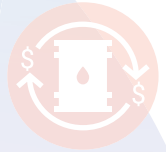




TRANSSHIPMENT
轉輸



STORAGE
儲存



REFINED OIL WHOLESALE
AND TRADE
成品油批發貿易

**START
A NEW PAGE**
開展新一頁

TERMINAL
碼頭



FILLING STATION
加油站



INTERNATIONAL TRADE
國際貿易



CONTENTS 目錄

- 2–3** Corporate Information
公司資料
- 4–18** Management Discussion and Analysis
管理層討論及分析
- 19–23** Profile of Directors and Senior Management
董事及高級管理人員簡歷
- 24–40** Corporate Governance Report
企業管治報告
- 41–54** Directors' Report
董事報告
- 55–77** Environmental, Social and Governance Report
環境、社會及管治報告
- 78–86** Independent Auditor's Report
獨立核數師報告
- 87–88** Consolidated Income Statement
綜合損益表
- 89** Consolidated Statement of Comprehensive Income
綜合全面收益表
- 90–91** Consolidated Balance Sheet
綜合資產負債表
- 92** Consolidated Statement of Changes in Equity
綜合權益變動表
- 93** Consolidated Cash Flow Statement
綜合現金流量表
- 94–207** Notes to the Financial Statements
財務報表附註
- 208** Five Year Financial Summary
五年財務概要

Corporate Information

公司資料

BOARD OF DIRECTORS

Mr. David AN (*Chairman*)
Mr. YANG Dong
Ms. LIU Zhijun
Mr. ZHANG Lei
Mr. LI Wai Keung*
Mr. CHAN Chun Wai, Tony*
Mr. WOO King Hang*

* *Independent non-executive director*

AUDIT COMMITTEE

Mr. LI Wai Keung (*Committee Chairman*)
Mr. CHAN Chun Wai, Tony
Mr. WOO King Hang

REMUNERATION COMMITTEE

Mr. LI Wai Keung (*Committee Chairman*)
Mr. David AN
Mr. CHAN Chun Wai, Tony
Mr. WOO King Hang

NOMINATION COMMITTEE

Mr. CHAN Chun Wai, Tony (*Committee Chairman*)
Mr. LI Wai Keung
Mr. WOO King Hang

COMPANY SECRETARY

Ms. LAM Lai Wan, Bondie

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

PRINCIPAL OFFICE

Unit 2608, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

董事會

戴偉先生(*主席*)
楊冬先生
劉志軍女士
張雷先生
李偉強先生*
陳振偉先生*
胡勁恒先生*

* *獨立非執行董事*

審核委員會

李偉強先生(*委員會主席*)
陳振偉先生
胡勁恒先生

薪酬委員會

李偉強先生(*委員會主席*)
戴偉先生
陳振偉先生
胡勁恒先生

提名委員會

陳振偉先生(*委員會主席*)
李偉強先生
胡勁恒先生

公司秘書

林麗雲女士

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

總辦事處

香港
灣仔
港灣道25號
海港中心
26樓2608室

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Citic Bank
China Construction Bank
Guangdong Huaxing Bank
Hongkong and Shanghai Banking Corporation

AUDITORS

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance
with the Financial Reporting Council Ordinance

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

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

WEBSITE

www.hansenergy.com

主要往來銀行

中國銀行(香港)有限公司
中信銀行
中國建設銀行
廣東華興銀行
香港上海滙豐銀行

核數師

畢馬威會計師事務所
執業會計師
於《財務匯報局條例》下的註冊公眾利益實體核數師

主要股份過戶登記處

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

香港股份過戶登記分處

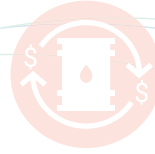
卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心
54樓

網站

www.hansenergy.com



FILLING STATION
加油站



REFINED OIL WHOLESALE
AND TRADE
成品油批發貿易



TRANSSHIPMENT
轉輸



INTERNATIONAL TRADE
國際貿易



TERMINAL
碼頭



STORAGE
儲存



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Company Profile

Hans Energy Company Limited (the “Company”) and its subsidiaries (the “Group”) is a leading operator in providing integrated facilities of jetties, storage tanks, warehousing and logistic services in south China for petroleum, liquid chemicals and gases products, offering value-added services in its own ports and storage tank farms (the “terminal storage business”) and trading of oil and petrochemical products (the “trading business”).

Before 28 May 2019, the Group owned and operated two main liquid product terminals, namely Xiao Hu Island Terminal (“XHIT”) carried out by Guangdong (Panyu) Petrochemical Storage & Transportation Ltd. (“GD (Panyu)”) and Dongzhou International Terminal (“DZIT”) carried out by Dongguan Dongzhou International Petrochemical Storage Limited (“DZ International”). Following the completion of very substantial disposal of GD (Panyu) on 28 May 2019 (the “Disposal”), the Group ceased to have any interest in GD (Panyu). During the year ended 31 December 2019, the Group recognised a gain on the Disposal of approximately HK\$1.31 billion.

Adequate cash position provides an opportunity for the Group’s business development. On 5 November 2019, the Group entered into the equity transfer agreement with an independent third party in respect of the acquisition of 99% equity interest in Shanghai Diyou Industry Co., Ltd. (“SHDY”), being a company which operates in the wholesale of refined oil products and holds a refined oil wholesale operating licence (“Licence”) issued by the Ministry of Commerce of the People’s Republic of China (the “PRC”) (the “Acquisition”). The Directors consider that the Acquisition will enable the Group to expedite the development of its refined oil wholesale and trading business.

業務回顧

公司簡介

漢思能源有限公司(「本公司」)及其附屬公司(「本集團」)為能源行業之主要營運商，於華南地區提供石油、液體化學品及氣體產品之綜合碼頭港口、貯存罐及倉儲物流服務，並於其自有港口及貯存罐區提供增值服務(「碼頭倉儲業務」)以及經營買賣油品及石化產品之業務(「貿易業務」)。

於二零一九年五月二十八日前，本集團擁有及經營兩大液體產品碼頭，即由粵海(番禺)石油化工儲運開發有限公司(「粵海(番禺)」)經營的小虎島碼頭(「小虎石化庫」)及由東莞市東洲國際石化倉儲有限公司(「東洲國際」)經營的東洲國際碼頭(「東洲石化庫」)。於二零一九年五月二十八日完成關於粵海(番禺)的非常重大出售事項(「出售事項」)後，本集團不再持有粵海(番禺)的任何權益。截至二零一九年十二月三十一日止年度，本集團確認出售事項收益約13.1億港元。

充裕的現金狀況為本集團業務發展提供了機遇。於二零一九年十一月五日，本集團與一名獨立第三方訂立股權轉讓協議，內容有關收購上海迪友實業有限公司(「上海迪友」)的99%股權。上海迪友為一間經營成品油產品批發業務的公司，持有中華人民共和國(「中國」)商務部發出的《成品油批發經營批准證書》(「證書」)(「收購事項」)。董事認為收購事項將可讓本集團加快發展成品油批發貿易業務。

The Group's strategy is to extend its principal business from the terminal storage business to the oil and petrochemical products wholesale and trading business and then further expand into retail business market. With the Group's first filling station in Zengcheng, Guangzhou was built and is expected to commence its operations in 2020 (the "retail business"), the Group's business chain will be extended from midstream to downstream. It is expected to expand the Group's business segments into three principal activities: oil and petrochemical products wholesale and trading, terminal storage as well as filling station retail business and strengthen the position of the Group in the oil and gas industry in the PRC.

Details of the Acquisition and the Disposal are stated under the paragraph headed "Significant Investments, Material Acquisitions and Disposals and Future Plans for Material Investments or Capital Assets" in this section.

Liquid Product Terminal

DZIT is situated in Lisha Island, Humen Harbour district, Shatian county, Dongguan city, Guangdong province. The Terminal was built with berths ranging from 500 to 100,000 dwt. The tank farm has a site area of approximately 516,000 square metres and is installed with 94 oil and chemical tanks of a total storage capacity of approximately 260,000 cubic metres, out of which 180,000 cubic metres are specialized for gasoline, diesel and similar petroleum products commonly available in trading and consumption markets. Storage tanks with capacity of 80,000 cubic metres were built for petrochemical products.

Strategic Locations

The liquid product terminal of the Group is located in the Greater Bay Area. As Guangdong province is the pioneer in economic development of China and our terminal situates in the centre of the economic circle of the province, such location edge attracts customers to engage with our terminals for their distribution of refined oils. Apart from oil products customers, there are customers who have manufacturing plants in the Greater Bay Area. In their business cycle, there are requirements to temporarily store their dangerous, poisonous and hazardous goods in designated controlled facilities with proper licences in accordance with governmental regulations for safety and environment reasons. The customers may store their hazardous raw materials, work-in-progress and finished goods in our storage facilities. Our terminal employs experienced, professional and skillful management teams with well-equipped features storage hardware. The Group persistently maintains high standards in safety and environment protection. Our terminal is fully and properly licensed to handle wide range of dangerous and hazardous goods. They provide convenience to our customers to move their products in and out of the terminal during their production cycle.

本集團的策略為將其主要業務由碼頭倉儲業務擴展至油品及石化產品貿易業務，繼而進一步拓展至零售業務市場。隨著本集團在廣州市增城區的首個加油站建成及預計於二零二零年投入營運（「零售業務」），本集團的業務鏈將從中游延伸至下游。預期本集團業務板塊將能擴大至三個重要業務—油品及石化產品批發貿易、碼頭倉儲及加油站零售業務，並能鞏固本集團在中國油氣業的地位。

有關收購事項及出售事項的詳情載於本節「重要投資、重大收購事項及出售事項以及重大投資或資本資產的未來計劃」一段。

液體產品碼頭

東洲石化庫位於廣東省東莞市虎門港沙田港區立沙島。該庫區建有可容納介乎500至100,000噸級泊位。貯存罐區佔地約516,000平方米，裝備94個油品及化工品貯存罐，總庫容為約260,000立方米，其中180,000立方米設為汽油、柴油及於貿易及消費市場常見類似之石油產品的專區。80,000立方米的貯存罐建作石化產品之用。

策略位置

本集團液體產品碼頭位於大灣區。由於廣東省乃中國經濟發展先驅，加上我們的碼頭位於省內經濟圈中心，該地區優勢吸引了客戶駐於我們碼頭進行成品油分銷活動。除石油產品客戶外，我們亦有在大灣區設廠的製造業客戶。在彼業務週期內，由於安全及環保因素，彼等需在根據政府法規持有合適執照的指定受監控設施內臨時儲存危險、有毒及有害的貨物。客戶可在我們的倉庫設施內儲存其危險性的原料、半成品及成品。我們的碼頭聘有經驗豐富、專業及技術嫺熟的管理團隊，並配備設施功能齊全的倉儲硬件。本集團一直維持高水平的安全環保標準。我們的碼頭均領有全面及妥當的執照，可處理大部份危險有害的貨物，方便客戶於生產期內搬運產品進出庫區。

Revenue

The terminal earns storage income by leasing their storage tanks to customers based on the storage tank size engaged. Apart from this, they collect handling charges when providing services in moving cargoes in and out from the terminal for customers, either by water in the jetties or by road from the loading stations. Furthermore, the terminal provides ancillary services such as tank cleaning, waste treatment and blending to customers and earn respective fees for the services rendered.

Key Performance Indicators

The leaseout rates and cargo throughput are the major key performance indicators of the terminal. Higher leaseout rate should return with higher storage income. More cargoes flows mean more works in the terminals thus more handling fee income.

The lease-out rates and cargo throughput of DZIT during the last two years are as follows:

收入

該碼頭向客戶出租貯存罐，根據客戶所租賃之貯存罐大小賺取貯存收入。除此之外，彼等於向客戶提供貨物進出碼頭（於碼頭經水路或自裝車台經陸路）的服務時收取服務費。此外，碼頭向客戶提供配套服務，例如貯存罐清潔、廢品處理及調和，並就所提供服務收取相關費用。

主要表現指標

出租率及貨運量為碼頭的主要表現指標。出租率愈高，貯存收入回報愈大。貨運量愈多意味著碼頭工作量較大，因此服務費收入亦更高。

於過去兩年東洲石化庫的出租率及貨運量如下：

Operational statistics 營運統計數字		2019 二零一九年	2018 二零一八年	Change % 變化%
Liquid product terminal and transshipment services	液體產品碼頭及轉輸服務			
Number of vessels visited	泊岸船隻總數			
– foreign	– 外地	158	79	+100.0
– domestic	– 本地	567	652	-13.0
Number of trucks served to pick up cargoes	接收貨物之貨車數目	59,113	61,122	-3.3
Number of drums filled	灌桶數目	13,297	3,389	+292.4
Transshipment volume (metric ton)	轉輸量(公噸)			
– oil	– 油品	64,971	–	N/A不適用
– petrochemicals	– 石化品	129,275	5,134	+2,418.0
Terminal throughput (metric ton)	庫區吞吐量(公噸)	3,591,000	3,214,000	+11.7
– port jetty throughput	– 碼頭吞吐量	2,084,000	1,788,000	+16.6
– loading station throughput	– 裝車台吞吐量	1,507,000	1,426,000	+5.7
Storage services	貯存服務			
Leaseout rate – oil and chemical products (%)	出租率—油品及化學品(%)	91.2	89.0	+2.2 points點

During the year ended 31 December 2019, DZIT achieved a growth in its major operating indicators. Following the disposal of GD (Panyu), certain premium customers in GD (Panyu) relocated all or most of their loading and storage services from XHIT to DZIT. Such relocation in return drove the transshipment volume and terminal throughput during the year. Number of foreign vessels visited and number of drums filled achieved a significant increase by 100.0% and 292.4% respectively as compared to last year. At the beginning of year 2019, DZIT renovated some of its storage tanks so that the customers from XHIT could lease the storage tanks at DZIT, and thus those storage tanks were vacant for a short period but the average leaseout rate of storage tanks still remained as 91% throughout the year. The Group will continue to identify market potential and expand its oil and chemical storage volume by initiating construction of DZIT Phase II.

截至二零一九年十二月三十一日止年度，東洲石化庫實現主要經營指標的增長。隨著出售粵海(番禺)後，粵海(番禺)的部分優質客戶將其全部或大部分裝卸及貯存服務由小虎石化庫轉移至東洲石化庫。該轉移推動了年內的轉輸量及庫存吞吐量之增長。外地泊岸船隻數目及灌桶數目分別較去年大幅增長100.0%及292.4%。於二零一九年初，東洲石化庫翻新部分貯存罐，以令小虎石化庫的客戶可於東洲石化庫租賃貯存罐，因此該批貯存罐曾出現短暫的空置期，然而，年內貯存罐的出租率仍維持91%的水平。本集團會繼續發掘市場潛能以及透過啟動建設東洲石化庫二期拓展其油品及化工品貯存量。

Trading Business

貿易業務

Operational statistics 營運統計數字		2019 二零一九年	2018 二零一八年	Change % 變化%
Number of contracts entered 已訂立合同數目		6	-	N/A不適用
Sales volume of oil and petrochemical products (metric ton) 油品及石化產品銷量 (公噸)		26,400	-	N/A不適用

Upon the completion of the Acquisition of SHDY on 10 December 2019, based on the unified guidance and requirements of the Group, it continued to expand customer base and business scale based on steady development of business. In December 2019, in addition to continuing to develop business with existing customers, SHDY also further developed relationship with high quality new customers. From the completion of the Acquisition to 31 December 2019, SHDY entered into a total of six sales contracts with total sale volumes of 26,400 metric ton.

上海迪友自二零一九年十二月十日完成收購事項後，根據本集團統一指導和要求，在穩健發展業務的基礎上，繼續擴大客戶基礎和業務範圍。於二零一九年十二月，上海迪友除了繼續與現有客戶保持業務發展外，還進一步開拓了優質的新客戶關係。自收購事項完成後至二零一九年十二月三十一日，上海迪友合共簽訂了六份銷售合同，總銷量為26,400公噸。

SEGMENT REVENUE

During the year ended 31 December 2019, the Group has two reportable segment revenue from DZIT and SHDY. The breakdown is as follows:

分部收入

截至二零一九年十二月三十一日止年度，本集團擁有兩項來自東洲石化庫及上海迪友的可報告分部收入。明細分析如下：

	SHDY 上海迪友				DZIT 東洲石化庫				Total 總計			
	2019 二零一九年		2018 二零一八年		2019 二零一九年		2018 二零一八年		2019 二零一九年		2018 二零一八年	
	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Storage income 貯存收入	-	-	-	-	118,233	77.8	108,909	77.0	118,233	37.5	108,909	77.0
Transshipment and 轉輸及其他 other handling 服務費收入 fee income	-	-	-	-	32,086	21.1	30,881	21.8	32,086	10.2	30,881	21.8
Port income 港口收入	-	-	-	-	1,736	1.1	1,766	1.2	1,736	0.6	1,766	1.2
Sales of oil and 銷售油品及 petrochemical 石化產品 products	162,790	100.0	-	-	-	-	-	-	162,790	51.7	-	-
	162,790	100.0	-	-	152,055	100.0	141,556	100.0	314,845	100.0	141,556	100.0

During the year ended 31 December 2019, revenue from the provision of terminal, storage and transshipment activities for liquid products in DZIT was approximately HK\$152.1 million which increased by 7.4% over the last year. The increase was mainly attributable to the increase of the storage and transshipment income as a result of the relocation of certain GDPY's customers in all or most of their loading and storage services from XHIT to DZIT and recognition of the storage income of approximately HK\$8.9 million after the legal case against customer A was concluded during the year (see note 16 to the financial statements). Besides, the Group recorded revenue from the trading of oil and petrochemical products of approximately HK\$162.8 million since the completion of the Acquisition of SHDY to 31 December 2019.

截至二零一九年十二月三十一日止年度，東洲石化庫就提供液體產品之碼頭、貯存以及轉輸業務之收入約為1.521億港元，較去年上升7.4%。增加主要由於年內粵海(番禺)若干客戶將其全部或大部分裝卸及貯存服務由小虎石化庫轉移至東洲石化庫，以及在客戶甲的法律案件結束後確認約890萬港元的貯存收入(見財務報表附註16)，令貯存及轉輸收入增加。此外，自完成上海迪友的收購事項起至二零一九年十二月三十一日，本集團錄得油品及石化產品貿易收入約1.628億港元。

OUTLOOK

Currently, international oil prices have fluctuated sharply. Crude oil prices have fallen substantially by 30%. Coupled with the epidemic outbreak of the novel coronaviruses disease (COVID-19), the global economy has been affected to some extent. However, the Group is a leading operator in China's energy industry, the impact of the epidemic is relatively mild on the Group's business. With the successive work resumption in the countries/regions affected by the outbreak, economic activities are expected to pick up quickly following the downturn. The Group will seize carefully the opportunity to continue its business expansion plan.

In 2020, the Group will continue to promote its diversified business strategy. On the one hand, we will seize the opportunity of developing polypropylene industry and light hydrocarbon comprehensive utilisation industry in the petrochemical industry area where DZIT is located, and through this cooperation, we can maximize the potential resources of DZIT, optimize and expand the traditional port jetty and oil terminal. On the other hand, we will comprehensively promote domestic and international trade in petrochemical industry, and vigorously develop the filling station retail business.

Terminal Storage Business

DZIT is situated in Lisha Island, Humen Harbour district, Shatian county, Dongguan City, Guangdong Province, where a project of 1.2 million tons of propane dehydrogenation is under development. In future, a fine chemical industry park will be built, which will mainly focus on propylene polymers, the comprehensive utilisation of light hydrocarbon and the development and utilisation of hydrogen energy. According to the plan, it is necessary to build LNG/LPG storage tanks of more than 1 million cubic meters capacity in Lisha Island, as well as supporting facilities such as loading and unloading, gasification and gas transmission pipes. This provides DZIT with a great opportunity to expand its business. Based on the two existing jetties of DZIT, with the birthing capacities of 80,000 dwt and 50,000 dwt respectively, and nearly the reserved land of 150,000 square meters near the terminals, the Group plans to take various forms, such as investment, joint venture cooperation and asset restructuring, to participate in the overall planning and construction of the chemical and industrial areas. On the one hand, the Group can convert its unutilised land into operating assets and increase the income and profit of the Group; on the other hand, by constructing and rebuilding existing terminals through LNG/LPG storage tanks and improving the loading and unloading functions of LNG, the Group builds a more sustainable and long-term future for its development.

展望

目前，國際油價大幅波動，原油價格曾大幅下跌30%，加上新型冠狀病毒的疫情影響下，在某種程度上已波及全球經濟。然而，本集團為中國能源行業之翹楚，疫情對本集團業務的影響相對溫和。隨著受疫情影響的國家／地區逐漸恢復營運，預期經濟活動有望於出現下滑後迅速回升。本集團將把握時機繼續謹慎地實施業務擴張計劃。

二零二零年本集團將持續推進多元化業務發展戰略。一方面，抓住東洲石化庫所在的石化工業園區發展聚丙烯產業和輕烴綜合利用產業的機遇，通過資本合作，以最大限度發揮東洲石化庫的資源潛力，優化和擴展傳統的碼頭油庫業務；另一方面，全面推進石油化工的國內和國際貿易，以及大力擴展加油站零售業務。

碼頭倉儲業務

東洲石化碼頭所在的廣東省東莞市虎門港沙田港區立沙島正在建設120萬噸丙烷脫氫項目，未來將建成以丙烯聚合物、輕烴綜合利用以及氫能源開發利用為主的精細化工園區。根據規劃，立沙島需要增加建設超過100萬立方米的LNG/LPG儲罐，以及配套的碼頭接卸、氣化、輸氣管道等設施。這給東洲石化庫帶來了擴展業務的大好機會。本集團計劃依託東洲石化庫現有的80,000噸和50,000噸兩個碼頭泊位，以及緊鄰碼頭的近150,000平方米預留土地為依託，採取投資入股、合資合作、資產重組等多種形式，參與到化工園區的整體規劃建設中去，一方面可將本集團現有空置的土地轉變為實際運營的資產，增加本集團收入和盈利；另一方面擬通過參與LNG/LPG儲罐建設和改造現有碼頭，以及增加LNG接卸功能，為本集團的未來發展謀劃更廣闊更長遠的前景。

Trading Business

At the end of 2019, the Group successfully acquired SHDY, which holds a refined oil wholesale operating licence issued by the Ministry of Commerce of the PRC and is a qualified supplier of various state-owned enterprises including Sinopec, PetroChina, CNOOC and SINOCHEN Group. According to the Group's business plan, trade volume and amount are anticipated to have a significant increase in 2020 as compared to last year. In addition to domestic trading business, the Group will extensively explore international trade. In order to establish a trade team as soon as possible, in early 2020, the Group invested 70% in the formation of a newly set up subsidiary named Hans & Chuen Hing Energy Company Limited with Chuen Hing Petroleum & Chemicals (H.K.) Company Limited ("Chuen Hing Company"), which is an independent third party for international trade of petrochemical business including crude oil. Chuen Hing Company has been engaged in international trade of petroleum and chemicals for years with extensive experience in international trade and an excellent business team. The establishment and operation of such subsidiary will propel the international trade business of the Group towards the right direction and accelerate its development.

Filling Station Retail Business

After years of preparation and construction, the Group's first filling station has been completed and will soon be put into operation. The filling station is in Guangzhou City, with its floor area, fuel island configuration, equipment level and construction standards all meet the standards of local flagship filling stations. The amount of petrol filled per annum is expected to reach 10 thousand tons. Currently, filling stations in China are premium assets with high returns. In the future, the Group will accelerate its efforts in retail business expansion, identifying high quality filling stations in mainland China, especially in the Pearl River Delta region, and establish a chain of filling stations under the brand of "Hans" through acquisition, leasing and franchising. Meanwhile, the Group is also seeking worldwide opportunities for investment and acquisition of superior filling station assets and businesses in economically developed countries and regions. The Group is expected to develop the filling station retail business as one of its pillar businesses in the future.

In conclusion, through asset swap, the Group has gradually transformed its monotonic business structure in the midstream and downstream chain of petrochemical industry, proactively participated in the three major business segments, including petroleum and petrochemical wholesale trade, storage transportation and retail sale (filling station), and opened up diversified development models. The management believes that at the end of 2020, each business segment of the Group will bring satisfactory results.

貿易業務

二零一九年年底，本集團成功收購了上海迪友，該公司擁有國家商務部頒發的《成品油批發經營批准證書》，並且是中石化、中石油、中海油、中化進出口集團等多家大石油央企等合格供應商。根據該本集團的業務計劃，二零二零年的貿易數量和金額預期均較去年有較大增長。除了國內貿易業務外，本集團還將大力開拓國際貿易。為儘快組建貿易團隊，於二零二零年初，本集團出資70%與全興石油化工(香港)有限公司(「全興公司」)(該公司為一間獨立第三方)，成立了一間新附屬公司名為漢思全興石油化工有限公司，專職開展包括原油在內的石油化工國際貿易業務。全興公司長年從事石油化工國際貿易，具備豐富的國際貿易經驗和優秀的業務團隊。該附屬公司的設立和投入運營將使得本集團的國際貿易業務迅速步入正軌並快速發展。

加油站零售業務

本集團經過幾年的準備和建設，第一家加油站現已建成並將很快投入運營。該加油站建於廣州市，其佔地面積、加油島設置、裝備水準及建設標準等各方面均達到本地區旗艦加油站的水準，預計年加油量達萬噸。目前國內加油站是一項高回報的優質資產，未來本集團將加大力度擴張零售業務板塊，在內地特別是珠三角地區尋找優質的加油站，通過收購、租賃或加盟方式，打造「漢思」品牌連鎖加油站。同時，本集團也在全球範圍的經濟發達國家和地區，尋找優質連鎖加油站資產和業務的投資、併購機會。本集團期待將加油站零售業務作為今後集團整體業務的支柱之一。

綜合而言，本集團通過資產置換，已經於石油化工的中下游產業鏈中，逐步改變單一的業務結構，積極佈局石油石化批發貿易、倉儲運輸及終端零售(加油站)三大業務板塊，開啟多元化發展模式。管理層相信到二零二零年底，本集團各板塊業務將帶給大家值得期待的成果。

FINANCIAL REVIEW

During the year ended 31 December 2019, the Group's financial performance are set out as bellows:

財務回顧

截至二零一九年十二月三十一日止年度，本集團的財務表現載列如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變化 %
Continuing operations:	持續經營業務：			
Revenue	收入	314,845	141,556	+122.4
Gross profit	毛利	41,858	33,592	+24.6
Loss before interest and tax	除息稅前虧損	(77,891)	(49,883)	+56.1
Depreciation and amortisation	折舊及攤銷	68,833	66,011	+4.3
Finance costs	財務成本	49,933	39,633	+26.0
(Loss)/earnings before interest, tax, depreciation and amortisation ("LBITDA/EBITDA")	除利息、稅項、折舊及攤銷前(虧損)/盈利 ("LBITDA/EBITDA")	(9,058)	16,128	-156.2
Gross profit margin (%)	毛利率(%)	13.3	23.7	-10.4 points點
Net loss margin (%)	淨虧損率(%)	-41.7	-69.7	-28.0 points點
Group:	本集團：			
Gain on disposal of discontinued operations	出售終止經營業務之收益	1,307,768	-	N/A不適用
Profit/(loss) attributable to equity shareholders of the Company	本公司股東應佔溢利/(虧損)	1,108,620	(62,406)	-1,876.5
Basic and diluted earnings/(loss) per share (HK cents)	每股基本及攤薄盈利/(虧損)(港仙)	29.70	(1.67)	-1,878.4

Revenue and gross profit margin

During the year, the Group's revenue from continuing operations was approximately HK\$314.8 million (2018: HK\$141.6 million), representing an increase of 122.4% over the last year. The gross profit from continuing operations was approximately HK\$41.9 million (2018: HK\$33.6 million), increased by 24.6% over the last year. The increase was mainly attributable to the commencement of oil and petrochemical products trading business by the Group and recognition of the storage income of approximately HK\$8.9 million after the legal case against customer A was concluded during the year (see note 16 to the financial statements). However, the gross profit margin reduced by 10.4 percentage points from 23.7% to 13.3% on a yearly basis as the gross profit margin of oil and petrochemical products trading business diluted the overall gross profit margin of the terminal storage business.

收入及毛利率

年內，本集團的持續經營業務收入約為3.148億港元(二零一八年：1.416億港元)，較去年增加122.4%。持續經營業務的毛利約為4,190萬港元(二零一八年：3,360萬港元)，較去年上升24.6%。增加乃主要由於本集團於年內開展了油品及石化產品貿易業務，以及確認了關於客戶甲法律案件結束後約890萬港元的貯存收入(見財務報表附註16)。然而，毛利率由23.7%按年下跌10.4個百分點至13.3%，乃由於油品及石化產品貿易業務的毛利率攤薄碼頭倉儲業務的整體毛利率。

Loss before interest and tax for the year

During the year, loss before interest and tax from continuing operations was approximately HK\$77.9 million (2018: HK\$49.9 million), representing an increase of 56.1% over the prior year. After excluding the reversal of impairment losses of trade receivables of HK\$35.5 million (2018: provision for impairment losses of trade receivables of HK\$38.4 million) (see note 5(c) to the financial statements), the increase was mainly attributable to the increase in administrative expenses during the year. The increase of administrative expenses was mainly attributable to the increase of (i) special bonus to Directors in relation to the completion of the Disposal of approximately HK\$87.6 million, (ii) legal and other professional fee by approximately HK\$22.0 million and (iii) advisory fee in relation to the subscription of limited partnership by approximately HK\$3.1 million. As a result of the increase of loss from continuing operations for the year, the Group recorded LBITDA of HK\$9.1 million (2018: EBITDA of HK\$16.1 million) but net loss margin improved to 41.7% (2018: 69.7%) during the year due to the increase of revenue.

Finance costs

During the year, finance costs from continuing operations amounted to HK\$49.9 million (2018: HK\$39.6 million) which were mainly incurred on the Group's outstanding bank loans.

Taxation

The Group sustained a loss for Hong Kong profits tax purposes for the year. The applicable tax rate of the Group's PRC subsidiaries for the year ended 31 December 2019 was 25% (2018: 25%).

Gain on disposal of discontinued operations

During the year ended 31 December 2019, the Group has completed the disposal of GD (Panyu) and recognised a gain of approximately HK\$1.31 billion. Details are set out under the paragraph headed "Significant Investments, Material Acquisitions and Disposals and Future Plans for Material Investments or Capital Assets".

Basic and diluted earnings per share of the Group

The Group's basic and diluted earnings per share for the year ended 31 December 2019 were 29.70 Hong Kong cents (2018: basic and diluted loss per share of 1.67 Hong Kong cents).

年內除息稅前虧損

年內，持續經營業務的除息稅前虧損為約7,790萬港元(二零一八年：4,990萬港元)，較去年上升56.1%。撇除貿易應收賬款減值虧損撥回3,550萬港元(二零一八年：貿易應收賬款減值虧損撥備3,840萬港元)(見財務報表附註5(c))，增加主要源於年內行政費用上升所致。行政費用增加主要由於(i)就完成出售事項而給予董事的特別獎金增加約8,760萬港元；(ii)法律及其他專業費用增加約2,200萬港元；及(iii)有關認購有限合夥公司所產生的顧問費增加約310萬港元。由於年度持續經營業務虧損增加，導致本集團於年內錄得LBITDA為910萬港元(二零一八年：EBITDA為1,610萬港元)，但淨虧損率因年內收入增加而改善至41.7%(二零一八年：69.7%)。

財務成本

年內，持續經營業務的財務成本為4,990萬港元(二零一八年：3,960萬港元)，此乃主要是來自本集團之未償還銀行貸款。

稅項

就香港利得稅而言，本集團於年內錄得虧損。截至二零一九年十二月三十一日止年度，本集團的中國附屬公司的適用稅率為25%(二零一八年：25%)。

出售終止經營業務之收益

截至二零一九年十二月三十一日止年度，本集團已完成出售粵海(番禺)並確認收益約13.1億港元。有關詳情載於「重要投資、重大收購事項及出售事項以及重大投資或資本資產的未來計劃」一段。

本集團每股基本及攤薄盈利

截至二零一九年十二月三十一日止年度，本集團每股基本及攤薄盈利為29.70港仙(二零一八年：每股基本及攤薄虧損為1.67港仙)。

LIQUIDITY, GEARING AND CAPITAL STRUCTURE

As at 31 December 2019, the Group's total cash and cash equivalents amounted to approximately HK\$975 million (2018: HK\$881 million). Most of the funds were held in HK\$, RMB and US\$.

As at 31 December 2019, the Group had total assets of approximately HK\$2,074 million (2018: HK\$1,955 million) and net current assets of approximately HK\$1,000 million (2018: net current liabilities of HK\$78 million). The current ratio as at 31 December 2019 of the Group increased to 4.36 (2018: 0.94). The improvement was mainly attributable to the cash consideration from the completion of the Disposal of approximately HK\$1.63 billion received by the Group.

As at 31 December 2019, the Group had outstanding bank borrowings of HK\$702 million (2018: HK\$880 million). The total equity of the Group as at 31 December 2019 amounted to approximately HK\$954 million (2018: total deficit of HK\$84 million). The gearing ratio (defined as total liabilities to total assets) as at 31 December 2019 significantly reduced to 54.0% (2018: 104.3%). It indicated that we have obviously improved our existing financial position and substantially reduced the degree of leverage of the Group.

FINANCIAL RESOURCES

During the year ended 31 December 2019, the Group met its working capital requirement principally from its business operation and financed with facilities provided by bank. Together with the proceeds received from disposal of GD (Panyu), we are confident that the Group should have adequate financial resources to meet its future debt repayment and support its working capital and future expansion requirements. Due attention will be paid to the capital and debt markets as well as the latest developments of the Group in order to ensure the efficient use of financial resources.

流動資金、資本負債比率及資本結構

於二零一九年十二月三十一日，本集團的總現金及現金等值項目約為9.75億港元(二零一八年：8.81億港元)。大部分資金以港元、人民幣及美元持有。

於二零一九年十二月三十一日，本集團的資產總值約為20.74億港元(二零一八年：19.55億港元)及流動資產淨值約為10.00億港元(二零一八年：流動負債淨值0.78億港元)。本集團於二零一九年十二月三十一日的流動比率增至4.36(二零一八年：0.94)。有關改善主要由於本集團於完成出售事項後所收取的現金代價款約為16.3億港元所致。

於二零一九年十二月三十一日，本集團的未償付銀行借款為7.02億港元(二零一八年：8.80億港元)。本集團於二零一九年十二月三十一日的總權益約為9.54億港元(二零一八年：總虧絀為0.84億港元)。於二零一九年十二月三十一日的資本負債比率(定義按負債總額除以資產總額)大幅減少至54.0%(二零一八年：104.3%)。這顯示我們已明顯改善現有財務狀況，並大幅降低本集團的槓桿程度。

財務資源

截至二零一九年十二月三十一日止年度，本集團主要通過其業務營運滿足營運資金需求，並以銀行提供的融資撥付資金。連同出售粵海(番禺)的所得款項，我們有信心，本集團應有充足的財務資源償還日後債務，並支持其營運資金及日後擴展需求。本集團將小心注意資本市場及債務市場的狀況以及本集團最新發展之情況，從而確保善用財務資源。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

(i) Completion of Very Substantial Disposal

During the year ended 31 December 2019, the Group has completed a very substantial disposal in relation to the disposal of the entire equity interest in GD (Panyu) which carried out the liquid product terminals of XHIT.

On 22 August 2018, Guangdong Petro-Chemicals Company Limited (“GD Petro-Chemicals”) (indirect wholly-owned subsidiary of the Company), Good Ocean Enterprises Limited and Guangdong Lian Ying Petro Chemicals Company Limited (both are the joint venture partners of GD Petro-Chemicals in GD (Panyu) (collectively named as the “Sellers”) and a third party of Guangzhou Gas Group Company Limited (the “Purchaser”) have entered into a conditional sale and purchase agreement (the “Sale and Purchase Agreement”) in relation to the disposal of the entire equity interest in GD (Panyu) (the “Transaction”) at a consideration of RMB1.56 billion (equivalent to HK\$1.77 billion). The Transaction was completed on 28 May 2019, on which date all the conditions for the Transaction have been satisfied pursuant to the Sale and Purchase Agreement and the control of GD (Panyu) was transferred to the Purchaser.

Upon completion of the Transaction, the Company ceases to have any interest in GD (Panyu). As a result of the Transaction, the Group recognised a gain of approximately HK\$1.31 billion during the year ended 31 December 2019. The Company believes that the Transaction will effectively reduce the Group’s financial risks and improve the Group’s liquidity that will lay a new foundation for future development.

Further details of the Transaction are set out in the announcements of the Company dated 29 August 2018, 14 September 2018, 19 September 2018, 8 October 2018, 30 November 2018 and 28 May 2019 respectively and the circular of the Company dated 19 September 2018.

重要投資、重大收購事項及出售事項以及重大投資或資本資產的未來計劃

(i) 完成非常重大出售事項

截至二零一九年十二月三十一日止年度，本集團已完成有關出售粵海(番禺)(該公司經營小虎石化庫液體產品碼頭)全部股權的非常重大出售事項。

於二零一八年八月二十二日，粵海石油化工有限公司(「粵海石油化工」)(本公司的間接全資附屬公司)、海洋企業有限公司及廣東聯盈石油化工有限公司(兩家均為粵海石油化工於粵海(番禺)的合資夥伴)(統稱為「賣方」)與廣州燃氣集團有限公司(「買方」)的第三方已就出售粵海(番禺)全部股權(「交易事項」)訂立有條件買賣協議(「買賣協議」)，代價為人民幣15.6億元(相當於17.7億港元)。交易事項已於二零一九年五月二十八日完成，當天交易事項的所有條件均根據買賣協議達成，而粵海(番禺)的控制權轉移予買方。

交易事項完成後，本公司不再擁有粵海(番禺)的任何權益。由於交易事項，本集團於截至二零一九年十二月三十一日止年度確認收益約13.1億港元。本公司認為，交易事項將有效降低本集團的財務風險及改善本集團的流動性，為未來發展奠定新的基礎。

有關交易事項的進一步詳情載於本公司日期分別為二零一八年八月二十九日、二零一八年九月十四日、二零一八年九月十九日、二零一八年十月八日、二零一八年十一月三十日及二零一九年五月二十八日的公告，以及本公司日期為二零一八年九月十九日的通函。

(ii) Subscription of Limited Partnership Interest

On 26 March 2019, Creative Apex International Holding Limited (“Creative Apex”), a direct wholly-owned subsidiary of the Company, entered into the subscription agreement (the “Subscription Agreement”) with by one single general partner (the “General Partner”), pursuant to which Creative Apex agreed to subscribe for the limited partnership interest in the limited partnership (the “Limited Partnership”) with a maximum capital commitment of US\$20 million (equivalent to approximately HK\$156 million). During the year, the Group made an advisory fee of approximately HK\$3.1 million for the Limited Partnership. The Limited Partnership will consider actively, among other things, investment in the energy sector which is in line with the Group’s business. The Directors believe that the subscription represents a good investment opportunity for the Group to diversify the Group’s investment portfolio and generate stable income and return for the Group.

As at 31 December 2019, the subscription for the limited partnership interest in the Limited Partnership has not been completed and it has not been made any investment. Details of this subscription are set out in the Company’s announcements dated 12 April 2019 and 17 May 2019.

(iii) Acquisition of Equity Interest in SHDY

On 5 November 2019, Guangzhou Hans Energy Investment Ltd. (“GZ Hans”), an indirect non-wholly owned subsidiary of the Company, entered into the equity transfer agreement with Guangzhou Daying Petrochemical Co., Ltd. (the “Vendor”), an independent third party, pursuant to which GZ Hans has agreed to purchase, and the Vendor has agreed to sell, 99% equity interest in SHDY (representing all equity interest held by the Vendor in SHDY) for a consideration of RMB10,265,334.97 (the “Acquisition”). The Acquisition was completed on 10 December 2019, on which date the control of SHDY was transferred to GZ Hans.

(ii) 認購有限合夥公司權益

於二零一九年三月二十六日，本公司直接全資附屬公司創豐國際控股有限公司（「創豐國際」）與一名普通合夥人（「普通合夥人」）訂立認購協議（「認購協議」），據此，創豐國際同意認購於有限合夥公司（「有限合夥公司」）之有限合夥公司的權益，最高資本承諾金額為2,000萬美元（相當於約1.56億港元）。年內，本集團向有限合夥公司支付約310萬港元的顧問費。有限合夥公司會積極考慮（其中包括）投資與本集團業務一致的能源行業。董事相信，認購對本集團而言屬於可多元化本集團投資組合及為本集團產生穩定收入及回報的投資良機。

於二零一九年十二月三十一日，有限合夥公司的有限合夥公司權益認購尚未完成，亦無作出任何投資。有關認購詳情載於本公司日期為二零一九年四月十二日及二零一九年五月十七日的公告。

(iii) 收購上海迪友股權

於二零一九年十一月五日，本公司間接非全資附屬公司廣州漢思能源投資有限公司（「廣州漢思」）與廣州市達贏石油化工有限公司（「賣方」）（為一名獨立第三方）訂立一份股權轉讓協議，據此廣州漢思同意購買而賣方同意出售上海迪友的99%股權（相當於賣方於上海迪友持有的所有股權），代價為人民幣10,265,334.97元（「收購事項」）。收購事項已於二零一九年十二月十日完成，當日上海迪友的控制權轉移予廣州漢思。

The Directors believe that the Acquisition will not only help the sourcing and supply of refined oil products for the Group's self-operated filling stations, but also allow the Group to develop refined oil products trading with oil refineries and provide refined oil products wholesale and distribution services for other filling stations in the PRC, directly by using Licence of SHDY. Thus, the Acquisition can create a synergistic effect within the Group.

Upon the completion of the Acquisition, SHDY becomes an indirect non-wholly owned subsidiary of the Company. Details of this Acquisition are set out in the Company's announcements dated 5 November 2019 and 27 November 2019.

Other than the disclosed above, there was no other significant investments, nor there was no any other material acquisitions or disposals during the year. The Group did not have any future plans for materials investments nor addition of capital assets during the year ended 31 December 2019.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES AND PRICES AND RELATED HEDGE

The Group's cash and cash equivalents are held predominately in HK\$, RMB and US\$. Operating outgoings incurred by the Group's subsidiaries in the PRC are mainly denominated in RMB, which usually receives revenue in RMB as well. Management considers that the Group exposed to fluctuation in exchange rates are not significant. Prices of oil products are affected by a wide range of global and domestic factors which are beyond the control of the Group. The fluctuations in such prices may have favourable or unfavourable impacts on the Group. However, the Group mainly operated on a back-to-back sale and purchase model to avoid the risk of oil price fluctuations. Accordingly, management is in the opinion that the Group's exposure to foreign exchange rate and price risks are not significant, and hedging by means of derivative instruments is considered unnecessary.

Save for the above disclosed, there was no other significant risks of exchange rates and price during the year ended 31 December 2019.

董事相信，收購事項不僅有助於本集團自營加油站成品油產品的採購及供應，且可讓本集團直接利用上海迪友的證書，與中國煉油廠開展成品油產品貿易，為中國其他加油站提供成品油產品批發及分銷服務。因而，收購事項可為本集團締造協同效應。

收購事項完成後，上海迪友成為本公司的間接非全資附屬公司。有關該收購事項的詳情，載於本公司日期為二零一九年十一月五日及二零一九年十一月二十七日的公告。

除上述所披露外，年內概無其他重要投資，亦無任何其他重大收購或出售事項。本集團於截至二零一九年十二月三十一日止年度並無任何重大投資或添置資本資產的未來計劃。

匯率及價格波動風險及有關對沖

本集團之現金及現金等值項目主要以港元、人民幣及美元持有。本集團之中國附屬公司之營運支出主要為人民幣，並常以人民幣收取收益。管理層認為本集團承受的匯率波動風險不大。油品價格受全球及國內大範圍因素的影響，其不受本集團所控制。上述價格波動可能對本集團構成有利或不利影響。然而，本集團主要以背對背買賣模式營運，以防止油價波動風險。因此管理層認為本集團之匯率及價格風險不大，並認為毋須採用衍生工具進行對沖。

除上文所披露外，截至二零一九年十二月三十一日止年度，概無其他重大匯率及價格風險。

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2019, the Group had a total of approximately 230 employees (2018: 462), 210 (2018: 448) of which worked for the terminals. The Group remunerates its employees based on industry practices and individual performance and experience. On top of the basic remuneration, discretionary award or bonus (in cash or other forms in kind) as may be determined by the Board may be granted to selected employees by reference to the Group's as well as individual's performances. Every year, the Group devises a budget which states total salary and bonus plan for the year to encourage the Group's employees to contribute their best efforts and to make maximum economic benefits to the Group. In accordance with the relevant government regulations in the PRC, the Group is required to cover social insurance, including but not limited to retirement, medical, workman compensation and unemployment insurance as well as housing fund for every qualified employee in the PRC. With these insurance policies and staff benefits, the Group hopes to provide a reasonable welfare for each qualified employee.

CHARGE ON GROUP'S ASSETS

The Group has provided the lender with certain of the Group's property, plant and equipment and interests in leasehold land held for own use as collaterals for the banking facilities granted. Details are set out in note 19 to the financial statements.

CAPITAL COMMITMENT

Details of commitments are set out in note 29 to the financial statements.

CONTINGENT LIABILITIES

As at 31 December 2019, the Group has no material contingent liabilities.

FINAL DIVIDEND

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

僱員及薪酬政策

於二零一九年十二月三十一日，本集團合共約有230名(二零一八年：462名)僱員，其中210名(二零一八年：448名)在庫區中任職。本集團根據行業慣例及個人表現和經驗支付僱員薪酬。除基本薪酬外，董事會可以決定根據本集團及個人的表現向選定僱員授予酌情花紅或獎金(以現金或其他形式的實物)。本集團每年制定一份預算方案，訂明該年度之總薪金及花紅計劃，藉以鼓勵本集團僱員竭盡所能，為本集團帶來最大的經濟利益。根據相關中國政府規例，本集團須為中國每名合資格僱員投購社會保險，包括但不限於退休、醫療、工人賠償及失業保險，以及房屋津貼。本集團希望藉著該等保險政策及員工福利，為每名合資格僱員提供合理福利。

集團資產抵押

本集團已向貸款方提供本集團之若干物業、廠房及設備以及持作自用之租賃土地權益作為所授銀行融資之抵押品。詳情載於財務報表附註19。

資本承擔

承擔之詳情載於財務報表附註29。

或然負債

於二零一九年十二月三十一日，本集團並無重大或然負債。

末期股息

截至二零一九年十二月三十一日止年度，董事並不建議派付任何末期股息(二零一八年：無)。

Profile of Directors and Senior Management

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS

Mr. David An, aged 60, has been the Chairman and an executive Director of the Company since July 2002. He has many years of experience in China business particularly in the provision trading of petroleum products and petrochemicals, properties investments and developments in China.

