") and Implementation Regulation of the EIT Law in the PRC, the statutory EIT rate in the PRC is 25% (2024: 25%). In accordance with the approval from the local taxation bureau in the PRC, certain PRC subsidiaries of the Group were entitled to a preferential income tax rate of 15% (2024: 15%) for the year ended 31 December 2025.

The reconciliation between income tax charge and profit before income tax is as follows:

10. 所得稅開支*(續)*

根據企業所得稅法(「**企業所得稅法**」)及中國企業所得稅法實施條例，中國之法定企業所得稅率為25%(二零二四年：25%)。根據中國當地稅務局之審批，本集團若干集團中國附屬公司於截至二零二五年十二月三十一日止年度有權享有優惠所得稅稅率15%(二零二四年:15%)。

所得稅開支與除所得稅前溢利之對賬如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Profit before income tax	除所得稅前溢利	**32,279**	56,399
Tax calculated at domestic tax rates applicable to profit in the respective countries	按各自國家溢利適用之本地稅率計算之稅項	**4,075**	8,829
Tax effect of income not taxable and expenses not deductible	毋須課稅收入及不可扣稅開支之稅務影響	**4,511**	12,131
Tax loss previously recognised and revised	以往稅務虧損被認可及重置	**–**	8,464
Tax effect of unused tax losses not recognised	未確認之未動用稅項虧損之稅務影響	**1,066**	265
Tax effect an unrecognised temporary difference	未確認暫時性差異的稅務影響	**158**	–
Income tax charge for the year	年內所得稅開支	**9,810**	29,689

11. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2025 (2024: Nil), nor has any dividend been proposed since the end of reporting period.

11. 股息

截至二零二五年十二月三十一日止年度並無派付或擬派付股息(二零二四年：無)，自報告期末起亦無擬派任何股息。

12. EARNINGS PER SHARE

12. 每股盈利

(a) Basic earnings per share

(a) 每股基本盈利

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

每股基本盈利是將本公司擁有人應佔溢利除以年內已發行普通股的加權平均數計算。

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Profit attributable to owners of the Company	本公司擁有人應佔溢利	**25,874**	27,344

		2025 **二零二五年**	2024 二零二四年 (Restated) （重述）
		Number of Shares **股份數目**	
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	**307,466,571**	272,337,152

		2025 **二零二五年**	2024 二零二四年 (Restated) （重述）
		HK Cents **港仙**	
Basic earnings per share	每股基本盈利	**8.42**	10.04

The weighted average number of ordinary shares for the calculation of the basic and diluted earnings per share for the year ended 31 December 2024 have been adjusted retrospectively to reflect the impact of the share reorganisation (Note 28) during the year ended 31 December 2025.

截至二零二四年十二月三十一日止年度，用於計算基本及攤薄每股盈餘的普通股加權平均數已追溯調整，以反映於二零二五年十二月三十一日止年度進行的股份重組（附註28）的影響。

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share for the years ended 31 December 2025 and 2024 has not been adjusted or restated retrospectively regarding the rights issue completed on 24 December 2025 (Note 28 (b)), as the rights issue did not contain a bonus element.

截至二零二五年及二零二四年十二月三十一日止年度，用於計算基本每股盈餘的普通股加權平均數並未因二零二五年十二月二十四日完成的供股（附註28(b)）而追溯調整或重列，因該供股並不包含紅利成分。

12. EARNINGS PER SHARE *(Continued)*

(b) Diluted earnings per share

Diluted earnings per share

For the years ended 31 December 2025 and 2024, diluted earnings per share is the same as basic earnings per share as the potential ordinary shares on convertible notes are anti-dilutive.

12. 每股盈利*(續)*

(b) 每股攤薄盈利

每股攤薄盈利

截至二零二五及二零二四年十二月三十一日止年度，由於可換股票據之潛在普通股具反攤薄效果，故每股攤薄盈利與每股基本盈利相同。

13. DIRECTORS' EMOLUMENTS

The emoluments of each director, equivalent to key management compensation, are as follows:

13. 董事之酬金

各董事之酬金(相等於主要管理人員酬金)如下：

		For the year ended 31 December 2025 截至二零二五年十二月三十一日止年度			
		Fees 袍金 *HK$'000* *千港元*	Salaries, allowances and benefits in-kind 薪金、津貼及實物利益 *HK$'000* *千港元*	Retirement benefit scheme contributions 退休福利計劃供款 *HK$'000* *千港元*	Total remuneration 薪酬總額 *HK$'000* *千港元*
Executive directors	**執行董事**				
Liu Dong	劉東	**131**	**–**	**–**	**131**
Liu Wenxuan	劉文選	**1,035**	**–**	**14**	**1,049**
Non-executive directors	**非執行董事**				
Yan Danhua	嚴丹華	**–**	**–**	**–**	**–**
Chen Jianxin	陳建新	**–**	**–**	**–**	**–**
Independent non-executive directors	**獨立非執行董事**				
Chin Ying Ying	錢盈盈	**120**	**–**	**–**	**120**
Lee Man Tai	李文泰	**120**	**–**	**–**	**120**
Zhang Zhenming	張振明	**120**	**–**	**–**	**120**
		1,526	**–**	**14**	**1,540**

13. DIRECTORS' EMOLUMENTS *(Continued)* 13. 董事之酬金*(續)*

		For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度			
		Fees 袍金 *HK$'000 千港元*	Salaries, allowances and benefits in-kind 薪金、津貼及實物利益 *HK$'000 千港元*	Retirement benefit scheme contributions 退休福利計劃供款 *HK$'000 千港元*	Total remuneration 薪酬總額 *HK$'000 千港元*
Executive directors	**執行董事**				
Zhao Guoqiang (Resigned on 30 April 2024)	趙國強(於二零二四年四月三十日辭任)	601	253	–	854
Liu Dong (Appointed on 30 April 2024)	劉東(於二零二四年四月三十日被委任)	87	–	–	87
Liu Wenxuan (Appointed on 19 July 2024)	劉文選(於二零二四年七月十九日被委任)	468	–	–	468
Non-executive directors	**非執行董事**				
Yan Danhua (Appointed on 19 July 2024)	嚴丹華(於二零二四年七月十九日被委任)	–	–	–	–
Chen Jianxin (Appointed on 19 July 2024)	陳建新(於二零二四年七月十九日被委任)	–	–	–	–
Independent non-executive directors	**獨立非執行董事**				
Chin Ying Ying (Appointed on 20 December 2024)	錢盈盈(於二零二四年十二月二十日被委任)	4	–	–	4
Cheng Chun Ying (Resigned on 20 December 2024)	鄭振鷹(於二零二四年十二月二十日辭任)	116	–	–	116
Lee Man Tai	李文泰	120	–	–	120
Zhang Zhenming	張振明	120	–	–	120
		1,516	253	–	1,769

None (2024: None) of the Directors waived or agreed to waive any emoluments during the year ended 31 December 2025. No (2024: No) emoluments were paid by the Company to the Directors as an inducement to join or upon joining the Company or as compensation for loss of office during the year ended 31 December 2025.

截至二零二五年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金(二零二四年：無)。截至二零二五年十二月三十一日止年度，本公司並無向董事支付酬金以吸引彼加入本集團或作為加入獎金或離職補償(二零二四 年：無)。

14. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals in the Group during the year included one (2024: one) director whose emoluments are reflected in the analysis presented above. The emoluments of the remaining four (2024: four) individuals are set out below:

14. 最高薪酬人士

於本年度，本集團五名最高薪酬人士包括一名（二零二四年：一名）董事，其酬金已反映在上文呈列的分析。其餘四名（二零二四年：四名）人士之薪酬載列如下：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Salaries and allowances	薪金及津貼	**2,705**	3,691
Retirement benefit scheme contributions	退休福利計劃供款	**72**	54
		2,777	3,745

The emoluments of the individuals fall within the following bands:

各人之薪酬介乎下列範圍：

		Number of individuals 僱員人數 2025 二零二五年	 2024 二零二四年
Nil–HK$1,000,000	零至1,000,000港元	**3**	2
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**1**	2

During the years ended 31 December 2025 and 2024, no emoluments was paid or payable to the five highest paid individuals (including Directors and other employees) as an inducement to join the Group or as a compensation for loss of office.

截至二零二五年及二零二四年十二月三十一日止年度，概無向五名最高薪酬人士（包括董事及其他僱員）支付或應付任何酬金作為吸引加入本集團之獎金或離職補償。

15. PROPERTY, PLANT AND EQUIPMENT　15. 物業、廠房及設備

	Leasehold land and buildings 租賃土地及樓宇 HK$'000 千港元	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Furniture and fixtures 傢俬及裝置 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Natural gas pipeline 天然氣管道 HK$'000 千港元	Oil properties 石油物業 HK$'000 千港元	Construction in progress 在建工程 HK$'000 千港元	Total 總額 HK$'000 千港元
Cost 成本								
At 1 January 2024 於二零二四年一月一日	56,300	2,537	1,099	6,486	32,707	1,441,442	40,284	1,580,855
Additions 添置	–	–	176	871	–	1,891	–	2,938
Transferred from exploration and evaluation assets *(Note 17)* 轉撥自勘探及評估資產*(附註17)*	–	–	–	–	–	256	–	256
Transfer 轉撥	–	–	–	–	–	38,798	(38,798)	–
Written off 撇銷	–	–	(817)	(120)	–	–	–	(937)
Exchange differences 匯兌差額	–	(45)	(19)	(140)	(909)	(40,804)	(394)	(42,311)
At 31 December 2024 and 1 January 2025 於二零二四年十二月三十一日及二零二五年一月一日	56,300	2,492	439	7,097	31,798	1,441,583	1,092	1,540,801
Additions 添置	**–**	**–**	**19**	**261**	**–**	**18,027**	**150**	**18,457**
Transfer 轉撥	**–**	**–**	**–**	**–**	**–**	**298**	**(298)**	**–**
Written off 撇銷	**–**	**–**	**–**	**–**	**–**	**–**	**(823)**	**(823)**
Exchange differences 匯兌差額	**–**	**76**	**17**	**249**	**1,514**	**68,989**	**34**	**70,879**
At 31 December 2025 於二零二五年十二月三十一日	**56,300**	**2,568**	**475**	**7,607**	**33,312**	**1,528,897**	**155**	**1,629,314**
Accumulated depreciation and impairment 累計折舊及減值								
At 1 January 2024 於二零二四年一月一日	6,001	1,761	995	6,291	18,204	431,326	–	464,578
Charge for the year 年內支出	1,482	188	34	629	3,151	28,428	–	33,912
Written off 撇銷	–	–	(786)	(116)	–	–	–	(902)
Provision of impairment 減值撥備	4,788	–	–	–	–	4,333	–	9,121
Exchange differences 匯兌差額	–	(44)	(10)	(128)	(565)	(12,593)	–	(13,340)
At 31 December 2024 and 1 January 2025 於二零二四年十二月三十一日及二零二五年一月一日	12,271	1,905	233	6,676	20,790	451,494	–	493,369
Charge for the year 年內支出	**1,223**	**60**	**46**	**191**	**3,180**	**24,006**	**–**	**28,706**
Provision of impairment 減值撥備	**557**	**–**	**–**	**–**	**–**	**10,283**	**–**	**10,840**
Exchange differences 匯兌差額	**–**	**75**	**9**	**228**	**1,049**	**22,134**	**–**	**23,495**
At 31 December 2025 於二零二五年十二月三十一日	**14,051**	**2,040**	**288**	**7,095**	**25,019**	**507,917**	**–**	**556,410**
Carrying amount 賬面值								
At 31 December 2025 於二零二五年十二月三十一日	**42,249**	**528**	**187**	**512**	**8,293**	**1,020,980**	**155**	**1,072,904**
At 31 December 2024 於二零二四年十二月三十一日	44,029	587	206	421	11,008	990,089	1,092	1,047,432

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The Group carried out reviews of the recoverable amount of the Kashi Project (as defined and detailed in Note 17) annually. Certain property, plant and equipment, including oil properties and construction in progress, are used in the Group' s Exploration, Production and Distribution of Natural Gas segment. Provision for impairment of HK$10,283,000 (2024: HK$4,333,000) was recognised for these assets during the year ended 31 December 2025 as the carrying amount of the related cash-generating unit ("**CGU**") for the Kashi Project is higher than its recoverable amount. The recoverable amount of the CGU of the Kashi Project of HK$2,194,817,000 (2024: HK$2,031,791,000) has been determined on the basis of its value in use using discounted cash flow method by APAC Asset Valuation and Consulting Limited ("**APAC**"), an independent valuer.

