



POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED  
百田石油國際集團有限公司

(Stock Code 股份代號: 8011)



2017 Annual Report  
年報

## Characteristics of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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**GEM**之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。**GEM**之較高風險及其他特色表示**GEM**較適合專業及其他資深投資者。

由於在**GEM**上市公司之新興性質所然，在**GEM**買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在**GEM**買賣之證券會有高流通量之市場。

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# Corporate Information

## 公司資料

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Executive Directors

Mr. Zhao Zhiyong (*Chairman*)  
(appointed on 25 August 2017)  
Mr. Kuai Wei  
Mr. Lai Chun Liang  
Mr. Lin Zhang

### Independent Non-Executive Directors

Mr. Pai Hsi-Ping  
Ms. Xie Qun  
Mr. Kwan King Chi George

### Compliance Officer

Mr. Kuai Wei

### Company Secretary

Mr. Cheng Yun Sing *CPA*  
(Appointed on 20 November 2018)  
Mr. Chan Francis Ping Kuen *CPA*  
(Resigned on 12 November 2018)

### Authorised Representatives

Mr. Kuai Wei  
Mr. Cheng Yun Sing *CPA*  
(Appointed on 20 November 2018)  
Mr. Chan Francis Ping Kuen  
(Resigned on 12 November 2018)

### Audit Committee

Mr. Kwan King Chi George (*Chairman*)  
Mr. Pai Hsi-Ping  
Ms. Xie Qun

### Remuneration Committee

Mr. Pai Hsi-Ping (*Chairman*)  
Ms. Xie Qun  
Mr. Lai Chun Liang

### Nomination Committee

Ms. Xie Qun (*Chairman*)  
Mr. Pai Hsi-Ping  
Mr. Lin Zhang

### Registered Office

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

### 執行董事

趙智勇先生(*主席*)  
(於二零一七年八月二十五日獲委任)  
鄺偉先生  
來俊良先生  
林漳先生

### 獨立非執行董事

白旭屏先生  
謝群女士  
關敬之先生

### 監察主任

鄺偉先生

### 公司秘書

鄭潤成先生*CPA*(於二零一八年十一月二十日獲委任)  
陳炳權先生*CPA*(於二零一八年十一月十二日辭任)

### 獲授權代表

鄺偉先生  
鄭潤成先生*CPA*(於二零一八年十一月二十日獲委任)  
陳炳權先生(於二零一八年十一月十二日辭任)

### 審核委員會

關敬之先生(*主席*)  
白旭屏先生  
謝群女士

### 薪酬委員會

白旭屏先生(*主席*)  
謝群女士  
來俊良先生

### 提名委員會

謝群女士(*主席*)  
白旭屏先生  
林漳先生

### 註冊辦事處

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

### **Legal Adviser**

Stevenson, Wong & Co.  
4th-5th Floors, Central Tower  
No. 28 Queen's Road Central  
Hong Kong

### **Principal Place of Business in Hong Kong**

Room 801-802, 8th Floor  
Shanghai Industrial Investment Building  
48-62 Hennessy Road  
Wanchai  
Hong Kong

### **Principal Share Registrar and Transfer Office in Cayman Islands**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### **Hong Kong Branch Share Registrar and Transfer Office**

Tricor Standard Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

### **Auditors**

Confucius International CPA Limited  
Certified Public Accountants  
Room 305, 3rd Floor, Arion Commercial Centre,  
2-12 Queens' Road West, Hong Kong

### **Principal Banker**

The Hongkong and Shanghai Banking  
Corporation Limited  
Bank of China (Hong Kong) Limited

### **Company's Website Address**

[www.ppig.com.hk](http://www.ppig.com.hk)

### **法律顧問**

史蒂文生黃律師事務所  
香港  
皇后大道中28號  
中匯大廈4-5樓

### **香港主要營業地點**

香港  
灣仔  
軒尼詩道48-62號  
上海實業大廈  
8樓801-802室

### **開曼群島主要股份過戶登記處**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### **香港股份過戶登記分處**

卓佳標準有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

### **核數師**

天健國際會計師事務所有限公司  
執業會計師  
香港皇后大道西2-12號  
聯發商業中心3樓305室

### **主要往來銀行**

香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司

### **公司網頁地址**

[www.ppig.com.hk](http://www.ppig.com.hk)

# Chairman's Statement

## 主席報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

I would like to present to the shareholders the annual report of Polyard Petroleum International Group Limited and its subsidiaries (collectively, the "Group") for the year ended 31 December 2017.