Mr. Yang Dong, aged 59, has been an executive Director and the Chief Executive Officer of the Company since July 2016. Mr. Yang joined the Company in 2012. Prior to that, he held various senior key positions in the subsidiaries of China Petroleum & Chemical Corporation such as the deputy general manager in China Petrochemical International Co. Ltd. and deputy chairman and executive director in Sinopec Kantons Holdings Limited (Stock code: 934), the securities of which is listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Besides, he has extensive experience in international trade of petroleum and chemical commodities. Mr. Yang graduated from Beijing Normal University with a degree in Economics. He also holds a Master's degree in Project Management from University of Management and Technology.

Ms. Liu Zhijun, aged 52, has been an executive Director of the Company since April 2006. Ms. Liu currently holds as the financial controller, PRC of the Company, the deputy chairlady and financial controller of GD Petro-Chemicals and the deputy chairlady of DZ International. She joined GDPC in 1997. Prior to that, she had worked in various government departments and large State-owned enterprises, including the Audit Office of Guangdong Province, China Travel Service (Holdings) Hong Kong Limited, etc. She has more than 25 years of experience in financial management. Ms. Liu graduated from Sun Yat-sen University in 1989 with a Bachelor's degree in Economics. Ms. Liu also holds the auditor qualification certificate of speciality and technology issued by the Ministry of Personnel and National Audit Office of the PRC.

執行董事

戴偉先生，60歲，自二零零二年七月起為本公司主席兼執行董事。戴先生於中國業務，尤其是中國石油及石化產品貿易、房地產投資及開發方面擁有多年經驗。

楊冬先生，59歲，自二零一六年七月起為本公司執行董事暨行政總裁。楊先生於二零一二年加盟本公司。此前曾於中國石油化工股份有限公司的附屬公司擔任多個高級重要職務，例如中國石化國際事業有限公司副總經理，以及中石化冠德控股有限公司(股份代號：934)(該公司之證券於香港聯合交易所有限公司(「聯交所」)上市)副主席及執行董事。此外，彼於國際貿易中石油及化工產品具有豐富的經驗。楊先生畢業於北京師範大學，取得經濟學學士，並持有美國管理技術大學項目管理碩士學位。

劉志軍女士，52歲，自二零零六年四月起為本公司執行董事。劉女士目前擔任本公司中國業務財務總監、粵海石化副董事長兼財務總監及東洲國際副董事長。彼於一九九七年加盟粵海石化。此前任職於中國政府部門及大型中資國企，包括廣東省審計廳、香港中旅(集團)有限公司等。彼於財務管理方面積逾二十五年經驗。劉女士一九八九年畢業於中山大學，獲經濟學學士學位。劉女士亦擁有中國人事部及審計署頒發的審計師專業技術資格。

Mr. Zhang Lei, aged 54, has been an executive Director of the Company since August 2007. Mr. Zhang joined the Company as Chief Operating Officer, PRC in 2006. He has many years of experience in petrochemical industry. He has expertise in petrochemical specialized technology and is familiar with financial accounting policy and system of the PRC. Mr. Zhang also has in-depth knowledge in large petrochemical project management. He had served China Petrochemical Corporation and held various key positions such as the chief financial officer of the Singapore branch, deputy general manager and chief financial officer of the Hong Kong branch. Mr. Zhang graduated from Dongbei University of Finance and Economics and obtained the qualification of engineer.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wai Keung, aged 63, has been an independent non-executive Director of the Company since July 2002. He is also the Chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Li graduated from The Hong Kong Polytechnic and holds a Master's degree in Business Administration from The University of East Asia. He is also a fellow member of The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Li had worked for Henderson Land Development Company Limited. He is currently a non-executive director of Guangdong Investment Limited (stock code: 270), an independent non-executive director of Shenzhen Investment Limited (stock code: 604), China South City Holdings Limited (stock code: 1668) and Centenary United Holdings Limited (stock code: 1959) since 16 September 2019, the securities of which are listed on the Stock Exchange. Besides, Mr. Li has resigned as a chief financial officer of GDH Limited and Guangdong Holdings Limited and an executive director and company secretary of Guangdong Land Holdings Limited (stock code: 124), the securities of which are listed on the Stock Exchange, with effect from 31 December 2019 and 20 February 2020 respectively. Apart from the abovementioned, Mr. Li is the standing committee member of Chinese People's Political Consultative Conference Guangdong Provincial Committee.

張雷先生，54歲，自二零零七年八月起為本公司執行董事。張先生於二零零六年加盟本公司出任中國業務營運總監。彼從事石油化工行業多年，精通石化專業技術及熟悉國內財務會計政策與制度。張先生掌握大型石化工程項目管理知識。彼曾任中國石油化工集團公司新加坡分公司財務總監，香港分公司副總經理兼財務總監等重要職務。張先生畢業於中國東北財經大學，獲工程師資格。

獨立非執行董事

李偉強先生，63歲，自二零零二年七月起為本公司獨立非執行董事。彼亦為本公司之審核委員會及薪酬委員會主席兼提名委員會成員。李先生畢業於香港理工學院，並持有東亞大學工商管理碩士學位。彼亦為特許公認會計師公會及香港會計師公會資深會員。李先生曾於恒基兆業地產發展有限公司任職。彼目前為粵海投資有限公司(股份代號：270)之非執行董事，深圳控股有限公司(股份代號：604)、華南城控股有限公司(股份代號：1668)及世紀聯合控股有限公司(股票代碼：1959)(自二零一九年九月十六日起獲委任)之獨立非執行董事，該四家公司之證券均於聯交所上市。此外，李先生自二零一九年十二月三十一日及二零二零年二月二十日起分別辭任粵海控股集團有限公司及廣東粵海控股有限公司之財務總監以及粵海置地控股有限公司(股份代號：124)之執行董事兼公司秘書，該公司之證券於聯交所上市。除此以外，李先生為中國人民政治協商會議廣東省委員會常務委員。

Mr. Chan Chun Wai, Tony, aged 48, has been an independent non-executive Director of the Company since May 2005. He is also the Chairman of Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Chan is a Certified Public Accountant and owns a certified public accounting practice. He has extensive experience in general assurance and business advisory services in both Hong Kong and the PRC. Moreover, Mr. Chan has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisition as well as corporate finance. He holds a Master's degree in Business Administration from the Manchester Business School. Mr. Chan is now the independent non-executive director of Honbridge Holdings Limited (stock code: 8137) and Wai Chun Mining Industry Group Company Limited (stock code: 660) and the joint company secretary of Zhejiang Cangan Instrument Group Company Limited (stock code: 1743), the securities of which are listed on the Stock Exchange. Apart from the abovementioned, he has been appointed as an independent non-executive director of Wai Chun Group Holdings Limited (stock code: 1013) since 17 December 2019, the securities of which are listed on the Stock Exchange.

Mr. Woo King Hang, aged 58, has been an independent non-executive Director of the Company since 28 June 2019. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Woo has extensive experience in financial and business management. He worked for Bamboos Health Care Holdings Limited (stock code: 2293) as an executive director from 16 May 2019 to 5 July 2019. Mr. Woo had also worked for Hip Hing Construction Company Limited and NWS Service Management Limited, both are the wholly owned subsidiaries of NWS Holdings Limited (stock code: 659). He was a Project Controller of NWS Service Management Limited from January 2019 to April 2019 and served as a financial controller from February 2006 to June 2010 and an executive director from July 2010 to December 2018 in Hip Hing Construction Company Limited. Mr. Woo is a fellow member of the Institute of the Chartered Accountants in England and Wales, the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Certified Public Accountants. He holds a Master's degree of Business Administration from Kellogg Graduate School of Management, Northwestern University and the Hong Kong University of Science and Technology; a Bachelor's degree of Laws from Peking University; and a Master's degree of Laws from the City University of Hong Kong. Apart from the abovementioned, Mr. Woo is a member of the panel of assessors and the Health Committee of the Medical Council of Hong Kong, the Chiropractors Council,

陳振偉先生，48歲，自二零零五年五月起為本公司獨立非執行董事。彼亦為本公司提名委員會主席兼審核委員會及薪酬委員會成員。陳先生是一位執業會計師，並擁有一家執業會計師行。彼於香港及中國提供審計及業務諮詢服務方面具有豐富經驗。此外，陳先生於香港及新加坡公眾上市、併購及企業融資方面亦具有豐富經驗。彼持有曼徹斯特商學院工商管理碩士學位。陳先生現為洪橋集團有限公司(股份代號：8137)及偉俊礦業集團有限公司(股份代號：660)之獨立非執行董事，以及浙江蒼南儀錶集團股份有限公司(股份代號：1743)之聯席公司秘書，該等公司之證券均於聯交所上市。除了上述之外，彼自二零一九年十二月十七日起獲委任為偉俊集團控股有限公司(股份代號：1013)獨立非執行董事，該公司證券於聯交所上市。

胡勁恒先生，58歲，自二零一九年六月二十八日起為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會成員。胡先生於財務及商業管理方面擁有豐富經驗。彼由二零一九年五月十六日至二零一九年七月五日擔任百本醫護控股有限公司(股份代號：2293)的執行董事。胡先生亦曾於協興建築有限公司及新創建服務管理有限公司(兩者皆為新創建集團有限公司(股份代號：659)之全資附屬公司)工作。彼由二零一九年一月至二零一九年四月為新創建服務管理有限公司的項目總監，且由二零零六年二月至二零一零年六月任職協興建築有限公司的財務總監，以及由二零一零年七月至二零一八年十二月擔任該公司的執行董事。胡先生為英格蘭及威爾士特許會計師公會、英國皇家特許測量師學會及香港會計師公會資深會員。彼持有美國西北大學凱洛格管理學院及香港科技大學工商管理碩士學位；北京大學法學學士學位；及香港城市大學法學碩士學位。除上述外，胡先生亦擔任香港醫務委員會審裁員及健康事務委員會委員、香港脊醫管理局成員、香港中醫藥管理委員

the Chinese Medicine Practitioners Board of the Chinese Medicine Council of Hong Kong and the disciplinary committee of the Hong Kong Institute of Certified Public Accountants. He is also a council member of the Hong Kong Chinese Orchestra and the vice chairman of the Hong Kong PHAB Association.

SENIOR MANAGEMENT

Mr. Li Xiao Hui, aged 51, is the director and chairman of DZ International. He joined GD (Panyu) in 1994. Mr. Li has extensive knowledge and experience in technology and operating management of oil and petrochemicals storage. He also holds a Master's degree of corporate management from Liaoning Shihua University (formerly named as 撫順石油學院).

Mr. Huang Bo Heng, aged 43, is the general manager of DZ International. He graduated from Guangdong Petroleum School (廣東石油學校) in 1997 and joined GD (Panyu) in the same year. Mr. Huang has solid knowledge and many years of experience in technology, construction project and operating management of oil and petrochemicals storage. He is now fully responsible for the production and safety of DZIT.

Mr. Deng Zhi Gang, aged 46, is the director and deputy general manager of DZ International. Mr. Deng obtained a Master's degree in Business Administration from University of San Francisco. He joined GD (Panyu) in 1996. He has many years of experience in trading and marketing in the business of storage for oil and petrochemical products.

Mr. Han Ming, aged 48, is the deputy general manager of DZ International. Mr. Han graduated from Heilongjiang Institute of Commerce, where he majored in oil storage and transportation operation. He joined GD (Panyu) in 1994. Mr. Han has many years of experience in business operation and import and export customs of cargoes.

Mr. Cui Ming, aged 63, is the chairman and general manager of SHDY. Before joining GD (Panyu) in 1993, Mr. Cui was the deputy general manager of the sales department of 中石化肇慶公司. He has been engaged in the sales of petroleum products for a long time and has extensive experience in the sales and marketing management of petroleum products.

會中醫組成員及香港會計師公會紀律小組委員。彼亦為香港中樂團理事會成員及香港傷健協會副主席。

高級管理層

李曉輝先生，51歲，東洲國際董事兼董事長。彼於一九九四年加盟粵海(番禺)。李先生在石油及石化貯存技術和操作管理方面具有豐富知識及經驗。彼亦持有遼寧石油化工大學(前稱撫順石油學院)企業管理碩士學位。

黃伯恒先生，43歲，東洲國際總經理。彼於一九九七年畢業於廣東石油學校，同年加盟粵海(番禺)。黃先生在石油及石化貯存技術、工程項目及營運管理方面具有紮實的基礎，積逾多年豐富的經驗。彼目前全面負責東洲石化庫的生產和安全。

鄧志剛先生，46歲，東洲國際董事兼副總經理。鄧先生持有美國舊金山大學之工商管理碩士學位，一九九六年加盟粵海(番禺)。彼於石油及石化產品貯存業務之貿易及營銷方面積逾多年經驗。

韓明先生，48歲，東洲國際副總經理。韓先生畢業於黑龍江商學院石油儲運專業，彼於一九九四年加盟粵海(番禺)。此外，韓先生在商務運作及貨物進出口通關業務方面積逾多年豐富經驗。

崔鳴先生，63歲，上海迪友董事長兼總經理。彼於一九九三年加盟粵海(番禺)，前為中石化肇慶公司銷售副總經理。彼長期從事石油產品銷售工作，對石油產品行銷及市場管理有著豐富的經驗。

Mr. Nie Yu Hua, aged 52, is the director and financial controller of DZ International. He joined GD (Panyu) in 2006. Mr. Nie is an International Certified Internal Auditor, a member of the Chinese Institute of Certificate Public Accountants and has professional accountant qualification in PRC. He has over 15 years financial management experiences in large state owned enterprises, and has worked as a senior project manager in a renowned accounting firm.

Mr. Choy Chak Wa, Peter, aged 62, has been the Chief Financial Officer of the Company since September 2017. Mr. Choy graduated from The Hong Kong Polytechnic University and holds a Master's degree in Management from Imperial College London. He is a fellow member of The Chartered Institute of Management Accountants, The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Choy has held numerous executive positions across a wide spectrum of industries including manufacturing, university education, non-profits organisation, garment, audio-visual equipment trading, as well as civil engineering consultancy company. Prior to joining the Company, he held as a regional controller in Fugro Holdings (HK) Limited. He has extensive experience in accounting and financial management in both Hong Kong and across the Greater China Region.

On top of his professional career, Mr. Choy was awarded the Bronze Medal by The Chartered Institute of Management Accountants to recognise his outstanding contribution. He is currently a member of the HKSAR Inland Revenue Department Users' Committee.

COMPANY SECRETARY

Ms. Lam Lai Wan, Bondie, aged 44, has been the Company Secretary of the Company since February 2017. Ms. Lam joined the Company in 2008 and is currently the financial controller of the Company. Graduated from The Hong Kong Polytechnic University with a Bachelor's degree in Accountancy, she is also a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Ms. Lam has extensive experience in accounting and financial management for the listed companies in Hong Kong and Singapore and had worked in numerous reputable international accounting firms.

聶郁華先生，52歲，東洲國際董事兼財務總監。彼於二零零六年加盟粵海(番禺)。聶先生為國際註冊內部審計師、中國註冊會計師協會會員及擁有中國會計師專業技術資格。彼於大型國企積逾十五年財務管理經驗，並曾於一家著名會計事務所擔任高級專案經理。

蔡澤華先生，62歲，自二零一七年九月起為本公司首席財務總監。蔡先生畢業於香港理工大學，持有倫敦帝國學院管理碩士學位。彼為英國特許管理會計師公會、特許公認會計師公會及香港會計師公會的資深會員。蔡先生曾於多個行業，包括製造、大學教育、非牟利團體、成衣製造、影音視聽器材貿易以及土木工程顧問公司，擔任許多行政職務。於加入本公司前，彼於輝固控股(香港)有限公司任職區域財務總監。彼於香港及大中華地區的會計及財務管理方面擁有豐富經驗。

除專業職務外，蔡先生更獲英國特許管理會計師公會頒發公會銅章，以肯定他的卓越貢獻。彼現為香港特別行政區稅務局服務承諾關注委員會的成員。

公司秘書

林麗雲女士，44歲，自二零一七年二月起為本公司公司秘書。林女士於二零零八年加盟本公司，目前為本公司財務總監。彼畢業於香港理工大學，持有會計學學士學位，同時亦為香港會計師公會及英國特許公認會計師公會資深會員。林女士於香港及新加坡上市公司擁有豐富的會計及財務管理經驗，並曾於多家知名國際會計師事務所工作。

Corporate Governance Report

企業管治報告

The Company is committed to a high standard of corporate governance practices appropriate to the conduct and growth of its business in compliance with the principles and code provisions (the “Code Provisions”) set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”). The board of Directors (the “Board”) is of the view that throughout the year, the Company has complied with the CG Code except for the deviations from Code Provisions A.4.1 (before 22 January 2019) and E.1.2 and which deviations are explained in the relevant part of this annual report.

The Company regularly reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

THE BOARD

Roles and Responsibilities

The Company has formalised and adopted written terms on the division of functions reserved to the Board and delegated to the management.

The Board provides leadership and approves strategic policies and plans with a view to enhance shareholder interests while the day-to-day operations of the Company are delegated to the management.

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

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary of the Company (the “Company Secretary”), with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company’s expense, upon making request to the Board.

本公司致力奉行一套適用於其業務進行及增長之高水平企業管治常規，以符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)內所列明之原則及守則條文(「守則條文」)。董事會(「董事會」)認為，本公司已於整年內遵行企業管治守則，惟偏離守則條文第A.4.1(二零一九年一月二十二日之前)及E.1.2條之規定除外，而有關偏離於本年報有關部分闡釋。

本公司定期檢討其企業管治常規，以確保持續符合企業管治守則之規定。

董事會

角色及責任

本公司已正式制定及採納有關職能劃分之職權範圍書，訂明董事會自行承擔及授予管理人員的職責。

董事會發揮領導角色及審批策略政策及計劃，務求提升股東利益，至於本公司之日常運作，則委託管理層負責。

董事會保留對本公司所有重大事宜之決定權，包括：批准及監察一切政策事宜、整體策略及財政預算、內部監控及風險管理系統、重大交易(特別是該等可能涉及利益衝突之交易)、財務資料、董事任命及其他重大財務及營運事宜。

全體董事均可全面及時取得一切有關資料，以及獲得本公司之公司秘書(「公司秘書」)之意見及服務，藉此確保董事會議事程序及所有適用規則及規例得以遵從。

於適當情況下，每名董事一般可向董事會提出要求後，以本公司之公費徵詢獨立專業意見。

The day-to-day management, administration and operation of the Company are delegated to the chief executive and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

The Board has the full support of the chief executive and the senior management to discharge its responsibilities.

Composition

The Board has in its composition a balance of skills and experience necessary for independent decision making and fulfilling its business needs.

As at 31 December 2019, the Board comprised seven members, including four executive Directors and three independent non-executive Directors, as follows:

Executive Directors

Mr. David An (*Chairman and Member of Remuneration Committee*)
Mr. Yang Dong (*Chief Executive Officer*)
Ms. Liu Zhijun
Mr. Zhang Lei

Independent Non-Executive Directors ("INEDs")

Mr. Li Wai Keung (*Chairman of Audit Committee and Remuneration Committee and Member of Nomination Committee*)
Mr. Chan Chun Wai, Tony (*Chairman of Nomination Committee and Member of Audit Committee and Remuneration Committee*)
Mr. Woo King Hang (*Member of Remuneration Committee, Audit Committee and Nomination Committee*)
(*appointed on 28 June 2019*)
Ms. Hai Hiu Chu (*Member of Remuneration Committee, Audit Committee and Nomination Committee*)
(*resigned on 28 June 2019*)

None of the members of the Board is related to one another.

During the year ended 31 December 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

本公司之日常管理、行政及營運乃委託行政總裁及高級管理人員負責。已委託之職能及工作會獲定期檢討。於進行上述高級職員訂立的任何重大交易前，必須取得董事會批准。

董事會獲得行政總裁及高級管理人員全力支持，以履行其責任。

組成

董事會之組成兼備獨立決策及滿足業務需求的技能與經驗。

於二零一九年十二月三十一日，董事會由七名成員組成，包括以下四名執行董事及三名獨立非執行董事：

執行董事

戴偉先生 (*主席兼薪酬委員會成員*)
楊冬先生 (*行政總裁*)
劉志軍女士
張雷先生

獨立非執行董事 (「獨立非執行董事」)

李偉強先生 (*審核委員會及薪酬委員會主席兼提名委員會成員*)
陳振偉先生 (*提名委員會主席兼審核委員會及薪酬委員會成員*)
胡勁恒先生 (*薪酬委員會、審核委員會及提名委員會成員*)
(*於二零一九年六月二十八日獲委任*)
奚曉珠女士 (*薪酬委員會、審核委員會及提名委員會成員*)
(*於二零一九年六月二十八日辭任*)

董事會成員彼此概無關係。

於截至二零一九年十二月三十一日止年度，董事會於任何時間均符合上市規則規定，委任至少三名獨立非執行董事，其中至少一名獨立非執行董事具備適當專業資格，或會計或相關財務管理專業知識。

INEDs

The INEDs bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all INEDs make various contributions to the effective direction of the Company.

The Company has received written annual confirmation from each INED in respect of his independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company has assessed his independence and concluded that all INEDs are independent within the definition of the Listing Rules.

Appointment and Succession Planning of Directors

The Company has established formal, considered and transparent procedures for the appointment and succession planning of Directors.

Under Code Provision A.4.1, the non-executive Directors should be appointed for a specific term, subject to re-election. On 22 January 2019, each of the INEDs entered into an appointment letter with the Company for a term of three years from their date of appointment. The Company has complied with the Code Provision A.4.1 since 22 January 2019.

Pursuant to the Company's memorandum and article of association, all Directors are subject to retirement by rotation at least once every three years at the Company's general meeting and any Directors appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting after his/her appointment and be subject to re-election at such meeting.

Continuous Professional Development of Directors

Every newly appointed Director will receive comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

獨立非執行董事

獨立非執行董事為董事會帶來各種不同之業務及財務專業知識、經驗及獨立判斷。透過積極參加董事會會議、於涉及潛在利益衝突之管理事項扮演領導角色及出任董事會委員會成員，全體獨立非執行董事對有效領導本公司作出多方面之貢獻。

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載的獨立性之指引就彼之獨立性作出之年度書面確認。本公司已評核其獨立性，並認為全體獨立非執行董事於上市規則之定義內均為獨立。

董事之委任及接任計劃

本公司已就董事之委任及接任計劃，確立正式、周詳及透明程序。

根據守則條文第A.4.1條，非執行董事須按固定任期獲委任，惟須膺選連任。於二零一九年一月二十二日，各獨立非執行董事已與本公司訂立自委任日期起計為期三年的委任書。本公司自二零一九年一月二十二日起已遵守守則條文第A.4.1條。

根據本公司之組織章程大綱及細則，所有董事均須最少每三年於本公司之股東大會上輪席退任一次，且任何獲董事會委任以填補臨時空缺或董事會新任之董事於其委任後只可留任直至下屆股東週年大會，惟可於該會上膺選連任。

董事之持續專業發展

每名新委任之董事於彼首獲委任時，將會接受全面、正式及度身訂造之就職輔導，以確保彼適當理解本公司之業務及運作，並充分知悉彼之責任及於上市規則及有關監管規例項下之義務。

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Reading material on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

Directors confirmed that they have complied with the Code Provision A.6.5 on Directors' training. During the year, all Directors attended seminars and training sessions arranged by various professional institutes and bodies. In addition, relevant reading materials including the updates on the business, operations, corporate governance, legal and regulatory matters have been provided to all Directors for their reference and studying.

Board Meetings

Number of Meetings and Directors' Attendance

Nineteen Board meetings were held during the year ended 31 December 2019.

The individual attendance (either in person or through other electronic means of communication) record of each Director at the meetings of the Board, the Nomination Committee, the Remuneration Committee and the Audit Committee during the year ended 31 December 2019 is set out below:

董事應參與適當的持續專業發展，以發展及更新彼等之知識及技術，確保彼等繼續對董事會作出知情及相關之貢獻。董事在適當時會獲發有關主題之閱讀資料。本公司鼓勵各董事以公費參加相關培訓課程。

董事確認，彼等已遵守守則條文第A.6.5條有關董事培訓之規定。年內，所有董事已出席由不同的專業機構及組織安排之研討會及培訓課堂。此外，包括商業、營運、企業管治、法律及監管事宜在內之相關閱讀資料亦已向各董事提供，以供彼等參考及細閱。

董事會會議

會議及董事出席次數

截至二零一九年十二月三十一日止年度內已舉行十九次董事會會議。

於截至二零一九年十二月三十一日止年度，各董事於董事會、提名委員會、薪酬委員會及審核委員會會議的個人出席（無論親身或透過其他電子通訊方式）記錄載列如下：

Attendance/Number of Meetings held during the tenure of directorship 於董事任期內出席/已舉行會議次數

Directors	董事	Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Annual General Meeting 股東週年大會
<i>Executive Directors</i>						
Mr. David An (Chairman of the Board)	執行董事 戴偉先生 (董事會主席)	18/19	N/A不適用	5/5	N/A不適用	0/1
Mr. Yang Dong (Chief Executive Officer)	楊冬先生 (行政總裁)	19/19	N/A不適用	N/A不適用	N/A不適用	1/1
Ms. Liu Zhijun	劉志軍女士	19/19	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Zhang Lei	張雷先生	18/19	N/A不適用	N/A不適用	N/A不適用	0/1
<i>INEDs</i>						
Mr. Li Wai Keung	李偉強先生	18/19	2/2	5/5	4/4	0/1
Mr. Chan Chun Wai, Tony	陳振偉先生	19/19	2/2	5/5	4/4	1/1
Mr. Woo King Hang (appointed on 28 June 2019)	胡勁恒先生 (於二零一九年六月二十八日獲委任)	5/5	0/0	1/1	2/2	0/0
Ms. Hai Hiu Chu (resigned on 28 June 2019)	奚曉珠女士 (於二零一九年六月二十八日辭任)	11/14	1/2	2/4	2/2	1/1

Apart from regular Board meetings, the Chairman also held meetings with the INEDs without the presence of executive Directors during the year pursuant to the Code Provision A.2.7.

Practices and Conduct of Meetings

Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior executives whenever necessary.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's memorandum and articles of association also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Company Secretary

Ms. Lam Lai Wan, Bondie is the Company Secretary. According to Rule 3.29 of the Listing Rules, she has taken no less than 15 hours of relevant professional training during the year ended 31 December 2019. The biographic of Ms. Lam is set out in the section headed "Profile of Directors and Senior Management" of this annual report.

除董事會例會外，年內主席亦根據守則條文第A.2.7條，在執行董事不在場之情況下與獨立非執行董事舉行會議。

會議常規及守則

董事會例會通告最少於會議舉行前十四天送達全體董事。至於其他董事會及委員會會議，一般會作出合理通知。

議程及董事會文件連同所有適用、完整及可靠資料，最少於各董事會會議或委員會會議舉行前三天發送所有董事，以便彼等知悉本公司最新發展及財務狀況，並讓彼等作出知情決定。董事會及各董事如有需要，亦可個別獨立接觸高級行政人員。

公司秘書負責記錄及保存所有董事會會議及委員會會議之會議記錄。會議記錄草稿一般會在各會議結束後之合理時間內予董事傳閱評論，而定稿則公開供董事查閱。

據現行董事會常規，任何涉及主要股東或董事利益衝突之重大交易，將由董事會正式召開董事會會議以作考慮及處理。本公司之組織章程大綱及細則亦有明文規定董事須就批准彼等或彼等任何聯繫人擁有重大利益之交易放棄投票權，亦不得計入會議之法定人數內。

公司秘書

林麗雲女士為公司秘書。根據上市規則第3.29條，於截至二零一九年十二月三十一日止年度，彼已參加不少於十五個小時的相關培訓。林女士之履歷載於本年報「董事及高級管理人員簡歷」章節內。

Board Diversity Policy

The Board adopted a board diversity policy (the “Diversity Policy”) on 29 August 2013.

All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how.

The Nomination Committee will review the Diversity Policy, as appropriate, to ensure the effectiveness of such policy.

As at the date of this annual report, the Board comprises seven Directors. One of them are female, three of them are INEDs, thereby promoting critical review and control of the management process.

Dividend Policy

The Board adopted a dividend policy (the “Dividend Policy”) on 21 December 2018. According to the Dividend Policy, in deciding whether to propose any dividend payout, the Board shall also take into account, inter alia:

- the Group’s actual and expected financial performance;
- shareholders’ interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group’s debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group’s creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group’s lenders;
- the Group’s expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;

董事會成員多元化政策

董事會於二零一三年八月二十九日採納董事會成員多元化政策(「多元化政策」)。

董事會所有委任均以用人唯才為原則，顧及董事會成員多元化的益處，以客觀條件考慮人選。甄選董事會成員人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、經驗、文化及教育背景、專業知識、技能及知識。

提名委員會將在適當時候檢討多元化政策，以確保該政策行之有效。

於本年報日期，董事會由七名董事組成。其中一名為女士，三名為獨立非執行董事，這有助嚴格檢討及監控管理程序。

股息政策

董事會於二零一八年十二月二十一日採納股息政策(「股息政策」)。根據該股息政策，在決定是否提議任何股息派付時，董事會亦應當考慮，其中包括：

- 本集團的實際及預期財務表現；
- 股東權益；
- 本公司及本集團其他各成員公司的保留盈利及可供分派儲備；
- 本集團之債務權益比率、股本回報率，以及施加於本集團的財務限制所處之水平；
- 對本集團信用可靠程度之潛在影響；
- 由本集團的貸款人可能施加的任何股息派發限制；
- 本集團之預期營運資金需求以及未來擴張計劃；
- 於宣派股息時之流動資金狀況及未來之承諾情況；

- taxation considerations;
 - statutory and regulatory restrictions;
 - general business conditions and strategies;
 - general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
 - other factors that the Board deems appropriate.
- 稅務考慮；
 - 法定及合規限制；
 - 整體商業條件及策略；
 - 整體經濟狀況、本集團業務的商業週期，以及或會對本公司業務或財務表現及狀況有影響的其他內部或外部因素；及
 - 董事會認為適當的其他因素。

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

本公司會持續檢討該股息政策，並且保留權利以全權絕對酌情權於任何時間更新、修訂及／或修改該股息政策，且該股息政策並不構成具法律約束力的承諾使本公司將以任何具體金額支付股息，及／或並不會使本公司有義務於任何時間或不時宣派股息。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of the Chairman and Chief Executive Officer (the "CEO") should be separate and should not be performed by the same individual.

主席及行政總裁

守則條文第A.2.1條訂明，主席與行政總裁（「行政總裁」）之角色應予區分，不應由同一人兼任。

The Company complies with the Code Provision A.2.1, the positions of the Chairman and CEO are segregated and are held by Mr. David An and Mr. Yang Dong respectively. These positions have clearly defined separate responsibilities. Mr. David An will focus on the overall strategic planning and business development of the Group, whereas Mr. Yang Dong will be responsible for the overall management, administrative functions and day-to-day business operations of the Group.

本公司遵從守則條文第A.2.1條，主席及行政總裁職位有所區分並分別由戴偉先生及楊冬先生出任。兩者職位有明確分工。戴偉先生將集中處理本集團整體策略規劃及業務發展，而楊冬先生則將負責本集團整體管理、行政職能及日常業務營運。

The Company regularly reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

本公司會定期檢討其企業管治常規，確保有關常規仍然符合企業管治守則的規定。

BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and Hong Kong Exchanges and Clearing Limited's website and are available to shareholders upon request.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Nomination Committee

All the three INEDs are the members of the Nomination Committee and Mr. Chan Chun Wai, Tony is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, making recommendations to the Board on the appointment and succession planning of Directors, and assessment of the independence of the INEDs.

The Nomination Committee will reference to the Board nomination policy (the "Nomination Policy") adopted by the Group on 21 December 2018 for selecting and recommending candidates for directorships.

Selection Criteria

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria, having due regard to the benefits of diversity on the Board, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how, sufficient time to effectively carry out their duties, their services on other listed and non-listed companies should be limited to reasonable numbers, qualifications including accomplishment and experience in the relevant industries the Company's business is involved in, independence, reputation for integrity, potential contributions that the individual(s) can bring to the Board and commitment to enhance and maximize shareholders' value.

董事委員會

董事會已成立三個委員會，分別為提名委員會、薪酬委員會及審核委員會，以監察本公司特定方面之事務。本公司所有董事會委員會均已制定明確書面職權範圍。董事委員會之職權範圍刊載於本公司及香港交易及結算所有限公司網站，並可供股東按要求查閱。

董事委員會獲提供足夠資源，以履行其職責，並於適當情況下，可提出合理要求，利用本公司之公費徵詢獨立專業意見。

提名委員會

全部三名獨立非執行董事為提名委員會成員，而陳振偉先生為提名委員會主席。

提名委員會之主要職責，包括檢討董事會之架構、人數及組成、就董事之委任及接任計劃向董事會提出推薦意見，以及評估獨立非執行董事之獨立性。

提名委員會會參考本集團於二零一八年十二月二十一日採納的董事提名政策（「提名政策」）以甄選及提名董事候選人。

甄選準則

提名委員會將依據準則，充分考慮多元化對董事會的裨益作評估、篩選及推薦董事會董事人選，其中包括但不限於性別、年齡、經驗、文化及教育背景、專長、技能及專門知識方面的多樣化、有充足時間以有效履行其職責，彼等於其他上市及非上市公司的服務應限於合理數目、資歷，包括在本公司業務所涉相關行業的成績及經驗、獨立性、誠信聲譽、個人可對董事會作出的潛在貢獻及承諾提升及最大化股東價值。

Nomination Process

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) By giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) To consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the criteria;
- (c) To adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) To make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package;
- (f) The Board will have the final authority on determining the selection of nominees;
- (g) In order to be eligible to be elected as Director at any general meeting, the candidate should be recommended by the Board; or a notice in writing by a member of the Company given his intention to propose such candidate, and also a notice in writing by the candidate of his willingness to be elected; and
- (h) In the context of re-appointment of retiring Directors by giving due consideration to the overall contribution and service to the Company of the retiring Directors including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board; and whether the retiring Director(s) continue(s) to satisfy the criteria, thereafter recommend retiring Director(s) to the Board for re-appointment. The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

提名程序

提名委員會將根據如下程序及流程推薦董事會委任董事：

- (a) 在適當考慮董事會的現有成員組成及規模下，將擬備一份理想的技能、觀點及經驗的清單，以便集中精力物色人選；
- (b) 物色或甄選合適人選時，可向其認為合適的任何來源作出諮詢，例如現任董事推介、刊登廣告、獨立第三方代理人公司推薦及本公司股東的建議，並適當參照準則；
- (c) 評估合適人選時，可採納其認為適當的任何程序，例如面試、背景核查、簡介申述及第三方推薦核查；
- (d) 在考慮適合擔任董事職務人選時，提名委員會將舉行會議及／或以書面決議案方式（如認為合適）批准向董事會提交的委任建議；
- (e) 就建議委任及擬訂薪酬福利方案向董事會提呈作出建議；
- (f) 董事會將擁有甄選被提名人的最終決定權；
- (g) 為合資格於任何股東大會上參選成為董事，候選人應由董事會推薦；或本公司成員發出書面通知，以表示其提名該人選的意願，而該人選亦須以書面通知以表示其願意參選；及
- (h) 如重新委任退任董事，則會適當考慮退任董事對本公司的整體貢獻及服務，包括其出席董事會會議及（如適當）股東大會的情況以及在董事會中的參與程度及表現；及退任董事是否繼續符合準則，其後向董事會推薦其續聘。提名委員會及／或董事會須於股東大會上向股東推薦董事的建議膺選連任。

The Nomination Committee met twice during the year ended 31 December 2019 to (i) ensure that the Board has a balance of expertise, skills and experience appropriate to meet the requirements of the business of the Company; (ii) review and recommend the re-appointment of Directors standing for re-election at the Company's 2019 annual general meeting; and (iii) identify individuals suitably qualified to become board members and make recommendations to the Board.

Remuneration Committee

The Chairman of the Board and all three INEDs are the members of the Remuneration Committee and Mr. Li Wai Keung is the chairman of the Remuneration Committee.

The primary objectives of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages and the remuneration policy and structure for all individual Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The human resources department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee consults the Chairman and/or the CEO of the Company about these recommendations on remuneration policy, structure and remuneration packages.

The Remuneration Committee convened five meetings during the year ended 31 December 2019 to review and make recommendations to the Board on the remuneration packages of the executive Directors and senior executives during the year ended 31 December 2019.

於截至二零一九年十二月三十一日止年度，提名委員會召開了兩次會議，以(i)確保董事會專業知識、技能及經驗並重，配合本公司業務所需；(ii)檢討及建議重新委任於本公司二零一九年股東週年大會上膺選連任之董事；及(iii)物色適合兼具資格的人士成為董事會成員，並向董事會作出推薦意見。

薪酬委員會

董事會主席及全體三名獨立非執行董事為薪酬委員會成員，而李偉強先生為薪酬委員會主席。

薪酬委員會之主要目標，包括檢討所有個別董事及高級管理人員之薪酬待遇、薪酬政策及架構，並向董事會作出推薦意見；以及確立透明程序，以擬定有關薪酬政策及架構，確保概無董事或彼任何聯繫人將參與決定彼之個人薪酬，有關薪酬將參考個人及本公司表現以及市場慣例及狀況釐定。

人力資源部負責收集及管理人力資源數據，向薪酬委員會作出推薦意見以供考慮。薪酬委員會就該等有關薪酬政策、架構及薪酬待遇之推薦意見，諮詢本公司主席及／或行政總裁之意見。

薪酬委員會在截至二零一九年十二月三十一日止年度舉行了五次會議，以檢討執行董事及高級行政人員於截至二零一九年十二月三十一日止年度的薪酬待遇及向董事會作出推薦意見。

Audit Committee

The Audit Committee comprises all three INEDs (all of them possess the appropriate professional qualifications or accounting or related financial management expertise) and Mr. Li Wai Keung is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items before submission to the Board.
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, reappointment and removal of external auditors.
- (c) To review the Company's financial reporting system, risk management and internal control systems.
- (d) To review the effectiveness of the Company's risk management and internal control measures, including the functions of account and financial reporting, reviewing the adequacy of the Group's human resources, staff qualifications and experiences, training programmes and budget of the Company's accounting and financial reporting functions.
- (e) To review arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if considers necessary.

The Audit Committee held four meetings during the year ended 31 December 2019 to (i) review audited annual financial results for the year ended 31 December 2018 and unaudited interim financial results for the six months ended 30 June 2019; (ii) review financial reporting, risk management and internal control and compliance procedures; and (iii) review the scope of work and make recommendations on the appointment of the auditors.

There is no material uncertainty relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

審核委員會

審核委員會由全體三名獨立非執行董事(彼等全部均具備適當專業資格或會計或相關財務管理專業知識)組成，而李偉強先生為審核委員會主席。審核委員會成員概非本公司現任外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項：

- (a) 審閱財務報表及報告以及考慮任何重大或不尋常事項，方行提交董事會。
- (b) 根據外聘核數師履行之工作、其收費及委聘條款、檢討與該核數師之關係，並就委聘、續聘及撤換外聘核數師之事宜，向董事會提出推薦意見。
- (c) 檢討本公司財務報告系統、風險管理及內部監控系統。
- (d) 檢討本公司風險管理及內部監控措施的成效，包括會計及財務匯報之職能、檢討本集團人力資源、員工資格及經驗、培訓計劃及本公司會計及財務報告職能之預算是否足夠。
- (e) 檢討本公司僱員就可能出現之財務報告、內部監控或其他事宜不當行為作保密提出關注之安排。

審核委員會獲供給充足資源以履行其職責，並可於認為有需要時諮詢獨立專業意見。

於截至二零一九年十二月三十一日止年度，審核委員會舉行了四次會議，以(i)審閱截至二零一八年十二月三十一日止年度之經審核年度財務業績及截至二零一九年六月三十日止六個月之未經審核中期財務業績；(ii)審閱財務報告、風險管理以及內部監控及合規程序；及(iii)審閱工作範圍及就委任核數師提出建議。

概無重大不確定事件或情況可能會導致本公司持續經營能力存在重大疑問。

Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision D.3.1.

During the year ended 31 December 2019, the Board reviewed and monitored the Company's policies and practices on corporate governance, training and continuous professional development of directors and reviewing the Company's compliance with the code and disclosure in this annual report.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all Directors and all of them have confirmed that they have fully complied with the Model Code and there was no event of non-compliance throughout the year ended 31 December 2019.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to possess inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company throughout the year ended 31 December 2019.

Responsibilities in respect of the Financial Statements and Auditors' Remuneration

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, announcements and other financial disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019.

企業管治職能

董事會負責履行守則條文第D.3.1條所載之職能。

截至二零一九年十二月三十一日止年度，董事會檢討及監察本公司於企業管治的政策及慣例、董事的培訓及持續專業發展，以及審閱本公司有關於本年報內遵守守則及披露事項的情況。

證券交易標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。

本公司已向全體董事作出特別查詢，而彼等全部已確認彼等於截至二零一九年十二月三十一日止整個年度全面遵守標準守則，且概無發生違規事件。

本公司亦已就可能得悉本公司內幕消息之僱員所進行之證券交易設立不遜於標準守則之書面指引（「僱員書面指引」）。

本公司並不知悉於截至二零一九年十二月三十一日止年度有僱員不遵守僱員書面指引之事件。

有關財務報表及核數師酬金之責任

董事會負責根據上市規則及其他監管規定呈列平衡、清晰及可理解之年度及中期報告評估、公告及其他財務披露資料。

董事確悉其編製本公司截至二零一九年十二月三十一日止年度財務報表的責任。

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the “Independent Auditor’s Report” on pages 78 to 86.

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2019 was set out in note 5 to the financial statements.

Risk Management and Internal Controls Responsibility

The Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. In addition, the Audit Committee has communicated with external auditors of the Company to understand if there is any material control deficiency. Nevertheless, the Company will review the need for an internal audit function on an annual basis.

The Board is responsible for maintaining an adequate risk management and internal control system and has overall responsibility for reviewing and maintaining an adequate and effective risk management and internal control systems to safeguard the interests of the shareholders and the assets of the Company and reviewing its effectiveness on an annual basis.

The Company has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the senior management.

Risk Management and Internal Control Framework

The Group’s risk management framework adapts an integrated bottom-up and top-down risk review process. The top-down risk review process covers overseeing, identification, assessment and mitigation of risk at corporate level while the bottom-up risk review process covers identification, assessment and mitigation of risk at business unit level and across functional areas. The integrated risk review process is to enable comprehensive identification and prioritization of all material risks throughout the Group, escalation of material risks at the right managerial level, effective risk dialogue among the management, and proper oversight of risk mitigation efforts.

本公司外聘核數師就其對財務報表申報責任之聲明載於第78至86頁之「獨立核數師報告」。

就於截至二零一九年十二月三十一日止年度之審核服務及非審核服務向本公司外聘核數師支付之酬金載於財務報表附註5。

風險管理及內部監控 責任

本公司已維持內部控制系統，且其實施已獲審核委員會及董事會視為有效。此外，審核委員會已與本公司外部核數師溝通，以了解是否有任何重大控制不足。儘管如此，本公司將每年審閱內部審核職能的需求。

董事會負責維持一套充份之風險管理及內部監控系統，並對檢討及維持足夠及有效之風險管理及內部監控制度負有全面責任，以保障股東利益及本公司資產，並逐年檢討其是否有效。

本公司設有度身訂造之管治架構，其中具有明確之責任條文及向高級管理人員就責任及授權作出適當委派。

風險管理及內部監控框架

本集團的風險管理框架採取整合由下而上及由上而下的風險檢討程序。由上而下風險檢討程序涵蓋於公司層面監督、識別、評估及減輕風險，而由下而上風險檢討程序則涵蓋於業務單位層面及所有職能範疇識別、評估及減輕風險。整合風險檢討程序可全面識別及優次排序本集團內所有重大風險、將重大風險上報至適當的管理層級別、讓各管理層團隊就風險進行有效溝通及適當監督風險紓緩工作。

The Group's internal control framework, covering all material controls including financial, operational and compliance controls is established. The internal control framework also provides for identification and management of risk.

The management is accountable to the Board for operating and monitoring the system of internal control and for providing assurance to the Board that it has done so. The Board forms its own view on effectiveness after due and careful enquiry based on the information and assurances provided to it.

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

Review of Risk Management and Internal Controls Effectiveness

During the year under review, the Group has performed the risk management and internal control review of the Group. The Board and the Audit Committee have reviewed the effectiveness of the Group's system of internal controls on all major operations and considered the Group's internal control system is designed to provide reasonable assurance, thereby minimizing risks and allowing the Group's business objectives to be achieved optimally. The Board and the Audit Committee considered that the risk management and internal control system was operating effectively during the year.

SHAREHOLDERS' RIGHTS

To safeguard the interests and rights of shareholders, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions proposed at the shareholders' meetings are voted by poll pursuant to the Listing Rules. The poll results are also posted on the websites of Hong Kong Exchanges and Clearing Limited and the Company immediately after the relevant shareholders' meetings.

本集團內部監控框架，涵蓋所有重大監控，包括財務、經營及合規監控。內部監控框架亦就識別及管理風險而設。

管理層就內部監控系統之運作及監察向董事會負責，並向董事會保證其已履行有關責任。董事會按所獲提供資料及保證作出適當及審慎之查詢，然後對系統之有效性自行作出意見。

本公司透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本公司管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

檢討風險管理及內部監控成效

回顧年內，本集團已進行風險管理及內部監控審視。董事會及審核委員會已就本集團的內部監控系統於所有主營業務的有效性作出檢討，並認為本集團的內部監控系統旨在提供合理保證，從而降低風險及容許本集團以最佳方法達到業務目標。董事會及審核委員會認為，風險管理及內部監控系統於年內有效地運作。

股東權利

為保障股東之權益及權利，股東大會上就各項重大獨立事項個別提呈決議案，包括推選個別董事。根據上市規則，所有在股東大會提呈的決議案以投票方式表決。投票結果亦會於緊隨有關股東大會後刊載於香港交易及結算所有限公司及本公司網站。

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 72 of the Company's memorandum and articles of association, general meetings shall be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event that the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

Putting Forward Proposals at General Meetings

There are no provisions in the Company's memorandum and articles of association or the Cayman Islands Companies Law for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

As regards proposing a person for election as a Director, please refer to the procedures posted on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company.