The key assumptions used in determining the recoverable amount of the CGU of the Kashi Project are as follows:

15. 物業、廠房及設備*(續)*

每年本集團對喀什項目(定義及詳情見附註17)之可收回金額進行檢討。若干物業、廠房及設備包括石油物業及在建工程用於本集團天然氣勘探、生產及分銷分部。二零二五年確認撥備減值10,283,000港元(二零二四年：撥回減值4,333,000港元),由於喀什項目的相關現金產生單位(「**現金產生單位**」)截止二零二五年十二月三十一日止年度之賬面值高於其可收回金額。相關資產之可收回金額2,194,817,000港元(二零二四年:2,031,791,000港元)乃由一家獨立評估師,亞太資產評估及顧問有限公司(「**亞太**」)使用貼現現金流量法根據其使用價值予以釐定。

在確定喀什項目之現金產生單位可收回金額時使用的關鍵假設如下:

		Assessment performed on 31 December 2025 於二零二五年十二月三十一日執行評估	Assessment performed on 31 December 2024 於二零二四年十二月三十一日執行評估
Period of projection*	預測期限*	**2026–2039**	2025–2039
Gas prices *(US$/m³)*	氣價*(美元／立方米)*	**0.152–0.207**	0.142–0.209
Annual production volumes *(MMm³)*	年產量*(百萬立方米)*	**462–1,100**	431–1,100
Inflation rate	通脹率	**2%**	2%
Pre-tax discount rate	稅前折現率	**15.8%**	16.7%

* The period of projection is determined based on the contract period of the Petroleum Contract (defined in note 17).

* 預測期間是依照石油合約(定義見附註17)的合約期間來決定。

During the years ended 31 December 2025 and 2024, technical problems, such as flooding, were incurred in certain gas fields for the Kashi Project, which resulted in reduction in gas production during both years. Such technical issues adversely affected the recoverable amount of CGU of the Kashi Project.

於截至二零二五年及二零二四年十二月三十一日止年度,喀什項目部分天然氣田發生技術問題,例如水患,導致兩年度的天然氣產量下降。此類技術問題對喀什項目的現金產生單位的可收回金額造成不利影響。

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Based on the assessment, the Group recognised a provision for impairment losses on property, plant and equipment and intangible assets of HK$10,283,000 (2024: HK$4,333,000) and HK$10,677,000 (2024: HK$4,554,000) respectively for the year.

If the forecast gas prices had been 5% lower than management's estimates, it would result in increase in provision for impairment losses on property, plant and equipment and intangible assets of HK$72,002,000 (2024: HK$74,368,000) and HK$74,756,000 (2024: HK$78,164,000), respectively.

If the annual production volume had been 5% lower than management's estimates, it would result in increase in provision for impairment losses on property, plant and equipment and intangible assets of HK$53,001,000 (2024: HK$58,313,000) and HK$55,028,000 (2024: HK$61,288,000), respectively.

If the pre-tax discount rate had been 1% higher than management's estimates, it would result in increase in provision for impairment losses on property, plant and equipment and intangible assets of HK$51,036,000 (2024: HK$54,422,000) and HK$52,988,000 (2024: HK$57,200,000), respectively.

On the other hand, the Group carried out reviews of the recoverable amount of its leasehold land and buildings located in Hong Kong by engaging a professional valuer, APAC. The reviews led to the recognition of an impairment loss of HK$557,000 (2024: HK$4,788,000) due to the worsening of the Hong Kong residential housing market, that has been recognised in profit or loss. The recoverable amount of the relevant assets of HK$42,249,000 (2024: HK$44,029,000) has been determined on the basis of their fair value less costs of disposal using market approach. The recoverable amount the relevant assets were classified as level 3 under fair value hierarchy. Sales prices of comparable properties in term of size, location and other relevant factors in close proximity adjusted for differences in key valuation attributes, such as size and location were used to value the leasehold land and buildings, which were determined based on the management's expectations for the market performance and consistent with external sources of information. One of the key unobservable inputs used in this valuation approach is price per square feet. The significant unobservable inputs used in the fair value assessment as at 31 December 2025 is the average adjusted unit price of HK$12,200 (2024: HK$13,061) per square feet. A decrease in the price per square metre would result in decrease in fair value measurement of the properties by the same percentage and vice versa.

15. 物業、廠房及設備*(續)*

基於評估，本集團認可本年度物業、廠房及設備及無形資產減值撥備分別為10,283,000港元(二零二四年：4,333,000港元)及10,677,000港元(二零二四年：4,554,000港元)。

假如預測氣價比管理層估計減少5%，結果將會增加物業、廠房及設備及無形資產減值撥備分別為72,002,000港元(二零二四年：74,368,000港元)及74,756,000港元(二零二四年：78,164,000港元)。

假如年產量比管理層預計減少5%，結果將會增加物業、廠房及設備及無形資產減值撥備分別為53,001,000港元(二零二四年：58,313,000港元)及55,028,000港元(二零二四年：61,288,000港元)。

假如稅前折現率比管理層增加1%結果將會增加物業廠房及設備及無形資產減值撥備分別為51,036,000港元(二零二四年：54,422,000港元)及52,988,000港元(二零二四年：57,200,000港元)。

本集團對租賃土地及建築物之可收回金額進行檢討。該檢討結果認可減值損失557,000港元(二零二四年：4,788,000港元)已被認為在盈利或損失內。有關資產的可收回金額為42,249,000港元(二零二四年：44,029,000港元)乃由亞太根據市場第3級公平價值量度法予以釐定。相關資產的可收回金額在公允價值層級中被分類為第 3 級。租賃土地及建築物的估值是以鄰近地區在規模、位置及其他相關因素相似的可比較物業的銷售價格為基礎，並根據主要估值屬性(如規模及位置)的差異作出調整。該估值乃根據管理層對市場表現的預期，並與外部資料來源一致。此估值方法所使用的一項主要不可觀察輸入為每平方呎的價格。截至 二零二五年十二月三十一日，公允價值評估所使用的重要不可觀察輸入為平均調整後單位價格每平方呎12,200 港元(二零二四年：13,061 港元)。若每平方米價格下降，物業的公允價值量度將按相同比例下降，反之亦然。

16. RIGHT-OF-USE ASSETS

16. 使用權資產

Disclosures of lease-related items:

租賃相關項目之披露：

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
At 31 December:	**於十二月三十一日：**		
Right-of-use assets	使用權資產		
– Office premises	－辦公室場地	**5,967**	1,618
– Leasehold properties	－租賃物業	**18,612**	–
		24,579	1,618
Lease commitments of short-term leases	短期租賃之租賃承擔	**–**	110
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債根據非貼現現金流量進行之到期日分析如下：		
– Less than 1 year	－少於1年	**1,459**	843
– Between 1 and 2 years	－1至2年	**827**	1,016
– Between 2 and 5 years	－2至5年	**1,848**	–
– More than 5 years	－5年以上	**3,080**	–
		7,214	1,859
Year ended 31 December:	**截至十二月三十一日止年度：**		
Depreciation charge of right-of-use assets	使用權資產之折舊費用		
– Office premises	－辦公室場地	**1,268**	1,149
– Motor vehicles	－汽車	**–**	2,311
		1,268	3,460
Lease interests	租賃利息	**163**	205
Expenses related to short-term leases	有關短期租賃的支出	**404**	1,176
Total cash outflow for leases	租賃現金流出總額	**1,247**	1,978
Additions to right-of-use assets	使用權資產添置	**23,796**	2,086

16. RIGHT-OF-USE ASSETS *(Continued)*

The Group leases various office premises (2024: land and buildings and motor vehicles). Lease agreements are typically made for fixed periods of 2 to 10 years (2024: 2 to 3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

During year ended 31 December 2025, the Group acquired leasehold property amounting to approximately HK$18,662,000 (2024: HK$Nil) in the PRC as office premises for the Group's front-line staff.

16. 使用權資產 *(續)*

本集團租用若干辦公室場地(二零二四年:土地及樓宇以及汽車)。租賃協議一般固定為期2至10年(二零二四年:2至3年)。租賃條款按個別基準磋商且條款及條件各有不同。租賃協議並無施加任何契諾,惟租賃資產不得用作借貸的抵押品。

於截至二零二五年十二月三十一日止年度,本集團於中國境內購入金額約18,662,000港元(二零二四年:無)的租賃物業,作為本集團前線員工的辦公場所。

17. INTANGIBLE ASSETS

17. 無形資產

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Cost	**成本**		
At 1 January	於一月一日	**2,535,826**	2,608,278
Exchange differences	匯兑差額	**120,753**	(72,452)
At 31 December	於十二月三十一日	**2,656,579**	2,535,826
Accumulated amortisation and impairment	**累計攤銷及減值**		
At 1 January	於一月一日	**1,495,216**	1,510,282
Amortisation	攤銷	**18,906**	22,843
Provision of impairment	減值撥備	**10,677**	4,554
Exchange differences	匯兑差額	**71,748**	(42,463)
At 31 December	於十二月三十一日	**1,596,547**	1,495,216
Carrying amount	**賬面值**		
At 31 December	於十二月三十一日	**1,060,032**	1,040,610

17. INTANGIBLE ASSETS *(Continued)*

The intangible assets represented the interests in the Petroleum Contract (as defined below) which were amortised on unit of production method. For the year ended 31 December 2025, amortisation of HK$18,906,000 (2024: HK$22,843,000) was provided. Details of the contract as described as below:

On 22 December 2008, China Era Energy Power Investment (Hong Kong) Limited ("**China Era**"), a wholly-owned subsidiary of the Group, entered into a petroleum contract (the "**Petroleum Contract**") with CNPC in relation to the drilling, exploration, exploitation and production of oil and/or natural gas in North Kashi Block, Tarim Basin in the PRC (the "**Kashi Project**"). CNPC is a stated-owned company established in the PRC.

Pursuant to the Petroleum Contract signed in December 2008, China Era agreed to provide funds and apply its advanced technology and managerial experience to cooperate with CNPC for the development and production of crude oil and/or natural gas in North Kashi Block on Tarim Basin in Xinjiang, the PRC. The maximum term of the Petroleum Contract is 30 years from 1 June 2009, subject to extension.

Pursuant to Petroleum Contract, China Era shall bear all costs required for the evaluation operations before commercial production stage, and the development costs shall be borne by CNPC and China Era in the proportions of 51% and 49%, respectively. In addition, CNPC' s portion of operating costs shall be advanced by China Era and recovered from the production of crude oil and/or natural gas.

Under the terms of the Petroleum Contract, the evaluation costs, development costs and operating costs during commercial production stage are to be recovered according to a mechanism of cost recovery oil/gas and investment recovery oil/gas. Remaining oil/gas, after cost recovery, all applicable taxes and royalty that might apply in the PRC, is share oil/gas, which is apportioned between 51% by CNPC and 49% by China Era.

17. 無形資產*(續)*

無形資產指石油合約(見以下定義)權益,其按生產單位法攤銷。截至二零二五年十二月三十一日止年度,已計提攤銷撥備18,906,000港元(二零二四年:22,843,000港元)。合約之詳情載述如下:

於二零零八年十二月二十二日,中國年代能源投資(香港)有限公司(「**中國年代**」)與中國石油訂立了石油合約(「**石油合約**」),以於中國塔里木盆地喀什北區塊鑽探、勘探、開發及生產石油及╱或天然氣(「**喀什項目**」)。中國石油集團為於中國成立的國有企業。

根據於二零零八年十二月簽訂之石油合約,中國年代同意提供資金及應用其先進科技及管理經驗與中國石油集團合作,以於中國新疆塔里木盆地喀什北區塊開發及生產原油及╱或天然氣。石油合約之最長年期為自二零零九年六月一日起計30年,期限可予延展。

根據石油合約,中國年代須於商業生產期前承擔評估業務所需所有成本,而開發成本須由中國石油集團及中國年代分別按51%及49%之比例承擔。此外,中國石油集團所佔經營成本部分應由中國年代墊付,並透過生產原油及╱或天然氣收回。

根據石油合約之條款,於商業生產期間評估成本、開發成本及經營成本須根據成本回收油╱氣及投資回收油╱氣機制收回。就收回成本、繳納中國適用的所有適用稅項及專利稅後剩餘之油╱氣而言,為分成油╱氣,由中國石油集團及中國年代分別分佔51%及49%。

17. INTANGIBLE ASSETS *(Continued)*

In March 2015, the Group has issued formal application to CNPC to apply for a two-year extension of the exploration period of the Kashi Project beyond the original deadline of 31 May 2015, as the exploration efforts in the cooperation site has not been completed. On 6 December 2017, the Group and CNPC entered into a supplemental agreement to extend the exploration period.

During 2017 to 2019, he Group carried out exploration and evaluation activities at the site and working with professional parties to prepare data and information that were required for the overall development program ("**ODP**") for government approval before full production could be started. Pursuant to the circular published by the State Council of the People's Republic of China on 27 February 2019, the ODP was no longer required to be approved by the National Development and Reform Commission but is only subject to new filing requirements. Per the agreement with CNPC, the commercial stage would be commenced when (i) the construction infrastructure for gas production stated in the Kashi Project at Akemomu, North Kashi Block, Tarim Basin, China (the "**Akemomu Gas Field**") is completed and being commenced for production for 90 days; or (ii) when the total gas production volume in the Akemomu Gas Field reached 300,000,000 cubic meters of gas. The commencement date of commercial stage would be confirmed and announced by joint committee meeting afterwards. On 25 July 2019, the Group received a resolution of the Joint Management Committee of North Kashi Block Cooperation Project that the filing of the ODP of the Akemomu Gas Field was completed on 8 July 2019 and the development stage commenced from 9 July 2019. By the resolution of the Joint Management Committee of North Kashi Block Cooperation Project on 16 October 2020, the commercial production stage was commenced with effect from 1 October 2020.