2017 had been a year of moderate recovery of the world economy, though clouded with instability and uncertainties in the international political and economic environments. With the agreement of the OPEC members to cut their production and go back to the former quota system at end of November 2016, the Brent crude oil price continued to maintain at above US\$50 a barrel and closed at US\$53.75 a barrel at end of 2016. Started with a higher oil price, nearly a 45% rise compared to the same period last year, it remained stable at the range between around US\$50 and US\$54 a barrel for the first two months of 2017 as the OPEC members kept their promise to reduce output. The stability began to break in March, with oil prices sinking below the US\$50 level as a result of the weakened sentiment on the OPEC deal and increased U.S. shale production. With occasional short periods above the US\$50 level, the oil price bottomed out at US\$42.53 a barrel on 21 June 2017 and fluctuated below US\$50 a barrel for most of the time between March and October. International oil prices regained the momentum in November when OPEC added more enthusiasm to the market with extended production cuts, reflecting that the market was re-balancing at an accelerating pace and stability was steadily returning. The oil price rebounded to above US\$50 a barrel and fluctuated between that level and US\$60 throughout November and December and marked the yearly high at US\$60.46 on 29 December 2017, a 12.5% increase over last year. We are optimistic about the oil prices in 2018 due to the strong commitment shown by Russia and Saudi Arabia to extend production cuts, although part of the efforts are offset by increased supply of the U.S. shale.

本人謹向各股東提呈百田石油國際集團有限公司及其附屬公司(下文統稱「本集團」)截至二零一七年十二月三十一日止年度之年報。

雖然國際政治和經濟環境仍然不穩定及不明朗，二零一七年全球經濟溫和復甦。於二零一六年十一月底歐佩克成員國協定削減產量，並恢復原配額制度，布蘭特原油價格繼續維持在每桶50美元以上，並於二零一六年底收市報每桶53.75美元。二零一七年油價始於較高位(與去年同期相比上漲近45%)，由於歐佩克成員國遵守減產協定，首兩個月油價保持穩定在每桶50美元至54美元之間。然而，由於歐佩克協議情緒減弱和美國頁岩產量增加，油價在三月份開始失守，跌穿50美元水平。雖然油價間歇性短時間升穿50美元水平，但於二零一七年六月二十一日觸底報每桶42.53美元，並於三月至十月期間大部分盤旋於每桶50美元以下。由於市場預期歐佩克將延長減產期，增加了市場的憧憬，國際油價於十一月份重拾升軌，反映出市場正在加速重新平衡，穩定性穩步回升。油價反彈至每桶50美元以上，並在整個十一月至十二月期間在該水平至60美元之間盤迴，並於二零一七年十二月二十九日達到60.46美元的年度高位，較去年上升12.5%。由於俄羅斯和沙特阿拉伯堅定承諾延長減產，儘管美國頁岩供應增加將抵銷部分成效，我們對二零一八年的油價持樂觀態度。



## Chairman's Statement 主席報告

Annual Report 2017 二零一七年年報

There was no well drilling in 2017. Efforts focused on analyzing drilling results of the appraisal wells by the Sinotech Research Institute and preparing plan of development (“Oil POD”) for the oil blocks, comprising technical and financial data of the South Cebu SC49 project, for the consideration and approval of the Department of Energy (“DOE”) of the Government of the Republic of the Philippines. On 19 December 2017, the DOE granted the approval of the Oil POD for the SC49 Block, which served as the basis for the Joint Declaration of Commerciality. On 14 March 2018, the DOE and China International Mining Petroleum Company Limited (“CIMP”), a subsidiary of the Company have announced the Joint Declaration of Commerciality for oil of SC49 at Manila, the Philippines, and both parties have signed the Joint Declaration of Commerciality for oil, pursuant to which the parties jointly determine that the Alegria Oil Field located in Southern Cebu contains certified hydrocarbon reserves in commercial quantity.