Note: The Company will not normally deal with verbal or anonymous enquiries.

股東召開股東特別大會

根據本公司組織章程大綱及細則第72條，若本公司任何兩名或以上股東向本公司之香港主要營業地點或(如本公司不再設有主要營業地點)註冊辦事處送達具體指述事項及由提呈要求之人士簽妥之書面要求，而有關提呈要求之人士於提呈要求當日持有本公司實繳股本(附有權利可於本公司股東大會上投票)不少於十分之一，則可要求召開股東大會。

倘董事會於送達要求日期起計二十一天內並沒有妥為召開會議，則提呈要求之人士自身或當中持有彼等全部總投票權過半數之任何人士，可以以董事會召開股東特別大會同等方式儘快召開股東大會，惟該有關大會必須由送達要求日期起計屆滿三個月內召開，而提呈要求之人士因董事會之不合作而產生之所有合理開支可亦向本公司報銷。

於股東大會上提呈建議

本公司組織章程大綱及細則或開曼群島公司法均無條文規管股東於股東大會上動議新決議案。有意動議決議案之股東可根據前段所載程序要求本公司召開股東大會。

就提名他人候選董事，請參閱刊載於本公司網站刊載之程序。

向董事會提出查詢

就向董事會提出查詢，股東可向本公司發出書面查詢。

附註：本公司一般不會受理口頭或匿名查詢。

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit 2608, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong
(For the attention of the Company Secretary)

Email: info@hansenergy.com.hk

DISCLOSURE OF INSIDE INFORMATION

The Group has set out the procedures and internal controls for handling and dissemination of inside information in order to comply with Code Provision C.2.4(e).

There are guidelines to the Directors, officers and all relevant employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information.

Key procedures include:

- define the requirements of periodic financial and operational reporting to the Board and Company Secretary to enable them to assess inside information and make timely disclosures, if necessary;
- controls the access to inside information by employees on a need-to-know basis, and safeguarding the confidentiality of the inside information before it is properly disclosed to public;
- procedures of communicating with the Group's stakeholders, including shareholders, investors, analysts, etc. in ways which are in compliance with the Listing Rules.

The Group has also established and implemented procedures to handle enquiries from external parties related to the market rumours and other Group's affairs.

To avoid uneven dissemination of inside information, the dissemination of inside information of the Company shall be conducted by publishing the relevant information on the Hong Kong Exchanges and Clearing Limited's website and the Company's website.

聯絡資料

股東可將彼等之查詢或上述要求發送至：

地址： 香港灣仔港灣道25號
海港中心26樓2608室
(請交予公司秘書辦理)

電郵： info@hansenergy.com.hk

披露內幕消息

本集團備有處理及發放內幕消息的程序及內部監控，以遵從守則條文第C.2.4(e)條。

政策為向董事、職員及本集團所有有關僱員提供指引，確保具恰當的保護措施，以免本公司違反法定披露要求。政策亦包括適當的內部監控及申報系統，以辨別及評估潛在的內幕消息。

主要程序包括：

- 向董事會及公司秘書界定定期財務及經營申報的規定，致使彼等可評估內幕消息及(如有需要)作適時披露；
- 按須知基準控制僱員獲悉內幕消息的途徑，向公眾恰當披露前確保內幕消息絕對保密；
- 與本集團持份人(包括股東、投資者、分析師等)溝通的程序和方式均遵從上市規則。

本集團已就涉及市場傳言及其他本集團事務制定及實施程序，以處理外部人士的查詢。

為免出現不公平發放內幕消息的情況，本公司發放內幕消息時，會於香港交易及結算所有限公司網站及本公司網站刊載有關資料。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The shareholders' meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board, all INEDs, and the chairmen of all Board committees (or their delegates) and where applicable, the independent Board committee, are available at the general meetings to meet shareholders and answer their enquiries.

The Chairman of the Board and some of the Directors were unable to attend the last annual general meeting held on 31 May 2019 due to business engagement. They will use their best endeavour to attend all future shareholders' meetings of the Company.

During the year, the Company has not made any changes to its memorandum and articles of association. The Company places great emphasis to enhance communications and relationships with its investors as the Company's policy to maintain timely and effective communications with their shareholders. This is crucial aspect of good corporate governance, and part of the statutory and regulatory regime. Designated senior management maintains regular dialogue with existing shareholders and potential institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

To promote effective communication, the Company also maintains a website at www.hansenergy.com, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are posted.

與股東溝通及投資者關係

本公司之股東大會為股東與董事會提供溝通之良機。董事會主席、全體獨立非執行董事及各董事委員會主席(或其授權代表)及(倘適用)獨立董事委員會在股東大會上會見股東及回答彼等之查詢。

董事會主席及部分董事因公務未能出席於二零一九年五月三十一日舉行之上屆股東週年大會。彼等將最大盡力出席本公司日後所有股東大會。

年內，本公司並無對組織章程大綱及細則作出任何改動。本公司的政策為與股東保持適時及有效的溝通，本公司重視加強與投資者之溝通及關係。此舉為良好企業管治的關鍵，並為法定監管機制的一環。指定之高級管理人員會與現有股東、潛在機構投資者及分析員維持定期對話，以令彼等了解本公司之發展。投資者之查詢將及時處理以提供詳細資料。

為促進有效溝通，本公司亦設置網站(網址為www.hansenergy.com)，刊載有關本公司業務發展及經營、財務資料、企業管治常規及其他資料之詳盡資料及更新。

Directors' Report

董事報告

The Board is pleased to present the annual report and the audited financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 15 to the financial statements.

Save for the trading business commenced during the year, there were no other significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

Details of business review as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group's business are set out in the section headed "Management Discussion and Analysis" from page 4 to 18 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated income statement on page from 87 to 88.

Taking into account of the cash requirement for the repayment of bank loan of the Group, business development and the Dividend Policy of the Company as set out in the section of "Corporate Governance Report" on page 29 and 30, the Directors do not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: Nil).

RESERVES

The amounts and particulars of material transfers to and from reserves of the Group and of the Company during the year are set out on the consolidated statement of changes in equity and in note 25 to the financial statements.

DISTRIBUTABLE RESERVES

At 31 December 2019, the Company's reserve available for distribution represented the share premium and accumulated losses (net of treasury shares held under share award scheme) which in aggregate amounted to HK\$602 million (2018: HK\$139 million).

董事會欣然呈送本集團截至二零一九年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為投資控股公司，其主要附屬公司之主要業務載於財務報表附註15。

除年內開始貿易業務外，本集團於年內的主要業務性質並無其他重大變動。

業務回顧

根據香港公司條例附表5規定，業務回顧詳情(包括本集團業務所面臨的主要風險及不確定性的討論)載於本年報第4至18頁之「管理層討論及分析」章節內。

業績及分派

本集團截至二零一九年十二月三十一日止年度之業績載於第87至88頁之綜合損益表內。

考慮到本集團須以現金償還銀行貸款、業務發展以及第29及30頁「企業管治報告」一節所載之本公司股息政策，董事並不建議派付截至二零一九年十二月三十一日止年度之末期股息(二零一八年：無)。

儲備

本集團及本公司於本年度之重大撥往及撥自儲備之金額及詳情分別載於綜合權益變動表及財務報表附註25。

可供分派儲備

於二零一九年十二月三十一日，本公司之可供分派儲備指股份溢價及累計虧損(並扣除根據股份獎勵計劃持有的庫存股份)，合共為6.02億港元(二零一八年：1.39億港元)。

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 208. This summary does not form part of the audited consolidated financial statements of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements of property, plant and equipment during the year ended 31 December 2019 are set out in note 10 to the financial statements.

SHARE CAPITAL

Details in movement in share capital of the Company during the year, together with the reasons thereof, are set out in note 25 to the financial statements.

DIRECTORS

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

Executive Directors

Mr. David An (*Chairman*)
Mr. Yang Dong (*Chief Executive Officer*)
Ms. Liu Zhijun
Mr. Zhang Lei

Independent Non-Executive Directors

Mr. Li Wai Keung
Mr. Chan Chun Wai, Tony
Mr. Woo King Hang
(*appointed on 28 June 2019*)
Ms. Hai Hiu Chu
(*resigned on 28 June 2019*)

Pursuant to Article 116 of the Company's memorandum and articles of association, Mr. David An and Mr. Chan Chun Wai, Tony shall retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Pursuant to Article 99 of the Company's memorandum and articles of association, Mr. Woo King Hang shall hold office until the forthcoming annual general meeting, and being eligible, offer himself for re-election.

The Directors' biographical details are set out in the section headed "Profile of Directors and Senior Management" in this annual report.

集團財務概要

本集團於過去五個財政年度的業績及資產負債概要載於第208頁。本概要不屬於本集團經審核綜合財務報表的一部分。

物業、廠房及設備

物業、廠房及設備於截至二零一九年十二月三十一日止年度之變動詳情載於財務報表附註10。

股本

有關本公司年內股本變動之詳情及其原因載於財務報表附註25。

董事

於本年度及截至本報告日期止，本公司之董事為：

執行董事

戴偉先生(*主席*)
楊冬先生(*行政總裁*)
劉志軍女士
張雷先生

獨立非執行董事

李偉強先生
陳振偉先生
胡勁恒先生
(*於二零一九年六月二十八日獲委任*)
奚曉珠女士
(*於二零一九年六月二十八日辭任*)

根據本公司組織章程大綱及細則第116條，戴偉先生與陳振偉先生須於即將舉行之股東週年大會上輪值席退任，惟彼等符合資格於會上膺選連任。

根據本公司組織章程大綱及細則第99條，胡勁恒先生將任職至下屆股東週年大會為止及倘合資格將膺選連任。

董事之履歷詳情載於本年報「董事及高級管理人員簡歷」一節。

DIRECTORS OF SUBSIDIARIES

A list of Directors who have served in the board of the Company's subsidiaries during the year end and up to the date of this annual report is kept at the Company's registered office and is available for inspection by the members of the Company during the business hours.

DIRECTORS' SERVICE CONTRACTS AND APPOINTMENT LETTERS

On 22 January 2019, each of the INEDs entered into an appointment letter with the Company for a term of three years from their date of appointment, which can be terminated by either party giving not less than one month notice in writing to the other party. Each of the INEDs is subject to the provisions for retirement by rotation and re-election at the AGM in accordance with the Company's memorandum and articles of association. The term of office of each of the INEDs is the period up to his retirement as required by the Company's memorandum and articles of association.

Save as disclosed above, none of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2019 and up to the date of this annual report, no Directors are considered to have interests, either directly or indirectly, in a business which competes or is likely to compete with the businesses of the Group, as defined in the Listing Rules.

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors of the Company is currently in force and was in force throughout this year. In addition, the Company has taken out and kept in force appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company and its subsidiaries.

附屬公司之董事

本年度及截至本年報日期止於本公司附屬公司董事會任職的董事的列表存置於本公司註冊辦事處及可供本公司股東於營業時間內查閱。

董事服務合約及委任書

於二零一九年一月二十二日，各獨立非執行董事與本公司訂立委任函，任期由委任日期起為期三年，可由任何一方向另一方發出不少於一個月書面通知以終止。各獨立非執行董事須根據本公司組織章程大綱及細則遵守輪值退任及於股東週年大會重選連任規定。根據本公司組織章程大綱及細則規定，各獨立非執行董事的任期直至其退任屆滿。

除了上文所披露外，概無擬於即將舉行之股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂立本集團於一年內不可不予賠償(法定賠償除外)而終止之服務合約。

董事於競爭業務之權益

於截至二零一九年十二月三十一日止年度及截至本年報日期，概無董事被認為於上市規則所界定與本集團業務競爭或可能競爭的業務中直接或間接擁有權益。

獲准許之彌償條文

有關本公司董事利益的獲准許的彌償條文(定義見香港公司條例第469條)現正生效及於本年內一直生效。此外，本公司亦為本公司及其附屬公司董事及管理人員投購及維持合適的董事及管理人員責任險。

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

As at 31 December 2019, the interests and short positions of Directors and chief executives in the shares, underlying shares and debentures of the Company and their associates or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 of the Listing Rules were as follows:

Ordinary shares of HK\$0.10 each of the Company

董事及主要行政人員於本公司股份、相關股份及債權證中之權益及淡倉

於二零一九年十二月三十一日，董事及主要行政人員於本公司及彼等之聯繫人或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有已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及淡倉，或已記入根據證券及期貨條例第352條規定存置之登記冊內之權益及淡倉，或已根據上市規則附錄10所載標準守則規定另行知會本公司及聯交所之權益及淡倉如下：

本公司每股面值0.10港元之普通股

Name of Director 董事姓名	Capacity 身份	Number of shares 股份數目		Approximate percentage to the issued share capital of the Company 佔本公司已發行股本之概約百分比	
		Long positions 好倉	Short positions 淡倉	Long positions 好倉	Short positions 淡倉
Mr. David An 戴偉先生	Founder of a discretionary trust 全權信託創始人	2,548,203,980 (Note 附註)	Nil無	68.27%	Nil無
	Beneficial owner 實益擁有人	218,390,000	Nil無	5.85%	Nil無

Note: Mr. David An ("Mr. An") was taken to be interested in those shares by virtue of being a founder of a discretionary trust. Those shares are held directly as to 209,773,980 shares by Extreme Wise Investments Ltd ("Extreme Wise") and 2,338,430,000 shares by Vand Petro-Chemicals (BVI) Company Ltd ("Vand Petro-Chemicals"). Both companies are wholly-owned by Julius Baer Family Office & Trust Ltd. ("Julius Baer") which is a trustee of the discretionary trust. By virtue of SFO, Mr. An is deemed to be interested in the 2,548,203,980 shares.

附註：戴偉先生(「戴先生」)因是全權信託創始人而被認為於該等股份中擁有權益。該等股份中有209,773,980股由Extreme Wise Investments Ltd(「Extreme Wise」)及2,338,430,000股由Vand Petro-Chemicals (BVI) Company Ltd(「Vand Petro-Chemicals」)直接持有。兩家公司均由Julius Baer Family Office & Trust Ltd.(「Julius Baer」)全資擁有，其為全權信託之受託人。根據證券及期貨條例，戴先生被視為於該2,548,203,980股股份中擁有權益。

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) 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), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which are required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company", "Share Option Scheme" and "Share Award Scheme", at no time during the year ended 31 December 2019 were rights to acquire benefits by means of the acquisition of shares in or debts securities (including debentures) of the Company granted to any Director or their respective spouses or children under the age of 18, or were any such rights exercised by them; or was the Company, or any of the Company's subsidiary, or holding company or a subsidiary of the Company's holding company a party to any arrangements to enable the Directors to acquire such rights in any other body corporate.

DIRECTORS' INTEREST IN SIGNIFICANT CONTRACTS

There were no contracts of significance to which the Company, or any of its subsidiaries was a party and in which the Director had a material interest, whether directly and indirectly, subsisting at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

As at 31 December 2019, the Company did not enter into or have any management and administration contracts in respect of the whole or any principal business of the Company.

CONNECTED AND RELATED PARTY TRANSACTIONS

There were no transactions which were required to be disclosed as connected and related party transactions in accordance with the requirements of the Listing Rules.

除上文所披露外，於二零一九年十二月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉(包括彼等根據該等條文被當作或被視為擁有的權益或淡倉)，或記錄於本公司根據證券及期貨條例第352條須存置的登記冊內之任何權益或淡倉，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

董事購入股份或債權證之權利

除「董事及主要行政人員於本公司股份、相關股份及債權證中之權益及淡倉」、「購股權計劃」及「股份獎勵計劃」段落所披露外，任何董事或彼等各自之配偶或18歲以下之子女概無於截至二零一九年十二月三十一日止年度之任何時間獲授權利，可透過購入本公司之股份或債務證券(包括債權證)而獲益，或行使任何該等權利；或本公司或其任何附屬公司或控股公司或本公司控股公司之附屬公司訂立任何安排，致使董事獲得任何其他法團之該等權利。

董事於重要合約中之權益

本公司或其任何附屬公司概無訂立於年終或年內任何時間存續而董事直接或間接擁有重大權益之重要合約。

管理合約

於二零一九年十二月三十一日，本公司並無訂立或擁有有關本公司全部或任何主要業務的任何管理及行政合約。

關連及關聯方交易

概無交易須根據上市規則規定披露為關連及關聯方交易。

CONFIRMATION OF INDEPENDENCE OF INEDs

The Company had received from each of the INEDs the annual written confirmation of his independence pursuant to the rule 3.13 of the Listing Rules and the Company considers all INEDs are independent.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" of this annual report.

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

As at 31 December 2019, shareholders (other than Directors or chief executives of the Company) who had, or were deemed to have interests or short positions in the shares, underlying shares and debentures of the Company which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO were as follows:

Ordinary shares of HK\$0.10 each of the Company

Name of shareholder 股東名稱	Number of shares 股份數目		Approximate percentage to the issued share capital of the Company 佔本公司已發行股本之 概約百分比	
	Long positions 好倉	Short positions 淡倉	Long positions 好倉	Short positions 淡倉
Mr. An 戴先生	2,766,593,980	Nil無	74.12%	Nil無
Julius Baer	2,548,203,980	Nil無	68.27%	Nil無
Vand Petro-Chemicals	2,338,430,000	Nil無	62.65%	Nil無
Extreme Wise	209,773,980	Nil無	5.62%	Nil無

Note: The shares are held directly as to 218,390,000 shares by Mr. An personally, as to 209,773,980 shares by Extreme Wise and 2,338,430,000 shares by Vand Petro-Chemicals. Both companies are wholly-owned by Julius Baer which is the trustee of a trust and Mr. An is a founder of a discretionary trust. By virtue of the SFO, Mr. An is deemed to be interested in the 2,766,593,980 shares. Mr. An is a Director of Extreme Wise, Vand Petro-Chemicals and the Company.

獨立非執行董事之獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書及本公司認為全體獨立非執行董事均為獨立人士。

企業管治

本公司的企業管治常規詳情載於本年報「企業管治報告」章節內。

主要股東於本公司股本中之權益及淡倉

截至二零一九年十二月三十一日，股東（本公司董事或主要行政人員除外）於本公司股份、相關股份及債權證中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部已向本公司披露之權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條規定存置之登記冊內之權益或淡倉如下：

本公司每股面值0.10港元之普通股

附註：該等股份中有218,390,000股由戴先生直接個人持有，209,773,980股由Extreme Wise直接持有及2,338,430,000股則由Vand Petro-Chemicals直接持有。兩家公司均由Julius Baer全資擁有，其為信託之受託人，而戴先生為全權信託創始人。根據證券及期貨條例，戴先生被視為於該2,766,593,980股股份中擁有權益。戴先生為Extreme Wise、Vand Petro-Chemicals及本公司之董事。

Save as disclosed above, as at 31 December 2019, the Company has not been notified by any persons (other than Directors or the chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

Apart from the "Share Option Scheme" and "Share Award Scheme" of the Company as disclosed below, no equity-linked agreement that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year are set out below:

Share Option Scheme

Pursuant to an ordinary resolution passed on 28 December 2012, the Company adopted a share option scheme (the "Share Option Scheme") in place of the old share option scheme. The summary of the Share Option Scheme is stated as follows:

1. Purpose:

The purpose of the Share Option Scheme is to enable the Company to recruit and retain high-caliber employees and attract resources that are available to the Group and to provide the Company with a means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to such persons who contribute or may bring benefit to the Group.

2. Participants:

Under the Share Option Scheme, the Board may at their discretion grant options to any eligible participant including any employee, Director, consultant, advisor, agent, business affiliate, business partner, joint venture partner, strategic partner, or any supplier or provider of goods or services to the Company or any subsidiaries of the Company as may be determined by the Directors from time to time to subscribe for the shares of the Company (the "shares").

除上文所披露外，截至二零一九年十二月三十一日，概無任何人士（本公司董事或主要行政人員除外）已知會本公司其於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條規定存置之登記冊內之權益或淡倉。

股本掛鈎協議

除於下列披露本公司的「購股權計劃」及「股份獎勵計劃」外，本公司於本年度並無訂立或於本年度末存在將會或可能導致本公司發行股份的任何股權掛鈎協議，或要求本公司訂立將會或可能導致本公司發行股份的任何協議：

購股權計劃

本公司根據於二零一二年十二月二十八日通過之普通決議案採納購股權計劃（「購股權計劃」）取代舊購股權計劃。購股權計劃概要如下：

1. 目的：

購股權計劃之目的在於讓本公司聘請及續聘高材僱員以及廣納本集團可得之人力，為本公司提供渠道，向該等對本集團作出貢獻或可帶來利益之人士作出鼓勵、獎賞、報酬、補償及／或提供福利。

2. 參與者：

根據購股權計劃，董事會可酌情向任何合資格參與者（包括任何僱員、董事、諮詢人、顧問、代理、業務聯屬人、業務夥伴、合營企業夥伴、策略夥伴或本公司或本公司任何附屬公司之任何貨品供應商或服務提供商）（可經董事不時釐定）授出購股權，以認購本公司之股份（「股份」）。

3. Total number of shares available for issue under the Share Option Scheme and percentage of issued share capital at the date of approval of the Share Option Scheme:

The maximum number of shares in respect to which options may be granted under the Share Option Scheme is 373,263,800 shares, being 10% of the issued share capital of the Company on the date of adopting the Share Option Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time.

On 30 August 2018, the Board granted the share options to the Company's Directors and senior management to subscribe for a total of 127,500,000 ordinary shares of the Company. The exercise price of each option is HK\$0.236 per share. The options are exercisable from 30 August 2019 to 29 August 2028. At the annual general meeting of the Company held on 31 May 2019, the shareholders of the Company passed an ordinary resolution to amend the terms of the options granted (the "Amendments") in order to better serve the purpose of the Share Option Scheme. Details of the Amendments are set out in the circular dated 26 April 2019.

As at the date of this annual report, the total number of shares available for issue under the Share Option Scheme were 373,263,800 shares (including options for 122,500,000 shares that have been granted but not yet lapsed or exercised), being 10% of the issued share capital of the Company.

4. Maximum entitlement of each participant:

The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. Options granted to substantial shareholders or independent non-executive Directors in excess of issued share capital of the Company or with a value in excess of HK\$5 million must be approved in advance by the shareholders of the Company.

3. 根據購股權計劃可供發行的股份總數及批准購股權計劃當日已發行股本的百分比：

就根據購股權計劃可能授出之購股權之股份最高數目為373,263,800股，佔本公司於採納購股權計劃當日已發行股本之10%。該上限可隨時更新，惟新限額總計不得超過本公司於股東大會上批准之當日已發行股本之10%。然而，根據購股權計劃及本公司任何其他計劃已授出但尚未行使之全部未行使購股權獲行使時，可予發行之股份總數不得超過不時已發行股份之30%。

於二零一八年八月三十日，董事會向本公司董事及高級管理層授出購股權，以認購合共127,500,000股本公司普通股。每份購股權之行使價為每股0.236港元。購股權可於二零一九年八月三十日至二零二八年八月二十九日獲行使。於本公司舉行日期為二零一九年五月三十一日的股東週年大會上，本公司股東通過一項普通決議案以修訂授出購股權的條款（「修訂」），以更好地進行購股權計劃。修訂的進一步詳情載於日期為二零一九年四月二十六日的通函。

於本年報日期，根據購股權計劃可供發行之股份總數為373,263,800股（包括已授出但尚未失效或行使的122,500,000股購股權），佔本公司已發行股本之10%。

4. 各參與者的最高限額：

可於任何十二個月期間授予任何個別人士之購股權所涉及之股份最高數目不得超過本公司於該十二個月期間最後一天之已發行股份之1%，除非已根據上市規則獲本公司股東批准則作別論。凡向主要股東或獨立非執行董事授出超過本公司已發行股本或價值超過500萬港元之購股權，必須事先經本公司股東批准。

- 5. The periods within which the shares must be taken up under an option:**

Subject to the Share Option Scheme, the share options may be exercised at any time during the exercise period. All options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.
- 6. The minimum period for which an option must be held before it can be exercised:**

Options may be exercised at any time from date of grant of the share option to the 10th anniversary of the date of grant as may be determined by the Directors.
- 7. The amount payable on application or acceptance of the option and the period within which payments of calls must or may be made or loans for such purpose must be paid:**

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per option.
- 8. The basis of determining the exercise price:**

The exercise price is determined by the Directors, provided that it shall be at least the higher of (i) the closing price per share as stated in the daily quotation sheets of the Stock Exchange on the date of the grant of the share options; (ii) the average closing price per share as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of the grant of the options; and (iii) the nominal value of a share.
- 9. The remaining life:**

The Share Option Scheme remains in force for a period of 10 years from adoption of such scheme and expires on 27 December 2022.
- 5. 購股權下股份須獲承購的期限：**

根據購股權計劃，購股權可於行使期間任何時間內獲行使。於有關終止前已授出但當時尚未行使的所有購股權將於購股權計劃規限下及根據購股權計劃繼續有效及可予行使。
- 6. 可行使購股權前須持有購股權的最短期限：**

購股權可在由董事釐定之授出日期至授出日期十週年期間內任何時間獲行使。
- 7. 申請或接納購股權的應付金額以及支付通知付款或必須償付就此目的之貸款的期限：**

所授出購股權須於授出日期起計21日內獲接納，接納時須就每份購股權支付1港元。
- 8. 釐定行使價的基準：**

行使價由董事釐定，惟其須為以下各項的較高者：(i)購股權授出日期在聯交所每日報價表所報之每股收市價；(ii)緊接購股權授出日期前五個營業日在聯交所每日報價表所報之每股平均收市價；及(iii)股份面值。
- 9. 剩餘期：**

購股權計劃由計劃獲採納起計十年期間一直有效，並將於二零二二年十二月二十七日屆滿。

Details of the movements of the share options during the year ended 31 December 2019 are set as below:

截至二零一九年十二月三十一日止年度購股權變動的詳情載列如下：

Eligible person	Date of grant	Exercise period	Exercise price	Outstanding at 1 January 2019	During the year		Outstanding at 31 December 2019	
				於二零一九年一月一日尚未行使	Forfeited	Lapsed	於二零一九年十二月三十一日尚未行使	
合資格人士	授出日期	行使期	行使價 HK\$ 港元	尚未行使	已沒收	已失效	尚未行使	
Executive Directors	執行董事							
Mr. Yang Dong	楊冬先生	30/8/2018	30/8/2019 - 29/8/2028	0.236	20,000,000	-	-	20,000,000
Ms. Liu Zhijun	劉志軍女士	30/8/2018	30/8/2019 - 29/8/2028	0.236	18,000,000	-	-	18,000,000
Mr. Zhang Lei	張雷先生	30/8/2018	30/8/2019 - 29/8/2028	0.236	18,000,000	-	-	18,000,000
INEDs	獨立非執行董事							
Mr. Li Wai Keung	李偉強先生	30/8/2018	30/8/2019 - 29/8/2028	0.236	3,000,000	-	-	3,000,000
Mr. Chan Chun Wai, Tony	陳振偉先生	30/8/2018	30/8/2019 - 29/8/2028	0.236	3,000,000	-	-	3,000,000
Ms. Hai Hiu Chu (resigned on 28 June 2019)	奚曉珠女士 (於二零一九年 六月二十八日辭任)	30/8/2018	30/8/2019 - 29/8/2028	0.236	3,000,000	-	(3,000,000)	-
					65,000,000	-	(3,000,000)	62,000,000
Employees	僱員	30/8/2018	30/8/2019 - 29/8/2028	0.236	62,500,000	(2,000,000)	-	60,500,000
					127,500,000	(2,000,000)	(3,000,000)	122,500,000

During the year ended 31 December 2019, no share option was granted to or exercised by any of the Directors and senior management. During the year, a total of 5,000,000 options were lapsed and forfeited. As at 31 December 2019, the number of share options outstanding under the Share Option Scheme was 122,500,000 (31 December 2018: 127,500,000).

於截至二零一九年十二月三十一日止年度，概無董事及高級管理層獲授或行使購股權。本年度內，合計5,000,000份購股權已告失效及沒收。於二零一九年十二月三十一日，購股權計劃項下尚未獲行使的購股權數目為122,500,000份（二零一八年十二月三十一日：127,500,000份）。

Share Award Scheme

The Company has adopted a share award scheme (the "Share Award Scheme") on 15 April 2019 (the "Adoption Date"). The summary of the Share Award Scheme is stated as follows:

1. Purpose:

The purpose of the Share Award Scheme is to retain participants and to encourage them to make contributions to the growth and development of the Group.

2. Participants:

Pursuant to the rules of the Share Award Scheme (the "Scheme Rules"), the Board may grant an award to anyone (other than any excluded participant) who is an employee, Director, or consultant of any member of the Group.

3. Administration:

The Share Award Scheme is subject to the administration of the Board in accordance with the Scheme Rules. The Board has a discretion to determine the terms of the award. The Board may engage one or more trustees in the process of granting, administering and/or vesting any awards, and the Board may at its discretion delegate such powers and/or functions relating to the administration of the Share Award Scheme to the trustee as the Board thinks fit.

4. Duration:

The Share Award Scheme will terminate on the 10th anniversary of the Adoption Date or such earlier date as the Board may determine.

5. Maximum limits:

The number of shares which may be held by the trust at any one time (taken together with all unvested awarded shares granted under the Scheme Rules) shall not be more than 5% of total numbers of issued shares (i.e. 186,631,900 shares) at the date of grant.

6. Operation:

The Board may, from time to time remit funds to the trustee for the purposes of the Share Award Scheme, and such money will form part of the trust fund. The Board may instruct the trustee to purchase the number of shares underlying the award from the open market (either on-market or off-market) and the trustee shall hold such shares on trust for the participants until they are vested in accordance with the Scheme Rules.

股份獎勵計劃

本公司於二零一九年四月十五日(「採納日期」)採納股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃概要列載如下：

1. 目的：

股份獎勵計劃旨在挽留參與者及鼓勵其為本集團的成長及發展作出貢獻。

2. 參與者：

根據股份獎勵計劃規則(「計劃規則」)，董事會可向任何為本集團成員公司的僱員、董事或顧問的人士授出獎勵。

3. 管理：

股份獎勵計劃須根據計劃規則由董事會管理。董事會可酌情釐定獎勵條款。董事會可於授出、管理及／或歸屬任何獎勵過程中委聘一名或多名受託人，及董事會可酌情就管理股份獎勵計劃向受託人委派董事會認為合適的有關授權及／或職能。

4. 期限：

股份獎勵計劃將於採納日期滿第十週年時或董事會可釐定的較早日期終止。

5. 上限：

信託於任一時間可持有的股份數目(連同根據計劃規則授出的所有未歸屬獎勵股份)將不超過授出日期已發行股份總數的5%(即186,631,900股股份)。

6. 運作：

董事會可不時就股份獎勵計劃向受託人匯款，有關款項將構成信託基金的一部分。董事會可指示受託人於公開市場(不論是在場內或場外)購買相關獎勵股份數目及受託人須以信託方式代參與者持有該等股份，直至其根據計劃規則歸屬為止。

7. Vesting:

The Board has a discretion to determine the terms of the award, including the grantor of the award, the number of shares subject to the award, the vesting conditions, the date when the award will vest, and whether the award will carry rights to dividends paid between the date of the award and the vesting date.

During the year ended 31 December 2019, the Company remitted in total of HK\$20,000,000 to the trustee for the purchase of shares of the Company pursuant to the Share Award Scheme. On 15 April 2019, the trustee purchased a total number of 58,590,000 shares on the market at a total consideration of approximately HK\$16,581,000 for the purpose of the Share Award Scheme. As at the reporting date, no grant of awards has been made under the Share Award Scheme. Further details of the Share Award Scheme are set out in the announcements of the Company dated 15 April 2019 and 16 April 2019.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, the percentage of the aggregate turnover attributable to the Group's five largest customers comprised approximately 55.6% of the Group's total turnover and the percentage of the turnover attributable to the Group's largest customer were approximately 14.3% of the Group's total turnover. The percentage of the aggregate purchases attributable to the Group's five largest suppliers comprised approximately 80.2% of the Group's total purchases and the percentage of the purchases attributable to the Group's largest supplier were approximately 18.8% of the Group's total purchases.

Saved as disclosed above, none of the Directors, their close associates or any shareholder which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the five largest customers or suppliers of the Group.

BORROWINGS

As at 31 December 2019, the Group had banking facilities which were secured by certain of the Group's property, plant and equipment and interests in land held for own use under operating leases. Details of Group's bank loans during the year are set out in note 19 to the financial statements of this annual report.

7. 歸屬：

董事會可酌情釐定獎勵條款，包括獎勵的承授人、獎勵下的股份數目、歸屬條件、獎勵的歸屬日期及獎勵是否包含獲派付獎勵日期至歸屬日期之間股息的權利。

於截至二零一九年十二月三十一日止年度，本公司將合計20,000,000港元匯款予根據股份獎勵計劃購買本公司股份的受託人。於二零一九年四月十五日，受託人就股份獎勵計劃而言於市場上按合計代價約16,581,000港元購買合計58,590,000股股份。於報告日期，概無根據股份獎勵計劃授出任何獎勵。股份獎勵計劃的進一步詳情載於本公司日期為二零一九年四月十五日及二零一九年四月十六日的公告。

主要客戶及供應商

截至二零一九年十二月三十一日止年度，本集團五大客戶應佔之總營業額之百分比佔本集團總營業額約55.6%，而本集團最大客戶應佔營業額之百分比則佔本集團總營業額約14.3%。本集團五大供應商應佔總購貨額之百分比佔本集團總購貨額約80.2%，而本集團最大供應商之應佔購貨額之百分比則佔本集團總購貨額約18.8%。

除上文所披露外，據董事所知，概無董事、彼等之緊密聯繫人或擁有本公司已發行股本5%以上之任何股東於本集團任何五大客戶或供應商之股本擁有任何權益。

借貸

於二零一九年十二月三十一日，本集團有銀行融資，由本集團若干物業、廠房及設備以及根據經營租賃持有作自用的土地權益作抵押。本集團年內銀行貸款詳情載於本年報財務報表附註19。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's memorandum and articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

EMOLUMENT POLICY

Details of the emolument policy for the employees of the Group as at 31 December 2019 are set out in the section of "Management Discussion and Analysis" of this annual report on page 18.

DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

All the Directors represented the senior management of the Company. Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the listing rules are set out in notes 7 and 8 to the financial statements, respectively.

RETIREMENT BENEFITS PLANS

Details of retirement benefits plans of the Group as at 31 December 2019 are set out in note 23 to the financial statements of this annual report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

PUBLIC FLOAT

During the year ended 31 December 2019, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules.

LITIGATION

As at 31 December 2019, there were no material contingent liabilities in respect of outstanding litigation or legal proceedings that need to be disclosed.

優先購股權

本公司組織章程大綱及細則或開曼群島法例並無有關優先購買權之條文，致使本公司須按比例向現有股東提呈發售新股份。

薪酬政策

本集團於二零一九年十二月三十一日的僱員薪酬政策詳情載於本年度年報第18頁之「管理層討論及分析」章節內。

董事薪酬及五名最高薪酬人士

全體董事乃本公司之高級管理人員。根據上市規則附錄16須就董事薪酬及五名最高薪酬僱員披露之進一步詳情，分別載於財務報表附註7及8。

退休福利計劃

本集團於二零一九年十二月三十一日的退休福利計劃詳情載於本年報財務報表附註23。

購買、出售或贖回本公司之上市證券

截至二零一九年十二月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

公眾持股量

截至二零一九年十二月三十一日止年度，根據本公司可公開取得之資料及據董事所知，本公司已維持上市規則項下規定之公眾持股量。

訴訟

截至二零一九年十二月三十一日，概無涉及未了結之訴訟或法律程序之重大或然負債須予披露。

RISKS AND UNCERTAINTIES

Safety and Environment

Since the products handled by terminals are hazardous, safety and environment protection measures and equipment are regarded as the most vital and critical importance to the success of the Group. The Group is committed to the long-term sustainability of the environment and communities in which it operates. As a responsible corporation, to the best knowledge of the Directors of the Company, the Group has complied with all relevant laws and regulations regarding environmental protection during the year ended 31 December 2019. For the financial risk management, please refer to the note 27 to the financial statements of this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with the applicable rules and regulations. To the best knowledge of the Directors of the Company, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the year ended 31 December 2019.

RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting. The Company has not changed its external auditor in any of the preceding three years.

By order of the Board

Yang Dong

Chief Executive Officer and Executive Director

Hong Kong, 20 March 2020

風險及不確定性

安全及環境

由於碼頭處理的產品為危險品，故安全及環保措施以及設備均被視為本集團成功的關鍵及重大元素。本集團致力於環境和其營運所在的社區的長遠可持續發展。作為負責任的企業，就本公司董事深知，本集團於截至二零一九年十二月三十一日止年度內均已遵守有關環保的所有相關法例及規例。有關財務風險管理，請參閱本年報財務報表附註27。

遵守相關法例及規例

本集團確認，遵守監管規定的重要性以及不遵守適用規則及規例的風險。就本公司董事所深知，於截至二零一九年十二月三十一日止年度內，本集團在重大方面均遵守對本集團業務和營運有重大影響的相關法例及規例。

與供應商、客戶和其他權益人的關係

本集團明白，本集團業務的成功有賴其主要權益人(包括僱員、客戶、供應商、銀行、監管機構和股東)的支持。本集團將繼續確保與各主要權益人有效溝通和保持良好關係。

核數師

畢馬威會計師事務所將會退任，並合資格接受續聘。即將舉行的股東週年大會上將提呈續聘畢馬威會計師事務所為本公司核數師的決議案。本公司於過往三年概無更換其外部核數師。

承董事會命

行政總裁兼執行董事

楊冬

香港，二零二零年三月二十日

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

Hans Energy Company Limited (the “Company”), together with its subsidiaries (the “Group”), is pleased to present this Environmental, Social and Governance Report (the “Report”) to provide an overview of the Group’s management on significant issues affecting the operation, and the performance of the Group in terms of environmental and social aspects.

Preparation Basis and Scope

This Report is prepared in accordance with Appendix 27 to the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) – “Environmental, Social and Governance Reporting Guide” and has complied with “comply or explain” provision in the Listing Rules.

This Report summarises the performance of the Group in respect of corporate social responsibility, covering its operating activities which are considered as material by the Group – provision of terminal and storage facilities and services for liquid petrochemical products in South China. On 28 May 2019, the Group completed the disposal of a subsidiary, Guangdong (Panyu) Petrochemical Storage & Transportation Ltd. (粵海(番禺)石油化工儲運開發有限公司). Hence, this subsidiary is not included in the ESG reporting scope in 2019. With the aim to optimise and improve the disclosure requirements in the Report, the Group has taken initiative to formulate policies, record relevant data as well as implement and monitor measures.

Reporting Period

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2019 to 31 December 2019.

Contact Information

The Group welcomes your feedback on this Report for our sustainability initiatives. Please contact us by email to info@hansenergy.com.hk.

關於本報告

漢思能源有限公司(「本公司」，連同其附屬公司，「本集團」)欣然呈報環境、社會及管治報告(「報告」)，以概述本集團在影響營運的重大事項的管理及本集團在環境及社會方面的表現。

呈列基準及範圍

本報告乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄27—「環境、社會及管治報告指引」編製，並遵守上市規則「不遵守就解釋」條文。

本報告概述本集團在企業社會責任方面的表現，涵蓋本集團視為重大的營業活動—為華南地區提供液體石化產品之碼頭及貯存設施及服務。於二零一九年五月二十八日，本集團完成附屬公司(粵海(番禺)石油化工儲運開發有限公司)的出售。因此，該附屬公司不在二零一九年環境、社會及管治報告範圍內。為優化及改善報告的披露要求，本集團已主動制訂政策、記錄相關數據，以及執行及監察措施。

報告期間

本報告列載於二零一九年一月一日至二零一九年十二月三十一日報告期間的可持續發展措施。

聯絡資料

本集團歡迎對本報告就可持續發展措施提出反饋。請電郵至info@hansenergy.com.hk聯絡我們。

INTRODUCTION

The Group is a leading midstream player in providing integrated facilities of jetties, storage tanks, warehousing and logistic services in South China for petroleum, liquid chemicals and gases products, offering value-added services in its own ports and storage tank farms. To maintain a competitive edge, it is crucial that the Company stays healthy and fits for the future. Our long-term success depends on our efforts in managing the environmental and social risks.

The Group stores energy and chemical products that are important in people's daily life, yet can endanger their health and the environment if stored or handled inappropriately. As a service provider, our role and responsibility are to provide safe, efficient and clean chemical storage and handling services. The Group abides by existing rules and regulations as a minimum and adopts best practices whenever possible. The Group also aims to achieve sustainable development in our daily operation by maximising operational safety, by minimising our environmental impact, by training and developing our people as well as sharing best practices, and by both encouraging and maintaining an open dialog with our stakeholders as a responsible member of the communities in which we operate.

The Group strives for excellence to make the right choices to serve the long-term interests of all our stakeholders, from customers, business partners and shareholders, to employees, local communities and society at large. The Group also endeavours to be an environmental-friendly enterprise and to fulfil its responsibilities for the environment, whilst maintaining its position as a leading operator in the provision of terminal and storage facilities and services for liquid petrochemical products in South China.

序言

本集團為能源行業之領先中游企業，於華南地區提供石油、液體化學品及氣體產品之綜合碼頭港口及倉儲物流服務並於其自有港口及貯存罐區提供增值服務。為保持競爭優勢，本公司必須為未來維持穩健。我們的遠期成功視乎我們管理環境及社會風險的努力。

本集團貯存的能源及化學產品對人們日常生活十分重要，但倘貯存或處理方式不當，亦可能危及他們的健康及環境。身為服務供應商，我們的角色及責任是提供安全、高效及潔淨的化學品貯存及處理服務。本集團至少符合現有規例及法規，且盡可能採納最佳常規。本集團亦以在日常營運中達到可持續發展為目標，方法包括：透過達到最佳營運安全；盡量減低對環境的影響；培訓及培養人才及分享最佳常規；促進及維持與權益人的公開交流，對我們經營所在的社區負責任。

本集團力臻完善以作出正確選擇，為全體權益人(包括客戶、業務夥伴、股東、僱員、本地社區及社會)爭取長遠利益。本集團亦致力成為環保企業，履行其對環境的責任，同時維持其為華南地區提供液體石化產品之碼頭及貯存設施及服務的領先營運商的地位。

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to our business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

權益人參與及重要性評估

本集團深知本集團業務的成功依賴其主要權益人的支持，彼等(a)已投資或將投資於本集團；(b)有能力影響本集團內部事宜的結果；及(c)於本集團的活動、產品、服務及關係中佔有利益又或受其影響或潛在影響。本集團可通過此途徑了解風險及機會。本集團將繼續確保與各主要權益人的有效溝通並維持與彼等的良好關係。

本集團不時因應其角色及職責、戰略規劃及業務計劃而將權益人按緩急輕重排序。本集團致力與權益人保持溝通，透過權益人的參與發展與權益人互惠互利的關係、諮詢彼等對本集團業務建議及工作計劃的意見，以及推動市場、工作環境、社區及環境的可持續發展。

本集團深知藉從權益人的洞察、查詢及對本集團業務活動的持續關注而獲得之情報至關重要。本集團已確定我們業務的主要權益人，及已建立多種溝通渠道。下表概述本集團的主要權益人及各種接觸、聆聽及回應的平台及溝通方式。

Stakeholders 權益人	Issues of concern 關注事項	Engagement channels 參與渠道
Government and Market regulator 政府及市場監管機構	<ul style="list-style-type: none"> - Compliance - Promote regional economic development and employment 	<ul style="list-style-type: none"> - On-site inspections - Research and discussion through work conferences, work reports preparation and submission for approval - Annual and interim reports, announcements
	<ul style="list-style-type: none"> - 合規 - 促進地區經濟發展及就業 	<ul style="list-style-type: none"> - 實地視察 - 透過工作會議研究及討論、編製及提交工作報告以供審批 - 年報及中期報告、公告
Shareholders and Investors 股東及投資者	<ul style="list-style-type: none"> - Return on the investment - Information transparency - Protection of interests and fair treatment 	<ul style="list-style-type: none"> - Annual general meeting and other shareholder meetings - Annual and interim reports, announcements
	<ul style="list-style-type: none"> - 投資回報 - 資訊透明度 - 權益及公平對待保障 	<ul style="list-style-type: none"> - 股東周年大會及其他股東會議 - 年度及中期報告、公告
Employees 僱員	<ul style="list-style-type: none"> - Employee rights and interests - Working environment - Health and safety - Career development opportunities 	<ul style="list-style-type: none"> - Conference - Training, seminars, briefing sessions - Cultural and sport activities - Intranet and emails
	<ul style="list-style-type: none"> - 僱員權利及權益 - 工作環境 - 健康及安全 - 職業發展機遇 	<ul style="list-style-type: none"> - 會議 - 培訓、研討會、簡報會 - 文化及體育活動 - 內聯網及電郵
Customers 客戶	<ul style="list-style-type: none"> - Safe and high-quality service - Stable relationship - Information protection and privacy - Business ethics 	<ul style="list-style-type: none"> - Website, brochures, annual reports - Email and customer service hotline - Feedback forms - Regular meeting
	<ul style="list-style-type: none"> - 安全及優質服務 - 穩定關係 - 資訊保障及私隱 - 商業道德 	<ul style="list-style-type: none"> - 網站、小冊子及年報 - 電郵及客戶服務熱線 - 反饋表格 - 定期會議

Stakeholders 權益人	Issues of concern 關注事項	Engagement channels 參與渠道
Suppliers 供應商	<ul style="list-style-type: none"> - Long-term partnership - Honest cooperation - Fair, open - Information resources sharing - Risk reduction - 長期夥伴關係 - 誠實合作 - 公平公開 - 資訊來源共享 - 風險緩減 	<ul style="list-style-type: none"> - Business meetings, supplier conferences, phone calls, interviews - Review and assessment - Tendering process - 業務會議、供應商會議、電話通話、訪談 - 審閱及評估 - 招標程序
Peer/Industry associations 同行／業界聯會	<ul style="list-style-type: none"> - Experience sharing - Cooperation - Fair competition - 經驗分享 - 合作 - 公平競爭 	<ul style="list-style-type: none"> - Industry conference - Site visit - 行業會議 - 實地考察
Community 社區	<ul style="list-style-type: none"> - Community involvement - Social responsibilities - 社區參與 - 社會責任 	<ul style="list-style-type: none"> - Charity and social projects - 慈善及社區項目

Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

透過與權益人的一般溝通，本集團了解權益人的期望及擔憂。獲得的反饋令本集團能夠作出更為明智的決策，並且更好地評估及管理由此產生的影響。

The Group have adopted the principle of materiality in the ESG reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (KPIs) are reported in the Report according to recommendations of the ESG Reporting Guide (Appendix 27 of the Listing Rules) and the GRI Guidelines.