A Joint Management Committee, comprising representatives of both the Group and CNPC, is responsible for approving the annual work programmes, budgets, procurement plans and development proposals for the Kashi Project. The requirement for unanimous approval of key operating and strategic decisions results in joint control as contemplated under HKFRS Accounting Standards.

17. 無形資產 *(續)*

於二零一五年三月，本集團向中國石油集團正式提出申請將勘探期限延長兩年。由於合作區塊內的勘探任務沒有全部完成，因此喀什項目之勘探期限原訂於二零一五年五月三十一日到期而步入開發期。於二零一七年十二月六日，本集團與中國石油集團已訂立補充協議，以延長勘探期限。

於二零一七至二零一九年期間，本集團一直在地盤開展勘探及評估活動，現正與專業人士合力制定總體開發方案(「**總體開發方案**」)所需之數據及資料，以供政府審批，其後方能開展全面生產。根據中華人民共和國國務院於二零一九年二月二十七日發佈的通知，總體開發方案已不須經國家發展和改革委員會批准，惟須符合備案的新規定。根據與中國石油集團訂立的協議，商業化階段將於(i)位於中國塔里木盆地喀什北區塊阿克莫木(「**阿克莫木氣田**」)的喀什項目中所述的天然氣生產基礎設施工程完成並投產90日；或(ii)當阿克莫木氣田的天然氣總產量達300,000,000立方米。商業化階段的開展日期其後將於聯合委員會會議上確定及宣佈。於二零一九年七月二十五日，本集團收到喀什北區塊合作項目聯合管理委員會決議，阿克莫木氣田總體開發方案於二零一九年七月八日完成備案手續，並於二零一九年七月九日起進入開發階段。根據二零二零年十月十六日喀什北區塊合作項目聯合管理委員會之決議案，商業生產期於二零二零年十月一日開始。

由本集團及中國石油代表組成的聯合管理委員會，負責審批喀什項目的年度工作計劃、預算、採購方案及發展建議。由於重大營運及策略決策須一致同意，該安排構成香港財務報告準則會計準則所界定的共同控制。

17. INTANGIBLE ASSETS *(Continued)*

Disclosure in relation to the Petroleum Contract as follows:

(a) Result for the year

During the year ended 31 December 2025, the Group has recognised revenue approximately of HK$230,770,000 (2024: HK$282,777,000) from the sales of natural gas arising from its interests in the Petroleum Contract and the profit before income tax for the year for the sales of natural gas was approximately HK$55,356,000 (2024: HK$87,974,000).

(b) Assets and liabilities

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Property, plant and equipment	物業、廠房及設備	**1,021,135**	991,629
Intangible assets	無形資產	**1,060,032**	1,040,610
Current assets	流動資產	**182,659**	155,445
Current liabilities	流動負債	**(301,150)**	(313,234)
Non-current liabilities	非流動負債	**(27,348)**	(996)
Net assets	資產淨值	**1,935,328**	1,873,454

(c) Cash flows

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Net cash flows	淨現金流		
Operating cash flows	營運現金流	**127,893**	113,440
Investing cash flows	投資現金流	**(18,218)**	(11,682)

17. 無形資產（續）

有關石油合約之披露如下：

(a) 本年度業績

於截至二零二五年十二月三十一日止年度，本集團確認來自其於石油合約之權益產生之銷售天然氣收益約230,770,000港元（二零二四年：282,777,000港元）及年內銷售天然氣之除税前溢利約為55,356,000港元（二零二四年：87,974,000港元）。

(b) 資產及負債

(c) 現金流

17. INTANGIBLE ASSETS *(Continued)* 17. 無形資產*（續）*

(d) Commitments (d) 承諾

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Capital commitments:	資本承諾：		
Contracted but not provided for in respect of:	已訂約但未就下列事項撥備：		
– Property, plant and equipment and exploration and evaluation expenditures	－ 物業、廠房及設備及勘探及評估開支	**426**	470

18. INTERESTS IN SUBSIDIARIES 18. 於附屬公司之權益

Details of the Company's principal subsidiaries as at 31 December 2025 are as follows:

本公司於二零二五年十二月三十一日之主要附屬公司之詳情如下：

Name 公司名稱	Form of business structure 營業結構形式	Country/place of incorporation/establishment 註冊成立／成立國家／地點	Country/place of operation 經營國家／地點	Principal activities 主要業務	Issued and fully paid share capital 已發行及繳足股本	Percentage of interests held 持有權益百分比 Directly 直接	 Indirectly 間接
China Energy Resources Holdings Ltd 中西能源控股有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Sales of food and beverages and investment holding 銷售食品及飲料業務及投資控股	Ordinary share HK$1 普通股1港元	100%	–
Totalbuild Investments Group (Hong Kong) Limited 共創投資集團(香港)有限公司	Limited liability company 有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Investment holding 投資控股	Ordinary share US$1 普通股1美元	100%	–
China Era Energy Power Investment (Hong Kong) Limited 中國年代能源投資(香港)有限公司	Limited liability company 有限公司	Hong Kong 香港	PRC 中國	Oil and gas exploration 油氣勘探	Ordinary share HK$1 普通股1港元	–	100%
Zhong Neng Finance Limited 中能財務有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Money lending 放債	Ordinary share HK$1 普通股1港元	–	100%
Di Maria Limited 迪瑪利亞有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Investment holding 投資控股	Ordinary share HK$10,000 普通股10,000港元	–	100%
Team Lucky Development Limited 添興發展有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Investment holding 投資控股	Ordinary share HK$2 普通股2港元	–	100%
Fortune Great Limited 巨運有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Investment holding 投資控股	Ordinary share HK$1 普通股1港元	–	100%
克拉瑪依富海石油 化工有限公司 (Karamay Fuhai Petroleum Chemical Engineering Co., Limited)* ("**Karamay Fuhai**") 克拉瑪依富海石油化工有限公司(「**克拉瑪依富海**」)	Limited liability company 有限公司	PRC 中國	PRC 中國	Investment holding 投資控股	Registered capital RMB5,000,000 註冊資本人民幣5,000,000元	–	51%
克拉瑪依偉潤燃氣 有限公司 (Karamay Weirun Gas Co., Limited)* ("**Weirun**") 克拉瑪依偉潤燃氣有限公司(「**偉潤**」)	Limited liability company 有限公司	PRC 中國	PRC 中國	Distribution of natural gas 分銷天然氣	Registered capital RMB130,000,000 註冊資本人民幣130,000,000元	–	26.01%

None of the subsidiaries had issued any debt securities at the end of the year.

該等附屬公司於年末概無發行任何債務證券。

* *The English names are for identification only*

* *英文名稱僅供識別*

19. DEFERRED TAXATION

19. 遞延稅項

(a) The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

(a) 年內於綜合財務狀況表中確認之遞延稅項資產／(負債)組成部分及變動如下：

Deferred tax assets/(liabilities) arising from:

遞延稅項資產／(負債)產生自：

		Exploration costs 勘探成本 *HK$'000* *千港元* *(Note)* *(附註)*	Tax losses 稅項虧損 *HK$'000* *千港元*	Total 總額 *HK$'000* *千港元*
At 1 January 2024	於二零二四年一月一日	(19,374)	19,695	321
Charged to profit or loss during the year *(note 10)*	計入年內損益(*附註10*)	(16,646)	(13,043)	(29,689)
Exchange differences	匯兌差額	849	(303)	546
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	(35,171)	6,349	(28,822)
Charged to profit or loss during the year *(note 10)*	計入年內損益(*附註10*)	**(8,643)**	**(1,167)**	**(9,810)**
Exchange differences	匯兌差額	**(1,836)**	**281**	**(1,555)**
At 31 December 2025	**於二零二五年十二月三十一日**	**(45,650)**	**5,463**	**(40,187)**

Note: Deferred tax assets/(liabilities) represented deductible/taxable temporary difference in relation to exploration and evaluation activities in the PRC and the recoverability depends on the future profitability of the Kashi Project.

附註： 遞延稅項資產／(負債)代表關於在中國之勘探及評估活動之臨時可扣減／應課稅差額，而可收回性取決於喀什項目之未來盈利能力。

The following is the analysis of the deferred tax balances for financial reporting purposes:

就財務申報目的之遞延稅項結餘分析如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Deferred tax assets	遞延稅項資產	**–**	–
Deferred tax liabilities	遞延稅項負債	**(40,187)**	(28,822)
		(40,187)	(28,822)

19. DEFERRED TAXATION *(Continued)*

(b) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative Hong Kong tax losses of approximate HK$22,043,000 as at 31 December 2025 (2024: HK$21,488,000) and PRC tax losses of HK$7,907,000 (2024: HK$4,009,000) respectively, as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction of the entity. The Hong Kong tax losses will not expire under the current relevant tax legislation.

At the end of the year, the Group has the following unrecognised tax losses arising in the PRC that can be offset against future taxation profits of the subsidiaries for a maximum of 5 years from the year in which the tax loss was incurred. The details of the expiry dates of unrecognised tax losses are as follows:

19. 遞延税項*（續）*

(b) 未確認遞延税項資產

本集團並無就於二零二五年十二月三十一日累計分別香港税項虧損約22,043,000港元（二零二四年：21,488,000港元）及中國税項虧損約7,907,000港元（二零二四：4,009,000港元）確認遞延税項資產，原因為於實體之相關税項司法權區不大可能有可動用該等虧損之未來應課税溢利。根據現行相關税法，香港税項虧損將不會到期。

於本年末，本集團在中國境內產生的未確認税務虧損，可於自虧損年度起計算最多五年內，用以抵扣附屬公司未來的應課税利潤。未確認税務虧損的到期日詳情如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
No expiry dates	無到期日	**22,043**	21,488
Year of expiry	**到期年份**		
2029	二零二九年	**4,009**	4,009
2030	二零三零年	**3,898**	–
		29,950	25,497

(c) Withholding tax

10% PRC dividend withholding tax would be payable on the distribution of undistributed profits of the Group's subsidiaries established in the PRC. As at 31 December 2025 and 2024, no deferred tax liabilities have been recognised as the Group's PRC subsidiaries have no undistributed profits.

(c) 預扣税

本集團須按10%就分派於中國成立之附屬公司之未分派溢利繳納中國股息預扣税。於二零二五年及二零二四年十二月三十一日，因為本集團之中國附屬公司並無尚未分派溢利，概無確認有關遞延税項負債。

20. ACCOUNTS RECEIVABLES

20. 應收賬款

		2025 二零二五年 *HK$'000* *千港元*	2024 二零二四年 *HK$'000* *千港元*
Accounts receivables *(Note (a))* – Sales of natural gas	應收賬款*(附註(a))* －銷售天然氣	**135,423**	116,251
Loan and interest receivables *(Note (b))* – Others	應收貸款及利息*(附註(b))* －其他	**37,100**	37,100
		172,523	153,351
Less: Expected credit losses	減：預期信貸虧損	**(47,344)**	(37,100)
		125,179	116,251

Note (a): Sales of natural gas mainly represent the receivables recognised under the production sharing contract with CNPC for the Group's operation in the Kashi Project, the PRC. Sales to customer is normally made with credit terms of 30 to 60 days. The Group did not hold any collateral over the balance.

The balance of sales of natural gas were non-interest bearing. The accounts receivables in the amount of HK$Nil are pledged to secure the Group's other borrowings as at 31 December 2025 (2024: HK$113,397,000).

Note (b): Loan receivable from an independent third party, Sing Pao Media Enterprises Limited ("**Sing Pao**"), which was unsecured, interest-bearing at 1% per month and repayable within 1 year, had been fully impaired during the year ended 31 December 2011. The loan receivable from Sing Pao was secured by a personal guarantee of a third party.

Sing Pao's shares were listed on the SEHK but was delisted on 18 August 2015. During the year ended 31 December 2015, a winding-up order was made against Sing Pao and the Group had already submitted proof of debt form to liquidator of Sing Pao on 7 January 2016. On 2 November 2017, the Group's legal advisor was informed by the liquidator that the process of realisation of assets of Sing Pao was completed and there was unlikely to be any surplus assets for distribution to creditors (including the Company) after payment of the costs of the liquidation. As a result, expected credit loss of HK$37,100,000 (2024: HK$37,100,000) is provided for loan receivables and interest.

附註(a)： 天然氣銷售指根據與中國石油集團訂立之產量分成合約就本集團於中國喀什之業務確認之應收款項。向客戶作出的銷售一般按30至60日的信貸期進行。本集團並無就該結餘持有任何抵押品。

天然氣銷售之結餘為不計息。於二零二五年十二月三十一日，無應收賬款已抵押為本集團其他借貸之擔保（二零二四年：113,397,000港元）。

附註(b)： 應收一名獨立第三方成報傳媒集團有限公司（「**成報**」）貸款為無抵押、按每月利率1%計息，並須於一年內償還，該款項已於截至二零一一年十二月三十一日止年度悉數減值。應收成報貸款由一名第三方的個人擔保作抵押。

成報股份之前於聯交所上市，然後於二零一五年八月十八日除牌。截至二零一五年十二月三十一日止年度，成報被頒下清盤令，而本集團亦已於二零一六年一月七日向成報的清盤人提交債權證明表。於二零一七年十一月二日，本集團的法律顧問獲清盤人告知，成報的資產變現已完成，支付清盤成本後存在盈餘資產可供分派予債權人（包括本公司）的可能性極低。因此，預期信貸虧損37,100,000港元（二零二四年：37,100,000港元）為應收貸款及利息預提。

20. ACCOUNTS RECEIVABLES *(Continued)*

In estimating the ECL of loan and interest receivables and in determining whether there is a significant increase in credit risk since initial recognition and whether the financial asset is credit-impaired, the Group has taken into account the historical actual credit loss experience of the borrower and the financial position of the counterparty by reference to, among others, available press information, adjusted for forward-looking factors that are specific to the debtor and general economic conditions of the industry in which the counterparty operates, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. There was no change in the estimation techniques or methodology made during the year.

The Group performs impairment assessment under ECL model on loan and interest receivables individually.

There were no movements in the loss allowances in respect of loan and interest receivables during the years ended 31 December 2025 and 2024.

The aging analysis of accounts receivables at the end of the reporting period, presented based on the revenue recognition dates, and net of allowance, is as follows:

20. 應收賬款（續）

在估算貸款及利息應收款的預期信貸損失，以及判斷自初始確認以來是否出現信貸風險的重大增加、或金融資產是否已出現信貸減值時，本集團已考慮借款人的歷史實際信貸損失經驗及交易對手的財務狀況，並參考包括可得的新聞資訊在內的資料，並結合針對債務人及其所處行業的一般經濟狀況的前瞻性因素，以估算該等金融資產的違約概率及每宗違約的損失金額。年度內估算技術或方法並無變動。

本集團對貸款及利息應收款的減值評估是以個別資產為基礎進行的。

於截至二零二五年及二零二四年十二月三十一日止年度，貸款及利息應收款的損失撥備並無變動。

應收賬款於報告期末基於收益確認日期呈列的賬齡分析並已扣除撥備如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Within 3 months	三個月內	**33,819**	54,046
More than 3 months but within 6 months	三個月以上但六個月內	**45,621**	12,537
More than 6 months but within 1 year	六個月以上但一年內	**6,297**	46,518
More than 1 year	一年以上	**39,442**	3,150
		125,179	116,251

Information about the Group's exposure to credit risks and impairment of accounts receivables is set out in note 37(c)

有關本集團在應收賬款方面的信貸風險及減值的披露，詳見附註37(c)。

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公平價值計入損益之金融資產

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Equity securities, at fair value	股本證券(按公平價值計)		
Listed in Hong Kong	於香港上市	**12,475**	14,776
Fair value of listed equity securities based on quoted market price (level 1 fair value measurement)	基於市場報價之上市股本證券公平價值(第一級公平價值計量)	**12,475**	14,776
Analysed as:	分析為:		
Current assets	流動資產	**12,475**	14,776

The fair value of financial assets at fair value through profit or loss are based on their current bid price in an active market.

按公平價值計入損益之金融資產之公平價值乃基於其於活躍市場之現時標價。

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

22. 其他應收款項、按金及預付款項

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	**16,031**	20,700
Prepayment for renovation of office premises	裝修辦公室場地預付款	**3,517**	–
Refundable deposit	可退回訂金		
Mr. Wang Jian Guo *(note (a))*	王建國先生*(附註(a))*	**20,725**	20,725
		40,273	41,425
Less: Expected credit losses	減:預期信貸虧損		
Refundable deposit *(note (a))*	可退回訂金*(附註(a))*	**(20,725)**	(20,725)
Other receivables and deposits	其他應收款項及按金	**(5,990)**	(5,198)
		(26,715)	(25,923)
		13,558	15,502
Analysed as:	分析為:		
Non-current	非流動	**3,517**	–
Current	流動	**10,041**	15,502
		13,558	15,502

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

22. 其他應收款項、按金及預付款項*(續)*

In estimating the ECL of other receivables and deposits and in determining whether there is a significant increase in credit risk since initial recognition, and whether the financial asset is credit-impaired, the Group has taken into account the historical actual credit loss experience, adjusted for forward-looking factors that is specific to the debtor and general economic conditions of the industry in which the counterparty operates, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. There was no change in the estimation techniques or significant assumptions made during the year.

在估算其他應收款項及按金的預期信貸損失，以及判斷自初始確認以來是否出現信貸風險的重大增加、或金融資產是否已出現信貸減值時，本集團已考慮歷史實際信貸損失經驗，並結合針對債務人及其所處行業的一般經濟狀況的前瞻性因素，以估算該等金融資產的違約概率及每宗違約的損失金額。年度內估算技術或主要假設並無變動。

Movement in the expected credit losses in respect of other receivables and deposits is as follows:

有關其他應收款項及按金之預期信貸虧損變動如下：

		2025 二零二五年 *HK$'000* *千港元*	2024 二零二四年 *HK$'000* *千港元*
Balance at 1 January	於一月一日之結餘	**25,923**	25,923
Provision of expected credit losses during the year	年內預期信貸虧損	**792**	–
Balance at 31 December	於十二月三十一日之結餘	**26,715**	25,923

Note (a): On 24 September 2007, Mr. Wang Jian Guo, an independent third party and Joy Even International Limited ("**Joy Even**"), a subsidiary of the Group, entered into the agreement in relation to the proposed acquisition of the 51% equity interest in each of the target companies, Bu Tuo County Wu Zhou Minerals Limited Liability Company (布拖縣五洲礦產有限責任公司) and Hui Li County Wan Feng Mining Limited Liability Company (會理縣萬豐礦業有限責任公司) of an aggregate consideration of RMB498 million (equivalent of HK$516 million) (the "**Agreement**"). Both companies are limited liability companies established in the PRC. The principal activities of both companies are in the development of mines in the PRC. A refundable deposit of HK$20,725,000 was paid (equivalent to RMB20,000,000) to Mr. Wang Jian Guo upon signing of the agreement. On 31 July 2008, the Company executed the Deed of termination regarding the proposed acquisitions, whereby subject to the return of the refundable deposit, both parties shall be released and discharged from their respective obligations under the Agreement. On 10 March 2011, Joy Even issued a Writ of Summons against Mr. Wang Jian Guo claiming the principal and interest on the refundable deposits. On 18 June 2013, the Court of First Instance adjudged that Mr. Wang Jian Guo shall pay to Joy Even the sum of RMB22,723,287 or Hong Kong Dollar equivalent. All of the refundable deposits were fully impaired in previous years.

附註(a)：於二零零七年九月二十四日，王建國先生（獨立第三方）與悦順國際有限公司（「**悦順**」）（本集團之附屬公司）訂立協議（「**該協議**」），內容有關建議收購目標公司布拖縣五洲礦產有限責任公司及會理縣萬豐礦業有限責任公司各自之51%股權，總代價為人民幣498百萬元（等值516百萬港元）。該兩間公司均為於中國成立之有限責任公司。兩間公司之主要業務均為於中國開發礦場。本集團已於簽訂協議時向王建國先生支付可退回訂金20,725,000港元（等值人民幣20,000,000元）。於二零零八年七月三十一日，本公司簽立關於建議收購事項之終止契據，據此，須退回可退回訂金。雙方解除各自於該協議之責任。於二零一一年三月十日，悦順向王建國先生發出傳訊令狀，追討可退回按金之本金連利息。於二零一三年六月十八日，原訟法庭判決王建國先生須向悦順支付金額人民幣22,723,287元或等值港元。全部可退回按金均已在以前年度被減值。

23. PROVISIONS, OTHER PAYABLES AND ACCRUALS

23. 撥備、其他應付款項及應計款項

		2025 二零二五年 *HK$'000* *千港元*	2024 二零二四年 *HK$'000* *千港元*
Property, plant and equipment/exploration and evaluation cost payables *(Note (a))*	物業、廠房及設備／勘探及評估應付成本*(附註(a))*	**45,365**	66,181
Other payables and accruals *(Note (b))*	其他應付款項及應計款項*(附註(b))*	**23,362**	37,293
Provision for removal and restoration of property, plant and equipment for the Kashi Project	預提喀什項目物業、廠房及設備之搬拆及複修撥備	**22,314**	6,146
		91,041	109,620
Analysed as:	分析為：		
Current	流動	**68,727**	109,620
Non-current	非流動	**22,314**	–
		91,041	109,620

Note (a): Property, plant and equipment/exploration and evaluation cost payables represent balances payable to contractors engaged by the Group to perform exploration, evaluation and development works on the area designated in the Petroleum Contract as disclosed in Note 15 and Note 17 to the consolidated financial statements.

Note (b): Included above are the operating cost payable to CNPC amounted to HK$2,229,000 (2024: HK$11,678,000).

附註(a)： 如綜合財務報表附註15及17所披露，物業、廠房及設備／勘探及評估應付成本指應付予本集團委聘、按石油合約指定之區域進行勘探、評估及開發工作之分包商的結餘。

附註(b)： 上述項目包括來自中國石油集團之應付營運費用為2,229,000港元（二零二四年：11,678,000港元）。

24. LEASE LIABILITIES 24. 租賃負債

		Lease payments 租賃付款 2025 二零二五年 HK$'000 千港元	Present value of lease payments 租賃付款之現值 2025 二零二五年 HK$'000 千港元	Lease payments 租賃付款 2024 二零二四年 HK$'000 千港元	Present value of lease payments 租賃付款之現值 2024 二零二四年 HK$'000 千港元
Within one year	於一年內	**1,459**	**1,237**	842	724
In the second to fifth years, inclusive	第二年至第五年（包括首尾兩年）	**2,675**	**2,167**	1,053	996
After five years	五年以上	**3,080**	**2,867**	–	–
		7,214	**6,271**	1,895	1,720
Less: Future finance charges	減：未來融資費用	**(943)**		(175)	
Present value of lease liabilities	租賃負債之現值	**6,271**		1,720	
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期清償之金額（於流動負債項下列示）		**(1,237)**		(724)
Amount due for settlement after 12 months	於12個月後到期清償之金額		**5,034**		996

At 31 December 2025, the average effective borrowing rate was 6.49% (2024: 8.28%).

於二零二五年十二月三十一日，平均實際借款利率為6.49%（二零二四年：8.28%）。

25. AMOUNT DUE TO A SHAREHOLDER 25. 應付一名股東款項

As at 31 December 2025, the amount due to a shareholder is unsecured, interest-free (2024: carried at fixed interest rate of 5% per annum) and repayable on demand.

截至二零二五年十二月三十一日，應付一名股東的款項為無抵押、免息（二零二四年：年固定利率5%），並可隨時要求償還。

26. OTHER BORROWINGS

26. 其他借貸

		2025 二零二五年 *HK$'000* *千港元*	2024 二零二四年 *HK$'000* *千港元*
Secured other borrowings *(note (a))*	有抵押其他借貸*(附註(a))*	**–**	203,700
Unsecured other borrowings *(note (b))*	無抵押其他借貸*(附註(b))*	**246,295**	58,108
		246,295	261,808
Repayable:	應償還：		
Within one year or on demand	一年內或按要求	**246,295**	261,808

Note (a): At 31 December 2024, the borrowing of RMB194,000,000 (Equivalent to HK$203,700,000) was charged at an interest rate of 8.5% per annum. The borrowings were secured by the accounts receivables of the Group under the Petroleum Contract dated 22 December 2008, the supplemental contract dated 6 December 2017, the second supplemental contract dated 20 June 2019 and the gas sales agreement dated 27 April 2020. In addition, the rights of natural gas sharing amount and sales revenue under the product sharing agreement and the sales agreement were pledged as security for the other borrowing as at 31 December 2024. During the year ended 31 December 2025, the borrowing was fully repaid.