本集團透過了解對本集團業務重要的主要 ESG 事項而在環境、社會及管治報告中採用重要性原則。根據上市規則附錄 27 環境、社會及管治報告指引及 GRI 指引的建議，主要 ESG 事項及關鍵績效指標 (KPIs) 全部呈報於報告內。

The Group have evaluated the materiality and importance in ESG aspects through the following steps:

本集團已透過以下步驟評估環境、社會及管治方面的重大性及重要性：

Step 1: Identification – Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG areas was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of ESG Reporting Guide (Appendix 27 of the Listing Rules).

Step 2: Prioritization – Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure all the key aspects to be covered.

Step 3: Validation – Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured all the key and material ESG areas, which were important to the business development, were reported and in compliance with ESG Reporting Guide.

As a result of this process carried out in 2019, those important ESG areas to the Group were discussed in this Report.

步驟1：識別－行業基準

- 透過審查當地及國際同業的相關環境、社會及管治報告，確定相關的環境、社會及管治範疇。
- 根據各個環境、社會及管治範疇對本集團的重要性，透過管理層的內部討論及環境、社會及管治報告指引(上市規則附錄27)的推薦建議，以釐定各個環境、社會及管治範疇的重要性。

步驟2：排序－權益人的參與

- 本集團已就上述主要環境、社會及管治範疇與主要權益人進行討論，以確保涵蓋所有關鍵方面。

步驟3：確認－釐定重要議題

- 根據與主要權益人的討論以及管理層之間的內部討論，本集團的管理層確保所有對業務發展至關重要的關鍵及重要環境、社會及管治範疇已予報告並遵守環境、社會及管治報告指引。

由於二零一九年進行該程序，因此本報告中已討論該等對本集團具重要性的環境、社會及管治範疇。

A. ENVIRONMENTAL ASPECTS

Based on ISO14001, the standard of management system for environment, the Group has established a set of management systems regarding environmental protection, including but not limited to “Atmosphere Pollution Management System”, “Waste Management System” and “Wastewater Management System”. The Group’s objectives on environmental protection are to eliminate and reduce the impact of its operation on the ecological environment and endeavours to save resources and protect the environment. The Group is in strict compliance with the “Environmental Protection Law of the People’s Republic of China” and other relevant laws and regulations, and had no material non-compliance regarding environmental issues during the reporting period.

A1. EMISSIONS

Air Pollutant Emission

Emission control is essential for mitigating the impact on the environment and protecting the health of employees. The Group’s emission complies with “Emission Limits of Air Pollutants (DB44/27-2001)” (大氣污染物排放限值) and “Emission Standard of Air Pollutant for Bulk Gasoline Terminal (GB 20950-2007)” (儲油庫大氣污染物排放標準). The increase in air pollutants emission in 2019 was mainly attributable to the more frequent staff transportation to working locations during the year. The air pollutants emission during the reporting period is as follows:

Air Pollutants 大氣污染物		Unit 單位	2019 二零一九年	2018 二零一八年
Nitrogen oxides (NO _x)	氮氧化物(NO _x)	kg 千克	5,128.48	4,431.77
Sulfur dioxide (SO ₂)	二氧化硫(SO ₂)	kg 千克	48.37	77.16
Particulate matter (PM)	懸浮粒子(PM)	kg 千克	535.93	444.60

A. 環境層面

根據ISO14001(環境管理體系標準)，本集團已建立一套環保管理系統，包括但不限於「大氣污染管理系統」、「廢棄物管理系統」及「污水管理系統」。本集團的環保目標是消除及減低其營運對生態環境的影響，並盡力節約資源及保護環境。本集團嚴格遵守《中華人民共和國環境保護法》及其他相關法例及法規，於報告期間並無有關環境事宜的重大不合規。

A1. 排放物

大氣污染物排放

控制排放對減低對環境的影響及保障僱員健康至關重要。本集團的排放物符合「大氣污染物排放限值(DB44/27-2001)」及「儲油庫大氣污染物排放標準(GB 20950-2007)」。二零一九年大氣污染物排放量增加主要由於年內員工前往工作地點交通更頻繁。於報告期間大氣污染物排放的情況如下：

As most of the products stored are highly volatile, the Group has implemented “VOCs One Enterprise One Policy Comprehensive Improvement Program” (VOCs 一企一策綜合整治方案) to control volatile organic compounds (VOCs) emission from source and production processes. Key measures to mitigate the leakage of the volatile chemicals are implemented as follows:

- External floating roof tanks¹ are used to store gasoline, diesel and other volatile chemical products.
- Nitrogen blanketing² is used in the tanks to ensure stored product is separated from the air, vapour generated in the tank is collected and treated with activated carbon.
- To reduce the non-methane hydrocarbon (NMHC) emission, oil-gas condensation recovery devices are installed to achieve a recycling rate of 98%.
- All the volatile organic compounds (e.g. pentane, acetone) are stored in specific containers and sealed properly to avoid leakage.

Apart from measures adopted to reduce VOCs, the Group lowers the emission of SO₂ by using low-sulfur diesel (National V standard) for the boiler.

由於大部分貯存產品均非常容易揮發，本集團已實施「VOCs一企一策綜合整治方案」，從源頭及生產過程控制易揮發有機化合物(VOCs)的排放。減低易揮發化學品洩漏的關鍵措施已如下實行：

- 使用浮頂式儲存罐¹貯存汽油、柴油及其他易揮發化學品。
- 在儲油罐使用氮封裝置²，確保貯存產品與空氣隔絕，收集儲油罐內產生的油汽及以活性炭處理。
- 為減少非甲烷碳氫化合物排放，安裝油汽冷凝回收裝置，達到98%回收率。
- 所有易揮發有機化合物(如戊烷、丙酮)貯存於特定貯存器及妥善密封以避免洩漏。

除採取減低易揮發有機化合物的措施外，本集團透過於鍋爐使用低硫柴油(國家第五期標準)以減低二氧化硫的排放。

¹ External floating roof tanks (浮頂式儲存罐) are storage tanks commonly used to store large quantities of petroleum products. They eliminate breathing losses and greatly reduce the evaporative loss of the stored liquid.

² Nitrogen blanketing (氮封裝置) is widely used in many industries to prevent fires, explosion, degradation of products during their production, storage and transportation.

¹ 浮頂式儲存罐為常用於貯存大量石油產品的儲油罐。其為所貯存液體消除通氣損失及大幅減少蒸發損失。

² 氮封裝置廣泛用於多個行業，以免於生產、貯存及運輸階段發生火災、爆炸、產品變壞。

Greenhouse Gas (“GHG”) Emission³

Climate change is gradually concerned by the community. The Group manages the carbon footprint by minimising the energy consumption and water consumptions as these activities cause significant emission of greenhouse gas. Policies and procedures adopted on resources saving are mentioned in the section “Use of resources”. The decrease in the total GHG emission in 2019 was mainly due to the disposal of a subsidiary in Panyu during the reporting period. Moreover, with a sense of promoting the use of clean energy and green environment, the Group has switched its fuel consumption to fossil fuel with lower carbon content such as Liquefied Petroleum Gas (“LPG”).

The GHG emission during the reporting period is as follows:

溫室氣體(「溫室氣體」)排放³

社區日益關注氣候轉變。本集團減少能源消耗及用水量以管理碳足印，因為該等活動導致大量排放溫室氣體。所採納資源節約政策及程序載於「資源使用」一節。二零一九年溫室氣體排放總量減少主要因為於報告期間出售一間位於番禺之附屬公司。此外，為促進清潔能源的使用及改善生態環境，本集團已將其燃料消耗轉向液化石油氣(「LPG」)等低碳石化燃料。

於報告期間溫室氣體排放的情況如下：

GHG Emission 溫室氣體排放		Unit 單位	2019 二零一九年	2018 二零一八年
Scope 1 ⁴	範圍1 ⁴	tonnes of CO ₂ -e 二氧化碳當量噸	369.26	365.12
Scope 2 ⁵	範圍2 ⁵	tonnes of CO ₂ -e 二氧化碳當量噸	2,342.32	6,558.75
Total	合計	tonnes of CO ₂ -e 二氧化碳當量噸	2,711.58	6,923.87
GHG emission intensity	溫室氣體排放密度	tonnes of CO ₂ -e/ thousand tonnes of terminal throughput 二氧化碳當量噸／庫區 吞吐量千噸	1.29	1.73

³ The calculation of the greenhouse gas emission is based on the “Corporate Accounting and Reporting Standard” from Greenhouse Gas Protocol.

⁴ Scope 1: Direct emission from sources that are owned or controlled by the Group.

⁵ Scope 2: Indirect emissions from purchased electricity and LPG consumed by the Group.

³ 溫室氣體排放乃根據《溫室氣體核算體系》的「企業核算與報告標準」計算。

⁴ 範圍1：本集團擁有或控制的源頭直接排放。

⁵ 範圍2：本集團購買電力及消耗LPG的間接排放。

Hazardous and Non-hazardous Wastes

Wastes generated are handled with a comprehensive procedure to mitigate the impact to the environment. The Group has a strict classification system for different types of wastes. Each type of waste has specific storage location and collection procedures. There is a precaution implemented for the leakage of waste to prevent pollution.

Hazardous wastes such as hazardous wastewater, waste oil cleaning rag and organic solvents are handled according to the latest policies of "National Hazardous Waste Inventory". These wastes are separately stored and handled with ledger for record. The Group engages qualified recycling companies to perform waste disposal and treatment so as to minimise the impact on the nature. The decrease in the amount of wastes generated in 2019 was mainly due to the disposal of a subsidiary in Panyu during the reporting period. The Group has put effort on waste-free initiatives in reducing waste, reflecting from the decrease in the amount and intensity of wastes generated during the year.

The wastes generated by the Group during the reporting period are as follows:

有害及無害廢棄物

所產生廢棄物透過全面程序處理以減低對環境影響。本集團對不同廢棄物類型設有嚴格分類制度。各類廢棄物有指定的存放地點及收集程序。已對廢棄物洩漏實施預防措施以防止污染。

有害廢棄物(如有害污水、廢棄去油布及有機溶劑)根據《國家危險廢棄物名錄》的最新政策處理。該等廢棄物獨立貯存及使用分類簿記處理，以作記錄。本集團委聘合資格回收公司負責廢棄物棄置及處理，以減低對自然的影響。二零一九年產生廢棄物總量減少主要因為於報告期間出售一間位於番禺之附屬公司。年內產生的廢棄物量及密度下降反映出本集團減少廢棄物的零廢棄物活動的努力。

於報告期間本集團產生廢棄物的情況如下：

Waste Disposal 廢棄物處置		Unit 單位	2019 二零一九年	2018 二零一八年
Hazardous wastes generated	產生的有害廢棄物	tonnes 噸	53.97	174.28
Hazardous wastes generated intensity	產生的有害廢棄物密度	tonnes/thousand tonnes of terminal throughput 噸/庫區吞吐量千噸	0.026	0.043
Non-hazardous wastes generated	產生的無害廢棄物	tonnes 噸	6.78	38.50
Non-hazardous wastes generated intensity	產生的無害廢棄物密度	tonnes/employee 噸/僱員	0.03	0.09
Non-hazardous wastes recycled	回收的無害廢棄物	tonnes 噸	0.03	7.20
Non-hazardous wastes recycled intensity	回收的無害廢棄物密度	tonnes/employee 噸/僱員	0.0001	0.0409

The Group has launched waste recycling and implemented different measures to reduce the wastes generated in the office. For example, used paper and plastic materials are collected in the office for recycling purpose. Waste electrical and electronic equipment is separately collected. With these measures, the Group hopes to ease the pressure on landfill space and bring benefits to the environment.

Wastewater

The terminal and warehouse areas are equipped with drainage system to collect wastewater. Impermeable layers are applied to all pipes and treatment facilities to avoid leakage of wastewater. Rainwater and wastewater are collected by two separate systems to prevent pollution to groundwater.

The Group also cooperated with the Environment Faculty of South China University of Technology (華南理工大學環境學院) to develop a sewage treatment facility, which treats wastewater with microorganisms. During this year, around 20,003.50 m³ (2018: 23,548.59 m³) of wastewater was discharged and treated. After the treatment, the water which meets satisfactory quality standard, is used in fire services and planting. Not only the emission of wastewater to land and water bodies is reduced, but also the water can be reused to save the water resource. This system is simple and the cost of maintenance and operation is low. Therefore, it is widely admired and accepted by government departments and peers.

Noise

Noise is mainly generated from the operations of blower of boilers, pumps and compressors, etc. Appropriate acoustic insulation is applied to those machines. Regular maintenance is also conducted as to reduce the noise generated due to wearing of the components in those machines.

措施以減低辦公室產生的廢棄物。例如在辦公室收集已用的紙張及塑膠材料，以作回收用途。舊電器及電子設備分開收集。本集團期望藉著該等措施紓緩堆填區的壓力及為環境帶來益處。

污水

碼頭及倉庫地區設有排污系統以收集污水。所有管道及處理設施備有不滲水層，防止污水洩漏。雨水及污水使用兩個獨立系統收集，防止污染地下水。

本集團亦與華南理工大學環境學院合作開發污水處理設施，其使用微生物處理污水。於本年度，污水排水及處理量約為20,003.50立方米(二零一八年：23,548.59立方米)。於處理後，符合良好品質標準的水會用於消防服務及種植。這不僅減少向陸地及水體排放污水，而且可再用水以節省水資源。該系統簡單且維護及運作成本低，因此廣獲政府部門及同業賞識及接納。

噪音

噪音主要源於鍋爐鼓風機、泵和壓縮機等的運作。該等機器備有適當隔音裝備，亦需定期維護，減少因該等機器的部件損耗而產生的噪音。

A2. USE OF RESOURCES

The Group has adopted policies and guidelines to improve the efficiency in energy, water and other material consumption, including “Energy Saving Management System”.

Energy

The energy consumption of the Group mainly comes from fossil fuels and electricity. The Group promotes the idea of “green office” to reduce the electricity consumption as follows:

- The temperature in the office is set at 26 Degree Celsius in summer.
- No heating is supplied in winter according to the characteristic of weather in South China.
- All electronic appliances have to be switched off when leaving the office.
- After all staff leave the office, security guards double check the electronic appliances and ensure all of them are switched off.

The Group also checks the oil usage frequently to minimise the chances of oil leakage which lead to energy wastage. The decrease in total energy consumption in 2019 was mainly attributable to the disposal of a subsidiary in Panyu during the reporting period.

A2. 資源使用

本集團已採納政策及指引提升能源、水及其他物料的消耗效益，包括「節能管理系統」。

能源

本集團能源消耗主要來自化石燃料及電力。本集團推廣「綠色辦公室」概念，以減低電力消耗，詳情如下：

- 夏天時辦公室的溫度設定為攝氏26度。
- 根據華南地區天氣的特點，冬天不會提供暖氣。
- 離開辦公室時須關掉所有電器。
- 所有員工離開辦公室後，保安人員須複查電器，確保所有電器均已關掉。

本集團亦會經常檢查用油情況，盡量減低漏油的機會，以免浪費能源。二零一九年能源消耗總量減少主要因為於報告期間出售一間位於番禺之附屬公司。

During the reporting period, the energy consumptions are as follows:

於報告期間，能源消耗情況如下：

Energy Type 能源		Unit 單位	2019 二零一九年	2018 二零一八年
Purchased electricity	購買電力	kWh in '000s 千個千瓦時	3,479.46	6,956.55
Purchased steam	購買蒸氣	kWh in '000s 千個千瓦時	–	4,720.47
Petrol	汽油	kWh in '000s 千個千瓦時	284.18	367.64
Diesel	柴油	kWh in '000s 千個千瓦時	1,158.01	960.91
LPG	液化石油氣	kWh in '000s 千個千瓦時	109.14	109.14
Total energy consumption	能源消耗總量	kWh in '000s 千個千瓦時	5,030.79	13,114.71
Energy consumption intensity	能源消耗密度	kWh in '000s/thousand tonnes of terminal throughput 千個千瓦時／庫區吞吐量千噸	2.40	3.27

Water

Water is another important resource used for the daily operation. In order to monitor the usage of water, meters are installed in different locations and water consumption is recorded regularly. Staff are responsible for managing the water usage and checking the water system. If leakage of water pipe happens, repair will be immediately carried out to reduce the wastage of water resource.

In the workplace, the water pressure is adjusted according to the actual water usage. To encourage water-saving, water usage of each staff in the staff quarter is recorded and the staff has to pay water bills by themselves. The decrease in water consumption in 2019 was mainly due to the disposal of a subsidiary in Panyu during the reporting period.

水

水是用於日常營運的另一重要資源。為監察用水量，水錶已在不同地點安裝，定期記錄用水量。員工負責管理用水及檢查水系統。倘水管發生洩漏，將即時進行維修，以減少水資源的浪費。

工作場所的水壓根據實際用水量調節。為鼓勵節約用水，會記錄員工總部每名員工的用水，員工須自行支付水費。二零一九年水消耗減少主要因為於報告期間出售附屬公司番禺。

The water consumption during the reporting period is as follow:

於報告期間水消耗的情況如下：

Water 水		Unit 單位	2019 二零一九年	2018 二零一八年
Water consumption	水消耗量	Usage (in m ³) 用量(立方米)	95,443.00	136,847.50
Water consumption intensity	水消耗密度	m ³ /thousand tonnes of terminal throughput 立方米/庫區吞吐量千噸	45.58	34.13

Nitrogen

Nitrogen is an important resource for facilitating the storage of highly volatile substances. It provides a protective layer of gas on the substances, which is named as blanketing. The process is controlled automatically instead of manually to avoid wastes. The usage of nitrogen is monitored to ensure there is no leakage.

氮

氮是有助貯存極容易揮發物質的重要資源。其在物質上添上氣體保護層，稱為氮封裝置。該程序乃自動而非人手控制，以免浪費。氮用量獲監察，確保並無洩漏。

A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group's terminal is near to the waterbody with high biodiversity and rich fisheries resources. Based on the Group's internal policies, efforts have been made to minimise the impact of activities on the environment. For example, two sets of oil spill monitoring and alerting system have been installed in the water body near the terminal. The system is able to detect oil spill accidents occurred when the oil tanker is berthing or oil products are loaded. The situation of the terminal is also monitored by staff under 24-hour real-time video surveillance system. If oil spill accidents are detected, the signal from the alarm system can reach the responsible staff and prompt remedies can be carried out to reduce the impact on the environment.

To strength the pollution control, the Group has cooperated with a company specialised for handling oil spill accidents to equip adequate facilities (e.g. oil boom) to prevent the spread of oil leakage in the sea.

A3. 環境及天然資源

本集團的碼頭鄰近水域，生態多樣性甚高及魚類資源豐富。根據本集團的內部政策，已致力減低業務活動對環境的影響。舉例而言，鄰近碼頭的水域已安裝兩組漏油監察及警報系統。在油輪靠岸或卸載油品時，系統能偵測是否發生漏油意外。員工亦會以24小時實時錄像監視系統監察碼頭情況。倘發生漏油意外，警報系統會傳達訊號予負責員工，並採取迅速補救措施，降低對環境之影響。

為加強污染監控，本集團與專門處理漏油意外的公司合作，以配備充分設施(如攔油索)，避免海上漏油擴散。

B. SOCIAL ASPECTS

EMPLOYMENT AND LABOUR PRACTICES

The Group highly considers employees as important assets and is committed to improve in these four areas: employment, health and safety, development and training and labour standard.

B1. EMPLOYMENT

The Group has established and implemented a set of human resources management policies and procedures in place with the aim to provide good and safe working environment to its staff in order to comply with “Labour Contract Law of the People’s Republic of China”. It sets out the Group’s standards for staff recruitment, promotion guidelines, remuneration scale, holiday and statutory paid leaves, parental leaves and working hours. All employees are treated equally and their employment, remuneration and promotion opportunities will not be affected by their nationality, race, age, religion and marital status.

The Group also advocates harmonious and work-life balance culture among the employees through organising diversified activities, including annual dinner, annual gathering, sport days and birthday parties, etc. These activities can help the employees to relax and enhance communications among them. During the reporting period, no concluded cases (2018: nil) regarding employment were brought against the issuer or its employees.

B. 社會層面

僱傭及勞工常規

本集團非常認同僱員是重要的資產，並盡力改善以下四大範疇：僱傭、健康及安全、發展及培訓和勞工標準。

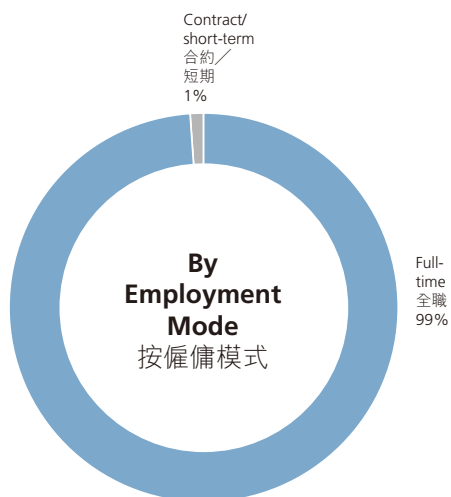
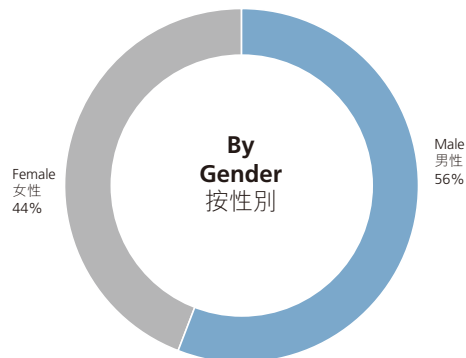
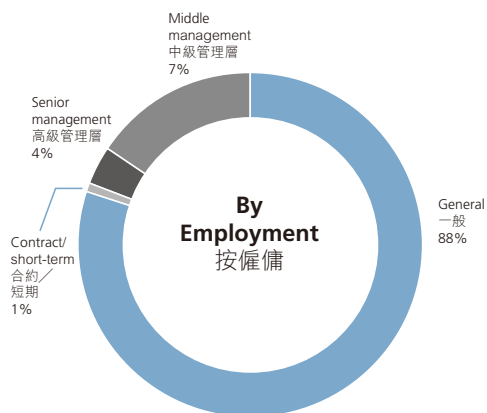
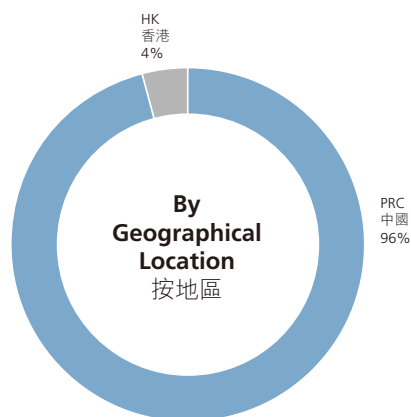
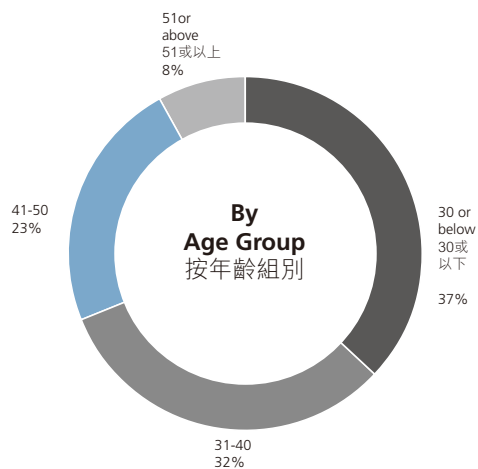
B1. 僱傭

本集團已制定及實行一套人力資源管理政策及程序，旨在為員工提供良好及安全的工作環境，以符合《中華人民共和國勞動合同法》。其列載本集團對員工招聘、晉升指引、薪級表、假日及法定有薪假期、產假及工時的標準。所有僱員待遇平等，其聘用、薪酬及晉升機會不受國籍、種族、年齡、宗教及婚姻狀況影響。

本集團亦透過舉行包括年度晚宴、年度聚會、運動日、生日派對等多元化活動，提倡和諧及工作與生活平衡。此等活動有助僱員放鬆及加強彼此交流。於報告期間，概無(二零一八年：無)發生就僱傭對發行人或其僱員發起的已完結案件。

As at 31 December 2019, the employee compositions (in percentage of employees) by gender, employment type, age group and geographical region were as follows:

於二零一九年十二月三十一日，僱員構成(佔僱員的百分比)按性別、僱傭類型、年齡組別及地區劃分如下：



The employee turnover rate during the year by gender, age group and geographical region are as follows:

按性別、年齡組別及地區劃分的僱員流失比率如下：

Employee turnover rate 僱員流失比率		Unit 單位	2019 二零一九年
By gender	按性別		
Male	男性	%	25.07
Female	女性	%	19.35
By age group	按年齡組別		
Age 30 or below	30歲或以下	%	40.43
Age 31-40	31-40歲	%	14.78
Age 41-50	41-50歲	%	6.85
Age 51 or above	51歲或以上	%	3.03
By geographical region	按地區		
Hong Kong	香港	%	-
The PRC	中國	%	25.32
Overall	總計	%	24.21

B2. HEALTH AND SAFETY

Upholding the belief that safety is the first priority, the Group is committed to providing a healthy and safe workplace for all its employees and the community. The Group has established "Health, Safety and Environment Policy Statement" in accordance with the requirement of "Occupational Health and Safety Management System" (OHSAS 18001). The Group continues to improve the working conditions and monitor the effectiveness of safety related controls. The Group complies with related health and safety laws and regulations such as "Law of the People's Republic of China on the Prevention and Control of Occupational Diseases", "Production Safety Law of the People's Republic of China", "Provisions on the Supervision and Administration of Occupational Health at Work Sites", etc. In 2019, 1 concluded case (2018: 1 case) regarding health and safety were brought against the issuer or its employees.

B2. 健康及安全

本集團堅守安全至上的信念，致力為其所有僱員及社區提供健康及安全的工作環境。本集團已根據「職業健康安全管理体系」(OHSAS 18001)制定「健康、安全及環境政策聲明」。本集團不斷改善工作環境，以及監察安全相關監控的有效性。本集團遵守《中華人民共和國職業病防治法》、《中華人民共和國安全生產法》及《工作場所職業衛生監督管理規定》等相關健康及安全法律及法規。二零一九年有一宗(二零一八年：一宗)針對發行人或其僱員的具體健康及安全案例。

Care to Employees

Every employee is required to have a medical check annually. Employees are provided with safety training and personal protective equipment (helmet, goggles, masks, etc.) in the workplace. Occupation hazards assessment is conducted by third party regularly to monitor the performance on occupational safety.

The Group is committed to providing all employees with a warm and comfortable working and living environment. The Group has set up self-managed staff quarters and canteens with a view to providing sound rest space and healthy catering to its employees. Drinks are also freely provided to all employees in hot season to prevent them from having heat stroke.

Safety Precaution in Workplace

Safety of employees in workplace is crucial. Key safety precautions are implemented as follows:

- Toxic gas detector, audible and visual alarm and emergency cut-off valve are installed in each berth.
- Parameters of all flammable and explosive substances are carefully and closely monitored (e.g. temperature, pressure, flow volume) during transfer. All parameters information is transferred to PLC (Programmable Logic Controllers) in the terminal control center for monitoring the frontline operation.
- Worker, who enters the tank, must wear protective clothes and make sure that the toxic gas concentration does not exceed the acceptable level.
- Emergency shower, eyewash facilities and breathing apparatus are provided.

關懷僱員

各僱員須每年進行醫務檢查。本集團在工場為僱員提供安全培訓及個人保護設備(頭盔、護目鏡、口罩等)。第三方會定期進行職業危險評估，以監察職業安全表現。

本集團致力為全體僱員提供溫暖舒適的工作及生活環境。本集團已設立自行管理的員工宿舍及飯堂，旨在為僱員提供完善休息空間及健康餐飲。全體僱員於炎熱季節均獲免費提供飲品，避免中暑。

工場的安全措施

僱員在工場的安全至為重要。本集團已實施下列主要安全措施：

- 每個區域皆裝有毒氣探測機、聲光警報及緊急斷流閥。
- 搬運時會小心密切監察所有易燃及爆炸性物質的參數(例如溫度、壓力、流量)。所有參數資料均會傳送至終端控制中心的可編程序控制器，以便監察前線營運。
- 任何工作人員進入貯存罐均須配戴保護性衣物，並確保毒氣的濃度不超過可接受水平。
- 提供緊急灑水、洗眼設備及呼吸儀器。

B3. DEVELOPMENT AND TRAINING

The Group continues to provide comprehensive and suitable trainings to employees to promote a learning culture based on the Group's "Training Management Procedure" and other related internal policies. The Group analyses the employees' training and operation needs to prepare training and budget plan yearly. The Group provides diversified on-the-job trainings to employees, particularly safety trainings, with the aim to improve the quality of the employees' safety and to establish a corporate safety culture.

Generally, there are both internal and external trainings for employees. Every new employee needs to receive a three-month training including general knowledge and skills about storage tanks. Assessment is conducted after the training. Only the new employees who pass the assessment can start their work in their position. Continuous assessment is conducted to keep track on the performance of the current employees. The Group also offers on-the-job training, which based on the operation needs and annual training plan. It aims to enhance the performance and skill of employees. External training mainly includes certification training for specialists (e.g. safety management personnel, engineers, accountants, etc.). The Group invites related government departments and institutions to deliver training to ensure employees can perform duties with relevant qualifications.

With continuous trainings and assessments, the safety knowledge of the employees can be strengthened and the safety awareness can be enhanced. This can decrease the occurrence of work-related accidents.

B3. 發展及培訓

本集團根據其「培訓管理程序」及其他相關內部政策，持續為僱員提供全面合適培訓，以培養學習氛圍。本集團分析僱員的培訓及營運需要，每年編製培訓及預算計劃。本集團為僱員提供多元化的在職培訓，特別是安全訓練，旨在改善僱員安全質素，建立企業安全文化。

一般而言，本集團為僱員制定內部和外部培訓。每位新入職僱員須接受為期三個月的培訓，包括關於貯存罐的一般知識及技術。培訓後會進行評估。新僱員須通過評估後，方可開始於職位工作。本集團會進行持續評核，以記錄現有僱員的表現，其亦視乎營運需要及年度培訓計劃，提供在職培訓，旨在提升僱員的表現及技術。外部培訓主要包括專業人員的證書培訓（例如安全管理人員、工程師、會計師等）。本集團會邀請相關政府部門及機構舉辦培訓課程，以確保僱員擁有相關資格以履行職務。

持續培訓及評估可加強僱員的安全知識及提高安全意識。此舉可降低工作相關意外。

In 2019, the detailed breakdown of the percentage of employees trained and the average training hours completed per employee by gender and employee category is as follows:

於二零一九年，按性別及僱傭類別劃分，受訓僱員百分比及每名僱員完成受訓的平均時數明細如下：

Training 培訓		Average training hours (hours/employee) 平均培訓時長 (時數/僱員)	Percentage of employee trained (%) 受訓僱員百分比 (%)
By gender	按性別		
Male	男性	27.8	67.8
Female	女性	12.0	13.8
By employment category	按僱傭類別		
Senior management	高級管理層	34.7	37.5
Middle management	中級管理層	39.3	73.3
General	一般	25.9	61.2

B4. LABOUR STANDARDS

The Group respects the human rights of employees, especially gender equality and is strongly against employment of child labour and forced labour. The Group strictly complies with "Labour Law of the People's Republic of China" and other relevant laws and regulations. Recruitment guideline clearly states that person under 16 is not allowed to work in the Group and zero tolerance to child labour and forced labour.

During the year, the Group was not subject to any punishment by the government and was not involved in any lawsuit related to child labour or forced labour.

B4. 勞工準則

本集團尊重僱員的人權，特別是性別平等，且強烈反對僱用童工及強制勞工。本集團嚴格遵守《中華人民共和國勞工法》及其他相關法律及法規。招聘指引清楚列明16歲以下人士不得在本集團工作，且絕不容忍童工及強制勞工。

本集團於本年度並無被政府施加任何處分，且亦無牽涉任何有關童工或強制勞工的訴訟。

OPERATING PRACTICES

B5. SUPPLY CHAIN MANAGEMENT

During the reporting period, the Group had 90 suppliers which were located in the PRC and Hong Kong. The Group depends on suppliers to provide production materials and components for different storage facilities. The choice of suppliers is based on a list of criteria, including compliance, price, quality, stability of supply and after-sales services in accordance with the Group's internal policy "Material Procurement Management Regulations". The Group maintains a long-term relationship with suppliers based on the result from supplier assessment. During the year, the assessment result is satisfactory and there are no significant risks related to supply chain in environmental and social aspects.

經營常規

B5. 供應鏈管理

於報告期內，本集團在中國及香港共有90家供應商。本集團依賴供應商提供生產材料及不同貯存設施的部件。本集團根據其內部政策「材料採購管理規例」，按照合規情況、價格、質量、供應穩定性及售後服務等一系列準則挑選供應商。本集團根據供應商評估結果，與供應商維持長期關係。年內的評估結果令人滿意，在環境及社會方面概無與供應鏈有關的重大風險。

B6. PRODUCT RESPONSIBILITY

As a leading midstream player in providing storage service for chemical products in South China, maintaining the safety and quality of customers' products in the warehouse is the utmost concern of the Group. In order to continuously improve the quality of service provided by the Group, we have set up an internal policy – "Hazardous chemical storage Management Procedures" and other related procedures in accordance with the requirement of quality management system (ISO9001). During the year, the Group was not subject to any disputes relating to the storage service or punishment by the government and was not involved in any lawsuit related to product responsibility.

Quality Control

According to "Regulations on the Safety Administration of Dangerous Chemicals", the Group requires customers to provide Material Safety Data Sheet (MSDS) for chemicals stored. Besides, all storage tanks are labelled with UN Number (United Nation Number) and other relevant numbers for identification.

When customers' goods are delivered to the tank, the testing company engaged by the customers will carry out sample testing on the goods, verify the certification or testing report provided by the suppliers and check if the name, specification and technical information of the sample meet the national/international standards. Only goods that pass the testing and meet the related requirements can be stored in the Group's warehouse.

Department of commerce of the Group is responsible for dealing the with complaints from customers. Prompt response will be taken and the problem will be identified to prevent similar complaints from happening. During the year, no complaint (2018: three complaints) related to the efficiency of goods unloading were received by the Group. The Group responded to the cases immediately and explained to the clients. The situation has improved after the adjustment of the working schedule of employees and the increase in the consumer service training.

B6. 產品責任

作為於華南提供化學產品貯存服務的領先中游從業者，保持倉庫內客戶產品的安全及質量是本集團第一要務。為持續改善本集團提供的服務質素，我們已根據質量管理系統(ISO9001)制定內部政策—「危險化學倉儲管理程序」及其他相關程序。年內，本集團並未面臨任何有關倉儲服務的糾紛或受到政府懲處，亦無牽涉任何產品責任相關訴訟。

質量控制

根據《危險化學品安全管理條例》，本集團要求客戶就所貯存化學品提交《物料安全資料表》。除此之外，所有存儲罐均貼有UN編號(聯合國編號)及其他相關編號，以供識別。

當客戶貨品交付至存儲罐時，客戶委聘的檢驗公司將對貨品進行抽樣測試、核實認證或測試供應商提供的報告及檢查樣品名稱、規格及技術資料是否達到國內/國際標準。只有通過檢測及達到相關要求的貨品可儲存於本集團倉庫。

本集團的商務部門負責處理客戶投訴。該部門會採取迅速反應，並識別問題所在，避免類似投訴出現。年內，本集團並無接獲(二零一八年：三宗)有關卸貨效率的投訴。本集團即時回應有關投訴並向客戶解釋情況。調整僱員工作時間表及增加消費者服務培訓後，有關情況已得到改善。

Customer Information Protection

The Group upholds a belief that information security and privacy is the key principle for operation. We comply with relevant laws and regulations. According to Group's Staff Handbook, employees are required to sign an agreement to protect the privacy of clients and any other sensitive business information. Employees who violate the agreement will receive punishment and legal action will be taken. During the year, no severe violation was found that posed a significant impact on the Group.

B7. ANTI-CORRUPTION

The Group maintains a high standard of business integrity throughout its operations and tolerates no corruption or bribery in any form, the Group strictly complies with the "Chapter III – Crimes of Undermining the Order of Socialist Market Economy Criminal Law of the People's Republic of China", "Chapter VIII – Graft and Bribery of Criminal Law of the People's Republic of China", "Prevention of Bribery Ordinance in HKSAR" and other relevant laws and regulations relating to anti-corruption.

The Group's has adopted "Compliance Policies" and stated that the Group takes reasonable care to ensure that it will not export, re-export, or otherwise divert customer's products and other items in violation of any Trade Control Laws. All the employees and external drivers who can get access to the customers' products are monitored. For example, the weight of truck is checked when it enters and leaves the premises to monitor any abnormal loading.

The Group has established related investigation and whistle-blowing procedure for any corruption cases. The Group has zero tolerance to any forms and degrees of bribery or corruption behaviours in relation to the Group's business activities. During the year, no concluded cases (2018: nil) regarding corrupt practices were brought against the issuer or its employees.

客戶信息保障

信息安全及隱私是對營運至關重要的原則，此乃本集團秉承的理念。我們遵守相關法律及法規。根據本集團的員工手冊，僱員須簽立協議以保護客戶隱私及任何其他敏感的商業資料。違反協議的僱員將遭懲處，並會採取法律行動。年內，概無發現對本集團造成重大影響的嚴重違規事項。

B7. 反貪污

本集團於整個營運過程貫徹高標準的行商操守，不姑息任何形式的腐敗或賄賂，本集團嚴格遵守中華人民共和國刑法《第三章 – 破壞社會主義經濟秩序罪》、中華人民共和國刑法《第八章 – 貪污賄賂罪》、香港特別行政區《防止賄賂條例》及其他有關反貪腐的相關法律及法規。

本集團採納了「合規政策」，訂明本集團合理審慎地確保其將不會違反任何貿易管制法，出口、再出口或以其他方式將客戶產品及其他貨品轉售。全體僱員及可獲得客戶產品的外部司機均受監察。舉例而言，當貨車進出場時，會檢查其重量，以監控任何不合常規的裝卸。

本集團已就任何腐敗情況設立相關調查及舉報程序。本集團不會容忍任何形式或程度與本集團業務活動有關之賄賂或貪污行為。年內，我們不知悉有任何針對發行人或其僱員的已結案腐敗事宜相關案件（二零一八年：無）。

COMMUNITY

B8. COMMUNITY INVESTMENT

The Group is committed to contributing to the society and fostering positive relationship with the communities in which the Group operates. The Group has related policies and measures to understand the needs of the community, such as villagers, employees and non-governmental organisations. Contribution to the community and maintaining harmonious relationship with the stakeholders in the region of operation are crucial for the sustainable development.

During the year, the Group participated in many charitable events and obtained outstanding social awards which recognised our contribution to the community. The details of charitable events and outstanding social awards are listed as below:

- Donation of RMB20,000 to support alleviation of poverty. “東莞市五一勞動獎狀” was awarded to the Group.
- “東莞市沙田鎮進出口先進企業” was awarded to the Group.
- “全民創安·一呼百應”先進單位” was awarded to the Group.
- “廣東省級企事業單位消防隊”先進單位” was awarded to the Group.

社區

B8. 社區投資

本集團致力為社會作貢獻，於本集團經營所在社區推進良好關係。本集團設有相關政策及措施，以了解社區需求，例如村民、僱員及非政府組織等。為社區作貢獻及與經營區域的權益人維持和諧關係對可持續發展至關重要。

年內，本集團參加了許多慈善活動，並獲得傑出的社會獎項，以表彰我們對社區的貢獻。慈善活動及傑出社會獎項的詳情如下：

- 捐款人民幣20,000元支持扶貧。本集團榮獲「東莞市五一勞動獎狀」。
- 本集團榮獲「東莞市沙田鎮進出口先進企業」。
- 本集團榮獲「全民創安·一呼百應「先進單位」」。
- 本集團榮獲「廣東省級企事業單位消防隊「先進單位」」。

Independent Auditor's Report

獨立核數師報告



Independent auditor's report to the shareholders of Hans Energy Company Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Hans Energy Company Limited and its subsidiaries ("the Group") set out on pages 87 to 207, which comprise the consolidated balance sheet as at 31 December 2019, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致漢思能源有限公司股東的 獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第87至207頁的漢思能源有限公司及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括於二零一九年十二月三十一日的綜合資產負債表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些道德要求以及守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的，且我們不會對這些事項提供單獨的意見。

Assessing potential impairment of property, plant and equipment and interests in leasehold land held for own use

評估物業、廠房及設備，以及持作自用之租賃土地權益的潛在減值

Refer to accounting policy (i) and note 10 to the consolidated financial statements

請參閱綜合財務報表的會計政策(i)及附註10

The Key Audit Matter 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理該事項

At 31 December 2019, the Group's property, plant and equipment and interests in leasehold land held for own use accounted for 36% of the total assets of the Group. These assets principally comprised dock and storage facilities which had a carrying value of HK\$511 million as at 31 December 2019.

Our audit procedures to assess potential impairment of property, plant and equipment and interests in leasehold land held for own use included the following:

- evaluating management's identification of CGUs and the amounts of property, plant and equipment, interests in leasehold land held for own use and other assets allocated to each CGU;

During the year ended 31 December 2019, the Group recorded a loss from operations of HK\$78 million. In particular, one of the cash-generating units ("CGU") with property, plant and equipment and interests in leasehold land held for own use carried at a value of HK\$732 million as at 31 December 2019, recorded a loss before taxation and reversal of impairment loss of HK\$21 million.

貴集團於二零一九年十二月三十一日的物業、廠房及設備，以及持作自用之租賃土地的權益佔貴集團總資產的36%。該等資產主要包括碼頭及貯存設施，其於二零一九年十二月三十一日的賬面值為5.11億港元。

我們就評估物業、廠房及設備，以及持作自用之租賃土地權益的潛在減值的審計程序包括以下程序：

- 評價管理層對現金產生單位的識別，以及歸集於各個現金產生單位的物業、廠房及設備、持作自用之租賃土地權益及其他資產的金額；

於截至二零一九年十二月三十一日止年度，本集團錄得7,800萬港元經營虧損。具體而言，其中一間擁有物業、廠房及設備以及持作自用之租賃土地權益(於二零一九年十二月三十一日價值為7.32億港元)的現金產生單位(「現金產生單位」)錄得除稅及減值虧損撥回前虧損2,100萬港元。

Assessing potential impairment of property, plant and equipment and interests in leasehold land held for own use

Refer to accounting policy (i) and note 10 to the consolidated financial statements

評估物業、廠房及設備，以及根據經營租賃持作自用土地權益的潛在減值

請參閱綜合財務報表的會計政策(i)及附註10

The Key Audit Matter
關鍵審計事項

How the matter was addressed in our audit
我們的審計如何處理該事項

In addition, the current economic environment in the PRC has created uncertainty in relation to the demand for the Group's facilities. Consequently, management considered that potential impairment of property, plant and equipment and interests in leasehold land held for own use existed for this loss making CGU as at 31 December 2019.

Management performed impairment assessments for property, plant and equipment and interests in leasehold land held for own use using the value in use model and compared the aggregate carrying values of each separately identifiable CGU to which the property, plant and equipment and interests in leasehold land held for own use had been allocated with the net present value of the respective future cash flow ("discounted cash flow analyses") to determine the amount of impairment which should be recognised for the year, if any.

此外，中國目前的經濟環境導致對本集團設施需求的不確定性。因此，管理層認為於二零一九年十二月三十一日，該虧損產生現金產生單位可能存在物業、廠房及設備，以及持作自用之租賃土地權益減值。

管理層在對物業、廠房及設備，以及持作自用之租賃土地權益進行減值評估時，採用使用價值模型，通過將物業、廠房及設備，以及持作自用之租賃土地權益所屬的每個可識別現金產生單位的賬面值總額與各未來現金流量的現時淨值進行對比（「現金流量折現分析」），以確定將在年內確認的減值金額（如有）。

- assessing and challenging management's impairment assessment models, which included evaluating the impairment indicators identified by management and assessing the impairment assessment methodology with reference to the requirements of the prevailing accounting standards;
- obtaining and inspecting the value in use calculations prepared by management and on which the directors' impairment assessments for property, plant and equipment and interests in leasehold land held for own use were based;
- challenging the key assumptions and estimates adopted by management in the discounted cash flow analyses by comparing the significant inputs, which included future revenue and future operating costs with the historical performance, committed contracts on hand, the financial budgets of the Group which had data been approved by the directors and externally derived, which included projected growth rates, projected inflation rates and industry analyses published by external research institutes;
- 評估並質疑管理層的減值評估模式，包括參照現行會計準則的要求，對管理層識別的減值跡象及採用的減值評估方法進行評價；
- 獲取並檢查管理層編製的，且董事在評估物業、廠房及設備，以及持作自用之租賃土地權益減值時以此為據的使用價值計算表；
- 通過比較重大輸入數據，包括未來收入及未來經營成本與過往表現、現有承諾合同、董事已批准的貴集團財務預算，以及外部資料（包括外部研究機構發佈的預計增長率、預計通脹率及行業分析），對管理層在折現現金流量時分析所採用的關鍵假設與估計進行檢驗；

Assessing potential impairment of property, plant and equipment and interests in leasehold land held for own use

評估物業、廠房及設備，以及持作自用之租賃土地權益的潛在減值

Refer to accounting policy (i) and note 10 to the consolidated financial statements

請參閱綜合財務報表的會計政策(i)及附註10

The Key Audit Matter
關鍵審計事項

How the matter was addressed in our audit
我們的審計如何處理該事項

We identified assessing potential impairment of property, plant and equipment and interests in leasehold land held for own use as a key audit matter because of the significant management judgement required in making assumptions and estimations, which can be inherently uncertain and could be subject to management bias.