附註(a)： 於二零二四年十二月三十一日，本集團的借款人民幣194,000,000元（等值203,700,000港元），年利率為8.5%。該借款以本集團根據二零零八年十二月二十二日之石油合約、二零一七年十二月六日之補充合約、二零一九年六月二十日之第二份補充合約及二零二零年四月二十七日之天然氣銷售協議下的應收賬款作為抵押。此外，根據產品分成協議及銷售協議的天然氣分成權利及銷售收入亦被質押作為其他借款的擔保。截至二零二五年十二月三十一日止年度，該筆借款已全數償還。

Note (b): At 31 December 2025, included in the other borrowings, RMB212,581,000 (Equivalent to approximately HK$233,839,000) (2024: RMB55,341,000 (Equivalent to approximately HK$58,108,000)) is borrowed from fellow subsidiaries (2024: subsidiaries of a substantial shareholder). These other borrowings are unsecured, carried at fixed interest rate of 3.45% per annum and repayable on 31 December 2026.

At 31 December 2025, included in the other borrowings, HK$10,099,000 (2024: Nil) is borrowed from another fellow subsidiary. This other borrowing is unsecured, carried at fixed interest rate of 5% per annum and repayable before 31 December 2026.

At 31 December 2025, included in the other borrowings, HK$2,357,000 (2024: Nil) is borrowed from the immediate holding company. This other borrowing is unsecured, carried at fixed interest rate of 5% per annum and repayable before 31 December 2026.

附註(b)： 於二零二五年十二月三十一日，其他借款中包括人民幣212,581,000元（等值233,839,000港元）（二零二四年：人民幣55,341,000元，等值58,108,000港元），由同系附屬公司借入（二零二四年：由主要股東的附屬公司借入）。這些其他借款為無抵押，年固定利率3.45%，並需於二零二六年十二月三十一日償還。

於二零二五年十二月三十一日，其他借款中包括10,099,000港元（2024年：無），由另一同系附屬公司借入。該筆借款為無抵押，年固定利率5%，於二零二六年十二月三十一日前償還。

於二零二五年十二月三十一日，其他借款中包括2,357,000港元（2024年：無），由直接控股公司借入。該筆借款為無抵押，年固定利率5%，於二零二六年十二月三十一日前償還。

27. CONVERTIBLE NOTES

On 22 January 2009, the Company, Totalbuild Investments Holdings Group Limited (the "**Vendor**"), Mr. Wang Guoju, as guarantor and beneficial owner of the entire issued share capital of the Vendor, China Era, as a guarantor for the Vendor, entered into the agreement (the "**Acquisition Agreement**") in relation to proposed acquisition of 100% equity interest in Totalbuild Investments Group (Hong Kong) Limited ("**Totalbuild Investments**"). Totalbuild Investments held the entire issued share capital of China Era which had entered into the Petroleum Contract with CNPC as disclosed in note 17 to the consolidated financial statements.

On 3 January 2011, all the conditions of the acquisition of the first designated area of the Akemomu Gas Field (the "**First Designated Area**") and the entire issued share capital (the "**Acquisition**") of Totalbuild Investments and its subsidiaries (the "**Totalbuild Investments Group**") have been fulfilled.

As a result of completion of the Acquisition and the First Designated Area, the Tranche 1 consideration in the sum of HK$2,558,000,000 was paid by the Company with Tranche 1 convertible notes of HK$2,558,000,000 at the conversion price of HK$0.168 each, to the Vendor including the shortfall amount of HK$1,279,000,000 which was deposited with an escrow agent pursuant to the Acquisition Agreement. The sale loan consideration payable by the Company in the sum of HK$906,299,000 was satisfied by deducting the deposit in the sum of HK$804,000,000 and with the balance of HK$102,299,000 to be settled in cash or otherwise agreed.

27. 可換股票據

於二零零九年一月二十二日，本公司、共創投資控股有限公司（「**賣方**」）及王國巨先生（作為賣方之擔保人及賣方全部已發行股本之實益擁有人）、中國年代（作為賣方之擔保人）就建議收購共創投資集團（香港）有限公司（「**共創投資**」）之100%股本權益而訂立協議（「**收購協議**」）。共創投資當時持有中國年代全部已發行股本，而中國年代與中國石油集團已訂立了石油合約（如綜合財務報表附註17所披露）。

於二零一一年一月三日，收購於阿克莫木氣田之第一指定地區（「**第一指定地區**」）及共創投資及其附屬公司（「**共創投資集團**」）之全部已發行股本（「**收購事項**」）之所有條件已獲達成。

由於完成收購事項及第一指定地區，故本公司已按每股轉換價0.168港元向賣方發行第一批2,558,000,000港元之可換股票據，以支付第一批代價2,558,000,000港元（包括已根據收購協議存放於託管代理的差額1,279,000,000港元）。本公司應付之銷售貸款代價906,299,000港元已透過扣減按金804,000,000港元而償付，而餘額102,299,000港元則以現金或協定之其他方式償付。

27. CONVERTIBLE NOTES *(Continued)*

According to the Acquisition Agreement, the shortfall amount of HK$1,279,000,000 convertible notes ("**Shortfall Notes**") should only be released to the Vendor upon the Company having received a written certificate issued by the competent evaluator confirming that the First Designated Area be evaluated on the basis of unrisked economic evaluation on or before 31 May 2015 (the "**Relevant Period**"). No such written certificate was received by the Company on or before 31 May 2015. Under the terms of the Acquisition Agreement, the Shortfall Notes have been returned to the Company for cancellation. During the year ended 31 December 2015, a gain of HK$92,459,000 was recognised in profit or loss, and approximately HK$1,309,405,000 related to equity component of the convertible notes have been transferred from convertible notes reserve to accumulated losses as the result of the cancellation of convertible notes.

In addition, according to the Acquisition Agreement, the Group is not entitled to the benefits and interests of the second designated area in the Akemomu Gas Field. A separate shareholders' approval will be required for the Acquisition of the second designated area by issuing additional convertible notes of not more than HK$7,442,000,000 subjected to the fulfilment of certain conditions as stipulated in the Acquisition Agreement within the Relevant Period.

The Tranche 1 zero coupon convertible notes with principal amount of HK$2,558,000,000 with maturity in 30 years was issued on 3 January 2011. During the year ended 31 December 2015, the Shortfall Notes were returned to the Company and subsequently cancelled. Following the cancellation of the Shortfall Notes, the Tranche 1 zero coupon convertible notes with a principal amount of HK$1,279,000,000 remained outstanding. The convertible notes do not bear any interest and are freely transferable, provided that where the convertible notes are intended to be transferred to a connected person (as defined in the Listing Rules) of the Group (other than the associates of the noteholder) such transfer shall comply with the requirements under the Listing Rules and/or requirements imposed by the SEHK, if any.

27. 可換股票據 *(續)*

根據收購協議，差額1,279,000,000港元之可換股票據(「**差額票據**」)僅可於本公司已收取專利估值師發出書面證書確認第一指定地區已於二零一五年五月三十一日或之前(「**有關期間**」)根據無風險經濟評估基準評估後，方可解除。本公司於二零一五年五月三十一日或之前並無接獲有關書面證書。根據收購協議之條款，差額票據已退回公司作註銷。截至二零一五年十二月三十一日止年度，本公司因註銷可換股票據而於損益確認收益92,459,000港元，可換股票據權益部分相關之約1,309,405,000港元已由可換股票據儲備轉移至累積虧損。

此外，根據收購協議，本集團並無獲授阿克莫木氣田第二指定地區之利益及權益。於有關期間達成收購協議指明之若干條件後發行不超過7,442,000,000港元之額外可換股票據以收購第二指定地區，須於取得獨立股東批准後，方可作實。

第一批零票息可換股票據本金額為2,558,000,000港元。可換股票據之到期日為發行日期二零一一年一月三日起計三十年屆滿。於截至二零一五年十二月三十一日止年度，短缺票據已退回公司並隨後予以註銷。短缺票據註銷後，尚有本金總額1,279,000,000 港元的第一批零息可換股票據仍未償還。可換股票據不計息及可自由轉讓，惟倘可換股票據擬轉讓予票據持有人聯繫人士以外之本集團關連人士(定義見上市規則)，則有關轉讓須符合上市規則之規定及／或聯交所實施之規定(如有)。

27. CONVERTIBLE NOTES *(Continued)*

The noteholders may at any time during the 30 years from the issue date convert the whole or part of the principal amount of the convertible notes into new ordinary shares of the Company at the conversion price of HK$0.168 per share, provided that (i) no conversion rights attached to the convertible notes may be exercised, to the extent that following such exercise, a holder of the convertible notes and parties acting in concert with it, taken together, will directly or indirectly, control or be interested in 30% or more of the entire issued shares of the Company (or in such percentage of the issued share capital of the Company as may from time to time be specified in the Hong Kong Code on Takeovers and Mergers as being the level for triggering a mandatory general offer); and (ii) no holder of the convertible notes shall exercise the conversion right attached to the convertible notes held by such holders if immediately after such conversion, the public float of the shares fall below the minimum public float requirement stipulated under Rule 8.08 of the Listing Rules as required by the SEHK. The conversion price of HK$0.168 per share is subject to adjustment for consolidation, sub-division or reclassification of shares, capital reduction, rights issues and other events which have diluting effects on the issued share capital of the Company. As a result of the Capital Reorganisation (as defined in Note 28(a)) during the year ended 31 December 2025 and under the terms and conditions of the convertible notes, the conversion price of the outstanding convertible notes was adjusted from HK$0.168 per share to HK$6.720 per Adjusted Share (as defined in Note 28(a)) and the number of Adjusted Shares that can be issued upon full exercise of the conversion right attached to the convertible notes were adjusted from 1,385,654,762 shares to 34,641,369 Adjusted Shares respectively with effect from 3 November 2025.

The fair values of the liability component and the equity component were determined at the issuance of the convertible notes. The fair value of the liability component, included in the non-current liabilities, was calculated using a market interest rate of equivalent non-convertible notes. The effective interest rate of the liabilities component is 11% per annum and the interest expenses will be charged to profit or loss over the loan periods. The equity component of the convertible notes, representing the difference of the fair value of the convertible notes and the fair value of the liabilities component, was included in the owner's equity and denoted as convertible notes reserves.

27. 可換股票據 *(續)*

票據持有人可於發行日期起計三十年內，隨時按換股價每股0.168港元將全部或部分可換股票據本金額兌換為本公司新普通股，惟(i)倘有關行使後，可換股票據持有人及與其一致行動人士將合共直接或間接控制或擁有30%或以上本公司全部已發行股份權益（或香港公司收購及合併守則可能不時訂明會引發強制性全面收購建議之本公司已發行股本之百分比），則不得行使可換股票據所附兌換權；及(ii)倘緊隨兌換後，股份之公眾持股量降至低於上市規則第8.08條所訂明聯交所規定之最低公眾持股量規定，則可換股票據持有人不得行使該等持有人所持可換股票據所附兌換權。換股價每股0.168港元可因應股份合併、拆細或重新分類、削減股本、供股及其他對本公司已發行股本具攤薄影響之事項作出調整。由於截至二零二五年十二月三十一日止年度進行的資本重組（見附註28(a)），根據可換股票據的條款及條件，未償還可換股票據的轉換價格已由每股0.168港元調整為每股6.720港元之調整股份（見附註28(a)）。同時，從二零二五年十一月三日起生效，可換股票據在全面行使轉換權時可發行的調整股份數目亦由1,385,654,762股調整為34,641,369股調整股份。

負債部分及權益部分之公平價值於發行可換股票據時釐定。負債部分之公平價值（包括於非流動負債）使用同等非可換股票據之市場利率計算。負債部分之實際年利率為11%，而利息開支將於貸款期內在損益扣除。可換股票據之權益部分（代表可換股票據公平價值與負債部分公平價值之差額）計入擁有人之權益內及表示為可換股票據儲備。

27. CONVERTIBLE NOTES *(Continued)*

27. 可換股票據*(續)*

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

可換股票據本金額、負債部分及權益部分之變動如下：

		Carrying amount 賬面值	
		Liability component 負債部分 *HK$'000* *千港元*	Equity component 權益部分 *HK$'000* *千港元*
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	119,452	695,828
Interest expenses *(Note 8)*	利息開支*(附註8)*	8,636	–
Less: Conversion into ordinary shares during the year	減：年內兑換為普通股	(82,625)	(457,504)
As at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	**45,463**	**238,324**
Interest expenses *(Note 8)*	利息開支*(附註8)*	**4,920**	**–**
As at 31 December 2025	**於二零二五年十二月三十一日**	**50,383**	**238,324**

Up to 31 December 2025, convertible notes with principal amount of HK$1,046,210,000 have been converted into ordinary shares of the Company. No convertible notes have been converted during the year ended 31 December 2025 During the year ended 31 December 2024, convertible notes with principal amount of HK$446,880,000 were converted into a total of 2,660,000,000 ordinary shares of HK$0.05 each in the share capital and share premium of HK$407,129,000 was recognised in the Company. Upon the completion of the conversion, the Company released convertible notes reserve of HK$457,504,000.

截至二零二五年十二月三十一日，本集團已有本金總額約1,046,210,000 港元的可換股票據轉換為公司普通股。於截至 二零二五年十二月三十一日止年度，並無任何可換股票據被轉換。於截至 二零二四年十二月三十一日止年度，本金總額約446,880,000 港元的可換股票據已轉換為合共 2,660,000,000 股每股面值0.05 港元的普通股，並於公司確認股本及股本溢價約407,129,000 港元。當完成轉換後，公司已釋放可換股票據儲備約457,504,000 港元。

The convertible notes with outstanding principal amount of HK$232,790,000 as at 31 December 2025 and 31 December 2024, have same maturity date falling 30 years from the date of issue on 3 January 2011.

於二零二五年及二零二四年十二月三十一日，可換股票據之未償還本金額為232,790,000港元，到期日同為發行日(即二零一一年一月三日)起計滿三十年。

28. SHARE CAPITAL

28. 股本

		Number of shares 股份數目	Amount 金額 *HK$'000* *千港元*
Authorised:	**法定：**		
Ordinary shares of HK$0.05 each	每股面值0.05港元之普通股		
At 1 January 2024, 31 December 2024 and 1 January 2025	於二零二四年一月一日、二零二四年十二月三十一日及二零二五年一月一日	25,000,000,000	1,250,000
Share Consolidation *(note (a)(i))*	股份合併*（附註(a)(i)）*	(24,375,000,000)	(1,218,750)
Share Subdivision *(note (a)(iii))*	股份分拆*（附註(a)(iii)）*	24,375,000,000	1,218,750
At 31 December 2025	於二零二五年十二月三十一日	25,000,000,000	1,250,000
Issued and fully paid:	**已發行及繳足：**		
Ordinary shares of HK$0.05 each	每股面值0.05港元之普通股		
At 1 January 2024.	二零二四年一月一日	9,505,344,000	475,267
Issue of shares upon conversion of convertible notes	兌換可換股票據所發行股票	2,660,000,000	133,000
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	12,165,344,000	608,267
Consolidation of every issued and unissued existing shares of par value of HK$0.05 each to 1 consolidated share of par value of HK$2.00 each *(note (a)(iii))*	合併每股已發行及未發行面值0.05港元之現有股份為一般面值2.00港元的合併股份*（附註(a)(iii)）*	(11,861,210,400)	–
Capital Reduction *(note (a)(ii))*	減資*（附註(a)(ii)）*	–	(593,061)
Issue of share upon issue of rights issue shares *(note (b))*	發行供股股份所發行股份*（附註(b)）*	152,066,800	7,603
At 31 December 2025	於二零二五年十二月三十一日	**456,200,400**	**22,809**

28. SHARE CAPITAL *(Continued)*

Notes:

(a) The Company completed the share reorganisation ("**Share Reorganisation**") on 3 November 2025, which was approved by the shareholders at the extraordinary general meeting held on 19 September 2025. Details of the Share Reorganisation are as follows:

(i) Every 40 issued and unissued existing shares of par value of HK$0.05 of the Company were consolidated into 1 consolidated share (the "**Consolidated Share**") of par value of HK$2.00 each (the "**Share Consolidation**");

(ii) The issued share capital of the Company was reduced by cancelling the paid-up share capital of the Company to the extent of HK$1.95 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share was reduced from HK$2.00 to HK$0.05. The credit arising from the capital reduction in the amount of approximately HK$593,061,000 was transferred to a contributed surplus account of the Company and the contributed surplus account will be applied by the Directors for such purposes permitted under the Companies Act (as revised) of the Cayman Islands and the amended and restated articles of association of the Company (the "**Capital Reduction**"); and

(iii) Immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK$2.00 each in the authorised share capital of the Company were subdivided into 40 authorised but unissued adjusted shares (the "**Adjusted Shares**") of par value of HK$0.05 each (the "**Share Subdivision**"). Upon the Share Subdivision becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK$2.00 each were subdivided into 40 authorised but unissued Adjusted Shares of par value of HK$0.05 each.

(b) On 2 December 2025, The Company proposed a rights issue (the "**Rights Issue**") to qualifying shareholders on the basis of one rights share ("the "**Rights Share**") for every 2 Adjusted Shares held by qualifying shareholders at the subscription price of HK$1.57 per Rights Share.

The Rights Issue became effect on 24 December 2025 of which 152,066,800 Rights Shares were issued and the Company raised net proceeds of HK$236,697,000. The Rights Shares rank *pari passu* with the existing shares in all respects.

Details of the Share Reorganisation and Rights Issue are detailed in the Company's announcements dated 14 August 2025, 19 September 2025, 30 October 2025, 6 November 2025 and 17 November 2025 respectively, the circular of the Company dated 29 August 2025 relation to the Capital Reorganisation and the prospectus of the Company dated 2 December 2025 in relation to the Rights Issue.

28. 股本 *(續)*

附註：

(a) 本公司已於二零二五年十一月三日完成股份重組(「**股份重組**」)，該重組已於二零二五年九月十九日召開的股東特別大會上獲得批准。股份重組詳情如下：

(i) 公司每40股已發行及未發行的面值0.05港元之現有股份合併為1股面值2.00港元的合併股份(「**合併股份**」)(「**股份合併**」)；

(ii) 公司已發行股本透過註銷每股合併股份1.95港元的已繳股本而予以減少，使每股合併股份的面值由2.00港元降至0.05港元。由減資產生的約593,061,000港元貸項已轉入公司之實繳股本盈餘賬戶，董事會將根據開曼群島公司法(修訂版)及公司經修訂及重列之組織章程細則允許的用途使用該溢價公積(「**減資**」)；及

(iii) 減資生效後，公司股本中每股面值2.00港元的已授權但未發行合併股份，均細分為40股面值0.05港元的已授權但未發行調整股份(「**已調整股份**」)(「**股份拆分**」)。股份細分生效後，每股面值2.00港元的已授權但未發行合併股份均細分為40股面值0.05港元的已授權但未發行調整股份。

(b) 公司於二零二五年十二月二日建議進行供股(「**供股**」)，合資格股東可按每持有2股調整股份獲配1股供股股份(「**供股股份**」)，供股股份認購價為每股1.57港元。

供股於二零二五年十二月二十四日生效，共發行152,066,800股供股股份，公司籌得淨收益236,697,000港元。供股股份在各方面與現有股份享有同等地位。

股份重組及供股的詳情已分別載於公司於二零二五年八月十四日、九月十九日、十月三十日、十一月六日及十一月十七日之公告，以及公司於二零二五年八月二十九日刊發有關資本重組的通函，以及公司於二零二五年十二月二日刊發有關供股的招股章程。

29. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION 29. 控股公司財務狀況表

		Notes 附註	**2025 二零二五年 HK$'000 千港元**	2024 二零二四年 HK$'000 千港元
Non-current assets	**非流動資產**			
Interests in subsidiaries	於附屬公司之權益		**1,558,820**	1,557,567
Current assets	**流動資產**			
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產		**12,475**	14,776
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		**187**	1,063
Cash and bank balances	現金及銀行結餘		**241,193**	767
			253,855	16,606
Current liabilities	**流動負債**			
Other payables and accruals	其他應付款項及應計款項		**1,860**	658
Amount due to a shareholder	應付一名股東款項		**29,569**	29,569
Other borrowings	其他借貸		**12,456**	–
			43,885	30,227
Net current assets/(liabilities)	**流動資產╱(負債)淨值**		**209,970**	(13,621)
Total assets less current liabilities	**資產總值減流動負債**		**1,768,790**	1,543,946
Non-current liabilities	**非流動負債**			
Convertible notes	可換股票據		**50,383**	45,463
Net assets	**資產淨值**		**1,718,407**	1,498,483
Equity	**權益**			
Share capital	股本	28	**22,809**	608,267
Reserves	儲備	30	**1,695,598**	890,216
Total equity	**總權益**		**1,718,407**	1,498,483

The financial statement was approved and authorised for issue by the board of Directors on 27 March 2026.

董事會於二零二六年三月二十七日批准及授權刊發該財務報表。

Liu Dong
劉東
Director
董事

Liu Wenxuan
劉文選
Director
董事

30. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

		Contributed surplus 實繳股本盈餘 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Convertible notes reserve 可換股票據儲備 HK$'000 千港元	Accumulated losses 累計虧損 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2024	於二零二四年一月一日	91,349	1,679,187	695,828	(1,501,989)	964,375
Total comprehensive loss for the year	本年度全面虧損總額	–	–	–	(23,784)	(23,784)
Issue of share capital upon conversion of convertible notes	兌換可換股票據之發行股份股本	–	407,129	(457,504)	–	(50,375)
At 31 December 2024	於二零二四年十二月三十一日	91,349	2,086,316	238,324	(1,525,773)	890,216
Total comprehensive loss for the year	本年度全面虧損總額	**–**	**–**	**–**	**(16,773)**	**(16,773)**
Capital Reduction *(note 28(a)(ii))*	減資*(附註28(a)(ii))*	**593,061**	**–**	**–**	**–**	**593,061**
Issue of share capital upon rights issue *(note 28(b))*	供股之發行股份股本*(附註28(b))*	**–**	**229,094**	**–**	**–**	**229,094**
At 31 December 2025	**於二零二五年十二月三十一日**	**684,410**	**2,315,410**	**238,324**	**(1,542,546)**	**1,695,598**

Nature and purpose of reserves of the Group

Contributed surplus

The contributed surplus represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the group reorganisation on 17 January 2002 and the Share Reorganisation (note 28(a)).

Share premium

Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company under certain circumstances. It represents the excess of the nominal value of shares issued by the Company.

30. 儲備

(a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表以及綜合權益變動表內呈列。

(b) 本公司

本集團儲備之性質及目的

實繳股本盈餘

實繳股本盈餘乃根據二零零二年一月十七日本集團重組及股份重組(附註28(a))時，用以交換附屬公司之已發行股本而發行之本公司股份之面值及附屬公司之相關資產值兩者之差額。

股份溢價

根據開曼群島公司法之規定，股份溢價賬在若干情況下可分派予本公司股東。股份溢價指超出本公司已發行股份面值之數額。

30. RESERVES *(Continued)*

(b) Company *(Continued)*

Nature and purpose of reserves of the Group *(Continued)*

Convertible notes reserve

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

30. 儲備 *(續)*

(b) 本公司 *(續)*

本集團儲備之性質及目的 *(續)*

可換股票據儲備

可換股票據儲備指已發行可換股票據之權益部分（即可兑換票據至股本之選擇權）。

31. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

31. 資本承擔

本集團於報告期末之資本承擔如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Contracted but not provided for in respect of:	**已訂約但未就下列事項撥備：**		
– property, plant and equipment and exploration and evaluation expenditures	－ 物業、廠房及設備及勘探及評估開支	**2,840**	470
– capital contribution in subsidiaries	－ 對附屬公司注資	**115,445**	110,198

The Group had capital commitments of approximately HK$2,840,000 (of which approximately HK$1,448,000 would be borne by CNPC) (2024: HK$470,000 of which approximately HK$240,000 would be borne by CNPC) and HK$115,445,000 (2024: HK$110,198,000) as at 31 December 2025 in respect of capital expenditure of exploration, production and distribution of nature gas segment and capital contributions in subsidiaries respectively.

於二零二五年十二月三十一日，本集團就天然氣分部的勘探、生產和分銷的資本開支以及對附屬公司之注資分別有資本承擔約2,840,000港元（其中約1,448,400港元由中國石油集團承擔）（二零二四年：470,000港元，其中約240,000港元由中國石油集團承擔）及115,445,000港元（二零二四年：110,198,000港元）。

32. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as those disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related and connected parties which are not members of the Group:

32. 關聯人士交易

本公司與其屬於本公司關聯人士之附屬公司進行之交易已於綜合賬目時對銷，並無於本附註披露。除綜合財務報表其他部分披露者外，本集團與非本集團成員公司之關聯及關連人士有以下重大交易：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Interest to a shareholder	支付予一名股東的利息	**–**	683
Loan interest to fellow subsidiaries (2024: a subsidiary of a substantial shareholder)	支付予關聯子公司貸款的利息（二零二四年：一名大股東的附屬公司）	**7,085**	1,141
Loan interest to immediate holding company	予直接控股公司之借款利息	**78**	–
Salary to a shareholder	支付予一名股東的薪金	**–**	1,347
Write-back of other payables and accruals to a shareholder	其他應付款及計提予一名股東之回撥	**(7,694)**	–
Other payables and accruals to a shareholder*	其他應付款及應計提予一名股東	**(2,080)**	(4,423)
Other receivables from companies controlled by a shareholder (net of expected credit losses).*	自股東控制之公司的其他應收款項（扣除預期信貸損失後）	**7,260**	7,770
Depreciation of right-of-use assets related to a shareholder*	使用權資產折舊關於一名股東	**–**	1,472

* The amounts due are unsecured, interest-free and repayment on demand.

* 款項為無擔保、無利息及按需償還。

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's Directors as disclosed in Note 13 to the consolidated financial statements.