由於作出假設及估計需要重大管理層判斷，而該等假設與估計可能存在固有不確定性並可能導致存在管理偏見，因此我們將評估物業、廠房及設備，以及持作自用之租賃土地權益的潛在減值識別為關鍵審計事項。

- assessing the discount rates applied in the discounted cash flow analyses by benchmarking against those of other similar companies in the same industry;
- evaluating the historical accuracy of management's value in use calculations by comparing the forecasts at the end of the previous financial year for revenue and operating costs with the actual outcomes in the current year and investigating reasons for any significant differences between the forecast and actual results;
- performing sensitivity analyses for both the discount rates and future revenue and considering the resulting impact on the impairment assessments and whether there were any indicators of management bias in the selection of assumptions.
- 以同行業內其他類似企業為基準，評估現金流量折現分析所採用之折現率；
- 通過將上個財政年度末對收入及經營成本的預測與本年實際經營結果進行對比，對管理層在過去所做使用價值計算的準確性進行評價，並調查造成預測及實際結果之間任何重大差額的原因；
- 對折現率及未來收入進行敏感度分析，並考慮其對減值評估產生的影響，以及選擇假設是否存在任何管理偏見的跡象。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對此發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為此其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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 HKSA's 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.

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對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保證，並出具包括我們意見的核數師報告。此報告僅為整體股東編製，除此之外，不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴此等財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism 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.

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提醒使用者注意綜合財務報中的相關披露，或假若有關的披露不足，則我們應當修改意見。我們的結論是基於截至核數師報告日止所取得的審計憑證作出。然而，未來事項或情況可能導致貴集團不能持續經營。

- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

We communicate with the Audit Committee 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.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

From the matters communicated with the Audit Committee, 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.

The engagement partner on the audit resulting in this independent auditor's report is Kong Wing Hung.

從與審核委員會溝通的事項中，我們確定對本期綜合財務報表的審計最為重要的該等事項，因而構成關鍵審計事項。我們在核數師報告中描述此等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是江永雄。

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

20 March 2020

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓

二零二零年三月二十日

Consolidated Income Statement

綜合損益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Continuing operations:			
Revenue			
Direct costs and operating expenses	3	314,845 (272,987)	141,556 (107,964)
Gross profit			
Other income	4	41,858 22,508	33,592 7,602
Administrative expenses		(177,712)	(52,724)
Reversal of/(provision for) impairment losses	5(c)	35,455	(38,353)
Loss from operations		(77,891)	(49,883)
Finance costs	5(a)	(49,933)	(39,633)
Loss before taxation		(127,824)	(89,516)
Income tax	6(a)	(3,552)	(9,099)
Loss for the year from continuing operations		(131,376)	(98,615)
Discontinued operations:			
Profit for the year from discontinued operations	31	1,234,689	35,164
Profit/(loss) for the year		1,103,313	(63,451)

Consolidated Income Statement

綜合損益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Attributable to:	應佔：		
Equity shareholders of the Company	本公司股東		
– continuing operations	– 持續經營業務	(131,915)	(94,757)
– discontinued operations	– 終止經營業務	1,240,535	32,351
		1,108,620	(62,406)
Non-controlling interests	非控股權益		
– continuing operations	– 持續經營業務	539	(3,858)
– discontinued operations	– 終止經營業務	(5,846)	2,813
		(5,307)	(1,045)
Profit/(loss) for the year	年內溢利/(虧損)	1,103,313	(63,451)
Basic and diluted earnings/ (losses) per share	每股基本及攤薄 盈利/(虧損)		
– continuing operations	– 持續經營業務	(3.53) cents 仙	(2.54) cents 仙
– discontinued operations	– 終止經營業務	33.23 cents 仙	0.87 cents 仙
		29.70 cents 仙	(1.67) cents 仙

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

The notes on pages 94 to 207 form part of these financial statements.

載於第94頁至207頁之附註為組成此等財務報表之一部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
 (Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Profit/(loss) for the year		1,103,313	(63,451)
Other comprehensive income for the year:			
Item that may be reclassified subsequently to consolidated income statement:			
Exchange differences on translation of financial statements of subsidiaries			
– continuing operations		(265)	(25,467)
– discontinued operations		632	14,196
Release of translation reserve upon disposal of a subsidiary	31	(85,880)	–
Other comprehensive income for the year		(85,513)	(11,271)
Total comprehensive income for the year		1,017,800	(74,722)
Attributable to:			
Equity shareholders of the Company			
– continuing operations		(131,500)	(118,247)
– discontinued operations		1,155,238	45,411
		1,023,738	(72,836)
Non-controlling interests			
– continuing operations		(141)	(5,835)
– discontinued operations		(5,797)	3,949
		(5,938)	(1,886)
Total comprehensive income for the year		1,017,800	(74,722)

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

The notes on pages 94 to 207 form part of these financial statements.

載於第94頁至207頁之附註為組成此等財務報表之一部分。

Consolidated Balance Sheet

綜合資產負債表

at 31 December 2019 於二零一九年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

		Note	2019	2018
		附註	二零一九年	二零一八年
			\$'000	\$'000
			千元	千元
				(Note)
				(附註)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	574,017	606,718
Interests in leasehold land held for own use	持作自用之租賃土地權益	10	173,912	177,803
Prepayments	預付款項	11	22,711	704
Intangible assets	無形資產	12	1,394	1,565
Goodwill	商譽	13	4,729	–
			776,763	786,790
Current assets	流動資產			
Interests in leasehold land held for own use	持作自用之租賃土地權益	10	–	4,741
Inventories	存貨	14	149,154	8,284
Trade and other receivables	貿易及其他應收款項	16	174,063	24,907
Cash and cash equivalents	現金及現金等值項目	17(a)	974,510	881,071
			1,297,727	919,003
Assets classified as held for sale	分類為持作出售之資產	31	–	248,967
			1,297,727	1,167,970
Current liabilities	流動負債			
Trade and other payables and contract liabilities	貿易及其他應付款項以及合約負債	18	128,252	941,306
Bank loans and other borrowings	銀行貸款及其他借貸	19	50,021	90,162
Lease liabilities	租賃負債	20	5,246	–
Current taxation	即期稅項	21(a)	1,481	9,096
Amounts due to related parties	應付關聯方款項	22	112,958	205,835
			297,958	1,246,399
Net current assets/(liabilities)	流動資產/(負債)淨值		999,769	(78,429)
Total assets less current liabilities	總資產減流動負債		1,776,532	708,361

Consolidated Balance Sheet

綜合資產負債表

at 31 December 2019 於二零一九年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Non-current liabilities			
Bank loans and other borrowings	19	652,478	789,772
Lease liabilities	20	2,886	–
Amounts due to related parties	22	167,448	–
Deferred tax liabilities	21(b)	–	2,971
		822,812	792,743
NET ASSETS/(LIABILITIES)		953,720	(84,382)
CAPITAL AND RESERVES			
Share capital	25(b)	373,264	373,264
Reserves		565,361	(450,056)
Total equity/(deficit) attributable to equity shareholders of the Company		938,625	(76,792)
Non-controlling interests		15,095	(7,590)
TOTAL EQUITY/(DEFICIT)		953,720	(84,382)

Approved and authorised for issue by the board of directors on 20 March 2020.

於二零二零年三月二十日獲董事會批准及授權刊發。

Yang Dong

楊冬

Director

董事

Zhang Lei

張雷

Director

董事

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

The notes on pages 94 to 207 form part of these financial statements.

載於第94頁至207頁之附註為組成此等財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to equity shareholders of the Company 本公司股東應佔權益										
		Share capital	Share premium	Special reserve	Translation reserve	Statutory reserve	Treasury shares held under share award scheme	Share-based compensation reserve	(Accumulated losses)/retained profits	Total	Non-controlling interests	Total (deficit)/equity
		股本	股份溢價	特別儲備	匯兌儲備	法定儲備	根據股份獎勵計劃持有的庫存股份	薪酬儲備	保留溢利	總計	非控股權益	總(虧絀)/權益
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
							(Note 24(a)) (附註24(a))	(Note 24(b)) (附註24(b))	(Note) (附註)			
Balance at 1 January 2018	於二零一八年一月一日之結餘	373,264	710,477	(251,428)	99,936	31,947	-	-	(974,952)	(10,756)	19,154	8,398
Loss for the year	年內虧損	-	-	-	-	-	-	-	(62,406)	(62,406)	(1,045)	(63,451)
Other comprehensive income	其他全面收益	-	-	-	(10,430)	-	-	-	-	(10,430)	(841)	(11,271)
Total comprehensive income	全面收益總額	-	-	-	(10,430)	-	-	-	(62,406)	(72,836)	(1,886)	(74,722)
Dividend declared to non-controlling interests in respect of prior years	就過往年度向非控股權益宣派的股息	-	-	-	-	-	-	-	-	-	(24,858)	(24,858)
Equity settled share-based transaction	以權益結算之股份交易	-	-	-	-	-	-	6,800	-	6,800	-	6,800
Balance at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日之結餘	373,264	710,477	(251,428)	89,506	31,947	-	6,800	(1,037,358)	(76,792)	(7,590)	(84,382)
Profit for the year	年內溢利	-	-	-	-	-	-	-	1,108,620	1,108,620	(5,307)	1,103,313
Other comprehensive income	其他全面收益	-	-	-	(84,882)	-	-	-	-	(84,882)	(631)	(85,513)
Total comprehensive income	全面收益總額	-	-	-	(84,882)	-	-	-	1,108,620	1,023,738	(5,938)	1,017,800
Dividend declared to non-controlling interests in respect of prior years	就過往年度向非控股權益宣派的股息	-	-	-	-	-	-	-	-	-	(5,021)	(5,021)
Equity settled share-based transaction	以權益結算之股份交易	-	-	-	-	-	-	8,260	-	8,260	-	8,260
Lapse of share options	購股權失效	-	-	-	-	-	-	(360)	360	-	-	-
Shares purchased under share award scheme	根據股份獎勵計劃購入股份	-	-	-	-	-	(16,581)	-	-	(16,581)	-	(16,581)
Acquisition of a subsidiary (Note 26)	收購一間附屬公司(附註26)	-	-	-	-	-	-	-	-	-	68	68
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	52,746	52,746
Disposal of equity interests in a subsidiary (Note 31)	出售附屬公司之權益(附註31)	-	-	-	-	-	-	-	-	-	(19,170)	(19,170)
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	373,264	710,477	(251,428)	4,624	31,947	(16,581)	14,700	71,622	938,625	15,095	953,720

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

The notes on pages 94 to 207 form part of these financial statements.

載於第94頁至207頁之附註為組成此等財務報表之一部分。

Consolidated Cash Flow Statement

綜合現金流量表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Operating activities			
Cash (used in)/generated from operations	17(b)	(141,918)	155,610
PRC dividend income withholding tax paid		(11,987)	–
PRC corporate income tax paid		(86)	–
Net cash (used in)/generated from operating activities		(153,991)	155,610
Investing activities			
Net proceed from disposal of discontinued operations	31	619,995	890,206
Net payment for acquisition of a subsidiary	26	(142,886)	–
Payment for the purchase of property, plant and equipment		(30,142)	(13,850)
Proceeds received from the disposal of property, plant and equipment		174	3,165
Prepayments for purchase of property, plant and equipment		(20,557)	–
Prepayments for right-of-use assets		(1,806)	1,453
Interest received		9,890	1,453
Net cash generated from investing activities		434,668	880,974
Financing activities			
Interest paid	17(c)	(51,934)	(45,940)
Advances from a related party	17(c)	236,869	30,465
Repayment to related parties	17(c)	(232,042)	(88,927)
Payment for purchase of shares under share award scheme		(16,581)	–
Proceeds from new bank loan	17(c)	749,896	–
Repayment of bank loans	17(c)	(908,068)	(61,656)
Capital injection from non-controlling interests		52,746	–
Dividend paid to non-controlling interests		(5,021)	(24,858)
Capital element of lease rentals paid	17(c)	(4,334)	–
Interest element of lease rentals paid	17(c)	(150)	–
Net cash used in financing activities		(178,619)	(190,916)
Net increase in cash and cash equivalents		102,058	845,668
Cash and cash equivalents at 1 January		881,071	41,161
Effect of foreign exchange rate changes		(8,619)	(5,758)
Cash and cash equivalents at 31 December	17(a)	974,510	881,071

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

The notes on pages 94 to 207 form part of these financial statements.

載於第94頁至207頁之附註為組成此等財務報表之一部分。

Notes to the Financial Statements

財務報表附註

[Expressed in Hong Kong dollars unless otherwise indicated] (以港元列示，另有註明者除外)

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 1(v)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

1 重大會計政策

(a) 合規聲明

此等財務報表乃根據所有適用之《香港財務報告準則》(「香港財務報告準則」)編製。此統稱詞彙包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之個別《香港財務報告準則》、《香港會計準則》(「香港會計準則」)及詮釋、香港公認會計原則及《香港公司條例》之披露規定。此等綜合財務報表亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)適用之披露規定。本集團採用之重大會計政策披露如下。

香港會計師公會已頒佈若干新訂及經修訂之《香港財務報告準則》，於本集團之當前會計期間首次生效或可供提前採納。附註1(c)提供因初次採用該等新訂及經修訂之準則(與本集團於反映於此等財務報表之本會計期間及前會計期間相關)所引致之任何會計政策變動之資料。

(b) 財務報表之編製基準

截至二零一九年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司之賬目。

編製財務報表所採用之計算基準為歷史成本基準。

非流動資產及持作出售之出售組別按賬面值與公允值減出售成本的較低者列示(見附註1(v))。

為編製符合《香港財務報告準則》之財務報表，管理層需要就可影響政策應用以及資產、負債、收入及開支之呈報金額作出判斷、估計及假設。有關估計及相關假設乃根據過往經驗，以及多項在有關情況下相信屬合理之其他因素而作出，有關結果構成對未能在其他資料來源顯示之資產及負債之賬面值作出判斷之基礎。實際結果可能與有關估計有所不同。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The HKICPA has issued a new HKFRS, HKFRS 16, *Leases*, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, *Leases*, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, *Leases*, and the related interpretations, HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases – incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low-value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

1 重大會計政策(續)

(b) 財務報表之編製基準(續)

本公司持續對估計及相關假設進行檢討。如果會計估計之更改僅影響該期間，則有關影響在估計變更期間確認，或如果有關更改影響本期間及未來期間，則有關影響於更改期間及未來期間確認。

附註2論述管理層在應用對財務報表有重大影響的《香港財務報告準則》時所作的判斷及估計的不確定性的主要來源。

(c) 會計政策變動

香港會計師公會已頒佈一項新訂《香港財務報告準則》，《香港財務報告準則》第16號，租賃及多項《香港財務報告準則》的修訂，並於本集團的本會計期間首次生效。

除《香港財務報告準則》第16號，租賃外，概無任何發展對本集團所編製或呈列本集團於本期間或過往期間的業績及財務狀況有重大影響。本集團尚未應用任何在本會計期間尚未生效的新準則或註釋。

《香港財務報告準則》第16號，租賃

《香港財務報告準則》第16號取代《香港會計準則》第17號，租賃及相關詮釋、香港(國際財務報告詮釋委員會)詮釋第4號，釐定安排是否包括租賃、香港(準則詮釋委員會)詮釋第15號，經營租賃－優惠及香港(準則詮釋委員會)詮釋第27號，評估涉及租賃法律形式交易之內容。其就承租人引入單一會計模式，要求承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃(「短期租賃」)或低價值資產租賃除外。轉承自《香港會計準則》第17號之出租人會計要求大致上維持不變。

《香港財務報告準則》第16號亦引入額外定性及定量披露規定，旨在令財務報表使用者得以評估租賃對實體財務狀況、財務表現及現金流量的影響。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

a. New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

本集團自二零一九年一月一日起初始應用《香港財務報告準則》第16號。本集團選擇採用經修訂的追溯法。比較資料並未重列，並繼續按照《香港會計準則》第17號呈列。

有關過往會計政策變動之性質及影響以及所應用過渡性選擇之進一步詳情載列如下：

a. 租賃之新定義

租賃定義之變動主要涉及控制之概念。《香港財務報告準則》第16號根據客戶是否於一段時間內控制使用已識別資產而定義租賃，可透過確定使用量釐定。在客戶既有權指示使用已識別資產，亦有權從該用途獲得幾乎所有經濟利益的情況下，則擁有控制權。

本集團僅將《香港財務報告準則》第16號租賃之新定義應用於二零一九年一月一日或之後訂立或更改之合約。就於二零一九年一月一日前訂立之合約而言，本集團已採用過渡實際權宜方法融入現有安排屬或包含租賃之先前評估。因此，先前根據《香港會計準則》第17號評估為租賃之合約繼續作為《香港財務報告準則》第16號項下租賃入賬，而先前評估為非租賃服務安排之合約繼續入賬為執行合約。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

- b. Lessee accounting and transitional impact
HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 10(c) and note 28(a). For an explanation of how the Group applies lessee accounting, see note 1(h)(i).

At the date of transition to HKFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 2.4%.

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

- b. 承租人會計方法及過渡影響
《香港財務報告準則》第16號取消要求承租人將租賃分類為經營租賃或融資租賃(誠如先前《香港會計準則》第17號所要求)。相反，本集團須在身為承租人時將所有租賃資本化，包括先前根據《香港會計準則》第17號分類為經營租賃之租賃，惟該等短期租賃及低價值資產租賃獲豁免除外。就本集團而言，該等新資本化租賃主要涉及附註10(c)及附註28(a)所披露的物業、廠房及設備。有關本集團應用承租人會計方法的解釋，見附註1(h)(i)。

於過渡至《香港財務報告準則》第16號當日(即二零一九年一月一日)，本集團釐定剩餘租期長短，並就先前分類為經營租賃之租賃按剩餘租賃付款現值計量租賃負債，使用於二零一九年一月一日之相關增量借貸利率貼現。用於釐定剩餘租賃付款現值之加權平均增量借貸利率為2.4%。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact (continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019; and
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

b. 承租人會計方法及過渡影響(續)

為方便過渡至《香港財務報告準則》第16號，本集團於初始應用《香港財務報告準則》第16號當日應用下列確認例外情況及實際權宜方法：

- (i) 本集團選擇不會就確認剩餘租期為於《香港財務報告準則》第16號初始應用日期起計12個月內結束(即租期於二零一九年十二月三十一日或之前到期)之租賃當中租賃負債及使用權資產，應用《香港財務報告準則》第16號之規定；及
- (ii) 當計量於初始應用《香港財務報告準則》第16號當日之租賃負債時，本集團對具有合理相似特徵之租賃組合(例如於類似經濟環境中屬類似相關資產類別且剩餘租期相若之租賃)應用單一貼現率。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact (continued)

The following table reconciles the operating lease commitments as disclosed in note 28(a) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

		1 January 2019 二零一九年 一月一日 \$'000 千元
Operating lease commitments at 31 December 2018	於二零一八年十二月三十一日之經營租賃承擔	8,494
Less: commitments relating to leases exempt from capitalisation: – short-term leases and other leases with remaining lease term ending on or before 31 December 2019	減：有關豁免資本化的租賃承諾： – 短期租賃及剩餘租期於二零一九年十二月三十一日或之前屆滿的其他租賃	(2,430)
		<u>6,064</u>
Less: total future interest expenses	減：未來利息開支總額	(157)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019	剩餘租賃付款之現值，使用於二零一九年一月一日之增量借貸利率貼現	5,907
		<u>5,907</u>
Total lease liabilities recognised at 1 January 2019	於二零一九年一月一日確認的租賃負債總額	<u>5,907</u>

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet at 31 December 2018.

與先前分類為經營租賃之租賃有關之使用權資產已按相當於剩餘租賃負債已確認金額之金額確認，按於二零一八年十二月三十一日資產負債表確認之租賃有關之任何預付或應計租賃付款金額作出調整。

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

b. 承租人會計方法及過渡影響(續)

下表載列於二零一八年十二月三十一日之期初租賃承擔(於附註28(a)披露)與於二零一九年一月一日已確認租賃負債之期初結餘之對賬：

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)
HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact (continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated balance sheet:

		Carrying amount at 31 December 2018	Reclassification from lease prepayments (Note 2) and interests in leasehold land held for own use (Note 1)	Capitalisation of operating lease contracts	Carrying amount at 1 January 2019
		於二零一八年十二月三十一日之賬面值 \$'000 千元	租賃預付款項(附註2)及持作自用之租賃土地權益重新分類(附註1) \$'000 千元	經營租賃合約資本化 \$'000 千元	於二零一九年一月一日之賬面值 \$'000 千元
Line items in the consolidated balance sheet impacted by the adoption of HKFRS 16:	受採納《香港財務報告準則》第16號影響的綜合資產負債表項目：				
Property, plant and equipment	物業、廠房及設備	606,718	-	5,907	612,625
Prepayments	預付款項	704	256	-	960
Interests in leasehold land held for own use	持作自用之租賃土地權益	177,803	4,741	-	182,544
Total non-current assets	非流動資產總值	786,790	4,997	5,907	797,694
Interests in leasehold land held for own use	持作自用之租賃土地權益	4,741	(4,741)	-	-
Trade and other receivables	貿易及其他應收款項	24,907	(256)	-	24,651
Total current assets	流動資產總值	1,167,970	(4,997)	-	1,162,973
Lease liabilities (current)	租賃負債(流動)	-	-	3,538	3,538
Total current liabilities	流動負債總值	1,246,399	-	3,538	1,249,937
Net current liabilities	流動負債淨值	78,429	-	3,538	81,967
Total assets less current liabilities	資產總值減流動負債	708,361	-	2,369	710,730
Lease liabilities (non-current)	租賃負債(非流動)	-	-	2,369	2,369
Total non-current liabilities	非流動負債總值	792,743	-	2,369	795,112
Net liabilities	負債淨值	84,382	-	-	84,382

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

b. 承租人會計方法及過渡影響(續)

下表概述採納《香港財務報告準則》第16號對本集團綜合資產負債表的影響：

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact (continued)

Note 1: Prepayments represent prepayments of land use rights on leasehold land located in the People's Republic of China (the "PRC"). The Group is granted with land use rights for a period of 50 years. The net carrying amount of lease prepayments were reclassified as right-of-use assets at the date of initial application of HKFRS 16. Also, there were no ongoing payment obligations under the terms of the land lease, so no lease liabilities were recognised at the date of initial application of HKFRS 16.

Note 2: Prepayments represent prepayment of costal usage right located in the PRC. The Group is granted with costal usage rights for a period of 8 years. The net carrying amount of lease prepayments were reclassified as right-of-use assets at the date of initial application of HKFRS 16. Also, there were no ongoing payment obligations under the terms of the land lease, so no lease liabilities were recognised at the date of initial application of HKFRS 16.

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

b. 承租人會計方法及過渡影響(續)

附註1：預付款項指位於中華人民共和國(「中國」)的租賃土地的土地使用權預付款項。本集團獲得土地使用權，為期50年。於初步應用《香港財務報告準則》第16號當日，租賃預付款項的賬面淨值已重新分類為使用權資產。此外，根據土地租賃條款並無持續付款責任，因此於首次應用《香港財務報告準則》第16號當日概無確認任何租賃負債。

附註2：預付款項指位於中國的海域使用權的預付款項。本集團獲授海域使用權，為期8年。於初步應用《香港財務報告準則》第16號當日，租賃預付款項的賬面淨值已重新分類為使用權資產。此外，根據土地租賃條款並無持續付款責任，因此於首次應用《香港財務報告準則》第16號當日概無確認任何租賃負債。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

HKFRS 16, Leases (continued)

- c. Impact on the financial result, segment results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated income statement, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 17(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (see note 17(d)).

1 重大會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第16號，租賃(續)

- c. 對本集團財務業績、分部業績及現金流量的影響

在於二零一九年一月一日初始確認使用權資產及租賃負債後，本集團(作為承租人)須確認租賃負債的未償還餘額中產生的利息開支以及使用權資產的折舊，而非過往以直線基準確認租期內經營租賃產生的租賃開支的政策。與倘於年內應用香港會計準則第17號所得的業績相比，此對本集團綜合收益表中錄得的經營溢利產生正面影響。

在現金流量表中，本集團(作為承租人)須將根據資本化租賃支付的租金分成其資本部分及利息部分(見附註17(c))。該等部分被分類為融資現金流出(而非經營現金流出)，類似於對先前根據《香港會計準則》第17號被分類為融資租賃的租賃的處理方法，猶如《香港會計準則》第17號的經營租賃。雖然總現金流量未受影響，但是採納《香港財務報告準則》第16號導致於現金流量表內呈列現金流量時出現重大變動(見附註17(d))。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(c) Changes in accounting policies (continued)****HKFRS 16, Leases (continued)****d. Lessor accounting**

The Group leases out a number of items of dock and storage facilities as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.

(d) Subsidiaries, controlled structured entities and non-controlling interests

Subsidiaries are entities (including structured entities) controlled by the Group. 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

1 重大會計政策(續)**(c) 會計政策變動(續)****《香港財務報告準則》第16號，租賃(續)****d. 出租人會計方法**

本集團根據經營租賃以出租人身份出租若干碼頭及貯存設施。本集團作為出租人適用的會計政策大致上與《香港會計準則》第17號項下者大致維持不變。

(d) 附屬公司、受控制結構性實體及非控股權益

附屬公司乃受本集團控制之實體(包括結構性實體)。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。於評估本集團是否擁有權力時，僅會考慮其實質權利(由本集團及其他方持有)。

結構性實體指實體經過設計使投票表決權或類似權利不能作為主導因素決定誰實質控制實體，例如當任何投票表決權僅與行政管理活動有關，相關的業務活動應當透過合同安排開展。

於附屬公司之投資從擁有控制權日起被合併入綜合財務報表，直至該控制權終止時為止。集團內部往來之結餘、交易及現金流量以及集團內部交易所產生之任何未變現溢利，均在編製綜合財務報表時全數抵銷。在無證據顯示出現減值之情況下，集團內部交易所產生之未變現虧損，會按與未變現收益相同之方法抵銷。

非控股權益指並非由本公司直接或間接應佔之附屬公司股權，就此而言，本集團並無與該等權益之持有人協定任何額外條款，以致本集團整體上對該等權益產生符合財務負債的定義的合約責任。就各業務合併而言，本集團可選擇按公允值或彼等於附屬公司可辨認資產淨值的持股比例計量任何非控股權益。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries, controlled structured entities and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet in accordance with notes 1(n) or (q) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)). A controlled structured entity that is directly held by the Company is considered as branch/agent of the Company and the assets and liabilities thereof are accounted for as assets and liabilities of the Company in the Company's balance sheet.

1 重大會計政策(續)

(d) 附屬公司、受控制結構性實體及非控股權益(續)

非控股權益在綜合資產負債表之權益項目中與本公司股東應佔權益分開列示。本集團業績之非控股權益在綜合損益表及綜合全面收益表呈列以顯示本年度之溢利或虧損總額和全面收益總額於非控股權益與本公司股東之間之分配。來自非控股權益持有人之貸款及該等持有人之其他合約性責任，視乎負債性質根據附註1(n)或(q)於綜合資產負債表呈列為財務負債。

本集團就並無導致失去附屬公司控制權的變動按權益交易入賬，並對綜合權益中控股及非控股權益的數額作出調整，以表明相關權益變動，但並未對商譽作出調整，且並未確認收益或虧損。

當本集團失去對附屬公司之控制權時，入賬為出售於該附屬公司之所有權益，且所得收益或虧損於損益表內確認。於控制權喪失日於該前附屬公司保留的任何權益均按公允值予以確認，且該數額被視為金融資產初步確認之公允值或(倘適用)於聯營公司或合營企業之投資初步確認之成本。

於本公司之資產負債表內，於附屬公司之投資按成本減去減值虧損列賬(見附註1(i))。直接由本公司持有的受控制結構實體被視為本公司的分公司/代理商，其資產及負債於本公司資產負債表中被列入為本公司資產及負債。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Goodwill**

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(i)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(f) Property, plant and equipment

- (i) Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(u)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

1 重大會計政策(續)**(e) 商譽**

商譽指以下兩者之差額

- (i) 所轉讓代價之公允值、於被收購方的任何非控股權益金額及本集團過往於被收購方所持有股權之公允值的總額；減
- (ii) 被收購方可識別資產及負債於收購日期計量之公允淨值。

當(ii)高於(i)時，則其差額即時於損益中確認為議價購買之收益。

商譽按成本減累計減值虧損列賬。業務合併產生的商譽會分配至預期可透過合併的協同效益獲利的各現金產生單位或一組現金產生單位，並且每年接受減值測試(見附註1(i))。

於年內出售的現金產生單位的任何應佔購入商譽均包括在出售項目的損益內。

(f) 物業、廠房及設備

- (i) 物業、廠房及設備按成本減累計折舊及減值虧損列賬(見附註1(i))。

自建物業、廠房及設備項目的成本包括物料成本、直接勞工成本，以及拆卸及搬遷項目及恢復項目所在地原貌之成本之初步估計(倘有關)和適當比例之生產經常費用及借貸成本(見附註1(u))。

報廢或出售物業、廠房及設備項目所產生之損益是以有關項目之出售所得款項淨額與賬面值之間之差額釐定，並在報廢或出售當日在損益賬內確認。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(f) Property, plant and equipment (continued)****(i) (continued)**

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their residual value, if any, using the straight-line method over their estimated useful lives as follows:

– Buildings	30 years
– Dock and storage facilities	5–30 years
– Office equipment	5–10 years
– Motor vehicles	5–10 years
– Leasehold improvements	Over the term of the lease
– Right-of-use assets	Over the term of the lease

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

- (ii) Construction in progress represents oil and gas station under construction and pending installation, and is stated at cost less impairment losses (see note 1(i)). Cost comprises direct costs of construction as well as interest charges, and foreign exchange differences on related borrowed funds to the extent that they are regarded as an adjustment to interest charges, during the periods of construction.

Construction in progress is transferred to property, plant and equipment when the asset is ready for its intended use. No depreciation is provided in respect of construction in progress.

1 重大會計政策(續)**(f) 物業、廠房及設備(續)****(i) (續)**

物業、廠房及設備項目成本之折舊乃按下列估計可使用年期，在扣除其殘值(若有)後，以直線法計算：

– 樓宇	30年
– 碼頭及貯存設施	5–30年
– 辦公室設備	5–10年
– 汽車	5–10年
– 租賃物業裝修	租期
– 使用權資產	租期

當一項物業、廠房及設備項目之各部分有不同之可使用年期，此項目各部分之成本將按合理基礎分配，而每部分將作個別折舊。一項資產之可使用年期及其殘值(若有)會每年進行檢討。

- (ii) 在建工程指在建及待安裝之油氣站，並按成本減減值虧損列賬(見附註1(i))。成本包括建設之直接成本以及利息費用，以及在建期間，在相關借入資金之外匯差額被視為利息費用調整的範圍內。

在建工程在資產達到其擬可使用時轉移至物業、廠房及設備。就在建工程而言概無提供任何折舊。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(g) Intangible assets**

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(i)). Amortisation of club memberships is charged to profit or loss on a straight-line basis over the estimated useful lives of 17 to 24 years.

Both the period and method of amortisation are reviewed annually.

(h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

(A) Policy applicable from 1 January 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

1 重大會計政策(續)**(g) 無形資產**

本集團購入的無形資產按成本減累計攤銷(當有可預計之估計可使用年期)及減值虧損列賬(見附註1(i))。會所會籍之攤銷會按17至24年估計可使用年期以直線法自損益賬中扣除。

攤銷的期間及方法均會每年進行檢討。

(h) 租賃資產

於合約成立時，本集團會評估合約是否為租賃或包含租賃。倘合約賦予在一段時間內控制已識別資產使用的權利以換取代價，則合約為租賃或包含租賃。如果客戶有權主導已識別資產的使用及從該使用中獲取幾乎所有的經濟收益，則控制權是已讓渡。

(i) 作為承租人

(A) 自二零一九年一月一日起適用的政策

倘合約包括租賃部分及非租賃部分，則本集團選擇不區分非租賃部分，並就所有租賃將各租賃部分及任何相關的非租賃部分入賬列為單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債(租賃期為12個月或更短的短期租賃以及低價值資產租賃(主要為筆記型電腦及辦公室傢俬)除外)。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃撥充資本。與該等未撥充資本租賃相關的租賃付款於租期內按系統基準確認為開支。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(h) Leased assets (continued)****(i) As a lessee (continued)****(A) Policy applicable from 1 January 2019 (continued)**

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(f) and 1(i)).

1 重大會計政策(續)**(h) 租賃資產(續)****(i) 作為承租人(續)**

(A) 自二零一九年一月一日起適用的政策(續)
倘租賃被撥充資本，租賃負債按租期內應付租賃付款之現值初步確認，且使用租賃所隱含的利率貼現，或倘利率不可隨時釐定，則使用相關增量借貸利率。於初步確認後，租賃負債以攤銷成本計量且利息開支使用實際利率法計算。不取決於指數或利率的可變租賃款項並未包括於租賃負債之計量中，並因此於其產生之會計期間於損益扣除。

於租賃被撥充資本時確認的使用權資產初步按成本計量，包括租賃負債之初始金額，加上於開始日期或之前作出之任何租賃付款，以及所產生之任何初步直接成本。使用權資產之成本亦包括拆除及移除相關資產或恢復相關資產或所在工地而產生的估計成本，貼現至其現值並扣除任何已收租賃優惠(如適用)。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註1(f)及1(i))。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

(i) As a lessee (continued)

(A) Policy applicable from 1 January 2019 (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in "interests in leasehold land held for own use", "property, plant and equipment" or "prepayments" and presents lease liabilities separately in the balance sheet.

1 重大會計政策(續)

(h) 租賃資產(續)

(i) 作為承租人(續)

(A) 自二零一九年一月一日起適用的政策(續)

當指數或利率之變動導致未來租賃款項有變；或當本集團預期根據剩餘價值擔保應付的估計金額有變；或當本集團就是否合理確定將行使購買、延期或終止選擇權的重新評估出現變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，則就使用權資產之賬面值作出相應調整，或當使用權資產之賬面值減至零，則於損益入賬。

本集團在「持有自用之租賃土地權益」、「物業、廠房及設備」或「預付款項」中呈列不符合投資物業定義的使用權資產，並於資產負債表中分開呈列租賃負債。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

(i) As a lessee (continued)

(B) Policy applicable prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, except that the leasehold land held for own use, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

1 重大會計政策(續)

(h) 租賃資產(續)

(i) 作為承租人(續)

(B) 於二零一九年一月一日前適用的政策

於比較期間，作為承租人，倘租賃轉移所有權之絕大部分風險及回報至本集團，則本集團將有關租賃分類為融資租賃。倘租賃並無將所有權之絕大部分風險及回報轉移至本集團，則分類為經營租賃，惟持作自用之租賃土地除外，其公允值無法與租賃開始時位於其上的樓宇的公允值分開計量，入賬作為根據融資租賃持有，除非該樓宇亦清晰地根據經營租賃持有。就此而言，租賃開始時間為本集團最早訂立或自前承租人接管租賃的時間。

倘本集團以經營租賃獲得資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額分期在損益中列支，惟倘有其他基準能更清楚反映租賃資產所產生的收益模式則除外。租賃所涉及的激勵措施均在損益中確認為租賃淨付款總額的組成部分。或有租金在其產生的會計期間內在損益中列支。

收購根據經營租賃持有的土地的成本按直線基準於租期內攤銷。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(s)(i).

(i) Credit loss and impairment of assets

(i) Credit losses from financial instrument and lease receivables

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the financial assets measured at amortised cost (including cash and cash equivalents, and trade and other receivables) and lease receivables.

Financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

1 重大會計政策(續)

(h) 租賃資產(續)

(ii) 作為出租人

倘本集團為出租人，其於租賃初始階段釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分所有風險及報酬，該租賃應分類為融資租賃。倘不屬於該情況，該租賃被分類為經營租賃。

倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。經營租賃產生的租金收入根據附註1(s)(i)確認。

(i) 信貸虧損及資產減值

(i) 金融工具及應收租金的信貸虧損

本集團對按攤銷成本計量的金融資產(包括現金及現金等值項目以及貿易及其他應收款項)及應收租金確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。

按公允值計量的金融資產毋須進行預期信貸虧損評估。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值(即根據合同應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Credit loss and impairment of assets (continued)

(i) Credit losses from financial instrument and lease receivables (continued)

Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the balance sheet date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

1 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(i) 金融工具及應收租金的信貸虧損(續)

計量預期信貸虧損(續)

倘貼現影響重大，則預期現金差額將採用以下貼現率貼現：

- 定息金融資產、貿易及其他應收款項以及合約資產：於初步確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率；
- 應收租金：計算應收租金時使用的折現率。

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本及努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指結算日後12個月內可能發生的違約事件而導致的預期虧損；及
- 全期的預期信貸虧損：指預期信貸虧損模型適用項目之預期年期內所有可能違約事件而導致的預期虧損。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Credit loss and impairment of assets (continued)

(ii) Credit losses from financial instrument and lease receivables (continued)

Measurement of ECLs (continued)

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the balance sheet date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the balance sheet date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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.

1 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(ii) 金融工具及應收租金的信貸虧損(續)

計量預期信貸虧損(續)

貿易應收賬款之虧損撥備一般按等同於全期的預期信貸虧損的金額計量。於結算日，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

對於所有其他金融工具，本集團確認相當於12個月預期信用虧損的虧損撥備，除非自初始確認以來金融工具的信貸風險顯著增加，在這種情況下，虧損撥備的計算金額等於全期預期信貸虧損。

信貸風險大幅上升

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於結算日及於初步確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Credit loss and impairment of assets (continued)****(i) Credit losses from financial instrument and lease receivables (continued)**

Significant increases in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

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

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each balance sheet date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

1 重大會計政策(續)**(i) 信貸虧損及資產減值(續)****(i) 金融工具及應收租金的信貸虧損(續)**

信貸風險大幅上升(續)

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合同到期日期支付本金或利息；
- 金融工具外部或內部信貸測評的實際或預期顯著惡化(如有)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於金融工具的性质，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

預期信貸虧損於各結算日進行重新計量以反映金融工具自初步確認以來的信貸風險變動。預期信貸虧損的款項均於損益確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Credit loss and impairment of assets (continued)****(ii) Credit losses from financial instrument and lease receivables (continued)**

Basis of calculation of interest income

Interest income recognised in accordance with note 1(s)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each balance sheet date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

1 重大會計政策(續)**(i) 信貸虧損及資產減值(續)****(ii) 金融工具及應收租金的信貸虧損(續)**

計算利息收入的基準

根據附註1(s)(iv)確認的利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。

於各結算日，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Credit loss and impairment of assets (continued)****(i) Credit losses from financial instrument and lease receivables (continued)**

Write-off policy

The gross carrying amount of a financial asset and lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's balance sheet.

1 重大會計政策(續)**(i) 信貸虧損及資產減值(續)****(i) 金融工具及應收租金的信貸虧損(續)**

撇銷政策

若日後實際上不可收回款項，本集團則會撇銷(部分或全部)金融資產的總賬面值。該情況通常出現在本集團確定債務人並無資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

(ii) 其他非流動資產減值

內部和外來之信息來源會在每個結算日審閱，以確定下列資產有否出現減值跡象，或以往確認之減值虧損是否不復存在或可能已經減少：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；及
- 本公司資產負債表中於附屬公司的投資。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Credit loss and impairment of assets (continued)****(ii) Impairment of other non-current assets (continued)**

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its 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 the pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).
- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

1 重大會計政策(續)**(i) 信貸虧損及資產減值(續)****(ii) 其他非流動資產減值(續)**

如有任何減值跡象存在，則估計資產的可收回價值。此外，就商譽而言，可收回金額每年估計，不論是否有任何減值跡象。

- 計算可收回價值
資產之可收回價值為其公允值減去處置費用之淨額與使用價值兩者中之較高者。在評估使用價值時，預期未來現金流量會按可以反映當時市場對貨幣時間值及資產特定風險之評估之稅前貼現率，貼現至其現值。如果資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則會以可獨立產生現金流入之最小一組資產(即現金產生單位)來釐定可收回價值。
- 確認減值虧損減值
當資產或其所屬現金產生單位之賬面值超過可收回金額，則會於損益確認減值虧損。就現金產生單位確認之減值虧損會作出分配，首先調低已分配至該現金產生單位(或該組單位)的任何商譽賬面值，其後按比例調低該單位(或該組單位)內其他資產的賬面值，惟資產賬面值不可減至低於其個別公允值減出售成本(如可計量)或其使用價值(如可釐定)。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Credit loss and impairment of assets (continued)****(ii) Impairment of other non-current assets (continued)**

- Reversal of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the balance sheet date (see notes 1 (i)(i) and (ii)). Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the balance sheet date to which the interim period relates.

(j) Inventories**(i) Inventories**

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

1 重大會計政策(續)**(i) 信貸虧損及資產減值(續)****(ii) 其他非流動資產減值(續)**

- 減值虧損撥回
就商譽以外的資產而言，倘若用以釐定可收回價值之估計發生有利變化，便會將減值虧損撥回。與商譽有關之減值虧損不會撥回。

所撥回之減值虧損限於該資產於過往年度並無確認減值虧損時之賬面值。減值虧損撥回於確認撥回之年度計入損益。

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期結束時，本集團採用於結算日應採用的相同減值測試、確認及撥回條件(見附註1(i)(i)及(ii))。就商譽於中期期間確認的減值虧損不會於其後期間撥回。即使在中期期間有關的結算日評估減值時便已確認並無虧損或所確認虧損較少，亦不會撥回減值虧損。

(j) 存貨**(i) 存貨**

存貨乃按成本與可變現淨值兩者間的較低者列賬。

成本按加權平均成本公式計算，其包括所有購買成本、轉換成本及將存貨付運至其現在位置及達致現在狀況所產生的其他成本。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(j) Inventories (continued)****(i) Inventories (continued)**

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(ii) Consumable parts

Consumable parts held for repair and maintenance purposes by the Group are stated at cost less any provision for obsolescence.

(k) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(s)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 1(i)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(l)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(s)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(l)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

1 重大會計政策(續)**(j) 存貨(續)****(i) 存貨(續)**

可變現淨值乃於日常業務過程中的估計售價減完成的估計成本及銷售所需估計成本。

當存貨售出時，該等存貨的賬面值於確認有關收益期間支銷。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間支銷。任何存貨撇減的撥回金額乃於撥回產生期間確認為已列作開支的存貨金額的減少。

(ii) 消耗品

本集團持作維修之用之消耗品按成本減廢棄撥備列賬。

(k) 合約資產及合約負債

當本集團根據合約所載付款條款無條件享有代價前確認收入(見附註1(s))時，確認合約資產。合約資產根據附註1(i)(i)所載政策評估預期信貸虧損，並於享有代價的權利變為無條件時重新分類至應收款項(見附註1(l))。

當客戶在本集團確認相關收入前支付代價時，確認合約負債(見附註1(s))。倘本集團於本集團確認相關收入前擁有無條件收取代價之權利，則亦將確認合約負債。在這種情況下，亦將確認相應的應收款項(見附註1(l))。

對於與客戶的單一合約，合約資產或合約負債按淨額呈列。對於多份合約，合約資產及無關合同的合約負債不以淨額呈列。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(l) Trade and other receivables**

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(k)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(i)).

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(u)).

(o) Employee benefits**(i) Short-term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

1 重大會計政策(續)**(l) 貿易及其他應收款項**

應收款項於本集團有無條件接納代價之權利時確認。如在到期支付該代價前僅需要經過一段時間，則獲得代價的權利是無條件的。倘收益乃於本集團擁有無條件收取代價的權利前確認，則該金額呈列作合約資產(見附註1(k))。

應收款項採用實際利率法減去信貸虧損撥備，按攤餘成本列賬(見附註1(i))。

(m) 現金及現金等值項目

現金及現金等值項目包括銀行存款及現金、存放於銀行及其他財務機構之活期存款，以及短期及高流動性之投資，此等投資可以隨時換算為已知之現金額，而價值變動方面之風險不大，並在購入後三個月內到期。

(n) 計息借貸

計息借貸初始按公允值減交易成本計量。於最初確認後，計息借貸以實際利率法按攤銷成本列賬。利息開支根據本集團的借貸成本會計政策確認(見附註1(u))。

(o) 僱員福利**(i) 短期僱員福利及向定額供款退休計劃作出之供款**

薪金、年度獎金、有薪年假、定額供款退休計劃之供款及非貨幣利益之成本，均在僱員提供相關服務之年度內累計。如延遲支付或結算且會構成重大影響，則上述數額須按現值列賬。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(o) Employee benefits (continued)****(ii) Share-based payments**

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based compensation reserve within equity. The fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is included in the amount recognised share capital for the shares issued) or the option expires (when it is released directly to retained profits/accumulated losses).

(iii) Share award scheme

For the share award scheme, the Group may purchase its own shares through the trustee of the share award scheme from the open market for the shares to be granted under the share award scheme. Shares held by a controlled structured entity of the Group (see note 1(d)) to meet obligations under share award scheme (see note 24(a)) are accounted for as treasury shares in the consolidated financial statements.

1 重大會計政策(續)**(o) 僱員福利(續)****(ii) 以股份為基礎之支出**

授予員工之購股權之公允價值確認為員工成本，並相應於股本內增加股份薪酬儲備。公允價值於授予日期經考慮有關購股權之授出條款及條件後採用二項式模型釐定。倘員工須符合歸屬條件方能無條件取得購股權，則購股權之估計公允價值總額將於歸屬期間攤分，並考慮到購股權將予歸屬持有人所有之可能性。

於歸屬期間，預期歸屬之購股權數目將獲審核。對於過往年度確認之累計公允價值作出之任何調整，將支取／計入審核年度之損益賬，除非原來之員工開支可獲確認為資產，則於股份薪酬儲備中作出相應調整。於歸屬日，已確認為開支之金額將調整至反映歸屬之購股權之實際數目（並於股份薪酬儲備中作出相應調整），惟因無法達到與本公司股份市價相關之歸屬條件而喪失者除外。股本金額將於以股份薪酬儲備確認，直到購股權獲行使（屆時計入已發行股份的已確認股本金額）或購股權期屆滿（屆時直接撥入保留溢利／累計虧損）。

(iii) 股份獎勵計劃

就股份獎勵計劃而言，本集團可能會根據股份獎勵計劃透過股份獎勵計劃受託人於股份將予授出之公開市場購買其自有股份。本集團受控結構性實體為履行股份獎勵計劃（見附註24(a)）項下的責任而持有的股份（見附註1(d)）於綜合財務報表中計入庫存股份。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

1 重大會計政策(續)

(p) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項及遞延稅項資產及負債之變動均在損益賬內確認，但與直接確認為其他全面收益或權益項目相關者，則分別確認為其他全面收益項目或權益。

本期稅項乃按本年度應課稅收入，根據已生效或在結算日實質上已生效之稅率計算而預期應付之稅項，並就過往年度應付稅項作出任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時性差異產生，即資產及負債在就財務呈報目的之賬面值與其稅基之差異。遞延稅項資產亦可以由未利用稅項虧損及未利用稅項抵免產生。

除了某些有限之例外情況外，所有遞延稅項負債及遞延稅項資產（只以未來可能有應課稅溢利予以抵銷之資產為限）均會確認。支持確認由可抵扣暫時性差異所產生遞延稅項資產之未來應課稅溢利，包括因回撥現有應課稅暫時性差異而產生之數額；但有關差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時性差異預計回撥之同一期間或遞延稅項資產所產生之稅項虧損向後期或向前期結轉之期間內回撥。在決定現有之應課稅暫時性差異是否足以支持確認為未利用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，倘涉及同一稅務機關及同一應課稅實體，而且預期可利用稅項虧損及抵免之同一個或多個期間內回撥，則予以計算在內。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination) and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

1 重大會計政策(續)

(p) 所得稅(續)

遞延稅項資產及負債確認之有限例外情況包括不影響會計或應課稅溢利(如屬業務合併之一部分則除外)之資產或負債之初次確認，以及於附屬公司之投資之暫時性差異(如屬應課稅差異，只限於本集團可以控制回撥之時間，而且在可預見之將來不大可能回撥之差異；或如屬可扣減之差異，則只限於可在將來回撥之差異)。

已確認之遞延稅項數額是按照資產及負債賬面值之預期變現或清償方式，以於結算日已生效或實際生效之稅率計量。遞延稅項資產及負債均不須貼現。

遞延稅項資產之賬面值，每個結算日予以重計，並於不可能再有足夠應課稅溢利可利用有關稅務優惠予以削減。任何有關減少在可能有足夠應課稅溢利可供抵免時回撥。

分配股息產生的額外所得稅於確認支付相關股息的負債時確認。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(p) Income tax (continued)**

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Trade and other payables

Trade and other payables (including amounts due to related parties) are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

1 重大會計政策(續)**(p) 所得稅(續)**

本期稅項結餘及遞延稅項結餘及其變動額會分開列示，並且不予抵銷。倘本公司或本集團有法定行使權以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件之情況下，本期稅項資產與遞延稅項資產始會分別與本期稅項負債及遞延稅項負債抵銷：

- 倘為本期稅項資產及負債，本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 倘為遞延稅項資產及負債，而此等資產及負債與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同之應課稅實體。此等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回之期間內，按淨額基準變現本期稅項資產及清償本期稅項負債，或同時變現該資產及清償該負債。

(q) 貿易及其他應付款項

貿易及其他應付款項(包括應付關聯方款項)初步按公允值確認，其後則按攤銷成本列賬，惟在貼現並無重大影響之情況下，則按成本列賬。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Provisions and contingent liabilities

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

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

(s) Revenue and other income

Income is classified by the Group as revenue when it arises from the sales of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

1 重大會計政策(續)

(r) 撥備及或然負債

如果本集團須就已發生之事件承擔法律或推定責任，而會導致經濟利益外流以履行該項責任及在可以作出可靠之估計時，則確認撥備。如果貨幣時間價值重大，則按履行責任預計所需支出之現值計提準備。

如經濟利益流出之可能性較低，或無法對有關數額作出可靠之估計，則會將該責任披露為或然負債，但經濟利益外流之可能性極低則除外。如果有關責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則會披露為或然負債，除非經濟利益外流之可能性極低。

(s) 收入及其他收益

於本集團業務的日常業務過程中，本集團將根據租賃銷售貨品、提供服務或他人使用本集團資產而產生的收入分類為收益。

收入於按本集團預期有權享有之約定代價金額將產品或服務控制權轉移至客戶或租賃有權使用資產時確認，惟不包括代表第三方收取之金額。收入不包括增值稅或其他銷售稅，且已扣除任何貿易折扣。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(s) Revenue and other income (continued)**

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(ii) Port income

Port income is recognised upon performance of the services.

(iii) Sales of goods

Revenue is recognised when the customer takes possession of and accepts the products, depending on the terms agreed with customers.

1 重大會計政策(續)**(s) 收入及其他收益(續)**

合約包含融資部分，為客戶提供重大融資利益超過12個月，則收益按以與客戶進行之個別融資交易所反映貼現率貼現之應收款項現值計量，而利息收入則按實際利率法獨立累計。倘合約包含融資部分，為本集團提供重大融資利益，則根據該合約確認之收益包括按實際利率法計算合約責任產生之利息開支。本集團運用香港財務報告準則第15號第63段之實際合宜方法，當融資期限為12個月或以下時，則不會就重大融資部分之任何影響調整代價。

本集團之收入及其他收益確認政策之進一步詳情如下：

(i) 經營租賃所得租金收入

經營租賃之應收租金收入在租賃期所涵蓋之期間內，以等額分期在損益內確認；但如有其他基準能更清楚地反映使用租賃資產所產生之利益模式則除外。租賃優惠措施在損益內確認為應收租賃淨付款總額之組成部分。

(ii) 港口收入

港口收入於提供服務時確認。

(iii) 銷售貨品

當客戶接管及接受產品時確認收益，視乎與客戶協定的條款而定。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(s) Revenue and other income (continued)****(iv) Interest income**

Interest income is recognised as it accrues under the effective interest method using the rate exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(i)(i)).

(v) Government grants

Government grants are recognised in the balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

1 重大會計政策(續)**(s) 收入及其他收益(續)****(iv) 利息收入**

利息收入使用實際利息法，按於金融資產之預計年期內將估計未來現金收入準確貼現至金融資產總賬面值之利率累計確認。就按攤銷成本計量且並無出現信貸減值的金融資產而言，資產的賬面總值適用實際利率。就出現信貸減值的金融資產而言，資產的攤銷成本(即扣除虧損撥備的賬面總值)適用實際利率(見附註1(i)(i))。

(v) 政府補助金

倘可合理確定能夠收取政府補助金，而本集團將符合政府補助金所附帶的條件，則政府補助金將初步在資產負債表中確認。補償本集團所產生開支的補助金於產生開支的同一期間有系統地於損益中確認為收益。補償本集團資產成本的補助金乃於該資產之賬面值扣減，從而實際上通過減少折舊費用按資產的使用年限在損益賬確認。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Translation of foreign currencies

The functional currencies of the Company and its subsidiaries in the PRC are Hong Kong dollars and Renminbi Yuan (“RMB”) respectively. The Group adopted Hong Kong dollars as its presentation currency.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains or losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of operations with functional currency other than Hong Kong dollars are translated into Hong Kong dollars at the exchange rates approximating the exchange rates ruling at the dates of the transactions. Balance sheet items are translated into Hong Kong dollars at the closing exchange rates at the balance sheet date. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

On disposal of an operation with functional currency other than Hong Kong dollars, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1 重大會計政策(續)

(t) 外幣換算

本公司及其於中國之附屬公司之功能貨幣分別為港元及人民幣(「人民幣」)。本集團採納港元為呈列貨幣。

年內之外幣交易按交易日的匯率換算。以外幣計值之貨幣資產及負債均按結算日之匯率換算。匯兌盈虧均於損益賬內確認。

以歷史成本計量之外幣非貨幣資產及負債按交易日之匯率換算。交易日期是公司最初確認此類非貨幣資產或負債的日期。以公允值計量之外幣非貨幣資產及負債，則以釐定其公允值當日之匯率換算。

功能貨幣為港元以外之貨幣之業務業績按與交易日的匯率相若之匯率換算為港元。資產負債表項目則按結算日之匯率換算為港元。所產生之匯兌差額計入其他全面收益及於匯兌儲備權益中分開累計。

在出售一項業務而其功能貨幣並非港元時，當確認出售的利潤或虧損後，有關該業務的累計匯兌差異金額會從權益重新分類到損益內。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(u) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are complete.

(v) Non-current asset held for sale and discontinued operations**(i) Non-current assets held for sale**

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

1 重大會計政策(續)**(u) 借貸成本**

直接與為收購、建造或生產需頗長時間方可達致擬定用途或銷售目的之資產有關的借貸成本均資本化為資產的部分成本。其他借貸成本於產生之期間支銷。

屬於合資格資產成本一部分的借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途期間開始資本化。在使合資格資產投入擬定用途所必須的絕大部分工作完成時，借貸成本便會暫停或停止資本化。

(v) 持作出售之非流動資產及終止經營業務**(i) 持作出售之非流動資產**

倘非流動資產(或出售組別)之賬面值很有可能將透過出售交易而非透過持續使用而收回，則會獲分類為持作出售，而該資產(或出售組別)於其現況下可供出售。出售組別指一組資產將於同一交易中被一併出售，而與該等資產有直接關連的負債將於該交易中轉移。

當本集團承諾之出售計劃涉及失去某附屬公司之控制權時，不論本集團是否將於出售後保留該附屬公司之非控股權益，該附屬公司之所有資產及負債於符合上述分類為持作出售之條件時會分類為持作出售。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Non-current asset held for sale and discontinued operations (continued)

(i) Non-current assets held for sale (continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 1.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

1 重大會計政策(續)

(v) 持作出售之非流動資產及終止經營業務(續)

(i) 持作出售之非流動資產(續)

於緊接分類為持作出售前，非流動資產(及於出售組別內之所有個別資產及負債)之計量根據分類前之會計政策作出更新。其後於首次分類為持作出售及直至出售期間，非流動資產(不包括下列所闡釋之若干資產)或出售組別按其賬面值及公允值減出售成本之較低者列賬。就本集團及本公司之財務報表而言，此計量政策之主要例外為遞延稅項資產、僱員福利產生之資產、財務資產(不包括於附屬公司、聯營公司及合營企業之投資)及投資物業。該等資產即使持有出售，將繼續按照附註1其他地方所載的政策計量。

於首次分類為持作出售及其後在持作出售期間重新計量之減值虧損於損益中確認。只要非流動資產仍獲分類為持作出售，或獲納入分類為持作出售之出售組別，則該非流動資產即不予折舊或攤銷。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(v) Non-current asset held for sale and discontinued operations (continued)****(ii) Discontinued operations**

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

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

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

1 重大會計政策(續)**(v) 持作出售之非流動資產及終止經營業務(續)****(ii) 終止經營業務**

終止經營業務是本集團業務之一部分，其營運及現金流量可與本集團其他業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合列為待出售項目(見上文(ii))的標準(以較早者為準)，則分類為終止經營業務。此情況亦會於業務被廢止時出現。

倘若業務分類列為終止經營，則會於損益表按單一數額呈列，當中包含：

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

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(w) Related parties**

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

1 重大會計政策(續)**(w) 關聯人士**

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即此實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩家實體均為同一第三方的合營企業。
 - (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)**(w) Related parties (continued)****(b) (continued)**

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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.

(x) Segment reporting

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

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

1 重大會計政策(續)**(w) 關聯人士(續)****(b) (續)**

(v) 此實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。

(vi) 此實體受(a)所識別人土控制或受共同控制。

(vii) 於(a)(i)所識別人土對此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) 此實體或任何組成集團一部分的成員公司向本集團或其母公司提供主要管理人員服務。

有關人士之近親家族成員為預期於買賣實體時將影響該人士或受該人士影響之該等家族成員。

(x) 分部報告

經營分部及財務報表內申報各分部之金額，乃取自向本集團最高行政管理層定期提供用作向本集團各項業務及地點分配資源並評估其表現之財務資料。

個別重大經營分部不會為財務申報目的而合計，除非有關分部具有類似經濟特性，並具類似的產品及服務性質、生產工序性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

The critical accounting judgements in applying the Group's accounting policies and key sources of estimation uncertainty are as follows:

(a) Impairments

The Group reviews the carrying amounts of assets at each balance sheet date to determine whether there is objective evidence of impairment. When indication of impairment is identified, management prepares discounted future cash flow to assess the differences between the carrying amount and value in use and provides for impairment loss. Any change in the assumptions adopted in the cash flow forecasts would increase or decrease in the provision of impairment loss and affect the Group's financial position.

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

2 會計判斷及估計

應用本集團會計政策之關鍵會計判斷及估計不確定因素之主要來源如下：

(a) 減值

本集團於各資產負債表日審閱資產賬面值，以釐定是否有減值的客觀跡象。當發現有減值跡象，管理層便會編製貼現未來現金流量以評估賬面值與使用價值之間的差額，並計提減值虧損撥備。於現金流預測中採用的假設的任何變動會增加或減少有關減值虧損的撥備，並影響本集團的財務狀況。

本集團藉評估預期信貸虧損以對貿易應收賬款的虧損撥備進行估計。此舉需要使用估計及判斷。預期信貸虧損乃基於本集團過往的信貸虧損經驗(但對債務人特定因素進行調整)及於報告期末對目前及未來整體經濟情況的評估。倘若估計數額有別於最初估計，則有關差額將影響貿易應收賬款的賬面值以及因此有關估計變動發生之期間的減值虧損。本集團於貿易應收賬款預計的存續期內對其預期信貸虧損進行持續評估。

2 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during the reporting period. The depreciation expense for future periods is adjusted if there are significant changes from previous estimation.

(c) Provision for taxation

Judgement is required in determining the provision for income taxes. There are transactions during the ordinary course of business for which calculations of the ultimate tax provision is uncertain. The final outcomes are subject to uncertainties and resulting liabilities may exceed provisions or tax losses may not be carried forward.

Recognition of deferred tax assets, which principally related to tax losses, depends on the management's expectation of taxable profit that will be available against which the tax losses can be utilised. Any difference of the actual outcome and estimated profit would affect the utilisation of deferred tax assets.

2 會計判斷及估計(續)

(b) 折舊

物業、廠房及設備以直線法按資產的估計可使用年期折舊。本集團會定期檢討報告期間資產的估計可使用年期，以釐定任何報告期間的折舊開支金額。未來的折舊開支會因應過往估計數字的重大的變化而調整。

(c) 稅項撥備

釐定所得稅撥備時需要作出判斷。於日常業務過程中會出現其最終釐定稅項並不確定之交易。最終結果受到不確定因素影響，故所產生之負債或會高於撥備之金額或稅項虧損不會結轉。

遞延稅項資產(主要與稅項虧損有關)之確認取決於管理層就可動用稅項虧損進行抵銷之對可得應課稅溢利之預測。實際結果與估計溢利之間有任何差異均會影響遞延稅項資產的使用。

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are trading of and provision of terminal, storage, warehousing and transshipment services for oil and petrochemical products.

(i) Disaggregation of revenue from contracts with customers by major service lines

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Revenue from contracts with customers not within the scope of HKFRS 15	香港財務報告準則第15號範圍外的來自客戶合約的收入		
Continuing operations	持續經營業務		
Storage and warehousing income	貯存及倉庫收入	118,233	108,909
Discontinued operations	終止經營業務		
Storage and warehousing income	貯存及倉庫收入	8,990	118,658
		127,223	227,567
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的來自客戶合約的收入		
Continuing operations	持續經營業務		
Port and transshipment income	港口及轉輸收入	33,822	32,647
Sales of oil and petrochemical products	銷售石油及石化產品	162,790	-
		196,612	32,647
Discontinued operations	終止經營業務		
Port and transshipment income	港口及轉輸收入	4,487	33,789
		201,099	66,436
		328,322	294,003

Disaggregation of revenue from contracts with customers by business lines and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(iii) respectively.

3 收入及分部報告

(a) 收入

本集團之主要業務為買賣及提供油品和石化產品碼頭、貯存、倉庫及轉輸服務。

(i) 與客戶合約的收入按主要服務項目劃分的分類

來自客戶合約的收入按業務線及地域市場劃分的分類分別於附註3(b)(i)及3(b)(iii)披露。

3 REVENUE AND SEGMENT REPORTING (continued)**(a) Revenue (continued)****(ii) Revenue expected to be recognised in the future arising from contacts with customers in existence at the balance sheet date**

The Group has applied the practical expedient in paragraph 121 or HKFRS 15 to its sales contracts such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the sales contracts that had an original expected duration of one year or less.

- (iii)** In 2019, the Group has three customers (2018: Nil) with whom transactions have exceeded 10% of the Group's revenues. Revenues from sales of oil and petrochemical products to these customers arose in the PRC and amounted to approximately \$45,124,000 (2018: \$Nil), \$39,847,000 (2018: \$Nil) and \$37,628,000 (2018: \$Nil) respectively. Details of concentrations of credit risk arising from the Group's major customers are set out in note 27(a).

3 收入及分部報告(續)**(a) 收入(續)****(ii) 預期將於未來確認來自於資產負債表日期現有客戶的合約收入**

本集團對其銷售合約應用第121段或香港財務報告準則第15號的實際權宜法，故上述資料不包括本集團達成原先預期期限為一年或以下的銷售合約剩餘履約責任時將有權收取的收入資料。

- (iii)** 於二零一九年，本集團有三名客戶(二零一八年：無)與本集團進行之交易超過本集團收入之10%。向該等客戶就銷售石油及石化產品的收入來自中國，分別為約45,124,000元(二零一八年：無)、39,847,000元(二零一八年：無)及37,628,000元(二零一八年：無)。本集團主要客戶產生信貸風險集中之詳情載於附註27(a)。

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting

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

- Xiao Hu Island Terminal ("XHIT"): this segment represents the Group's provision of terminal, storage, warehousing and transshipment activities carried out in Guangzhou, the PRC. As disclosed in note 31, the segment XHIT is classified as discontinued operations.
- Dongzhou International Terminal ("DZIT"): this segment represents the Group's provision of terminal, storage and transshipment activities carried out in Dongguan, the PRC.
- Shanghai Diyou ("SHDY"): this segment represents the Group's trading of oil and petrochemical products business carried out in the PRC.

The composition of reportable segments of the Group has changed in the year ended 31 December 2019 following the acquisition of SHDY (note 26). Reportable segments are aligned with financial information provided regularly to the Group's most senior executive management for the purpose of resource allocation and performance assessment.

3 收入及分部報告(續)

(b) 分部報告

本集團透過按業務線及地區劃分之實體管理其業務。根據與向本集團最高層行政管理人員內部匯報資料以分配資源及評價表現一致之方式，本集團識別到以下三個可報告分部。本集團並無合併任何經營分部，以組成下列之可報告分部。

- 小虎島碼頭(「小虎石化庫」)：此分部為本集團於中國廣州經營之提供碼頭、貯存、倉庫及轉輸之業務。誠如附註31所披露，小虎石化庫分部分類為終止經營業務。
- 東洲國際碼頭(「東洲石化庫」)：此分部為本集團於中國東莞經營之提供碼頭、貯存及轉輸之業務。
- 上海迪友(「上海迪友」)：此分部為本集團於中國經營之買賣石油及石化產品之業務。

本集團呈報分部的組成於截至二零一九年十二月三十一日止年度自收購上海迪友後(附註26)有所改變。呈報分部與定期向本集團最高級行政管理人員就資源分配及表現評估提供的財務資料一致。

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all tangible, intangible assets and current assets with the exception of investments in subsidiaries and other corporate assets. Segment liabilities include trade and other payables and contract liabilities and lease liabilities attributable to the individual segments and bank loans and other borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit/(loss) is "profit/(loss) before taxation", i.e. "adjusted earnings/(losses) before taxes". To arrive at "profit/(loss) before taxation", the Group's earnings/(losses) are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs.

In addition to receiving segment information concerning profit/(loss) before taxation, management is provided with segment information concerning revenue, interest income and finance costs.

3 收入及分部報告(續)

(b) 分部報告(續)

(i) 分部業績、資產及負債

就評價分部表現及分配分部資源而言，本集團高層行政管理人員按以下基準監察各可報告分部應佔之業績、資產及負債：

分部資產包括所有有形資產、無形資產及流動資產，但不包括於附屬公司之投資及其他公司資產。分部負債包括各分部應佔之貿易及其他應付款項以及合約負債及租賃負債，以及分部直接管理之銀行貸款及其他借款。

收入及支出經參照可報告分部所產生之收入及該等分部所產生之支出或該等分部應佔資產所產生之折舊或攤銷金額而分配至可報告分部。

匯報分部溢利／(虧損)所採用之方法為「除稅前溢利／(虧損)」，即「未計稅項前之經調整盈利／(虧損)」。為達致「除稅前溢利／(虧損)」，本集團之盈利／(虧損)就並無特定歸屬個別分部之項目(如總部或公司行政成本)作出調整。

除獲得有關除稅前溢利／(虧損)之分部資料外，管理層亦獲提供有關收入、利息收入及財務成本之分部資料。

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2019 and 2018 is set out below.

3 收入及分部報告(續)

(b) 分部報告(續)

(i) 分部業績、資產及負債(續)

截至二零一九年及二零一八年十二月三十一日止年度，有關提供予本集團最高層行政管理人員以分配資源及評估分部表現之本集團可報告分部資料載列於下文。

	Continuing operations 持續經營業務				Discontinued operations 終止經營業務		Total 總計	
	SHDY 上海迪友		DZIT 東洲石化庫		XHIT 小虎石化庫			
	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
		(Note) (附註)		(Note) (附註)		(Note) (附註)		(Note) (附註)
Reportable segment revenue	162,790	-	152,055	141,556	13,477	152,447	328,322	294,003
Reportable segment profit/(loss) before taxation	2,237	-	13,957	(53,409)	(73,215)	41,140	(57,021)	(12,269)
Interest income	22	-	12,340	656	1,507	490	13,869	1,146
Finance costs	12	-	48,410	39,633	2,374	6,202	50,796	45,835
Depreciation and amortisation	43	-	64,458	65,517	-	20,023	64,501	85,540
Reversal of/(provision for) impairment losses								
- trade receivables	-	-	35,455	(38,353)	-	-	35,455	(38,353)
- prepayments	-	-	-	-	-	6,872	-	6,872
Reportable segment assets	331,800	-	834,167	891,547	-	1,495,866	1,165,967	2,387,413
Reportable segment liabilities	90,898	-	736,332	768,632	-	892,062	827,230	1,660,694

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

3 收入及分部報告(續)

(b) 分部報告(續)

(ii) 可報告分部收入、損益、資產及負債之對賬

	Continuing operations		Discontinued operations		Total	
	持續經營業務		終止經營業務		總計	
	2019	2018	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元
		(Note)		(Note)		(Note)
		(附註)		(附註)		(附註)
Revenue	收入					
Reportable segment revenue and consolidated revenue	可報告分部收入及綜合收入					
	314,845	141,556	13,477	152,447	328,322	294,003
Profit/(loss)	溢利/(虧損)					
Reportable segment profit/(loss) before taxation	可報告分部除稅前溢利/(虧損)					
	16,194	(53,409)	(73,215)	41,140	(57,021)	(12,269)
Gain on disposal of discontinued operations	出售終止經營業務之收益					
	-	-	1,307,768	-	1,307,768	-
Unallocated other income less other expenses	未分配其他收入減其他開支					
	4,205	2,600	-	-	4,205	2,600
Unallocated head office and corporate expenses	未分配總部及公司支出					
	(148,223)	(38,707)	-	-	(148,223)	(38,707)
Consolidated (loss)/profit before taxation	綜合除稅前(虧損)/溢利					
	(127,824)	(89,516)	1,234,553	41,140	1,106,729	(48,376)

3 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (continued)

3 收入及分部報告(續)

(b) 分部報告(續)

(ii) 可報告分部收入、損益、資產及負債之對賬(續)

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Assets	資產		
Reportable segment assets	可報告分部資產	1,165,967	2,387,413
Elimination of inter-segment receivables	沖銷分部間之應收款項	–	(752,110)
		1,165,967	1,635,303
Unallocated head office and corporate assets	未分配總部及公司資產	879,200	303,550
Others	其他	29,323	15,907
Consolidated total assets	綜合總資產	2,074,490	1,954,760
Liabilities	負債		
Reportable segment liabilities	可報告分部負債	827,230	1,660,694
Elimination of inter-segment payables	沖銷分部間之應付款項	–	(752,110)
		827,230	908,584
Unallocated head office and corporate liabilities	未分配總部及公司負債	293,540	1,130,558
Consolidated total liabilities	綜合總負債	1,120,770	2,039,142

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

3 REVENUE AND SEGMENT REPORTING (continued)**(b) Segment reporting (continued)****(iii) Geographic information**

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, interests in leasehold land held for own use, intangible assets, non-current prepayments ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided. The geographical location of the specified non-current assets is based on the physical location of the asset.

3 收入及分部報告(續)**(b) 分部報告(續)****(iii) 地區資料**

下表載列有關地區位置(i)本集團從外部客戶所得之收入及(ii)本集團之物業、廠房及設備、持作自用之租賃土地權益、無形資產及非流動預付款項(「指定非流動資產」)所在地區之資料。客戶所在地區以提供服務之地點為依據。指定非流動資產所在地區以資產之實際所在地點為依據。

Revenues from external customers**外部客戶所得之收入**

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
The PRC (excluding Hong Kong)	314,845	141,556
– Continuing operations	13,477	152,447
– Discontinued operations	328,322	294,003

Specified non-current assets**指定非流動資產**

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Hong Kong	9,008	1,734
The PRC (excluding Hong Kong)	767,755	785,056
	776,763	786,790

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

4 OTHER INCOME

4 其他收益

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Continuing operations:		
Interest income	19,701	963
Net foreign exchange (loss)/gain	(3,039)	2,316
(Loss)/gain on disposal of property, plant and equipment	(720)	3,165
Others	6,566	1,158
	22,508	7,602
Discontinued operations:		
Interest income	1,507	490
Government grants	-	305
Loss on disposal of property, plant and equipment	(1,256)	(1,676)
Net foreign exchange (loss)/gain	(75)	667
Reversal of other payables recognised in prior years	-	1,100
Others	261	1,556
	437	2,442
	22,945	10,044

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

5 除稅前虧損

除稅前虧損乃經扣除下列各項後達致：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
(a) Finance costs		
Continuing operations:		
Interest on bank loans	49,783	39,633
Interest on lease liabilities	150	-
	49,933	39,633
Discontinued operations:		
Interest on bank loans	2,374	6,202
	52,307	45,835
(b) Staff costs*		
Continuing operations:		
Contributions to defined contribution retirement plans	2,015	1,578
Salaries, wages and other benefits	128,420	33,952
Equity-settled share-based payment expenses (note 24(b))	8,260	6,800
	138,695	42,330
Discontinued operations:		
Contributions to defined contribution retirement plans	348	2,110
Salaries, wages and other benefits	61,002	31,830
	61,350	33,940
	200,045	76,270

Note: The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。見附註1(c)。

5 LOSS BEFORE TAXATION (continued)

5 除稅前虧損(續)

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
(c) Other items		
Continuing operations:		
Amortisation		
– land lease premium	–	4,926
– intangible assets	170	170
Depreciation		
– owned property, plant and equipment	59,698	60,915
– right-of-use assets**	8,965	–
Write down of consumable parts (note 14)	–	2,134
(Reversal of)/provision for impairment losses of trade receivables (note 16)	(35,455)	38,353
Auditor's remuneration		
– audit services	1,208	1,478
– review services	380	380
Operating lease charges on properties under HKAS 17**	–	5,717
Cost of inventories	160,412	–
Discontinued operations:		
Amortisation		
– land lease premium	–	1,318
Depreciation	–	18,705
Provision for impairment losses of prepayments	–	6,872
Auditor's remuneration		
– other services	–	980

* Staff costs include \$3,184,000 relating to depreciation of right-of-use assets (2018: \$2,277,000 relating to operating lease charges on properties), which amount is also included in the respective total amount disclosed separately above.

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c).

* 員工成本包括所涉及的使用權資產的折舊3,184,000元(二零一八年: 2,277,000元與物業的經營租賃費用有關)，該款項亦計入於上述個別披露的各自總額中。

本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團作為承租人需要於租期內按直線基準確認使用權資產折舊，而非根據先前政策確認經營租賃下已產生的租金開支。根據此方法，比較資料不予重列。見附註1(c)。

6 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) Continuing operations

(i) Income tax in the consolidated income statement represents:

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Current tax – PRC Corporate Income Tax (note ii)	575	89
Current tax – PRC dividend income withholding tax (note iii)	2,977	9,010
	3,552	9,099

Notes:

- (i) No Hong Kong Profits Tax was provided for the year ended 31 December 2019 as the Group sustained a loss for Hong Kong Profits Tax purposes for the year (2018: \$Nil).
- (ii) The applicable PRC Corporate Income Tax rate of the PRC subsidiaries for the year ended 31 December 2019 was 25% (2018: 25%).
- (iii) During the year ended 31 December 2019, undistributed profits from Guangdong (Panyu) Petrochemical Storage & Transportation Ltd. ("GD (Panyu)") of RMB50,741,000 (equivalent to \$59,535,000) (2018: RMB250,482,000 (equivalent to \$282,456,000)) and of which RMB50,741,000 (equivalent to \$59,535,000) (2018: RMB159,801,000 (equivalent to \$180,199,000)) related to undistributed profits for the year ended 31 December 2018 and period ended 28 May 2019 (2018: for the years ended 31 December 2008 to 2017), have been declared to its holding company, Guangdong Petro-Chemicals Company Limited, before the completion of the transaction mentioned in note 31. Under the grandfathering treatments, undistributed profits of a foreign-invested enterprise as at 31 December 2007 are exempted from withholding tax. The amount of RMB50,741,000 (equivalent to \$59,535,000) (2018: RMB250,482,000 (equivalent to \$282,456,000)) was fully paid in March 2019 (2018: February 2019) together with withholding tax liability of \$2,977,000 (2018: \$9,010,000).

6 綜合損益表中之所得稅

(a) 持續經營業務

(i) 綜合損益表中之所得稅指：

附註：

- (i) 截至二零一九年十二月三十一日止年度，就香港利得稅而言，由於本集團於年內產生虧損，因此並無就香港利得稅計提撥備(二零一八年：無)。
- (ii) 截至二零一九年十二月三十一日止年度，中國附屬公司之適用中國企業所得稅稅率為25%(二零一八年：25%)。
- (iii) 截至二零一九年十二月三十一日止年度，粵海(番禺)石油化工儲運開發有限公司(「粵海(番禺)」)之未分配利潤人民幣50,741,000元(相當於\$59,535,000元)(二零一八年：人民幣250,482,000元(相當於\$282,456,000元))，其中人民幣50,741,000元(相當於\$59,535,000元)(二零一八年：人民幣159,801,000元(相當於\$180,199,000元))為截至二零一八年十二月三十一日止年度及截至二零一九年五月二十八日止期間之未分配利潤(二零一八年：截至二零零八年至二零一七年十二月三十一日止各年度)，已於附註31所述的交易完成前向其控股公司粵海石油化工有限公司宣派。在免受新稅法限制下，外商投資企業於截至二零零七年十二月三十一日之未分配利潤免徵預扣稅。相關金額人民幣50,741,000元(相當於\$59,535,000元)(二零一八年：人民幣250,482,000元(相當於\$282,456,000元))連同預扣稅債務2,977,000元(二零一八年：9,010,000元)已於二零一九年三月(二零一八年：二零一九年二月)悉數支付。

6 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(a) Continuing operations (continued)

(ii) Reconciliation between tax expense and accounting loss at applicable tax rates:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Loss before taxation	除稅前虧損	(127,824)	(89,516)
Notional tax on loss before taxation, calculated at the rates applicable in the tax jurisdictions concerned	按適用於有關稅務司法管轄權區之稅率及除稅前虧損計算之名義稅項	(16,627)	(19,293)
Tax effect of non-deductible expenses	不可抵扣支出之稅務影響	5,190	13,403
Tax effect of non-taxable income	非課稅收入之稅務影響	(9,990)	(412)
Tax effect of unused tax losses not recognised	未確認之稅項虧損	21,939	6,421
Utilization of tax loss not previously recognised	動用過往未確認之稅項虧損	-	(47)
Withholding tax on profits distributions	利潤分派預扣稅	2,977	9,010
Others	其他	63	17
Actual tax expense	實際稅項開支	3,552	9,099

6 綜合損益表中之所得稅(續)

(a) 持續經營業務(續)

(ii) 按適用稅率計算之稅項開支與會計虧損之對賬如下：

6 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(b) Discontinued operations

(i) Income tax in the consolidated income statement represents:

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Deferred tax – origination and reversal of temporary differences (note 21(b) and 31)	(136)	5,976
遞延稅項 – 暫時性差異之產生及回撥(附註21(b)及31)		

Notes:

- (i) No Hong Kong Profits Tax was provided for the year ended 31 December 2019 as the Group sustained a loss for Hong Kong Profits Tax purposes for the year (2018: \$Nil).
- (ii) The applicable tax rate of the PRC subsidiaries for the year ended 31 December 2019 was 25% (2018: 25%).

(ii) Reconciliation between tax (credit)/expense and accounting (loss)/profit at applicable tax rates:

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
(Loss)/profit before taxation (note 31)	(73,215)	41,140
除稅前(虧損)/溢利(附註31)		
Notional tax on (loss)/profit before taxation, calculated at the rates applicable in the tax jurisdiction concerned	(18,304)	10,479
按適用於有關稅務司法管轄權區之稅率計算及除稅前(虧損)/溢利之名義稅項		
Tax effect of non-deductible expenses	150	852
不可抵扣支出之稅務影響		
Tax effect of non-taxable income	–	(9,793)
非課稅收入之稅務影響		
Tax effect of unused tax losses not recognised	18,018	–
未確認之未動用稅項虧損之稅務影響		
Tax effect of reversal of previously recognised tax losses	–	4,438
撥回過往確認之稅項虧損之稅務影響		
Actual tax (credit)/expense	(136)	5,976
實際稅項(抵免)/開支		

6 綜合損益表中之所得稅(續)

(b) 終止經營業務：

(i) 綜合損益表中之所得稅指：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Deferred tax – origination and reversal of temporary differences (note 21(b) and 31)	(136)	5,976
遞延稅項 – 暫時性差異之產生及回撥(附註21(b)及31)		

附註：

- (i) 截至二零一九年十二月三十一日止年度，就香港利得稅而言，由於本集團於年內產生虧損，因此並無就香港利得稅計提撥備(二零一八年：無)。
- (ii) 截至二零一九年十二月三十一日止年度，中國附屬公司之適用稅率為25%(二零一八年：25%)。

(ii) 按適用稅率計算之稅項(抵免)/開支與會計(虧損)/溢利之對賬如下：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
(Loss)/profit before taxation (note 31)	(73,215)	41,140
除稅前(虧損)/溢利(附註31)		
Notional tax on (loss)/profit before taxation, calculated at the rates applicable in the tax jurisdiction concerned	(18,304)	10,479
按適用於有關稅務司法管轄權區之稅率計算及除稅前(虧損)/溢利之名義稅項		
Tax effect of non-deductible expenses	150	852
不可抵扣支出之稅務影響		
Tax effect of non-taxable income	–	(9,793)
非課稅收入之稅務影響		
Tax effect of unused tax losses not recognised	18,018	–
未確認之未動用稅項虧損之稅務影響		
Tax effect of reversal of previously recognised tax losses	–	4,438
撥回過往確認之稅項虧損之稅務影響		
Actual tax (credit)/expense	(136)	5,976
實際稅項(抵免)/開支		

7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

2019

7 董事酬金

根據《香港公司條例》第383(1)條及公司(披露董事利益資料)規例第2部披露之董事酬金如下：

二零一九年

		Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share-based payments (note)	Total
		董事袍金	薪酬、津貼及實物收益	酌情花紅	退休計劃供款	為基礎之支出(附註)	合共
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Executive directors	執行董事						
David An	戴偉	-	7,308	80,000	60	-	87,368
Yang Dong	楊冬	-	1,722	5,000	60	1,333	8,115
Liu Zhijun	劉志軍	-	1,190	1,000	60	1,200	3,450
Zhang Lei	張雷	-	1,512	1,600	60	1,200	4,372
Independent non-executive directors	獨立非執行董事						
Li Wai Keung	李偉強	120	-	-	-	200	320
Chan Chun Wai, Tony	陳振偉	120	-	-	-	200	320
Woo King Hang (appointed on 28 June 2019)	胡勁恒 (於二零一九年六月二十八日獲委任)	60	-	-	-	-	60
Hai Hiu Chu (resigned on 28 June 2019)	奚曉珠 (於二零一九年六月二十八日辭任)	60	-	-	-	200	260
		360	11,732	87,600	240	4,333	104,265

7 DIRECTORS' REMUNERATION (continued)
20187 董事酬金(續)
二零一八年

	Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share-based payments (note)	Total
	董事袍金	薪酬、津貼及實物收益	酌情花紅	退休計劃供款	為基礎之支出(附註)	合共
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元
Executive directors 執行董事						
David An 戴偉	-	5,383	-	60	-	5,443
Yang Dong 楊冬	-	1,274	-	60	1,067	2,401
Liu Zhijun 劉志軍	-	975	-	60	960	1,995
Zhang Lei 張雷	-	1,209	-	60	960	2,229
Independent non-executive directors 獨立非執行董事						
Li Wai Keung 李偉強	120	-	-	-	160	280
Chan Chun Wai, Tony 陳振偉	120	-	-	-	160	280
Hai Hiu Chu 奚曉珠	120	-	-	-	160	280
	360	8,841	-	240	3,467	12,908

Note:

These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(o)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and note 24(b).

During the years ended 31 December 2019 and 2018, no amount was paid or payable by the Company to the directors or any of the five highest paid individuals set out in note 8 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the years.

附註：

該等指根據本公司購股權計劃授予董事之購股權估計價值。該等購股權價值是根據本集團於附註1(o)(ii)所載股份支付交易之會計政策予以計量，並根據該政策包括調整過往年度應計之反向金額，其中權益工具之授予在歸屬前被沒收。

該等實物利益之詳情(包括主要條款及所授出之購股權數目)已在董事報告之「購股權計劃」一段及附註24(b)中披露。

截至二零一九年及二零一八年十二月三十一日止年度，本公司概無已付或應付董事或下文附註8所述五名最高薪酬人士中任何人士酬金，以吸引彼等加盟本集團或加入後的獎金或作為離職補償。年內，概無訂立安排以致董事放棄或同意放棄任何酬金。

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, four (2018: four) are directors of the Company whose emoluments are disclosed in note 7. The emolument in respect of the remaining individual is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Salaries and other benefits	薪酬及其他收益	770	650
Share-based payments	以股份為基礎之支出	667	160
Contributions to defined contribution retirement plans	向定額供款退休 計劃作出之供款	60	60
		1,497	870

The emolument of the remaining individual with the highest emoluments is within the following band:

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
Nil – \$1,000,000	零至1,000,000元	–	1
\$1,000,001 – \$1,500,000	1,000,001元至 1,500,000元	1	–
		1	–

8 最高薪酬人士

於本集團五名最高薪酬人士中，四名（二零一八年：四名）人士均為本公司董事，其酬金於附註7披露。餘下人士之薪酬如下：

最高薪酬餘下人士之酬金在以下範圍內：

9 EARNINGS/(LOSSES) PER SHARE

Basic and diluted earnings/(losses) per share

The calculation of basic and diluted earnings/(losses) per share is based on the profit attributable to ordinary equity shareholders of the Company of \$1,108,620,000 (2018: loss attributable to ordinary equity shareholders of the Company of \$62,406,000) and the weighted average of 3,732,638,000 ordinary shares (2018: 3,732,638,000 ordinary shares) in issue during the year. The relevant calculation is as follows:

	2019 二零一九年 '000 千元	2018 二零一八年 '000 千元
Profit/(loss) attributable to ordinary equity shareholders		
– continuing operations	(131,915)	(94,757)
– discontinued operations	1,240,535	32,351
	1,108,620	(62,406)

	2019 二零一九年	2018 二零一八年
Basic and diluted earnings/(losses) per share		
– continuing operations	(3.53) cents 仙	(2.54) cents 仙
– discontinued operations	33.23 cents 仙	0.87 cents 仙
	29.70 cents 仙	(1.67) cents 仙

The diluted earnings/(losses) per share is the same as the basic earnings/(losses) per share as there were no dilutive potential ordinary shares in existence during the years ended 31 December 2019 and 2018.

9 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)

每股基本及攤薄盈利/(虧損)乃根據年內本公司之普通股股東應佔溢利1,108,620,000元(二零一八年：本公司之普通股股東應佔虧損62,406,000元)及已發行普通股加權平均數3,732,638,000股普通股(二零一八年：3,732,638,000股普通股)計算。有關計算如下：

由於截至二零一九年及二零一八年十二月三十一日止年度並無任何具攤薄作用之潛在普通股，故每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (以港元列示，另有註明者除外)

10 PROPERTY, PLANT AND EQUIPMENT

(a) Reconciliation of carrying amount

10 物業、廠房及設備

(a) 賬面值對賬

	Buildings	Other properties leased for own use (note (c))	Dock and storage facilities	Office equipment	Motor vehicles	Leasehold improvements	Construction in progress	Sub-total	Interests in leasehold land held for own use (notes (b) and (c))	Total
	樓宇	其他自用租賃物業 (附註(c))	碼頭及貯存設施	辦公室設備	汽車	租賃物業裝修	在建工程	小計	持作自用之租賃土地權益 (附註(b)及(c))	總計
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Cost:	成本：									
At 31 December 2018	於二零一八年十二月三十一日									
	30,940	-	1,087,657	4,871	8,431	1,892	9,270	1,143,061	216,921	1,359,982
Impact on initial application of HKFRS 16 (note)	初步應用《香港財務報告準則》第16號的影響(附註)									
	-	5,907	-	-	-	-	-	5,907	-	5,907
At 1 January 2019	於二零一九年一月一日									
	30,940	5,907	1,087,657	4,871	8,431	1,892	9,270	1,148,968	216,921	1,365,889
Exchange adjustments	匯兌調整									
	(1,189)	(35)	(23,893)	(89)	(182)	-	(203)	(25,591)	(4,746)	(30,337)
Additions	添置									
	2,721	6,823	7,866	893	3,241	-	16,410	37,954	-	37,954
Disposals	出售									
	-	(2,811)	(371)	-	(644)	-	-	(3,826)	-	(3,826)
Acquisition of a subsidiary (note 26)	收購一間附屬公司(附註26)									
	-	1,139	-	29	43	-	-	1,211	-	1,211
At 31 December 2019	於二零一九年十二月三十一日									
	32,472	11,023	1,071,259	5,704	10,889	1,892	25,477	1,158,716	212,175	1,370,891
Accumulated depreciation and amortisation:	累計折舊及攤銷：									
At 1 January 2019	於二零一九年一月一日									
	7,760	-	515,491	3,401	8,092	1,599	-	536,343	34,377	570,720
Exchange adjustments	匯兌調整									
	(198)	(4)	(12,329)	(68)	(146)	-	-	(12,745)	(841)	(13,586)
Charge for the year	年度折舊									
	1,416	3,937	57,184	485	320	293	-	63,635	4,727	68,362
Written back on disposals	於出售時撥回									
	-	(1,415)	(477)	-	(642)	-	-	(2,534)	-	(2,534)
At 31 December 2019	於二零一九年十二月三十一日									
	8,978	2,518	559,869	3,818	7,624	1,892	-	584,699	38,263	622,962
Net book value:	賬面淨值：									
At 31 December 2019	於二零一九年十二月三十一日									
	23,494	8,505	511,390	1,886	3,265	-	25,477	574,017	173,912	747,929

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (以港元列示，另有註明者除外)

10 PROPERTY, PLANT AND EQUIPMENT (continued) (a) Reconciliation of carrying amount (continued)

10 物業、廠房及設備(續) (a) 賬面值對賬(續)

	Buildings	Other properties leased for own use (note (c))	Dock and storage facilities	Office equipment	Motor vehicles	Leasehold improvements	Construction in progress	Sub-total	Interests in leasehold held for own use (note (b) and (c)) 持作自用之租賃土地權益 (附註(b)及(c))	Total	
	樓宇	其他自用租賃物業 (附註(c))	碼頭及 貯存設施	辦公室 設備	汽車	租賃 物業裝修	在建工程	小計		總計	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	
Cost:	成本：										
At 1 January 2018	於二零一八年一月一日	51,984	-	1,864,625	8,579	19,698	1,892	-	1,946,778	306,879	2,253,657
Exchange adjustments	匯兌調整	(2,391)	-	(85,352)	(283)	(827)	-	-	(88,853)	(14,116)	(102,969)
Additions	添置	-	-	3,014	1,291	-	-	9,270	13,575	-	13,575
Disposals	出售	-	-	(13,082)	(2,013)	(151)	-	-	(15,246)	-	(15,246)
Reclassification to assets classified as held for sale (note 31)	重新分類為持作出售之資產 (附註31)	(18,653)	-	(681,548)	(2,703)	(10,289)	-	-	(713,193)	(75,842)	(789,035)
At 31 December 2018	於二零一八年十二月三十一日	30,940	-	1,087,657	4,871	8,431	1,892	9,270	1,143,061	216,921	1,359,982
Accumulated depreciation and amortisation:	累計折舊及攤銷：										
At 1 January 2018	於二零一八年一月一日	18,147	-	978,178	6,231	17,874	1,283	-	1,021,713	69,463	1,091,176
Exchange adjustments	匯兌調整	(893)	-	(47,398)	(214)	(749)	-	-	(49,254)	(3,428)	(52,682)
Charge for the year	年度折舊	1,547	-	76,964	611	182	316	-	79,620	6,244	85,864
Written back on disposals	於出售時撥回	-	-	(11,688)	(1,746)	(136)	-	-	(13,570)	-	(13,570)
Reclassification to assets classified as held for sale (note 31)	重新分類為持作出售之資產 (附註31)	(11,041)	-	(480,565)	(1,481)	(9,079)	-	-	(502,166)	(37,902)	(540,068)
At 31 December 2018	於二零一八年十二月三十一日	7,760	-	515,491	3,401	8,092	1,599	-	536,343	34,377	570,720
Net book value:	賬面淨值：										
At 31 December 2018	於二零一八年十二月三十一日	23,180	-	572,166	1,470	339	293	9,270	606,718	182,544	789,262

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的使用權資產。見附註1(c)。

10 PROPERTY, PLANT AND EQUIPMENT (continued)

- (b) The Group was granted the rights to use the land by the PRC authorities with lease terms of 50 years.