主要管理人員酬金

給予本集團主要管理人員之酬金（包括向本公司董事支付之金額）披露於綜合財務報表附註13。

33. NON-CONTROLLING INTEREST

Karamay Fuhai, an effective 51% owned subsidiary of the Company, has non-controlling interests ("**NCI**"). Weirun, an effective 26.01% owned subsidiary of the Company, is a direct subsidiary of Karamay Fuhai.

Summarised financial information in relation to the NCI of Karamay Fuhai, before intra-group eliminations, is presented below:

33. 非控股權益

本公司實際擁有51%權益之附屬公司克拉瑪依富海擁有非控股權益(「**非控股權益**」)。本公司實際擁有26.01%權益之附屬公司偉潤為克拉瑪依富海之直接附屬公司。

有關克拉瑪依富海非控股權益之財務資料概要(未計及集團內抵銷前)呈列如下:

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
For the year ended 31 December	**截至十二月三十一日止年度**		
Revenue	收益	**3,488**	17,324
Loss for the year	本年度虧損	**(3,897)**	(858)
Total comprehensive loss	全面虧損總額	**(7,857)**	(1,220)
Loss for the year allocated to NCI	**分配予非控股權益之年內虧損**	**(3,405)**	(634)
For the year ended 31 December	**截至十二月三十一日止年度**		
Net cash generated from operating activities	經營活動所得現金淨額	**194**	344
Net cash used in investing activities	投資活動所用現金淨額	**(44)**	(130)
Net increase in cash and cash equivalents	現金及等同現金增加淨額	**150**	214
At 31 December	**於十二月三十一日**		
Current assets	流動資產	**5,469**	5,518
Non-current assets	非流動資產	**8,490**	11,176
Current liabilities	流動負債	**(4,965)**	(4,320)
Net assets	資產淨值	**8,994**	12,374
Carrying amount of NCI	非控股權益賬面金額	**6,104**	9,032

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

34. 綜合現金流量表附註

(a) Cash and cash equivalents comprise

(a) 現金及等同現金包括

		2025 二零二五年 HK$'000 千港元	2024 二零二四年 HK$'000 千港元
Cash available on demand	所需可用現金	**295,158**	34,346

As at 31 December 2024, several bank accounts with balances of approximately RMB26,837,000 (equivalent to approximately HK$28,179,000) have been frozen ("**Frozen Balances**") due to a civil complaint during the year ended 31 December 2024.

於二零二四年十二月三十一日，若干銀行賬戶餘額約人民幣26,837,000元（等值約28,179,000港元）被凍結（「**被凍結帳戶**」）由於在截止二零二四年十二月三十一日止年度期間發生一宗民事投訴。

As at 31 December 2025, the Frozen Balances had been released.

於二零二五年十二月三十一日，被凍結賬戶已被釋除。

(b) Changes in liabilities arising from financing activities

(b) 產生自融資活動之負債變動

The following table shows the Group's changes in liabilities arising from financing activities during the year:

下表顯示年內本集團來自融資活動之負債變動：

		Amount due to a shareholder 應付一名股東 HK$'000 千港元	Other borrowings 其他借貸 HK$'000 千港元	Lease liabilities 租賃負債 HK$'000 千港元	Total liabilities from financing activities 自融資活動之總負債 HK$'000 千港元
At 1 January 2024	於二零二四年一月一日	33,835	353,160	3,076	390,071
Changes in cash flows:	**現金流量之變動：**				
Repayment to a shareholder	還款予一名股東	(749)	–	–	(749)
Repayment of other borrowings	其他借貸還款	–	(173,094)	–	(173,094)
Proceeds from other borrowings	其他借貸實得款項	–	89,999	–	89,999
Interest paid	已付利息	–	(24,513)	–	(24,513)
Payment of lease liabilities	租賃負債付款	–	–	(802)	(802)
		(749)	(107,608)	(802)	(109,159)

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

34. 綜合現金流量表附註 *(續)*

(b) Changes in liabilities arising from financing activities *(Continued)*

(b) 產生自融資活動之負債變動 *(續)*

		Amount due to a shareholder 應付一名股東 HK$'000 千港元	Other borrowings 其他借貸 HK$'000 千港元	Lease liabilities 租賃負債 HK$'000 千港元	Total liabilities from financing activities 自融資活動之總負債 HK$'000 千港元
Non-cash changes	非現金變動				
– Recognition of other payables	–確認其他應付款	–	(1,915)	–	(1,915)
– Recognition of other receivables	–確認其他應收款	(1,050)	–	–	(1,050)
– Modification of lease	–租賃修改	–	–	(2,812)	(2,812)
– Recognition of lease liabilities	–確認租賃負債	–	–	2,086	2,086
– Interest charged	–已扣除之利息	683	26,428	205	27,316
– Exchange adjustments	–匯兑調整	–	(8,257)	(33)	(8,290)
		(367)	16,256	(554)	15,335
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	32,719	261,808	1,720	296,247
Changes in cash flows:	**現金流量之變動：**				
Repayment of other borrowings	其他借貸還款	**–**	**(209,520)**	**–**	**(209,520)**
Proceeds from other borrowings	其他借貸實得款項	**–**	**173,407**	**–**	**173,407**
Interest paid	已付利息	**–**	**(7,550)**	**–**	**(7,550)**
Payment of lease liabilities	租賃負債付款	**–**	**–**	**(843)**	**(843)**
		–	**(43,663)**	**(843)**	**(44,506)**
Non-cash changes	非現金變動				
– Recognition of other receivables	–確認其他應收款	**1,050**	**–**	**–**	**1,050**
– Recognition of other payables	–確認其他應付款	**–**	**1,968**	**–**	**1,968**
– Recognition of lease liabilities	–確認租賃負債	**–**	**–**	**5,134**	**5,134**
– Interest charged	–已扣除之利息	**–**	**14,485**	**163**	**14,648**
– Exchange adjustments	–匯兑調整	**–**	**11,697**	**97**	**11,794**
		1,050	**28,150**	**5,394**	**34,594**
At 31 December 2025	**於二零二五年十二月三十一日**	**33,769**	**246,295**	**6,271**	**286,335**

35. CONTINGENT LIABILITIES

At 31 December 2025, the Group did not have any significant contingent liabilities (2024: Nil).

35. 或然負債

於二零二五年十二月三十一日，本集團並無任何重大或然負債（二零二四年：無）。

36. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are:

– To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;

– To support the Group's stability and growth; and

– To provide capital for the purpose of strengthening the Group's risk management capability.

The capital structure of the Group consists of equity attributable to owners of the Company only, comprising share capital and reserves of HK$22,809,000 (2024: HK$608,267,000) and HK$2,107,026,000 (2024: HK$1,173,084,000) respectively as at 31 December 2025.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has adopted a formal dividend policy. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

36. 資本風險管理

本集團管理資本之目標為：

— 保證本集團能持續經營，繼續為股東及其他權益持有人分別帶來回報及利益；

— 支持本集團之穩定性及增長；及

— 提供資本以加強本集團之風險管理能力。

於二零二五年十二月三十一日，本集團資本架構僅包括本公司擁有人應佔權益，當中包括股本及儲備分別為22,809,000港元（二零二四年：608,267,000港元）及2,107,026,000港元（二零二四年：1,173,084,000港元）。

本集團積極及定期檢討及管理其資本架構，以確保理想資本架構及股東回報。這些資本架構及股東回報已考慮到本集團之未來資金需要及資本效率、現行及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團已採納一套正式股息政策。根據董事的推薦建議，本集團將透過支付股息、發行新股、購回股份，以及發行新債或贖回現有債務，平衡其整體資本架構。

37. FINANCIAL RISK MANAGEMENT

The Group has various financial assets and liabilities, such as accounts receivables, which arise directly from its operations. The main risks arising from the Group's financial instruments in the normal course of the Group's business are foreign currency risk, interest rate risk, credit risk, liquidity risk and equity price risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Directors review and agree on policies for managing each of these risks and they are summarised below:

(a) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to market risk for changes in foreign currency exchange rates relates primarily to certain bank balances and other receivables in currencies other than the functional currency of the group entity to which the balances relate. The currency giving rise to this risk is primarily Hong Kong Dollar.

The Directors do not consider the foreign exchange rate risks as material to the Group and therefore, did not carry out any financial instruments such as forward currency exchange contracts to hedge the risk.

37. 財務風險管理

本集團有多項金融資產及負債，如自其業務營運直接產生之貿易應收款項。在本集團一般業務過程中自本集團金融工具產生之主要風險為外幣風險、利率風險、信貸風險、流動資金風險及股本價格風險。

本集團之整體風險管理計劃專注於金融市場之不可預測性，並尋求盡量降低對本集團財務表現之潛在不利影響。董事會檢討及同意管理上述各風險之政策，其概述如下：

(a) 外幣風險

貨幣風險指金融工具之公平價值或未來現金流量因外幣匯率變動而波動之風險。本集團因外幣匯率變動承擔之市場風險，主要與以集團實體功能貨幣以外的貨幣列值之若干銀行結餘及其他應收款項相關。產生有關風險的貨幣主要為港元。

董事認為外匯匯率風險對本集團並不具重大影響，因此並未使用任何金融工具（例如遠期外匯合約）來對沖該風險。

37. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of financial liabilities will fluctuate because of the changes in market interest rates.

The Group's interest rate risk arises mainly from other borrowings. The interest rates and terms of repayment of interest-bearing borrowings are disclosed in Note 26. Other borrowings in Note 26 at fixed interest rate are substantially independent of changes in market interest rates. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk. The policies to manage interest rate risk have been followed by the Group are considered to be effective.

In 2025 and 2024, as the Group has no significant variable interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

37. 財務風險管理*（續）*

(b) 利率風險

利率風險與金融負債之公平價值或現金流量因市場利率變動而出現波動之風險有關。

本集團之利率風險主要由其他借貸產生。該等計息借貸之利率及還款期於附註26披露。附註26所述之固定利率不受市場利率變化所影響。本集團並無使用任何衍生合約對沖其利率風險，亦無制定政策管理利率風險。本集團並無制定管理利率風險之政策。本集團一直沿用管理利率風險之政策，並認為該等政策有效。

於二零二五年及二零二四年，由於本集團並無重大浮動計息資產及負債，故本集團之經營現金流量大致上獨立於市場利率之變動。

37. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk

Credit risk is managed on a group basis. Except for accounts receivables from sales of natural gas, loan and interest receivables, and other receivables and deposits that were further explained in Notes 20 and 22 to the consolidated financial statements respectively, the Group principal financial assets are the financial assets at fair value through profit or loss and bank balances placed in financial institution and reputable banks separately. Given their high credit standing, management does not expect any credit risk exposure for those financial assets at fair value through profit or loss and bank balances. For credit exposures to customers, Group management has policies in place to ensure that sales are made to customers with an appropriate credit history. For credit exposures associated with the refundable deposits and loan receivables, Group management had assessed the credit quality of the debtors, taking into account their financial position, their business developments and other factors. In addition, the Group ensures that the amount of the loan is within the limit set by the Group.

Accounts receivables

The Group applies a simplified approach in calculating ECL for accounts receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. There was no change in the estimation techniques or significant assumptions made during the year. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

37. 財務風險管理（續）

(c) 信貸風險

信貸風險乃按組合基準管理。除分別於綜合財務報表附註20及22詳述之來自天然氣銷售之應收賬款、應收貸款及利息及其他應收款項及按金外，本集團之主要金融資產為按公平價值計入損益之金融資產及分別存放於金融機構及信譽良好之銀行之銀行結餘。鑒於該等銀行具備高信貸評級，管理層預期不會就該等按公平價值計入損益之金融資產及銀行結餘面對信貸風險。就有關客戶之信貸風險方面，本集團管理層訂有政策確保本集團向擁有適當信貸記錄之客戶進行銷售。至於與可退回訂金及應收貸款有關之信貸風險，本集團經計及債務人之財務狀況、業務發展及其他因素後已評估彼等之信貸質素。此外，本集團確保貸款金額為於本集團所設上限之內。

應收賬款

本集團在計算應收賬款的預期信貸損失時採用簡化方法，於每個報告日期基於全期 預期信貸損失確認損失撥備，並建立一個撥備矩陣。該矩陣是根據本集團的歷史信貸損失經驗，並結合針對債務人及經濟環境的前瞻性因素作出調整。撥備矩陣中的預期損失率是依據過去三年的實際信貸損失經驗計算，並根據當前及前瞻性因素調整，以反映歷史數據收集期間的經濟狀況、當前狀況，以及本集團對未來經濟狀況的估計。年度內估算技術或主要假設並無變動。由於本集團的歷史信貸損失經驗並未顯示不同客戶分部之間存在顯著差異的損失模式，因此損失撥備僅按逾期狀況區分，而不再進一步區分不同客戶群。

37. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Accounts receivables *(Continued)*

The following table provides information about the Group's exposure to credit risk and expected credit losses for accounts receivables as at 31 December 2025 and 2024:

37. 財務風險管理*（續）*

(c) 信貸風險*（續）*

應收賬款*（續）*

下表提供有關於二零二五年及二零二四年十二月三十一日本集團應收賬款及票據所面臨之信貸風險及預期信貸虧損之資料：

		2025 二零二五年		
		Expected loss rate 預期虧損率 (%) (%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Sales of natural gas:	銷售天然氣：			
Current (not past due)	即期（未逾期）	0.94%	34,141	316
1–60 days past due	逾期1-60內天	4.78%	44,847	2,104
More than 60 days but within 6 months past due	逾期60天以上但在6個月內	6.14%	6,105	368
More than 6 months but within 1 year past due	逾期6個月以上但在1年內	12.84%	4,449	571
More than 1 year past due	逾期1年以上	15.00%	45,881	6,885
			135,423	10,244

37. FINANCIAL RISK MANAGEMENT *(Continued)* 37. 財務風險管理*(續)*

(c) Credit risk *(Continued)* (c) 信貸風險*(續)*

Accounts receivables *(Continued)* ***應收賬款****(續)*

		2024 二零二四年 Expected loss rate 預期虧損率 *(%)* *(%)*	2024 二零二四年 Gross carrying amount 賬面總值 *HK$'000* *千港元*	2024 二零二四年 Loss allowance 虧損撥備 *HK$'000* *千港元*
Sales of natural gas:	銷售天然氣：			
Current (not past due)	即期（未逾期）	0.00%	53,988	–
1–60 days past due	逾期1–60天	0.00%	58	–
More than 60 days but within 6 months past due	逾期60天以上但在6個月內	0.00%	59,055	–
More than 6 months but within 1 year past due	逾期6個以上但在1年內	0.00%	–	–
More than 1 year past due	逾期1年以上	0.00%	3,150	–
			116,251	–

Movements in the loss allowance account in respect of accounts receivables during the year are as follows:

年內有關應收賬款之虧損撥備賬變動如下：

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Balance at 1 January	於一月一日之結餘	**–**	–
Impairment loss recognised	已認可減值損失	**10,058**	–
Exchange adjustments	外滙兑換調整	**186**	–
Balance at 31 December	於十二月三十一日之結餘	**10,244**	–

37. FINANCIAL RISK MANAGEMENT *(Continued)*

37. 財務風險管理*（續）*

(d) Liquidity risk

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

The maturity profile of the Group's financial liabilities as at the end of each reporting period, based on the contractual undiscounted payment, is as follows:

(d) 流動資金風險

本集團之政策為定期監察目前及預期流動資金需要，以確保其維持足夠現金儲備，以應付其短期及較長遠之流動資金需要。

本集團之金融負債於各報告期末基於合約未貼現付款之到期日情況如下：

At 31 December 2025 **於二零二五年十二月三十一日**		**On demand or within one year** **應要求或於一年內** ***HK$'000*** ***千港元***	**In the second year** **於第二年** ***HK$'000*** ***千港元***	**In the third to fifth years** **於第三至五年** ***HK$'000*** ***千港元***	**After five years** **於五年後** ***HK$'000*** ***千港元***	**Total** **總計** ***HK$'000*** ***千港元***
Other payables and accruals	其他應付款項及應計款項	**65,768**	**–**	**–**	**–**	**65,768**
Lease liabilities	租賃負債	**1,459**	**827**	**1,848**	**3,080**	**7,214**
Due to a shareholder	應付一名股東款項	**33,769**	**–**	**–**	**–**	**33,769**
Other borrowings	其他借貸	**246,295**	**–**	**–**	**–**	**246,295**
Other borrowings – interest portion	其他借貸－利息部份	**10,331**	**–**	**–**	**–**	**10,331**
Convertible notes	可換股票據	**–**	**–**	**–**	**232,790**	**232,790**
		357,622	**827**	**1,848**	**235,870**	**596,167**

37. FINANCIAL RISK MANAGEMENT *(Continued)* 37. 財務風險管理*(續)*

(d) Liquidity risk *(Continued)* (d) 流動資金風險*(續)*

At 31 December 2024 於二零二四年 十二月三十一日		On demand or within one year 應要求或於一年內 *HK$'000* *千港元*	In the second year 於第二年 *HK$'000* *千港元*	In the third to fifth years 於第三至五年 *HK$'000* *千港元*	After five years 於五年後 *HK$'000* *千港元*	Total 總計 *HK$'000* *千港元*
Other payables and accruals	其他應付款項及應計款項	109,620	–	–	–	109,620
Lease liabilities	租賃負債	842	842	211	–	1,895
Due to a shareholder	應付一名股東款項	32,719	–	–	–	32,719
Other borrowings	其他借貸	261,808	–	–	–	261,808
Other borrowings – interest portion	其他借貸一利息部份	8,803	–	–	–	8,803
Convertible notes	可換股票據	–	–	–	232,790	232,790
		413,792	842	211	232,790	647,635

(e) Price risk

The Group is exposed to equity price changes arising from equity instruments classified as trading securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

(e) 價格風險

本集團承受分類為買賣證券之股本工具所產生之股本價格變動風險。所有該等投資均為上市。

本集團之上市投資於香港聯交所上市。買入及賣出買賣證券之決定乃按每日監察個別證券表現與指數及其他行業指標表現之比較以及本集團之流動資金需要作出。投資組合根據本集團設定之限額在行業分佈上多元化分散。

37. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Price risk *(Continued)*

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of reporting period for those trading securities. If equity price had been 5% higher, the profit for the year ended 31 December 2025 would have been increased by HK$624,000 (2024: HK$739,000). Had the relevant equity price been 5% lower, there would be an equal and opposite impact on the profit (2024: profit).

(f) Categories of financial instruments

37. 財務風險管理 *(續)*

(e) 價格風險 *(續)*

以下買賣證券的敏感度分析乃按於報告期末股本價格風險釐定。倘股本價格上升5%，則截至二零二五年十二月三十一日止年度之溢利（二零二四年：溢利）應增624,000港元（二零二四年：增加739,000港元）。倘有關股本價格下跌5%，則對溢利（二零二四年：溢利）將有金額對等及相反影響。

(f) 金融工具分類

		2025 **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*
Financial assets:	**金融資產：**		
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產	**12,475**	14,776
Financial assets measured at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產（包括現金及等同現金）	**429,576**	164,330
Financial liabilities:	**金融負債：**		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	**393,256**	451,330

(g) Fair value

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

(g) 公平價值

於綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與其各自之公平價值相若。

38. FAIR VALUE MEASUREMENTS

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

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

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

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

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

38. 公平價值計量

公平價值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付之價格。下文披露有關使用公平價值層級之公平價值計量，其將用於計量公平價值之估值方法輸入數據分為三個級別：

第一級輸入數據： 本集團可於計量日期在活躍市場獲得之相同資產或負債取得之報價（未經調整）。

第二級輸入數據： 計入第一級之報價以外之資產或負債之直接或間接可觀察輸入數據。

第三級輸入數據： 資產或負債之不可觀察輸入數據。

本集團之政策為於導致轉讓之事件或情況變動日期確認於三個層級內之任何轉入或轉出。

39. RETIREMENT BENEFIT PLAN

Hong Kong employees that have been employed continuously for at least five years are entitled to LSP in accordance with the EO under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the Group's contributions to mandatory provident fund ("**MPF**") scheme, with an overall cap of HK$390,000 per employee.

In June 2022, the Hong Kong SAR Government gazetted the Hong Kong Employment and Retirement Scheme Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 ("**Amendment Ordinance**"), which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme (the "**Abolition**").

39. 退休福利計劃

香港僱員若連續受僱至少五年，在特定情況下有權根據僱傭條例獲得長期服務金。這些情況包括：僱員因非嚴重不當行為或非裁員原因被解僱；僱員於65歲或以上辭職；或僱傭合約為固定期限且屆滿未獲續約。應付的長期服務金金額是以僱員的最終薪金（上限為22,500港元）及服務年期計算，並扣減本集團供款至強制性公積金計劃（「**強積金**」）所產生的任何累算利益，每名僱員的總額上限為390,000港元。

二零二二年六月，香港特別行政區政府刊憲二零二二年僱傭及退休計劃法例（抵銷安排）（修訂）條例（「**修訂條例**」），該修訂條例最終將廢除僱主透過動用其強制性供款至強制性公積金計劃來抵減香港僱員長期服務金的法定權利（「**抵銷安排的廢除**」）。

39. RETIREMENT BENEFIT PLAN *(Continued)*

In April 2023, the Chief Executive of the Hong Kong SAR Government announced that the Amendment Ordinance would come into effect from 1 May 2025 (the "**Transition Date**"). Among other things, once the Abolition takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee's service from the Transition Date. However, where an employee's employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee's service up to that date. In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee's monthly salary immediately before the Transition Date and the years of service up to that date.

Separately, the Hong Kong SAR Government has launched a 25-year scheme to subsidise the post-transition portion of LSP payable by employers up to a certain amount per employee per year (the "**LSP Subsidy**"). The LSP Subsidy is regarded as government grants for accounting purpose. The Group recognises the LSP Subsidy in other income when the Group has paid or is about to pay the LSP to the employees in accordance with the Employment Ordinance and is eligible to claim the related LSP Subsidy. No LSP Subsidy is recognised during the year ended 31 December 2025.

As at 31 December 2025 and 2024, it is considered that the Amendment Ordinance has no material impact on the Group's LSP liability with respect to employees that participate in the MPF scheme.

The employees of the Group in the PRC are members of state-managed retirement benefit scheme operated by the PRC government. The Company's subsidiaries are required to contribute a certain percentage of payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the scheme is to make the required contributions under the scheme.

39. 退休福利計劃*（續）*

於二零二三年四月，香港特別行政區行政長官宣布修訂條例將於二零二五年五月一日（「**過渡日期**」）起生效。修訂條例生效後，僱主不得再使用其強制性強積金供款所產生的任何累算利益（不論該供款是在過渡日期之前、當日或之後作出）來抵減僱員自過渡日期起的長期服務金。然而，若僱員的僱傭關係在過渡日期前已開始，僱主仍可使用上述累算利益抵減該僱員於過渡日期前的服務所涉及的長期服務金。此外，過渡日期前的服務所涉及的長期服務金，將以僱員過渡日期前的月薪及截至該日期的服務年期計算。

另外，香港特別行政區政府已推出一項為期25年的計劃，補貼僱主在過渡日期後需支付的部分長期服務金，每名僱員每年可獲補貼至一定金額（「**長期服務金補貼**」）。在會計上，長期服務金補貼被視為政府補助。本集團在根據僱傭條例已支付或即將支付長期服務金並符合申領相關長期服務金補貼資格時，將該補貼確認為其他收入。截至二零二五年十二月三十一日止年度，並無確認任何長期服務金補貼。

截至二零二五年及二零二四年十二月三十一日，修訂條例被認為對本集團參與強積金計劃的僱員之長期服務金負債並無重大影響。

本集團在中國的僱員均參加由中國政府管理的退休福利計劃。公司之附屬公司須按薪酬的一定比例繳納供款至該退休福利計劃，以資助福利。就該計劃而言，本集團的唯一義務是依規定作出供款。

40. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 27 March 2026.

40. 批准綜合財務報表

綜合財務報表於二零二六年三月二十七日獲董事會批准及授權刊發。

Five-Year Financial Summary
五年財務概要

At 31 December 2024 於二零二四年十二月三十一日

Results **業績**		**2025** **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*	2023 二零二三年 *HK$'000* *千港元*	2022 二零二二年 *HK$'000* *千港元*	2021 二零二一年 *HK$'000* *千港元*
Revenue	收益	**234,258**	300,101	332,034	323,028	353,588
Profit before income tax	除所得稅前溢利	**32,279**	56,399	90,765	91,819	201,768
Income tax charge	所得稅開支	**(9,810)**	(29,689)	(21,885)	(8,856)	(77,049)
Profit for the year	本年度溢利	**22,469**	26,710	68,880	82,963	124,719
Profit/(loss) attributable to Non-controlling interests	非控股權益應佔溢利／(虧損)	**3,405**	634	649	302	(944)
Profit attributable to owners of the Company	本公司擁有人應佔溢利	**25,874**	27,344	69,529	83,265	123,775

Assets and liabilities **資產及負債**		**2025** **二零二五年** ***HK$'000*** ***千港元***	2024 二零二四年 *HK$'000* *千港元*	2023 二零二三年 *HK$'000* *千港元*	2022 二零二二年 *HK$'000* *千港元*	2021 二零二一年 *HK$'000* *千港元*
Total assets	資產總值	**2,603,885**	2,270,535	2,366,420	2,560,109	2,851,578
Total liabilities	負債總額	**(467,946)**	(480,152)	(634,564)	(833,491)	(1,072,594)
Non-controlling interests	非控股權益	**(6,104)**	(9,032)	(9,991)	(11,105)	(12,484)
Attributable to owners of the Company	本公司擁有人應佔	**2,129,835**	1,781,351	1,721,865	1,715,513	1,766,500

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