The net book value as at 31 December 2018 included an amount of \$4,741,000 which was disclosed as interests in leasehold land held for own use under current assets.

(c) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

10 物業、廠房及設備(續)

- (b) 本集團獲中國政府機關授予土地使用的權利，租賃期為50年。

於二零一八年十二月三十一日之賬面淨值內包括金額4,741,000元，已於流動資產中之持作自用之租賃土地權益中披露。

(c) 使用權資產

使用權資產按相關資產分類劃分的賬面淨值分析如下：

		31 December 2019 二零一九年 十二月三十一日 \$'000 千元	1 January 2019 二零一九年 一月一日 \$'000 千元
Interests in leasehold land held for own use	持作自用之租賃土地的權益	(i) 173,912	182,544
Other properties leased for own use, carried at depreciated cost	按折舊成本列賬的其他自用租賃物業	(ii) 8,505	5,907
Prepayments, carried at depreciated cost	按折舊成本列賬的預付款項	(iii) 2,165	960
		184,582	189,411

10 PROPERTY, PLANT AND EQUIPMENT (continued)

(c) Right-of-use assets (continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Depreciation charge of right-of-use assets by class of underlying asset:	使用權資產按相關資產分類劃分的折舊開支：		
Interests in leasehold land held for own use	持作自用之租賃土地的權益	4,727	-
Other properties leased for own use	其他自用租賃物業	3,937	-
Prepayments	預付款項	301	-
		8,965	-
Interest on lease liabilities (note 5(a))	租賃負債利息(附註5(a))	150	-
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	短期租賃及剩餘租期於二零一九年十二月三十一日或之前結束的其他租賃所涉及的開支	2,430	-
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	先前根據《香港會計準則》第17號分類為經營租賃的租賃的最低租金總額	-	5,717

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c).

10 物業、廠房及設備(續)

(c) 使用權資產(續)

於損益確認的租賃所涉及的開支項目分析如下：

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團作為承租人需要於租期內按直線基準確認使用權資產折舊，而非根據先前政策確認經營租賃下已產生的租金開支。根據此方法，比較資料不予重列。見附註1(c)。

10 PROPERTY, PLANT AND EQUIPMENT (continued)**(c) Right-of-use assets (continued)**

During the year, additions to right-of-use assets were \$9,768,000. This amount related to the capitalised lease payments payable under new tenancy agreements of \$7,962,000 (including \$1,139,000 from acquisition of a subsidiary (note 26)) and prepayments of costal usage right (note 10(c)(iii)) of \$1,806,000.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 17(d) and 20, respectively.

(i) Interests in leasehold land held for own use

The Group was granted with land use rights for a period of 50 years on leasehold lands located in the PRC. The Group is the registered user of these lands. Lump sum payments were made upfront to acquire the land use rights from the government authorities and there are no ongoing payments to be made under the terms of the lease.

(ii) Other properties leased for own use

The Group has obtained the right to use other properties as its offices and staff quarters through tenancy agreements. The leases typically run for an initial period of 2 to 3 years. Lease payments are usually increased every 2 to 3 years to reflect market rentals.

(iii) Prepayments

Prepayments represent prepayment of costal usage right located in the PRC. The Group is granted with costal usage rights for a period of 8 years. Lump sum payments were made upfront to acquire the costal usage right from the government authorities and there are no ongoing payments to be made under the terms of the lease.

10 物業、廠房及設備(續)**(c) 使用權資產(續)**

年內，使用權資產添置為9,768,000元。該金額與根據新租賃協議應付的資本化租賃付款7,962,000元(包括收購一間附屬公司所得1,139,000元(附註26))及海域使用權預付款項1,806,000元(附註10(c)(iii))有關。

租賃現金流出總額及租賃負債到期日分析詳情分別載於附註17(d)及20。

(i) 持作自用之租賃土地權益

本集團就位於中國的租賃土地獲授為期50年的土地使用權。本集團為該等土地的註冊持有人，已支付一筆過前期款項，以向政府當局獲取土地使用權，根據租賃條款概無其他款項需要支付。

(ii) 其他自用租賃物業

本集團已透過租賃協議取得其他物業的使用權，以用作辦公室及員工宿舍。租賃一般初步為期2至3年。租賃付款通常每2至3年上調，以反映市場值金。

(iii) 預付款項

預付款項指位於中國的海域使用權的預付款項。本集團獲授海域使用權，為期8年，已支付一筆過前期款項，以向政府當局獲取海域使用權，根據租賃條款概無其他款項需要支付。

11 PREPAYMENTS

11 預付款項

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Prepayment for purchase of property, plant and equipment	20,546	-
Prepayment for right-of-use assets (note 10(c)(iii))	2,165	704
	22,711	704

12 INTANGIBLE ASSETS

12 無形資產

Club memberships

會籍

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cost:		
At 1 January	3,869	3,893
Exchange adjustments	(11)	(24)
At 31 December	3,858	3,869
Accumulated amortisation:		
At 1 January	2,304	2,150
Exchange adjustments	(10)	(16)
Charge for the year	170	170
At 31 December	2,464	2,304
Net book value:		
At 31 December	1,394	1,565

The amortisation charge for the year is included in "administrative expenses" in the consolidated income statement.

本年度之攤銷費用計入綜合損益表「行政費用」中。

13 GOODWILL

13 商譽

		\$'000 千元
Cost:	成本：	
At 1 January 2019	於二零一九年一月一日	-
Acquisition of a subsidiary (note 26)	收購一間附屬公司(附註26)	4,729
At 31 December 2019	於二零一九年十二月三十一日	4,729

Goodwill is allocated to the Group's cash-generating units ("CGU") identified according to country of operating and operating segment as follows:

商譽分配至本集團根據經營國家及經營分部識別的現金產生單位(「現金產生單位」)如下：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
SHDY – the PRC 上海迪友 – 中國	4,729	-

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projection which are prepared on the basis of reasonable assumptions reflective of prevailing and future market conditions. The cash flow is discounted using a discount rate of 12%. The discount rate used is pre-tax and reflect specific risk relating to the relevant CGU.

現金產生單位的可收回金額基於使用價值計算得出。該等計算使用現金流量預測，乃按反映當前及未來市場狀況的合理假設編製。現金流使用12%的折現率折現。所用折現率為除稅前及反映了與有關現金產生單位相關的特定風險。

14 INVENTORIES

(a) Inventories in the consolidated balance sheet comprise:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Oil and petrochemical products	石油及石化產品	39,796	–
Oil and petrochemical products in transit	在運石油及石化產品	105,118	–
Consumable parts	消耗品	4,240	8,284
		149,154	8,284

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Continuing operations:		持續經營業務：		
Carrying amount of inventories sold	已售存貨賬面值	5(c)	160,412	–
Write down of consumable parts	撇銷消耗品	5(c)	–	2,134
			160,412	2,134

14 存貨

(a) 綜合資產負債表內之存貨包括：

(b) 確認為開支及計入損益之存貨金額分析如下：

15 INVESTMENTS IN SUBSIDIARIES AND A CONTROLLED STRUCTURED ENTITY

(a) Investments in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary shares unless otherwise indicated.

15 投資附屬公司及一間受控制結構性實體

(a) 投資附屬公司

以下列表只包含對本集團的業績、資產或負債有重大影響的附屬公司之詳情。除非另有說明，否則所持之股份類別為普通股。

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ establishment 註冊/ 成立之地點	Particulars of issued and paid up capital 已發行及已繳足股本詳情	Attributable equity interest 應佔股權		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Continuing operations 持續經營業務						
Guangdong Petro-Chemicals Company Limited 粵東石油化工有限公司	Hong Kong 香港	Hong Kong 香港	20,000,000 shares 20,000,000股	-	100%	Provision of administrative services 提供行政服務
Oriental Point International Limited 東康國際有限公司	Hong Kong 香港	Hong Kong 香港	1,000,000 shares 1,000,000股	-	100%	Inactive 暫無業務
Timeslink Development Limited 時亮發展有限公司	Hong Kong 香港	Hong Kong 香港	10,000 shares 10,000股	100%	-	Provision of administrative services 提供行政服務
Union Petro-Chemicals (BVI) Company Limited 廣東聯盈石油化工有限公司	Hong Kong 香港	British Virgin Islands 英屬處女群島	100 shares of US\$1 each 100股每股面值1美元	100%	-	Investment holding 投資控股
Guangzhou Zhongshui Petrochemical Development Limited 廣州中穗石油化工發展有限公司	The PRC 中國	The PRC 中國	RMB580,000,000 人民幣580,000,000元	-	92%	Investment holding 投資控股
Dongguan Dongzhou International Petrochemical Storage Limited ("DZ International") 東莞市東洲國際石化倉儲有限公司 (「東洲國際」)	The PRC 中國	The PRC 中國	RMB555,000,000 人民幣555,000,000元	-	92%	Provision of terminal, storage and transshipment services 提供碼頭、貯存及轉輸服務
Guangzhou Hans Energy Investment Ltd. ("GZ Hans") 廣州漢忠能源投資有限公司 (「廣州漢忠」)	The PRC 中國	The PRC 中國	RMB580,000,000 人民幣580,000,000元	-	92%	Investment holding 投資控股
Shanghai DiYou Industry Co., Ltd ("SHDY") (Note 3) 上海迪友實業有限公司 (「上海迪友」)(附註3)	The PRC 中國	The PRC 中國	RMB50,000,000 (Note 2) 人民幣50,000,000元 (附註2)	-	91%	Trade of oil and petrochemical products 買賣石油及石化產品

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (以港元列示，另有註明者除外)

15 INVESTMENTS IN SUBSIDIARIES AND A CONTROLLED STRUCTURED ENTITY (continued)

(a) Investments in subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ establishment/ 註冊/ 成立之地點	Particulars of issued and paid up capital 已發行及已繳足股本詳情	Attributable equity interest 應佔股權		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Guangzhou Hans Gongjiao Energy Co., Ltd. 廣州市漢思工交能源有限公司(「漢思工交」)	The PRC 中國	The PRC 中國	RMB5,000,000 (Note 2) 人民幣5,000,000元(附註2)	-	60%	Operation of filling station 經營加油站
Creative Apex International Holding Limited ("Creative Apex") (Note 4) 創豐國際控股有限公司(「創豐國際」)(附註4)	Hong Kong 香港	British Virgin Islands 英屬處女群島	1 share of US\$1 each 1股每股面值1美元	100%	-	Investment holding 投資控股
Discontinued operations 終止經營業務						
GD (Panyu) (Note 5) 粵海(番禺)(附註5)	The PRC 中國	The PRC 中國	RMB220,000,000 人民幣220,000,000元	-	-	Provision of terminal, storage, warehousing and transshipment services 提供碼頭、貯存、倉庫及轉輸服務

Note 1: GD (Panyu) and GZ Hans are sino-foreign equity joint venture companies and 中穗石化, DZ International, 漢思工交 and SHDY are limited liability companies. The official names of 中穗石化, DZ International and 漢思工交 are in Chinese and the English translations are for reference only.

Note 2: The amount represented the registered share capital which is not fully paid up yet.

Note 3: SHDY was acquired during the year. See note 26.

Note 4: Creative Apex was incorporated during the year.

Note 5: The equity interest in GD (Panyu) was disposed to Guangzhou Gas Group Company Limited on 28 May 2019. See note 31.

The following table lists out the information relating to (i) GZ Hans and its subsidiaries as at 31 December 2019 and 2018 and (ii) GD (Panyu) as at 31 December 2018, which are the subsidiaries of the Group which have material non-controlling interests ("NCI") as at 31 December 2019 and 2018. The summarised financial information presented below represents the amounts before any inter-company elimination.

15 投資附屬公司及一間受控制結構性實體(續)

(a) 投資附屬公司(續)

附註1：粵海(番禺)及廣州漢思為中外合資公司，中穗石化、東洲國際、漢思工交及上海迪友各為有限責任公司。中穗石化、東洲國際及漢思工交之正式名稱為中文，英文翻譯僅供參考。

附註2：該金額指尚未全部支付的註冊股本。

附註3：上海迪友於年內收購。見附註26。

附註4：創豐國際於年內註冊成立。

附註5：於粵海(番禺)的股權已於二零一九年五月二十八日出售予廣州燃氣集團有限公司。見附註31。

下表載列有關(i)廣州漢思及其附屬公司於二零一九年及二零一八年十二月三十一日的資料及(ii)粵海(番禺)於二零一八年十二月三十一日的資料，該等公司於二零一九年及二零一八年十二月三十一日為本集團擁有重大非控股權益(「非控股權益」)的附屬公司。下文呈列的財務資料概要指未計任何公司間對銷的金額。

15 INVESTMENTS IN SUBSIDIARIES AND A CONTROLLED STRUCTURED ENTITY (continued)

(a) Investments in subsidiaries (continued)

15 投資附屬公司及一間受控制結構性實體(續)

(a) 投資附屬公司(續)

		2019 二零一九年 \$'000 千元 GZ Hans and its subsidiaries 廣州漢思及 其附屬公司	2018 二零一八年 \$'000 千元 GZ Hans and its subsidiaries 廣州漢思及 其附屬公司 (Note) (附註)	2018 二零一八年 \$'000 千元 GD (Panyu) 粵海(番禺) (Note) (附註)
NCI percentage	非控股權益百分比	8%	8%	8%
Non-current assets	非流動資產	770,255	787,425	–
Current assets	流動資產	527,819	412,209	743,756
Current liabilities	流動負債	(239,120)	(997,401)	(378,912)
Non-current liabilities	非流動負債	(859,105)	(661,948)	–
Net assets/(liabilities)	資產/(負債)淨值	198,848	(459,715)	364,844
Carrying amount of NCI	非控股權益賬面值	15,988	(36,777)	29,187
Revenue	收益	314,331	141,556	152,447
Profit/(loss) for the year	年內溢利/(虧損)	14,800	(48,215)	35,164
Total comprehensive income	全面收益總額	13,673	(47,785)	35,228
Profit/(loss) allocated to NCI	分配至非控股權益的 溢利/(虧損)	1,184	(3,858)	2,813
Dividends paid to NCI	向非控股權益派付 股息	–	–	24,858
Cash flows from operating activities	營業活動產生現金 流量	25,508	(400,807)	583,031
Cash flows from investing activities	投資活動產生現金 流量	(181,807)	885,051	(4,118)
Cash flows from financing activities	融資活動產生現金 流量	(496,299)	(101,289)	(121,059)

Note: The subsidiaries have initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the comparative information is not restated.

附註：附屬公司已採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料不予重列。

15 INVESTMENTS IN SUBSIDIARIES AND A CONTROLLED STRUCTURED ENTITY (continued)

(b) Investment in a controlled structured entity

The Company directly controlled a trust (the “Share Award Scheme Trust”) that was set up in relation to the Group’s share award scheme adopted on 15 April 2019 (the “Share Award Scheme”). Principal activities of the Share Award Scheme Trust include purchasing, administering and holding the Company’s shares under the Share Award Scheme for the benefit of eligible employees (see Note 24(a)). The Company has the power to direct the relevant activities of the Share Award Scheme Trust and it has the ability to use its power over the trust to affect its exposure to returns. Therefore, the Share Award Scheme Trust is considered as a controlled structured entity of the Group.

15 投資附屬公司及一間受控制結構性實體 (續)

(b) 投資一間受控制結構性實體

本公司直接控制與本集團於二零一九年四月十五日採納的股份獎勵計劃(「股份獎勵計劃」)有關而設立的信託(「股份獎勵計劃信託」)。股份獎勵計劃信託的主要活動包括根據股份獎勵計劃為合資格員工之利益購買、管理及持有本公司股份(見附註24(a))。本公司擁有指示股份獎勵計劃信託相關活動的權力且能夠運用其對信託的權力影響其回報。因此，股份獎勵計劃信託被視為本集團的受控制結構性實體。

16 TRADE AND OTHER RECEIVABLES

16 貿易及其他應收款項

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Trade debtors, net of loss allowance	扣除虧損撥備的貿易 應收賬款	95,513	18,257
Financial assets measured at amortised cost	按攤銷成本計量的 金融資產	95,513	18,257
Prepayments and other receivables	預付款項及其他應收款項	78,550	6,650
		174,063	24,907

The amounts of the prepayments and other receivables expected to be recovered or recognised as expense after more than one year are \$1,316,000 (2018: \$598,000). Apart from these, all the other trade and other receivables are expected to be recovered or recognised as expense within one year.

預期於一年後收回或確認為費用之預付款項及其他應收款項為1,316,000元(二零一八年：598,000元)。除此之外，其餘所有貿易及其他應收款項預期將於一年內收回或確認為費用。

(a) Ageing analysis

As at balance sheet date, the ageing analysis of trade debtors (which are included in trade and other receivables), based on the invoice date and net of allowance, is as follows:

(a) 賬齡分析

於結算日，根據發票日期及已扣除撥備之貿易應收賬款(計入貿易及其他應收款項)之賬齡分析如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Within 1 month	一個月內	91,459	17,491
Over 1 month but within 2 months	一個月以上但兩個月內	1,124	470
Over 2 months but within 3 months	兩個月以上但三個月內	34	8
Over 3 months but within 6 months	三個月以上但六個月內	2,896	288
		95,513	18,257

Subject to negotiation, credit is generally only available to major customers with well-established trading records. The Group allows an average credit period of 30 days to its trade customers. Further details on the Group's credit policy and credit risk arising from trade debtors are set out in note 27(a).

視乎洽談結果而定，除賬期一般僅授予有良好交易記錄之主要客戶。本集團給予貿易客戶平均30天之除賬期。有關本集團信貸政策及貿易應收賬款產生之信貸風險之進一步詳情載於附註27(a)。

16 TRADE AND OTHER RECEIVABLES (continued)**(b) Trade debtors that are not impaired**

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Balance at 1 January	於一月一日的結餘	38,927	–
Amounts written off during the year (Reversal of)/provision for impairment losses recognised during the year	年內撇銷款項 年內確認的減值虧損 (撥回)/撥備	(3,358) (35,455)	–
Exchange difference	匯兌差額	(114)	38,353
Balance at 31 December	於十二月三十一日 的結餘	–	574
		<hr/> – <hr/>	<hr/> 38,927 <hr/>

16 貿易及其他應收款項(續)**(b) 並無減值的貿易應收賬款**

年內貿易應收賬款相關虧損撥備賬變動如下：

16 TRADE AND OTHER RECEIVABLES (continued)**(b) Trade debtors that are not impaired** (continued)

At 31 December 2018, receivables that were past due mainly represented an amount of \$38,927,000 due from a customer ("Customer A") that was in financial difficulty. To reclaim the trade debtor, the Group filed an application to the court in the PRC and the court granted the Group a lien on Customer A's goods stored at the storage facilities of the Group during the year ended 31 December 2015. Subsequently, the goods were sold by the court through an auction in 2016 and the related sale proceeds of the goods ("the auction proceeds") are being held under the custody of the court since then.

In June 2018, the Group has filed a written request to the court for releasing the auction proceeds to the Group.

In December 2018, forced execution processes in respect of the auction proceeds and distribution of Customer A's assets were initiated and applied by the first mortgagor of Customer A, a third party. The court has accepted this application. Based on the foregoing and considering the complexity of the forced execution processes and the number of related creditors involved therein, the directors reassessed the recovery of receivables due from Customer A during the year ended 31 December 2018. The directors were of the opinion that the expected credit losses of the amount due from Customer A as at 31 December 2018 amounting to \$38,927,000 was necessary to be recognised during the year ended 31 December 2018.

In November 2019, the court issued the final allocation plan for the auction proceeds and in December 2019, the court released first part of the auction proceeds. As a result of the new development in the court proceedings, additional storage and warehousing income of \$8,871,000 (note 3) and interest income of \$11,997,000 (note 4) were recognised.

16 貿易及其他應收款項 (續)**(b) 並無減值的貿易應收賬款** (續)

於二零一八年十二月三十一日，逾期應收款項主要是來自一名有財政困難之客戶(「客戶甲」)之應收款項為38,927,000元。為收回貿易應收賬款，截至二零一五年十二月三十一日止年度，本集團已向中國法院提出申請，而法院已就該申請授予本集團就客戶甲存放在本集團倉儲設施之貨品擁有留置權。其後，於二零一六年，該等貨品經法院拍賣出售，且貨品相關銷售所得款項(「拍賣所得款項」)自此由法院保管。

於二零一八年六月，本集團已向法院提交書面申請，要求向本集團發還拍賣所得款項。

於二零一八年十二月，拍賣所得款項及分派客戶甲資產的強制執行程序由客戶甲第一抵押人(第三方)發起並申請。法院已接受該申請。按上文所述及鑒於強制執行程序的複雜性以及其中涉及的相關債權人的人數，董事已重新評估截至二零一八年十二月三十一日止年度應收客戶甲款項之可收回性，董事認為有需要於截至二零一八年十二月三十一日止年度確認於二零一八年十二月三十一日應收客戶甲款項之預期信貸虧損達38,927,000元。

於二零一九年十一月，法院就拍賣所得款項發出最終分配計劃，並於二零一九年十二月發放首批拍賣所得款項。由於法院訴訟有新進展，故已確認額外貯存及倉庫收入8,871,000元(附註3)及利息收入11,997,000元(附註4)。

16 TRADE AND OTHER RECEIVABLES (continued)**(b) Trade debtors that are not impaired** (continued)

In addition, related impairment losses of \$35,455,000 (note 5(c)) were reversed. The unrecoverable part of the previously impaired trade debtor of \$3,358,000 was written off accordingly.

In March 2020, the court released the remaining part of the auction proceeds.

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION**(a) Cash and cash equivalents comprise:**

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cash at bank and on hand	974,510	881,071

銀行存款及現金

16 貿易及其他應收款項(續)**(b) 並無減值的貿易應收賬款(續)**

此外，相關減值虧損35,455,000元(附註5(c))已撥回。貿易應收賬款不可收回部分3,358,000元據此撇銷。

於二零二零年三月，法院發放拍賣所得款項的剩餘部分。

17 現金及現金等值項目及其他現金流量資料**(a) 現金及現金等值項目包括：**

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(b) Reconciliation of loss/(profit) before taxation to cash (used in)/generated from operations:

	Note 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
(Loss)/profit before taxation			
– Continuing operations		(127,824)	(89,516)
– Discontinued operations	31	(73,215)	41,140
– Gain on disposal of discontinued operations			
Adjustments for:		1,307,768	–
Interest income	4	(9,890)	(1,453)
Finance costs	5(a)	52,307	45,835
Depreciation	5(c)	68,663	79,620
Amortisation of land lease premium	5(c)	–	6,244
Amortisation of intangible assets	5(c)	170	170
Impairment of prepayments	5(c)	–	6,872
Write down of consumable parts	5(c)	–	2,134
Equity-settled share-based payment expenses	5(b)	8,260	6,800
Loss/(gain) on disposal of property, plant and equipment	4	1,976	(1,489)
(Reversal of)/provision for impairment of trade receivables	5(c)	(35,455)	38,353
Gain on disposal of discontinued operations	31	(1,307,768)	–
Exchange differences		2,245	(593)
Changes in working capital:			
(Increase)/decrease in inventories		(66,005)	244
(Increase)/decrease in trade and other receivables		(10,231)	21,157
Increase in trade and other payables and contract liabilities		47,081	92
Cash (used in)/generated from operations		(141,918)	155,610

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets and lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Previously, cash payments under operating leases made by the Group as a lessee of \$5,717,000 were classified as operating activities in the consolidated cash flow statement. Under HKFRS 16, except for short-term lease payments, payments for leases of low value assets and variable lease payments not included in the measurement of lease liabilities, all other rentals paid on leases are now split into capital element and interest element (see note 17(c)) and classified as financing cash outflows. Under the modified retrospective approach, the comparative information is not restated. Further details on the impact of the transition to HKFRS 16 are set out in note 1(c).

17 現金及現金等值項目及其他現金流量資料(續)

(b) 除稅前虧損/(溢利)與經營業務(所用)/所得現金之對賬:

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的使用權資產及租賃負債。本集團作為承租人先前根據經營租賃作出的現金付款5,717,000元於綜合現金流量表分類為經營活動。根據《香港財務報告準則》第16號，除短期租賃付款、低價值資產租賃付款及可變租賃付款不計入租賃負債計量外，所有其他已付租賃租金現分拆為資本部分及利息部分(見附註17(c))，並分類為融資現金流出。根據經修訂的追溯法，比較資料不予重列。有關過渡至《香港財務報告準則》第16號的影響的更多詳情載於附註1(c)。

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

		Amounts due to related parties 應付關聯方款項 \$'000 千元 (Note 22) (附註22)	Bank loans 銀行貸款 \$'000 千元 (Note 19) (附註19)	Lease liabilities 租賃負債 \$'000 千元 (Note 20) (附註20)	Total 合計 \$'000 千元
At 31 December 2018 (Note)	於二零一八年十二月三十一日(附註)	205,835	879,934	-	1,085,769
Impact on initial application of HKFRS 16 (Note 1(c))	初步應用《香港財務報告準則》第16號的影響(附註1(c))	-	-	5,907	5,907
At 1 January 2019	於二零一九年一月一日	205,835	879,934	5,907	1,091,676
Changes from financing cash flows:	融資現金流量的變動：				
Proceeds from new bank loan	新銀行貸款所得款項	-	749,896	-	749,896
Repayment of bank loans	償還銀行貸款	-	(908,068)	-	(908,068)
Advances from a related party	關聯方墊支款項	236,869	-	-	236,869
Repayment to a related party	償還關聯方款項	(232,042)	-	-	(232,042)
Interest element of lease rentals paid	已付租賃租金利息部分	-	-	(150)	(150)
Capital element of lease rentals paid	已付租賃租金資本部分	-	-	(4,334)	(4,334)
Interest paid	已付利息	-	(51,934)	-	(51,934)
Total changes from financing cash flows	融資現金流量變動合計	4,827	(210,106)	(4,484)	(209,763)
Exchange adjustments	匯兌調整	(1,189)	(19,486)	(32)	(20,707)
Other changes:	其他變動：				
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃之租賃負債增加	-	-	7,962	7,962
Decrease in lease liabilities from early termination of leases during the year	年內提前終止租賃導致租賃負債減少	-	-	(1,371)	(1,371)
Interest expenses (Note 5(a))	利息開支(附註5(a))	-	52,157	150	52,307
Proceed from disposal of discontinued operations	出售終止經營業務之所得款項	70,933	-	-	70,933
Total other changes	其他變動合計	70,933	52,157	6,741	129,831
At 31 December 2019	於二零一九年十二月三十一日	280,406	702,499	8,132	991,037

17 現金及現金等值項目及其他現金流量資料(續)

(c) 融資活動產生之負債對賬

下表詳列本集團自融資活動產生之負債變動之詳情，包括現金及非現金變動。融資活動產生之負債變動指過往現金流量或未來現金流量將於本集團綜合現金流量表分類為融資活動所產生之現金流量之負債。

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(c) Reconciliation of liabilities arising from financing activities (continued)

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. See notes 1(c) and 17(b).

17 現金及現金等值項目及其他現金流量資料(續)

(c) 融資活動產生之負債對賬(續)

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的租賃負債。見附註1(c)及17(b)。

		Amounts due to related parties 應付關聯方款項 \$'000 千元 (Note 22) (附註22)	Bank loans 銀行貸款 \$'000 千元 (Note 19) (附註19)	Lease liabilities 租賃負債 \$'000 千元 (Note 20) (附註20)	Total 合計 \$'000 千元
At 1 January 2018	於二零一八年一月一日	265,094	986,964	-	1,252,058
Changes from financing cash flows:	融資現金流量的變動：				
Advances from a related party	一名關聯方之墊支款項	30,465	-	-	30,465
Repayment of bank loans/to a related party	償還銀行/一名關聯方貸款	(88,927)	(61,656)	-	(150,583)
Interest paid	已付利息	-	(45,940)	-	(45,940)
Total changes from financing cash flows	融資現金流量變動合計	(58,462)	(107,596)	-	(166,058)
Exchange adjustments	匯兌調整	(797)	(45,269)	-	(46,066)
Other changes:	其他變動：				
Interest expenses (Note 5(a))	利息開支(附註5(a))	-	45,835	-	45,835
Total other changes	其他變動合計	-	45,835	-	45,835
At 31 December 2018	於二零一八年十二月三十一日	205,835	879,934	-	1,085,769

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

(d) Total cash outflow for leases

Amounts included in the consolidated cash flow statement for leases comprise the following:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元 (Note) (附註)
Within operating cash flows	屬於經營現金流量內	2,430	5,717
Within investing cash flows	屬於投資現金流量內	1,806	-
Within financing cash flows	屬於融資現金流量內	4,484	-
		8,720	5,717

Note: As explained in the note to note 17(b), the adoption of HKFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

These amounts relate to the following:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Lease rentals paid	已付租賃租金	6,914	5,717
Prepayment for right-of-use assets (note 11)	使用權資產預付款項 (附註11)	1,806	-
		8,720	5,717

17 現金及現金等值項目及其他現金流量資料(續)

(d) 租賃現金流出總額

計入綜合現金流量表的租賃相關金額包括下列各項：

附註：誠如附註17(b)的附註解釋，採納《香港財務報告準則》第16號引入若干已付租賃租金現金流量分類變動。比較金額資料不予重列。

該等金額與下列有關：

18 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES

18 貿易及其他應付賬款及合約負債

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Trade creditors	貿易應付賬款	49,862	—
Contract liabilities	合約負債	31,333	—
Other creditors and accruals	其他應付賬款及計提費用	47,057	51,100
Consideration received from disposal of a subsidiary (Note)	出售一間附屬公司的已收代價(附註)	—	890,206
		128,252	941,306

Note: During the year ended 31 December 2018, the Group had consideration received in advance from Guangzhou Gas Group Company Limited relating to disposal of GD (Panyu) of \$890,206,000 according to a sale and purchase agreement and this amount was secured by certain of the Group's interests in leasehold land held for own use with net book value of \$4,549,000 as at 31 December 2018 and 92% of GD (Panyu)'s equity interest with the corresponding issued and paid up capital of RMB202,400,000 as an indemnity arrangement for Guangzhou Gas Group Company Limited as the transaction was not completed as at 31 December 2018. The transaction was completed on 28 May 2019. See note 31.

附註：截至二零一八年十二月三十一日止年度，本集團根據買賣協議就出售粵海(番禺)而從廣州燃氣集團有限公司所收到的預收代價款890,206,000元，該金額乃以本集團若干持作自用之租賃土地的權益(於二零一八年十二月三十一日賬面淨值為4,549,000元)及粵海(番禺)的92%股權(相應已發行及實繳股本為人民幣202,400,000元)作抵押，作為以廣州燃氣集團有限公司為受益人的彌償安排，原因為交易於二零一八年十二月三十一日尚未完成。該交易已於二零一九年五月二十八日完成。見附註31。

At 31 December 2019 and 2018, all the trade and other payables are expected to be settled or recognised as income within one year.

於二零一九年及二零一八年十二月三十一日，所有貿易及其他應付賬款預期於一年內清還或確認為收入。

As at balance sheet date, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

於結算日，按發票日期列示的應付賬款(計入貿易及其他應付賬款)的賬齡分析如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Within 1 month	一個月內	49,862	—

18 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (continued)

Contract liabilities

The Group's receives part of the contact value as a deposit from customers when they sign the oil and petrochemical products agreement. This deposit is recognised as a contract liability until the customer takes possession of and accepts the products. The rest of the consideration is typically paid according to the credit terms granted to the customer. The amount of the deposit was negotiated on a case by case basis with customers.

Movement in contract liabilities

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At 1 January	於一月一日	-	-
Increase in contract liabilities as a result of receiving deposits from customers	從客戶取得按金導致合約負債增加	31,333	-
At 31 December	於十二月三十一日	31,333	-

19 BANK LOANS AND OTHER BORROWINGS

(a) The analysis of the carrying amount of bank loans and other borrowings is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Current liabilities	流動負債		
Bank loans	銀行貸款	50,021	90,162
Non-current liabilities	非流動負債		
Bank loans	銀行貸款	652,478	789,772
		702,499	879,934

18 貿易及其他應付賬款及合約負債(續)

合約負債

客戶簽署石油及石化產品協議時，本集團從客戶取得部分合約價值作為按金。於客戶接管及接收產品前，該筆按金確認為合約負債。餘下代價通常根據授予客戶的信貸條款支付。按金金額按個別情況與客戶磋商釐定。

合約負債變動

19 銀行貸款及其他借貸

(a) 銀行貸款及其他借貸賬面值的分析如下：

19 BANK LOANS AND OTHER BORROWINGS (continued)

(b) At 31 December 2019, the bank loans and other borrowings were repayable as follows:

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Bank loans (secured)		
Within 1 year or on demand	50,021	90,162
After 1 year but within 2 years	63,358	118,694
After 2 years but within 5 years	277,887	534,124
After 5 years	311,233	136,954
	652,478	789,772
	702,499	879,934

(c) At 31 December 2019, the Group had banking facilities totalling \$702,499,000 (2018: \$879,934,000) which were secured by certain of the Group's property, plant and equipment with net book value of \$383,217,000 (2018: \$645,589,000) and interests in leasehold land held for own use with net book value of \$173,912,000 (2018: \$210,671,000). The banking facilities were utilised to the extent of \$702,499,000 as at 31 December 2019 (2018: \$879,934,000).

19 銀行貸款及其他借貸(續)

(b) 於二零一九年十二月三十一日，銀行貸款及其他借貸須於下列期間償還：

(c) 於二零一九年十二月三十一日，本集團之銀行融資額度合共702,499,000元(二零一八年：879,934,000元)，乃以本集團賬面淨值為383,217,000元(二零一八年：645,589,000元)之物業、廠房及設備及賬面淨值為173,912,000元(二零一八年：210,671,000元)之持有作自用之租賃土地之權益作抵押。於二零一九年十二月三十一日，已動用之銀行融資額度為702,499,000元(二零一八年：879,934,000元)。

20 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

20 租賃負債

下表列示本集團於本報告期間及過往報告期間末及於過渡至《香港財務報告準則》第16號日期的租賃負債的剩餘合約到期狀況：

	At 31 December 2019 於二零一九年十二月三十一日		At 1 January 2019 (Note) 於二零一九年一月一日(附註)	
	Present value of the minimum lease payments 最低租賃 付款現值 \$'000 千元	Total minimum lease payments 最低租賃 付款總額 \$'000 千元	Present value of the minimum lease payments 最低租賃 付款現值 \$'000 千元	Total minimum lease payments 最低租賃 付款總額 \$'000 千元
Within 1 year 一年內	5,246	5,428	3,538	3,645
After 1 year but within 2 years 一年後但兩年內	2,665	2,713	2,074	2,108
After 2 years but within 5 years 兩年後但五年內	221	223	295	311
	2,886	2,936	2,369	2,419
	8,132	8,364	5,907	6,064
Less: total future interest expenses 減：未來利息開支 總額		(232)		(157)
Present value of lease liabilities 租賃負債現值		8,132		5,907

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Further details on the impact of the transition to HKFRS 16 are set out in note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃所涉及的租賃負債。有關過渡至《香港財務報告準則》第16號的影響的更多詳情載於附註1(c)。

21 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET

(a) Current taxation in the consolidated balance sheet represents:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
PRC Corporate Income Tax	中國企業所得稅	1,481	86
PRC dividend income withholding tax	中國股息收入預扣稅	-	9,010
		1,481	9,096

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

21 綜合資產負債表中之所得稅

(a) 綜合資產負債表之流動稅項指：

(b) 已確認遞延稅項資產及負債：

年內於綜合資產負債表中確認之遞延稅項(資產)/負債組成部分及其變動情況如下：

		Future benefits of tax losses 稅項虧損之 未來利益 \$'000 千元	Depreciation allowances in excess of the related depreciation 超出相關折舊 的折舊撥備 \$'000 千元	Total 總額 \$'000 千元
Deferred tax arising from:	遞延稅項來自：			
At 1 January 2018	於二零一八年一月一日	(6,588)	3,672	(2,916)
Exchange adjustments	匯兌調整	59	(148)	(89)
Credited to profit or loss (note 6(b))	計入損益表(附註6(b))	6,529	(553)	5,976
At 31 December 2018	於二零一八年 十二月三十一日	-	2,971	2,971
At 1 January 2019	於二零一九年一月一日	-	2,971	2,971
Disposal of a subsidiary (note 31)	出售一間附屬公司 (附註31)	-	(2,829)	(2,829)
Exchange adjustments	匯兌調整	-	(6)	(6)
Credited to profit or loss (note 6(b))	計入損益表(附註6(b))	-	(136)	(136)
At 31 December 2019	於二零一九年 十二月三十一日	-	-	-

21 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET*(continued)***(c) Deferred tax assets not recognised:**

In accordance with the accounting policy set out in note 1(p), the Group has not recognised deferred tax assets in respect of the cumulative tax losses of approximately \$613 million (2018: \$537 million) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses of the Group's PRC subsidiaries will expire in 5 years after the relevant tax losses were incurred while tax losses for the Group's subsidiaries in Hong Kong do not expire under the current tax legislation.

(d) Deferred tax liabilities not recognised:

In PRC, dividends paid by a foreign-invested enterprise to its foreign investors are subject to withholding tax at a rate of 10% unless reduced by treaty (5% for foreign investors who are registered in Hong Kong provided they meet certain criteria). Under the grandfathering treatments, undistributed profits of a foreign-invested enterprise as at 31 December 2007 are exempted from withholding tax.

At 31 December 2019, temporary differences relating to the undistributed profits of subsidiaries amounted to \$1,501,000. Deferred tax liabilities of \$75,000 have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that the profits will not be distributed in the foreseeable future.

At 31 December 2018, all profits of these subsidiaries were distributed under the transaction (note 31) and withholding tax was recognised in this regard (note 6(a)).

22 AMOUNTS DUE TO RELATED PARTIES

Apart from the non-current amounts due to related parties of \$167,448,000 (2018: \$Nil) which are unsecured, interest-free and repayable after one year, the amounts due to related parties are unsecured, interest-free and repayable within one year.

21 綜合資產負債表中之所得稅(續)**(c) 未確認之遞延稅項資產：**

根據附註1(p)所載之會計政策，由於有關實體未來不大可能於有關稅務司法權區有應課稅溢利以抵銷有關虧損，本集團未有就累計稅項虧損約6.13億元(二零一八年：5.37億元)確認遞延稅項資產。本集團的中國附屬公司的稅務虧損將在有關稅務虧損發生後5年內無效；而根據現行稅務條例，本集團在香港的附屬公司的稅務虧損並無限期。

(d) 未確認之遞延稅項負債：

於中國，除雙邊協議可減少徵稅外，外資企業支付其海外投資者之股息須繳納10%預扣稅(倘為於香港註冊符合且符合若干標準的外國投資者，則為5%)。在免受新稅法限制下，外資企業於二零零七年十二月三十一日之未分配溢利獲豁免繳納預扣稅。

於二零一九年十二月三十一日，與未分派附屬公司溢利有關的暫時性差額為1,501,000元。並未就倘分派該等保留溢利的情況下本應支付的稅項確認遞延稅項負債75,000元，因為本公司控制該等附屬公司的股息政策及其釐定於可見未來將不會分派溢利。

於二零一八年十二月三十一日，本公司已分派交易(附註31)項下該等附屬公司的所有溢利，並就此確認預扣稅(附註6(a))。

22 應付關聯方款項

除了無抵押、免息及須於一年後償還的應付關聯方非即期款項167,448,000元(二零一八年：無)外，應付關聯方之款項為無抵押、免息及須於一年內償還。

23 EMPLOYEE RETIREMENT BENEFITS

The employees of the Group's PRC subsidiaries are members of a state-managed retirement benefit scheme operated by the PRC government. The Group is required to contribute a certain percentage of the salaries, bonuses and certain allowances of its staff to the retirement scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contribution under the scheme. The Group has no other material obligation for the payment of pension benefits associated with this scheme beyond the annual contributions described above.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its 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 \$30,000. Contributions to the plan vest immediately.

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(a) Share Award Scheme

The Company has adopted the Share Award Scheme on 15 April 2019 (the "Adoption Date") for the purpose of retaining participants and encouraging them to make contributions to the growth and development of the Group.

23 僱員退休福利

本集團在中國之附屬公司之僱員為中國政府所操作之國家管理退休福利計劃之成員。本集團須按其員工之薪酬、花紅及若干津貼之某個百分比向該退休計劃供款。就該退休福利計劃而言，本集團之唯一責任為根據該計劃作出所需之供款。除上述每年供款外，本集團於該計劃的退休金福利方面並無其他重大付款責任。

本集團亦為按香港僱傭條例聘用之僱員，根據香港強制性公積金計劃條例設有強制性公積金計劃（「強積金計劃」）。強積金計劃乃一項由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員須各自按僱員有關收入之5%向計劃作出供款，惟以每月相關收入30,000元為限。向計劃作出之供款即時歸屬予僱員。

24 以權益結算之股份交易

(a) 股份獎勵計劃

本公司於二零一九年四月十五日（「採納日期」）採納股份獎勵計劃，旨在挽留參與人及鼓勵其為本集團的成長及發展作出貢獻。

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS*(continued)***(a) Share Award Scheme** *(continued)*

Pursuant to the rules of the Share Award Scheme (the "Scheme Rules"), the Board of Directors (the "Board") may grant an award to anyone (other than any excluded participant) who is an employee, director, or consultant of any member of the Group for participation in the Share Award Scheme and determine the terms of the award. The Share Award Scheme is subject to the administration of the Board in accordance with the Scheme Rules. The Board may engage one or more trustees to administer the Share Award Scheme as the Board thinks fit. The Share Award Scheme will terminate on the tenth anniversary of the Adoption Date or such earlier date as the Board may determine. The Board shall not grant any further awards if such award would cause the aggregate number of shares underlying such award and all other outstanding awards (taken together with all unvested awarded shares granted under the Scheme Rules) to exceed 5% of the number of issued shares at the date of grant. The Board may, from time to time remit funds to the trustee for the purposes of the Share Award Scheme, and such money will form part of the trust fund. The Board may instruct the trustee to purchase the number of shares underlying the award from the open market (either on-market or off-market) and the trustee shall hold such shares on trust for the participants until they are vested in accordance with the Scheme Rules.

During the year ended 31 December 2019, the Company remitted in total of HK\$20,000,000 to the trustee for the purchase of shares of the Company pursuant to the Share Award Scheme. On 15 April 2019, the trustee purchased a total number of 58,590,000 shares on the market at a total consideration of approximately HK\$16,581,000 for the purpose of the Share Award Scheme. As at 31 December 2019, no grant of awards has been made under the Share Award Scheme.

24 以權益結算之股份交易(續)**(a) 股份獎勵計劃(續)**

根據股份獎勵計劃規則(「計劃規則」)，董事會(「董事會」)可向任何為本集團成員公司的僱員、董事或顧問的人士授出獎勵以參與股份獎勵計劃以及釐定獎勵條款。股份獎勵計劃須根據計劃規則由董事會管理。董事會可委聘一名或以上董事會認為適當的受託人以管理股份獎勵計劃。股份獎勵計劃將於採納日期滿第十週年時或董事會可釐定的較早日期終止。若進一步授出獎勵將導致與該獎勵相關及所有其他未獲行使的獎勵(連同根據計劃規則授出的所有未歸屬獎勵股份)的股份總數超過授出日期已發行股份數目的5%，則董事會將不會授出該獎勵。董事會可不時就股份獎勵計劃向受託人匯款，有關款項將構成信託基金的一部分。董事會可指示受託人於公開市場(不論是在場內或場外)購買相關獎勵股份數目及受託人須以信託方式代參與者持有該等股份，直至其根據計劃規則歸屬為止。

於截至二零一九年十二月三十一日止年度，本公司將合計20,000,000港元匯款予根據股份獎勵計劃購買本公司股份的受託人。於二零一九年四月十五日，受託人就股份獎勵計劃而言於市場上按合計代價約16,581,000港元購買合計58,590,000股股份。於二零一九年十二月三十一日，概無根據股份獎勵計劃授出任何獎勵。

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS*(continued)***(b) Share option scheme**

Pursuant to ordinary resolutions passed on 28 December 2012, the Company adopted a share option scheme (“the Share Option Scheme”) for the purpose of enabling the Company to recruit and retain high-calibre employees and attract resources that are available to the Group and to provide the Company with a means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to such persons who contribute or may bring benefit to the Group. The Share Option Scheme remains in force for a period of 10 years from adoption and expires on 27 December 2022.

Under the Share Option Scheme, the board of directors of the Company may at their discretion grant options to any eligible participant including any employee, director, consultant, agent, business affiliate, business partner, joint venture partner, strategic partner of the Company or any subsidiaries of the Company, or any supplier or provider of goods or services to the Company or any subsidiaries of the Company, to take up options at a consideration of \$1 per each option grantee to subscribe shares of the Company, as may be determined by the directors from time to time to subscribe for the shares of the Company. The options vest on 31 May 2019 and are then exercisable from 30 August 2019 to 29 August 2028. Each option gives the holder the right to subscribe for one ordinary share in the Company.

On 30 August 2018, 65,000,000 options and 62,500,000 options were granted to directors and employees of the Group by the Company under the Share Option Scheme respectively. The directors estimated the weighted average fair value of each option at the grant date to be \$0.12.

Equity-settled share-based payment expenses of \$8,260,000 (2018: \$6,800,000) were recognised in the consolidated income statement (note 5(b)) for the year ended 31 December 2019.

24 以權益結算之股份交易 (續)**(b) 購股權計劃**

根據於二零一二年十二月二十八日通過之普通決議案，本公司採納一項購股權計劃（「購股權計劃」），藉此令本公司得以聘請及續聘具才幹之僱員、吸納對本集團有價值之資源，及為本公司提供渠道向該等對本集團有貢獻或可帶來利益之人士作出激勵、獎賞、報酬、補償及／或提供福利。購股權計劃由採納當日起計十年期間一直有效，並於二零一二年十二月二十七日屆滿。

根據購股權計劃，本公司之董事會可酌情向任何合資格參與者（包括本公司或本公司任何附屬公司之僱員、董事、顧問、代理人、業務附屬成員、業務夥伴、合營企業夥伴、策略夥伴或任何向本公司或本公司任何附屬公司提供任何貨品或服務之供應者（經董事不時釐定））授出購股權（按各購股權承授人支付1元的代價接納購股權），以認購本公司股份。購股權於二零一九年五月三十一日歸屬，其後於二零一九年八月三十日至二零二八年八月二十九日期間可予行使。每份購股權賦予持有人認購一股本公司普通股之權利。

於二零一八年八月三十日，本公司根據購股權計劃分別向本集團董事及僱員授出65,000,000份購股權及62,500,000份購股權。董事於授出日期估計每份購股權的加權平均公允值為0.12元。

截至二零一九年十二月三十一日止年度，以權益結算之股份支出8,260,000元（二零一八年：6,800,000元）於綜合損益表（附註5(b)）予以確認。

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(continued)

(b) Share option scheme (continued)

No share option was granted to or exercised by any of the directors and employees during the years ended 31 December 2019 and 2018.

(i) The terms and conditions of the grants that existed during the year are as follows:

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of options 購股權合約期限
Options granted to directors – on 30 August 2018 授予董事之購股權 – 於二零一八年八月三十日	65,000,000	100% vested on 31 May 2019 於二零一九年五月三十一日 全數歸屬	10 years 10年
Options granted to employees – on 30 August 2018 授予僱員之購股權 – 於二零一八年八月三十日	62,500,000	100% vested on 31 May 2019 於二零一九年五月三十一日 全數歸屬	10 years 10年
Total 總計	127,500,000		

(ii) The number and weighted average exercise prices of the share options are as follow:

	Weighted average exercise price 加權平均行使價		Weighted average exercise price 加權平均行使價	
	Number of options 購股權數目	2019 二零一九年	Number of options 購股權數目	2018 二零一八年
Outstanding at the beginning of the year 於年初未行使		\$0.236 127,500,000	–	–
Granted during the year 於年內授出		–	\$0.236	127,500,000
Forfeited during the year 於年內沒收		\$0.236 (2,000,000)	–	–
Lapsed during the year 於年內失效		\$0.236 (3,000,000)	–	–
Outstanding at the end of the year 於年末未行使		\$0.236 122,500,000	\$0.236	127,500,000

The options outstanding at 31 December 2019 had an exercise price of \$0.236 (2018: \$0.236) and a weighted average remaining contractual life of 8.7 years (2018: 9.7 years).

於二零一九年十二月三十一日尚未行使的購股權行使價為0.236元(二零一八年：0.236元)及加權平均剩餘合約期為8.7年(二零一八年：9.7年)。

24 以權益結算之股份交易(續)

(b) 購股權計劃(續)

截至二零一九年及二零一八年十二月三十一日止年度，並無任何董事及僱員獲授出或行使購股權。

(i) 年內現有購股權授出之條款及條件如下：

(ii) 購股權之數目及加權平均行使價如下：

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS*(continued)***(b) Share option scheme** *(continued)***(iii) Fair value of the options and assumptions**

The fair value of services received in return for options granted is measured by reference to fair value of the options granted. The estimate of fair value of options granted is measured based on a binomial model. The contractual life of the share option is used as an input into this model.

Fair value at measurement date	\$0.12
Vesting period	9 months
Share price	\$0.236
Exercise price	\$0.236
Expected volatility	54%
Option life	10 years
Expected dividends	Nil %
Risk-free interest rate	2.17%

The expected volatility is based on statistical analysis of weekly share prices of the Company over the past years immediately preceding the grant date. The calculation is based on the assumption that there is no material difference between the expected volatility over the whole life of the options and the historical volatility of the shares of Company. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

24 以權益結算之股份交易 (續)**(b) 購股權計劃 (續)****(iii) 購股權的公允值及假設**

授出購股權以換取所獲服務之公允值，乃參考所授出購股權之公允值計量。授出購股權之公允值以二項式模式估算。購股權之合約年期用作此模式之計算資料。

計算當日之公允值	0.12元
歸屬期	九個月
股價	0.236元
行使價	0.236元
預期波幅	54%
購股權年期	10年
預期股息	零%
無風險利率	2.17%

預期波幅乃基於緊隨授出當日前過往年度本公司每周股價的統計分析。該計算結果乃假設購股權於整段有效期內之預期波幅與本公司股份之歷史波幅兩者間不存在重大差異。主觀輸入值假設的變化會對公允值估計造成重大影響。

購股權乃根據服務條件授出。計量授出當日所獲服務的公允值時並未考慮該等條件。授出購股權並無附帶市場條件。

25 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below.

The Company

25 資本及儲備

(a) 權益組成部分之變動

本集團綜合權益各組成部分期初與期末結餘的對賬載於綜合權益變動表。本公司各個權益組成部分於本年度期初至期末的變動詳情載列如下。

本公司

		Share capital	Share premium	Treasury shares held under share award scheme	Share-based compensation reserve	Accumulated losses	Total
		股本	股份溢價	根據股份獎勵計劃持有的庫存股份	股份薪酬儲備	累計虧損	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
				(Note 24(a)) (附註24(a))	(Note 24(b)) (附註24(b))		
Balance at 1 January 2018	於二零一八年一月一日之結餘	373,264	710,477	-	-	(557,359)	526,382
Changes in equity for 2018:	二零一八年權益變動：						
Loss and total comprehensive income for the year	年內虧損及全面收益總額	-	-	-	-	(14,580)	(14,580)
Equity settled share-based payment transaction	以權益結算之股份交易	-	-	-	6,800	-	6,800
Balance at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日之結餘	373,264	710,477	-	6,800	(571,939)	518,602
Changes in equity for 2019:	二零一九年權益變動：						
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	480,120	480,120
Treasury shares held under share award scheme	根據股份獎勵計劃持有的庫存股份	-	-	(16,581)	-	-	(16,581)
Equity settled share-based payment transaction	以權益結算之股份交易	-	-	-	8,260	-	8,260
Lapse of share options	購股權失效	-	-	-	(360)	360	-
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	373,264	710,477	(16,581)	14,700	(91,459)	990,401

25 CAPITAL AND RESERVES (continued)

(b) Share capital

		Number of ordinary shares	Amount
		普通股數目	金額
		'000	\$'000
		千股	千元
Ordinary shares of \$0.10 each:	每股面值0.10元之普通股：		
<i>Authorised:</i>	<i>法定：</i>		
At 31 December 2018 and 2019	於二零一八年及二零一九年十二月三十一日	10,000,000	1,000,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>		
At 31 December 2018 and 2019	於二零一八年及二零一九年十二月三十一日	3,732,638	373,264

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣佈派發的股息，並有權於本公司會議上按每股一票投票表決。所有普通股在本公司剩餘資產方面具同等地位。

(c) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by the Companies Law (Revised) of the Cayman Islands.

(ii) Special reserve

The special reserve arose from the reverse acquisition in December 2004.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in note 1(t).

25 資本及儲備(續)

(b) 股本

(c) 儲備性質及用途

(i) 股份溢價

股份溢價賬的應用受開曼群島公司法(經修訂)監管。

(ii) 特別儲備

特別儲備因二零零四年十二月的反收購而產生。

(iii) 交易儲備

交易儲備包括換算香港以外的業務的財務報表產生的所有外匯差額。儲備乃根據附註1(t)所載會計政策處理。

25 CAPITAL AND RESERVES (continued)**(c) Nature and purpose of reserves (continued)****(iv) Statutory reserve**

Pursuant to the relevant laws and regulations for foreign investment enterprises, a portion of the profits of the Group's subsidiaries operating in the PRC is required to transfer to the statutory reserve. The amounts of profits transferred to the statutory reserve are determined by the board of directors of the subsidiaries according to the articles of association. The reserve is restricted to use and is not available for distribution.

(v) Treasury shares held under share award scheme

Treasury shares held under share award scheme represents the shares purchased by the Group that are not yet granted to directors and employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(o)(ii). The consideration paid for the purchase of the Company's shares is reflected as a decrease in the equity of the Company.

(vi) Share-based compensation reserve

The share-based compensation reserve represents portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(o)(ii).

(d) Distributability of reserves

The Company's reserves available for distribution to its shareholders comprise share premium and accumulated losses (net of treasury shares held under share award scheme) which in aggregate amounted to approximately \$602 million as at 31 December 2019 (2018: \$139 million). Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the payment of distribution or dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's articles of association, distributions shall be payable out of the profits or other reserves, including the share premium account, of the Company.

25 資本及儲備(續)**(c) 儲備性質及用途(續)****(iv) 法定儲備**

根據有關外商投資企業的相關法律及法規，本集團於中國營運的附屬公司的部分溢利須轉撥至法定儲備。轉撥至法定儲備的溢利數額由附屬公司的董事會根據章程細則釐定。儲備用途受到限制且不得用作分派。

(v) 根據股份獎勵計劃持有的庫存股份

根據股份獎勵計劃持有的庫存股份指本集團所購入，且尚未授予本公司董事及僱員，並已根據就股份付款(附註1(o)(ii))所採納的會計政策確認的股份。購買本公司股份所支付的代價反映為本公司權益減少。

(vi) 股份薪酬儲備

股份薪酬儲備指授予本公司僱員之未獲行使購股權之授出日期公允值之一部分，已根據就附註1(o)(ii)中以股份為基礎之支出採納之會計政策予以確認。

(d) 可供分派儲備

本公司可供派予股東之儲備包括股份溢價及累計虧損(並扣除根據股份獎勵計劃持有的庫存股份)，於二零一九年十二月三十一日合共約6.02億元(二零一八年：1.39億元)。根據開曼群島公司法(經修訂)，本公司之股份溢價可用作分派或作為股息派發予股東，惟該分派及派發股息須符合公司組織章程大綱及細則之規定，而且在緊隨分派及派發股息後，本公司仍能於日常業務過程中償還到期債務。根據本公司之組織章程細則，本公司之分派須從溢利或其他儲備，包括本公司之股份溢價賬中提取。

25 CAPITAL AND RESERVES (continued)

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing loans and borrowings), less cash and cash equivalents. Capital comprises all components of equity, plus net debt.

During 2019, the Group's strategy, which was unchanged from 2018, was to maintain the net debt-to-capital ratio at an appropriate level. In order to maintain or adjust the ratio, the Group will consider and may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The Group is at net cash position as at 31 December 2019 and 2018.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

25 資本及儲備(續)

(e) 股本管理

本集團之基本目標為管理股本以保障本集團之持續營運之能力，以使其能向股東提供回報及向其其他相關人士提供利益，並保持最佳之資本架構以降低資本成本。

本集團會以淨負債對資本比率為基準監察其資本架構。就此，本集團按總負債(包括計息貸款及借貸)減現金及現金等值項目計算淨負債。資本包括所有權益部分及淨負債。

於二零一九年，本集團之策略如同二零一八年一樣，是維持其淨負債與經調整股本的比率於適當水平。為了維持或調整該比率，本集團將考慮及可能調整派付予股東之股息金額、發行新股、退回股本予股東、籌集新債項融資或出售資產以減少債項。

於二零一九年及二零一八年十二月三十一日，本集團處於淨現金狀態。

本公司及其任何附屬公司概不受制於外界所施加之資本規定。

26 ACQUISITION OF A SUBSIDIARY

Pursuant to the sale and purchase agreement dated 5 November 2019, the Group, acquired 99% equity interests in Shanghai Diyou Industry Co., Ltd. ("SHDY"), a company established in the PRC at a cash consideration of RMB10,265,335. The acquisition was completed on 10 December 2019.

The goodwill reflects synergistic effect with the Group's future filling station business and provision of terminal and storage facilities and services for liquid petrochemical products business as Group's strategy is to extend its principal business. None of the goodwill is expected to be deductible for tax purposes.

The acquisition had the following effect on the Group's assets and liabilities on 10 December 2019, the completion date of the acquisition:

26 收購附屬公司

根據日期為二零一九年十一月五日的買賣協議，本集團收購上海迪友實業發展有限公司(「上海迪友」)(於中國成立的公司)的99%股權，現金代價為人民幣10,265,335元。收購於二零一九年十二月十日完成。

商譽指與本集團未來的加油站業務及提供液體石化產品的碼頭及貯存設施及服務業務所產生的協同效應，因為本集團的策略為拓展其主要業務。預期商譽不可作扣稅用途。

收購事項對本集團於二零一九年十二月十日(完成收購日期)的資產及負債有以下影響：

		\$'000 千元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	1,211
Inventories	存貨	74,910
Trade and other receivables	貿易及其他應收款項	99,559
Cash and cash equivalents	現金及現金等值項目	92,941
Trade and other payables	貿易及其他應付款項	(32,021)
Lease liabilities	租賃負債	(1,139)
Current tax	即期稅項	(932)
Amount due to the Group	應付本集團款項	(227,731)
Total identifiable net assets	可識別淨資產總值	6,798
Goodwill	商譽	4,729
Non-controlling interests arising from acquisition of the subsidiary	收購附屬公司產生的非控股權益	(68)
Total consideration	總代價	11,459
An analysis of net cash outflow in respect of the acquisition is as follows:	收購事項的現金流出淨額分析如下：	
Cash consideration paid	已付現金代價	11,459
Amount due to the Group	應付本集團款項	227,731
Less: consideration payables	減：應付代價	(3,363)
Less: cash and cash equivalents acquired	減：已收購現金及現金等值項目	(92,941)
Net cash outflow in respect of the acquisition	收購事項的現金流出淨額	142,886

26 ACQUISITION OF A SUBSIDIARY (continued)

Revenue and profit contribution

The revenue and profit after taxation of \$162,790,000 and \$1,680,000 respectively included in the consolidated income statement were contributed by SHDY from the date of the acquisition to 31 December 2019.

If the acquisition of SHDY had occurred on 1 January 2019, the Group's revenue and loss after tax of the continuing operation for the year would have been approximately \$3,147,110,000 and \$126,495,000 respectively. These amounts have been calculated by adopting the Group's accounting policies.

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency and commodity price risk arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables and cash and cash equivalents.

26 收購附屬公司(續)

收益及溢利貢獻

綜合收益表內的收益及除稅後溢利分別162,790,000元及1,680,000元乃於收購日期至二零一九年十二月三十一日期間由上海迪友貢獻。

倘收購上海迪友於二零一九年一月一日發生，則本集團年內持續經營業務所得收入及除稅後虧損將分別為約3,147,110,000元及126,495,000元。該等款項採用本集團的會計政策計算。

27 財務風險管理及金融工具公允值

信貸、資金流動性、利率、貨幣及商品價格風險會於本集團的一般業務進程中產生。該等風險會受本集團的財務管理政策及常規(見下文)所管理。

(a) 信貸風險

信貸風險指交易對手將違反其合約責任而導致本集團產生財務虧損的風險。本集團的信貸風險主要歸因於貿易應收賬款以及現金及現金等值項目。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry and country in which customers operate and therefore significant concentration of credit risk primarily arise when the Group has significant exposure to individual customers. At the balance sheet date, the Group has a certain concentration of credit risk as 63% (2018: 26%) of the total trade receivables was due from the Group's five largest customers.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Debtors with balances that are more than 1 month past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience indicates significantly different loss patterns for different customer segments, the loss allowance based on past due status is distinguished between the Group's different customer bases and separate the customer bases by operation segments.

27 財務風險管理及金融工具公允值(續)

(a) 信貸風險(續)

貿易應收賬款

本集團所面臨之信貸風險，主要受各客戶之個別特色所影響，而非客戶經營所在之行業及國家，故集中信貸風險主要在本集團面臨個別客戶的重大風險時產生。於結算日，本集團的五大客戶佔貿易應收賬款總額的63%(二零一八年：26%)，故承受一定程度的信貸集中風險。

對於所有要求超過若干信貸金額之客戶均會進行個別信貸評估。此等評估針對客戶過往到期還款的記錄及現時的還款能力，並考慮客戶的個別資料及與客戶經營所在經濟環境相關的資料。貿易應收賬款由發出賬單當日起計三十日內到期。債務人如有逾期一個月以上之結餘，則須全數清償有關結餘後方可再獲授信貸。本集團一般不會向客戶收取抵押品。

本集團按相等於全期預期信貸虧損的金額計量貿易應收賬款之虧損撥備，而有關撥備乃使用撥備矩陣計算。由於本集團之過往信貸虧損經驗表明不同客戶分部之虧損模式存在明顯差異，因此，處於逾期狀況之虧損撥備在本集團不同客戶群體之間區分，並按經營分部劃分客戶群體。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Cash and cash equivalents

In respect of cash and cash equivalents, the Group limits its exposure to credit risk by placing deposits with financial institutions that meet the established credit rating or other criteria. Given these high credit ratings, management does not expect any counterparty to fail to meet its obligations. As at 31 December 2019, the Group has a certain concentration of credit risk as 77% of total cash and equivalents were deposited with a financial institution in Hong Kong (2018: 94% of total cash and cash equivalents were deposited with a financial institution in the PRC).

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

	2019 二零一九年		
	Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Neither past due nor impaired 並無逾期或減值	–	91,459	–
Less than one month past due 逾期少於一個月	–	1,124	–
1 to 2 months past due 逾期一至兩個月	–	34	–
Over 2 months and less than 5 months past due 逾期超過兩個月 但少於五個月	–	2,896	–
		95,513	–

27 財務風險管理及金融工具公允值(續)

(a) 信貸風險(續)

現金及現金等值項目

就現金及現金等值項目，本集團透過將存款存放於符合既定信貸評級或其他標準之金融機構，限制其所承受之信貸風險。鑒於信貸評級高，故管理層預期不會有任交易對手無法盡其責任。於二零一九年十二月三十一日，本集團的現金及現金等值項目總額的77%存放於一家位於香港的金融機構(二零一八年：現金及現金等值項目總額的94%存放於一家位於中國的金融機構)，因此承受一定程度的信貸集中風險。

下表載列有關本集團之信貸風險及貿易應收賬款之預期信貸虧損之資料：

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Cash and cash equivalents (continued)

	2018 二零一八年		
	Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Neither past due nor impaired 並無逾期或減值	–	17,491	–
Less than one month past due 逾期少於一個月	–	470	–
1 to 2 months past due 逾期一至兩個月	–	8	–
Over 2 months and less than 5 months past due 逾期超過兩個月 但少於五個月	–	288	–
Over 5 months past due 逾期超過五個月	100%	38,927	38,927
		57,184	38,927

Expected loss rates are based on actual loss experience over the past two years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables during the year is disclosed in note 16(b).

27 財務風險管理及金融工具公允值(續)

(a) 信貸風險(續)

現金及現金等值項目(續)

預期虧損率按過往兩年的實際虧損經驗計算。此等比率為反映期內(往績數據已在期間收集)經濟狀況差異、目前狀況及本集團對應收款項預期存續期的經濟狀況之意見，而加以調整。

年內有關貿易應收賬款的虧損撥備賬戶的變動於附註16(b)披露。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay:

	2019 二零一九年							2018 二零一八年						
	Contractual undiscounted cash outflow 合約未貼現現金流出							Contractual undiscounted cash outflow 合約未貼現現金流出						
	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years	Total	Carrying amount at 31 December 於十二月 三十一日	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	More than 5 years	Total	Carrying amount at 31 December 於十二月 三十一日		
	一年內或 於通知時	超過一年 但兩年內	超過兩年 但五年內	超過五年	合共	賬面值	一年內或 於通知時	超過一年 但兩年內	超過兩年 但五年內	超過五年	合共	賬面值		
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000		
千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元		
Bank loans 銀行貸款	96,442	105,927	372,915	336,671	911,955	702,499	131,573	154,972	583,155	142,487	1,012,187	879,934		
Lease liabilities (Note) 租賃負債(附註)	5,428	2,713	223	-	8,364	8,132	-	-	-	-	-	-		
Trade and other payables 貿易及其他 應付賬款	128,252	-	-	-	128,252	128,252	941,306	-	-	-	941,306	941,306		
Amounts due to related parties 應付關聯方 款項	112,958	167,448	-	-	280,406	280,406	205,835	-	-	-	205,835	205,835		
	343,080	276,088	373,138	336,671	1,328,977	1,119,289	1,278,714	154,972	583,155	142,487	2,159,328	2,027,075		

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Other lease liabilities include amounts recognised at the date of transition to HKFRS 16 in respect of leases previously classified as operating leases under HKAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號，並調整期初結餘以確認與先前根據《香港會計準則》第17號分類為經營租賃的租賃相關的租賃負債。其他租賃負債包括於過渡至《香港財務報告準則》第16號之日就先前根據《香港會計準則》第17號分類為經營租賃的租賃確認的金額及於年內訂立的新租賃相關的金額。根據此方法，比較資料不予重列。見附註1(c)。

27 財務風險管理及金融工具公允值(續)

(b) 資金流動性風險

本集團旗下之個別營運實體負有自行管理現金之責任，包括將現金盈餘作短期投資及籌措貸款以應付預期現金需求，惟倘借貸超過預先釐定之若干授權水平時，須取得本公司董事會之批准。本集團之政策為定期監察現時及預期之流動性需求，以確保其維持足夠現金儲備及來自主要金融機構足夠的承諾信貸融資，以達至其短期及較長期流動性需求。

下表列出本集團之非衍生金融負債於結算日之餘下合約期限詳情。這是基於合約未折現現金流(包括根據約定之利率，或如是浮動利率時其於結算日，計算之利息支出)及本集團最早需要還款之日期計算：

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank borrowings. The Group's bank borrowings at 31 December 2019 were issued at variable rates and therefore expose the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

	2019 二零一九年		2018 二零一八年	
	Effective interest rate 實際利率金額	Amount 金額 \$'000 千元	Effective interest rate 實際利率金額	Amount 金額 \$'000 千元
Fixed rate borrowings: Lease liabilities (Note)	定息借貸： 租賃負債(附註)	2.4% 8,132	-	-
Net variable rate borrowings: Bank loans	浮息借貸淨額： 銀行貸款	6.8% 702,498	4.61% - 4.9%	879,934
Total borrowings	借貸總值	710,630		879,934

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團以經修訂追溯法初次應用《香港財務報告準則》第16號及調整於二零一九年一月一日的年初結餘，以確認先前根據《香港會計準則》第17號分類為經營租賃的租賃相關租賃負債。根據此方法，比較資料不予重列。見附註1(c)。

27 財務風險管理及金融工具公允值(續)

(c) 利率風險

利率風險為一項金融工具之公允值或未來現金流量將因市場利率改變而波動所帶來的風險。本集團之利率風險主要來自銀行借貸。本集團於二零一九年十二月三十一日之銀行借貸按浮動利率計息，因而令本集團面對現金流利率風險。本集團之利率概況由管理層監控並載列於下文第(i)項。

(i) 利率概況

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis

At 31 December 2019, it is estimated that a general increase/decrease of 100 basis points (2018: 100 basis points) in interest rates, with all other variables held constant, would decrease/increase the Group's profit for the year and decrease/increase the Group's retained profits by approximately \$7,025,000 (2018: increase/decrease the Group's loss for the year and increase/decrease the Group's accumulated losses by approximately \$8,799,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for all non-derivative financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis as 2018.

(d) Currency risk

(i) Foreign currency transactions

The Group is exposed to currency risk primarily through billings of (i) storage and warehousing income and (ii) port and transshipment income that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily United States dollars ("USD").

As the Hong Kong dollar ("HKD") is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant.

27 財務風險管理及金融工具公允值(續)

(c) 利率風險(續)

(ii) 敏感度分析

於二零一九年十二月三十一日，在所有其他可變化因素維持不變的情況下，估計當利率中上升／下降100點子（二零一八年：100點子），將分別減少／增加本集團之年內溢利及減少／增加本集團之保留溢利約7,025,000元（二零一八年：增加／減少本集團之年內虧損及增加／減少本集團之累計虧損約8,799,000元）。

以上的敏感度分析假設利率變動已於結算日發生而釐定，並已應用於就於該日所面對來自非衍生金融工具之利率風險。100點子增加或減少指管理層對直至下一個年度結算日期間之利率可能合理變動之評估。該分析是按二零一八年相同之基準進行。

(d) 貨幣風險

(i) 外幣交易

本集團主要由於(i)貯存及倉庫收入以及(ii)港口及轉輸收入之賬款貨幣與該等經營業務之功能貨幣有所差異而須承擔貨幣風險。構成是項風險之貨幣主要為美元（「美元」）。

由於港元（「港元」）與美元掛鉤，故本集團認為港元與美元之間匯率變動的風險並不重大。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

(ii) Recognised assets and liabilities

In respect of trade receivables and deposits held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

All the Group's borrowings are denominated in the functional currency of the entity taking out the loan. Given this, management does not expect that there will be any significant currency risk associated with the Group's borrowings.

(iii) Exposure to currency risk

The following table details the Group's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposures are expressed in HKD, translated using the spot rate at the balance sheet date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

		2019 二零一九年 United States Dollars 美元 \$'000 千元	2018 二零一八年 United States Dollars 美元 \$'000 千元
Trade and other receivables	貿易及其他應收款項	–	1,713
Cash and cash equivalents	現金及現金等值項目	760,233	4,193
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生的淨風險	760,233	5,906

27 財務風險管理及金融工具公允值(續)

(d) 貨幣風險(續)

(ii) 已確認資產及負債

至於以有關業務之功能貨幣以外之貨幣持有之貿易應收賬款及存款，本集團會在出現短期的不平衡時，以現貨匯率買入或賣出外匯，確保淨影響維持在一個可接受的水平。

本集團之所有借貸均以借取貸款之實體之功能貨幣計值。因此，管理層並不預期本集團之借貸會帶來任何重大之貨幣風險。

(iii) 須承擔的貨幣風險

下表列出本集團於結算日承擔因以有關實體功能貨幣以外之貨幣列值之已確認資產或負債而產生之貨幣風險詳情。為作呈列之用，風險額按結算日之匯率轉換為港元列示。概不包括匯兌海外業務財務報表為本集團呈列貨幣引致之差異。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(e) Commodity price risk

The Group is engaged in trading of oil and petrochemical products. Prices of oil and petrochemical products are affected by a wide range of global and domestic factors which are beyond the control of the Group. The fluctuations in such prices may have favourable or unfavourable impacts on the Group.

(f) Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2019 and 2018.

28 OPERATING LEASE ARRANGEMENTS

(a) The Group as lessee

At 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of certain properties, which fall due as follows:

		2018 二零一八年 \$'000 千元
Within one year	一年內	6,075
After one year but within five years	一年後但五年內	2,419
		8,494

The Group is the lessee in respect of certain properties which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 1(c)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated balance sheet in accordance with the policies set out in note 1(h), and the details regarding the Group's future lease payments are disclosed in note 20.

Leases are negotiated for an average term of 1 to 3 years with fixed rentals. None of the leases includes contingent rentals.

27 財務風險管理及金融工具公允值(續)

(e) 商品價格風險

本集團從事買賣石油及石化產品。石油及石化產品的價格受到本集團無法控制的廣泛的全球及國內因素影響。有關價格的波動可能對本集團造成有利或不利影響。

(f) 公允值

所有金融工具之入賬金額與其於二零一九年及二零一八年十二月三十一日之公允值並無重大不同。

28 經營租賃安排

(a) 本集團作為承租人

於二零一八年十二月三十一日，本集團根據不可撤銷之若干物業經營租賃須支付之未來最低租金承擔之到期日如下：

本集團為若干物業的承租人，而該等租賃先前已根據《香港會計準則》第17號分類為經營租賃。本集團已採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，本集團於二零一九年一月一日調整期初結餘，以確認與該等租賃相關的租賃負債（見附註1(c)）。自二零一九年一月一日起，未來租賃付款根據附註1(h)所載政策於綜合資產負債表中確認為租賃負債，有關本集團未來租賃付款的詳情披露於附註20。

租約乃按照平均一至三年之年期進行磋商，期內租金不變。所有租約概無包括或然租金。

28 OPERATING LEASE ARRANGEMENTS (continued)**(b) The Group as lessor**

The Group leases out certain dock and storage facilities under operating leases.

Rental and storage income earned during the year was approximately \$118 million (2018: \$228 million). The leases are negotiated for a lease term of 1 to 3 years (2018: 1 to 4 years). None of the leases includes contingent rentals.

The Group's total future minimum lease payments under non-cancellable operating leases are receivables as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Within one year	一年內	54,444	36,758
After one year but within two years	一年後但兩年內	26,133	11,581
After two year but within three years	兩年後但三年內	3,368	3,240
After three year but within four years	三年後但四年內	334	956
		84,279	52,535

28 經營租賃安排(續)**(b) 本集團作為出租人**

本集團根據經營租賃出租若干碼頭及貯存設施。

年內所賺取之租金及貯存收入約為1.18億元(二零一八年：2.28億元)。租賃乃按照一至三年(二零一八年：一至四年)之年期進行磋商。該等租賃概無包括或然租金。

本集團根據不可撤銷之經營租賃應收之未來最低租金總額如下：

29 CAPITAL COMMITMENTS

At 31 December 2019, the Group had capital expenditure contracted for but not provided in the financial statements in respect of (i) interests in a limited partnership of \$156 million (31 December 2018: \$Nil) (note a), (ii) purchase of an office of \$10 million (31 December 2018: \$Nil) and (iii) capital expenditure for filling station development amounting to \$4 million.

At 31 December 2018, the Group had capital expenditure contracted for but not provided in the financial statements in respect of terminal development and acquisition of port and storage facilities amounting to \$4 million and filling station development amounting to \$18 million.

Note a: The amount represented USD20 million (equivalent to \$156 million) for subscription for limited partnership interests in a limited partnership (“the Limited Partnership”) as a limited partner. The purpose of the Limited Partnership is primarily achieving capital appreciation and participating primarily through investments in equity and equity-related securities, mainly in companies based in Asia-Pacific and Europe and portfolio funds with a similar investment focus. The business of the Limited Partnership will be conducted and managed by one single general partner (the “General Partner”), who have exclusive responsibility for the operation of the Limited Partnership and the management conduct and control of its business and affairs and shall make all investment decisions on behalf of the Limited Partnership. The limited partners of the Limited Partnership, including the Group, shall take no part in the operation of the Limited Partnership or the management or conduct of its business and affairs except with the written consent of the General Partner. Details of this transaction are set out in the Company’s announcements dated 12 April 2019 and 17 May 2019. At the date of this report, the Group’s subscription for limited partnership interests in the Limited Partnership has not been completed.

29 資本承擔

於二零一九年十二月三十一日，本集團就已訂約但未於財務報表撥備之資本開支分別是(i)有限合夥企業權益1.56億元(二零一八年十二月三十一日：零元)(附註a)，(ii)購買辦公室1,000萬元(二零一八年十二月三十一日：零元)及(iii)加油站開發的資本開支400萬元。

於二零一八年十二月三十一日，本集團就發展碼頭及購買港口和貯存設施400萬元以及加油站開發1,800萬元作出已訂約但未於財務報表撥備之資本開支。

附註a：金額為2,000萬美元(相當於1.56億元)，用於認購有限合夥企業(「有限合夥企業」)作為有限合夥人的有限合夥權益。有限合夥企業的目的主要是實現資本增值，主要通過股權及股權相關證券投資，主要是在亞太及歐洲的公司以及投資重點相似的投資組合基金。有限合夥企業的業務將由單一普通合夥人(「普通合夥人」)進行及管理，對有限合夥企業的經營及其業務及事務的管理行為及控制負有專屬責任，並代表有限合夥企業作出所有投資決定。除經普通合夥人書面同意外，有限合夥企業的有限合夥人(包括本集團)不得參與有限合夥企業的經營或其業務及事務的管理或行為。此交易的詳情載於本公司日期為二零一九年四月十二日及二零一九年五月十七日的公告。於本報告日期，本集團有限合夥企業之有限合夥權益認購尚未完成。

30 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

Key management personnel remuneration

Remuneration for key management personnel represents amounts paid to the Company's directors as disclosed in note 7.

None of the above related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATION

Pursuant to an announcement dated 29 August 2018, the Company and a third party entered into a sale and purchase agreement on 22 August 2018 in which 100% equity interest of GD (Panyu), with 92% held by the Group, 7% held by Good Ocean Enterprises Limited and 1% held by Guangdong Lian Ying Petro Chemicals Company Limited, together "the Sellers", was conditionally agreed to be sold to a third party ("the Purchaser") namely Guangzhou Gas Group Company Limited ("the Transaction") at a total consideration of RMB1.56 billion (equivalent to \$1.77 billion).

GD (Panyu) owned XHIT and major business activities were provision of terminal, transshipment, warehousing and storage activities carried out in Panyu, the People's Republic of China (the "PRC"). The Transaction was approved by independent shareholders on 8 October 2018.

30 關聯方之重大交易

除了本財務報表另處披露的交易及結餘，本集團與關聯方有以下重大交易：

主要管理層人員酬金

主要管理層人員酬金乃支付本公司董事之金額(於附註7披露)。

上述關聯方交易不涉及上市規則第14A章對關連交易或持續關連交易的定義。

31 持作出售的資產及終止經營業務

根據日期為二零一八年八月二十九日的公告，本公司及第三方於二零一八年八月二十二日訂立買賣協議，其中粵海(番禺)的100%股權分別由本集團、海洋企業有限公司及廣東聯盈石油化工有限公司(統稱「賣方」)持有92%、7%及1%股權，而賣方有條件同意出售予第三方(「買方」)，即廣州燃氣集團有限公司(「交易事項」)，總代價為人民幣15.6億元(相當於17.7億元)。

粵海(番禺)擁有小虎石化庫，主要業務為於中華人民共和國(「中國」)番禺經營之提供碼頭、轉輸、倉庫及貯存服務。獨立股東於二零一八年十月八日批准交易事項。

31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATION*(continued)*

Pursuant to an announcement dated 28 May 2019, the Group has completed the sale of its equity interest in GD (Panyu) for a cash consideration of RMB1.44 billion (equivalent to approximately \$1.63 billion).

The management assessed that the criteria for the classification of the disposal group held for sale were fulfilled prior to 31 December 2018 based on the fact and circumstances specific to the Transaction. The assets related to GD (Panyu) have been presented as assets of a disposal group classified as held for sale in aggregate in the consolidated balance sheet as at 31 December 2018 and a single amount in the consolidated income statement was presented in respect of GD (Panyu)'s net profits for the years ended 31 December 2019 and 2018.

The consolidated profit from the discontinued operations is set out below.

31 持作出售的資產及終止經營業務(續)

根據日期為二零一九年五月二十八日的公告，本集團已完成出售其於粵海(番禺)的股權，現金代價為人民幣14.4億元(相當於約16.3億元)。

管理層根據交易事項之事實及具體情況進行評估，出售組別分類為持作出售之標準已於二零一八年十二月三十一日前獲達成。於二零一八年十二月三十一日，與粵海(番禺)有關的資產已於綜合資產負債表呈列為分類為持作出售之出售組別的資產，而就粵海(番禺)於截至二零一九年及二零一八年十二月三十一日止年度之淨利潤的綜合損益表的單一金額則已獲呈列。

終止經營業務的綜合溢利列載於下文。

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
(Loss)/profit for the period from discontinued operations	終止經營業務的期內 (虧損)/溢利	(73,079)	35,164
Gain on disposal of discontinued operations	出售終止經營業務的收益	1,307,768	-
		1,234,689	35,164

31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATION

(continued)

(a) Analysis of the results of discontinued operations in relation to GD (Panyu):

		Note	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Revenue	收入	3	13,477	152,447
Direct costs and operating expense	直接成本及經營費用		(69,999)	(77,583)
Gross (loss)/profit	(負毛利)/毛利		(56,522)	74,864
Other income	其他收益	4	437	2,442
Administrative expenses	行政費用		(14,756)	(29,964)
(Loss)/profit from operations	經營(虧損)/溢利		(70,841)	47,342
Finance costs	財務成本	5(a)	(2,374)	(6,202)
(Loss)/profit before taxation	除稅前(虧損)/溢利	5	(73,215)	41,140
Income tax	所得稅	6(b)	136	(5,976)
(Loss)/profit from discontinued operations	終止經營業務(虧損)/溢利		(73,079)	35,164
Attributable to:	以下人士應佔：			
Equity shareholders of the Company	本公司權益股東		(67,233)	32,351
Non-controlling interests	非控股權益		(5,846)	2,813

(b) Analysis of the cash flows of discontinued operations in relation to GD (Panyu):

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Net cash generated from operating activities	營業活動所得現金淨額	3,398	583,031
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	3,880	(4,118)
Net cash used in financing activities	融資活動所用現金淨額	(482,809)	(121,059)
Net cash (used) in/generated from discontinued operations	終止經營業務(所用)/所得現金淨額	(475,531)	457,854

31 持作出售的資產及終止經營業務(續)

(a) 與粵海(番禺)有關的終止經營業績分析：

(b) 與粵海(番禺)有關的終止經營業務之現金流量分析：

31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATION 31 持作出售的資產及終止經營業務(續)
(continued)

(c) Analysis of the assets and liabilities of GD (Panyu):

(c) 粵海(番禺)的資產及負債分析:

		At 28 May 2019 於二零一九年 五月二十八日 \$'000 千元
Property, plant and equipment	物業、廠房及設備	205,584
Interests in leasehold land held for own use	持作自用之租賃土地權益	37,816
Trade and other receivables	貿易及其他應收款項	1,728
Tax recoverable	可收回稅項	515
Cash and cash equivalents	現金及現金等值項目	6,621
Other payables and accruals	其他應付款項及計提費用	(9,805)
Deferred tax liabilities	遞延稅項負債	(2,829)
Net assets disposed of	所出售資產淨值	239,630
Gain on disposal of discontinued operations:	出售終止經營業務之收益：	
Considerations received in cash	以現金形式收取之代價	1,631,464
Net assets disposed of	所出售資產淨值	(239,630)
Non-controlling interests	非控股權益	19,170
Capital gain tax on gain on disposal	出售收益產生的資本利得稅	(140,139)
Release of reserve upon disposal	出售時撥回儲備	85,880
Other costs directly attributable to the disposal	出售時產生的其他直接成本	(48,977)
Gain on disposal	出售收益	1,307,768
Net cash inflow arising on the Transaction	交易所產生的現金流入淨額	
Consideration received in cash	以現金形式收取之代價	1,631,464
Consideration received in 2018	二零一八年已收代價	(815,732)
Capital gain tax on gain on disposal	出售收益產生的資本利得稅	(140,139)
Cash and cash equivalent disposed of	所出售現金及現金等值項目	(6,621)
Other costs directly attributable to the disposal	出售時產生的其他直接成本	(48,977)
Net cash inflow	現金流入淨額	619,995

31 ASSETS HELD FOR SALE AND DISCONTINUED OPERATION

(continued)

(d) Reconciliation to XHIT reportable segment assets and liabilities:

31 持作出售的資產及終止經營業務(續)

(d) 小虎石化庫可呈報分部資產及負債的對賬：

		2018 二零一八年 \$'000 千元
Assets classified as held for sales as at 31 December 2018	於二零一八年十二月三十一日 分類為持作出售資產	248,967
Add: Inter-segment receivables	加：分部間應收款項	752,110
Assets of GD (Panyu) not classified as held for sale	粵海(番禺)資產不列作 分類為持作出售	494,789
XHIT reportable segment assets as at 31 December 2018	於二零一八年十二月三十一日的 小虎石化庫可呈報分部資產	<u>1,495,866</u>
Liabilities classified as held for sales as at 31 December 2018	於二零一八年十二月三十一日 分類為持作出售負債	-
Add: Inter-segment payables	加：分部間應付款項	752,110
Liabilities of GD (Panyu) not classified as held for sale	粵海(番禺)負債不列作 分類為持作出售	139,952
XHIT reportable segment liabilities as at 31 December 2018	於二零一八年十二月三十一日的 小虎石化庫可呈報分部負債	<u>892,062</u>

Assets classified as held for sale as at 31 December 2018:

於二零一八年十二月三十一日
分類為持作出售的資產：

		\$'000 千元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	211,027
Interests in leasehold land held for own use (note 10)	持作自用之租賃土地權益 (附註10)	37,940
		<u>248,967</u>

32 COMPANY-LEVEL BALANCE SHEET AT 31 DECEMBER 2019

32 於二零一九年十二月三十一日的公司
層面資產負債表

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Non-current asset	非流動資產		
Interests in subsidiaries	於附屬公司之權益	1,051,489	555,253
Current assets	流動資產		
Amount due from subsidiaries	應收附屬公司款項	6,561	–
Cash and cash equivalents	現金及現金等值項目	747,690	466
		754,251	466
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及計提費用	1,208	4,561
Amount due to a subsidiary	應付一間附屬公司款項	814,131	32,556
		815,339	37,117
Net current liabilities	流動負債淨值	(61,088)	(36,651)
NET ASSETS	資產淨值	990,401	518,602
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	373,264	373,264
Reserves	儲備	617,137	145,338
TOTAL EQUITY	總權益	990,401	518,602

Approved and authorised for issue by the board of directors on
20 March 2020.

於二零二零年三月二十日獲董事會批准及授權刊發。

Yang Dong

楊冬

Director

董事

Zhang Lei

張雷

Director

董事

33 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2019, the directors consider the immediate parent and ultimate controlling party of the Group to be Vand Petro-Chemicals (BVI) Company Limited, which is incorporated in the British Virgin Islands. This entity does not produce financial statements available for public use.

34 COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 1(c).

35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of approval of these financial statements, the HKICPA has issued a number of amendments and a new standard which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

33 直接及最終控股方

於二零一九年十二月三十一日，董事認為本集團的直接母公司及最終控股方為Vand Petro-Chemicals (BVI) Company Limited，其於英屬處女群島註冊成立。此實體不會編製財務報表以向公眾披露。

34 比較數字

於二零一九年一月一日本集團首次以經修訂追溯法應用《香港財務報告準則》第16號。根據該方法，並無重列比較數字。有關會計政策變動的進一步詳情於附註1(c)披露。

35 已頒佈但於截至二零一九年十二月三十一日止年度尚未生效之修訂、新訂準則及詮釋可能造成之影響

截至本財務報表獲批准日期，香港會計師公會已頒佈多項修訂及一項新訂準則，但於截至二零一九年十二月三十一日止年度尚未生效，亦未獲採納於本財務報表。該等可能與本集團相關之修訂、新訂準則及詮釋如下。

Effective for
accounting periods
beginning on or after
於下列日期或之後開
始之會計期間生效

Amendments to HKFRS 3,
Definition of a business

《香港財務報告準則》第3號修訂本，
業務之定義

1 January 2020
二零二零年一月一日

Amendments to HKAS 1 and HKAS 8,
Definition of material

《香港會計準則》第1號及《香港會計
準則》第8號修訂本，重大性之定義

1 January 2020
二零二零年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far the Group has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團現正評估初次應用期間該等發展的影響。迄今為止，本集團認為採納該等準則不大可能對綜合財務報表產生重大影響。

Five Year Financial Summary

五年財務概要

Year ended 31 December 截至十二月三十一日止年度

		2015 二零一五年 (Restated) (經重列) \$'000 千元	2016 二零一六年 (Restated) (經重列) \$'000 千元	2017 二零一七年 (Restated) (經重列) \$'000 千元	2018 二零一八年 \$'000 千元	2019 二零一九年 \$'000 千元
RESULTS	業績					
Continuing operations	持續經營業務					
Revenue	收入	112,885	98,116	110,712	141,556	314,845
Loss before taxation	除稅前虧損	(108,561)	(106,820)	(68,298)	(89,516)	(127,824)
Income tax	所得稅	-	-	-	(9,099)	(3,552)
Loss for the year	年內虧損	(108,561)	(106,820)	(68,298)	(98,615)	(131,376)
Discontinued operations	終止經營業務					
Profit for the year	年內溢利	8,288	27,512	70,892	35,164	1,234,689
(Loss)/profit for the year	年內(虧損)/溢利	(100,273)	(79,308)	2,594	(63,451)	1,103,313
Attributable to: Equity shareholders of the Company	應佔： 本公司股東	(94,469)	(75,611)	355	(62,406)	1,108,620
Non-controlling interests	非控股權益	(5,804)	(3,697)	2,239	(1,045)	(5,307)
		(100,273)	(79,308)	2,594	(63,451)	1,103,313

At 31 December 於十二月三十一日

		2015 二零一五年 \$'000 千元	2016 二零一六年 \$'000 千元	2017 二零一七年 \$'000 千元	2018 二零一八年 \$'000 千元	2019 二零一九年 \$'000 千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	1,495,723	1,283,331	1,315,233	1,954,760	2,074,490
Total liabilities	負債總值	1,409,944	1,289,830	1,306,835	2,039,142	1,120,770
Net assets/(liabilities)	資產/(負債)淨值	85,779	(6,499)	8,398	(84,382)	953,720
Non-controlling interests	非控股權益	20,564	15,729	19,154	(7,590)	15,095
Total equity/(deficit) attributable to equity shareholders of the Company	本公司股東應佔總 權益/(虧絀)	65,215	(22,228)	(10,756)	(76,792)	938,625
Total equity/(deficit)	總權益/(虧絀)	85,779	(6,499)	8,398	(84,382)	953,720

Notes:

- (i) The presentation of comparative information as at and for the years ended 31 December 2015 to 2017 has been restated to show the discontinued operations separately from continuing operations.
- (ii) The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated.
- (iii) The Group has initially applied HKFRS 16 at 1 January 2019 under the modified retrospective approach. Under this approach, the comparative information is not restated.

附註：

- (i) 於二零一五年至二零一七年十二月三十一日及截至該等日期止各年度比較資料的呈列已獲重列，將終止經營業務與持續經營業務分開顯示。
- (ii) 本集團已於二零一八年一月一日初步應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇的過渡方法，比較資料並未重列。
- (iii) 本集團已於二零一九年一月一日採用經修訂的追溯法初步應用《香港財務報告準則》第16號。根據此方法，比較資料並未重列。

Hans Energy Company Limited
漢思能源有限公司

Unit 2608, 26th Floor,
Harbour Centre, 25 Harbour Road
Wanchai, Hong Kong
香港灣仔港灣道 25 號
海港中心 26 樓 2608 室

www.hansenergy.com

 This annual report is printed on environmental paper
此年報以環保紙張印製