The DOE and CIMP discovered an estimated 27.93 million barrels of oil with a possible production recovery of 3.35 million barrels or a conservative estimate of 12% of total oil reserves. For natural gas, about 9.42 billion cubic feet reserves were found, with the recoverable resource estimated at 6.6 billion cubic feet or about 70% of total natural gas reserves. CIMP is speeding up its preparation for the commencement of production and development.

As part of the conditions stated in the approved Oil POD, on 12 March 2018 CIMP entered into a sales and purchase agreement with Tom's Power Petroleum Distributor Inc. for the sale and purchase of crude oil in the Philippines.

二零一七年沒有鑽井活動。中科研院專注於對評價井的鑽井結果進行分析，並準備南宿霧SC49項目油井區塊的開發計劃（「石油開發計劃」），其中包括技術以及財務數據，供菲律賓共和國政府能源部（「能源部」）審議和批准。二零一七年十二月十九日，能源部批准SC49區塊的石油開發計劃，該石油開發計劃乃作為商業聯合聲明的基礎。於二零一八年三月十四日，能源部與中國國際礦業石油有限公司（「中國國際礦業」）（本公司之附屬公司）於菲律賓馬尼拉發佈SC49石油商業聯合聲明，雙方並簽署石油商業聯合聲明，據此，雙方聯合判定在宿霧島南部Alegria石油田擁有經確認具有商業產量之石油儲量。

能源部及中國國際礦業發現估計約27,930,000桶原油，其可能生產回收量為3,350,000桶，或保守估計為總油儲量約12%。而發現天然氣儲量約9,420,000,000立方英尺，可回收資源量約為6,600,000,000立方英尺，或總天然氣儲量約70%。中國國際礦業正部署加快進入生產開發。

基於獲批准石油生產開發計劃其中一個條件，於二零一八年三月十二日，中國國際礦業與Tom's Power Petroleum Distributor Inc. 訂立一份買賣協議，於菲律賓買賣原油。

## Chairman's Statement 主席報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

During the year, the project team was carrying out preparation work for drilling Polyard-9 Well, the sixth appraisal well in the first quarter of 2018, including drilling geological and engineering designs, land leasing and compensation negotiation, and applying for tree-cutting permit from the environmental protection authority. Polyard-9 Well was successfully spudded on 24 February 2018 and completed drilling on 6 March 2018 at the total depth of 860 meters. The well logging was completed on 11 March 2018. According to initial on-site logging interpretation, multiple oil and gas zones were discovered. The total thickness of oil and gas intervals is 78.1 meters, including 39.1 meters of oil zone and 39.0 meters of gas zone. Oil testing will follow after well completion, and it will convert into a production well.

In view of the volatility of the oil prices and competition, management made efforts in strengthening cost controls, which has resulted in a significant decrease in the operating expenses in 2017. The Company will continue to exercise effective cost controls to maintain its competitiveness and generate maximum returns as it progresses to production.

In preparing ourselves for production, the Company will at the same time continue to evaluate commercial feasibility of potential projects, in particular in respect of small to medium-sized oil fields. Our in-house experts, with years of experience in the field, will provide valuable advice in the portfolio expansion plan of the Group. Through merger and acquisitions, it is hoped that the asset base of the Company will be expanded. Despite the increased cautiousness of the capital market in investing in the oil projects, the Company will continue its efforts in seeking operating funds from the financial market.

年內，項目團隊進行了第六個評價井Polyard-9井的鑽井準備工作，會於二零一八年第一季度鑽探，包括鑽探地質和工程設計、土地租賃和補償談判，以及向環保部門申請砍伐許可證。Polyard-9井於二零一八年二月二十四日成功開鑽，並於二零一八年三月六日完鑽，總深達860米。於二零一八年三月十一日完成測井，根據現場初步測井解釋，發現多個油氣層，油氣層總厚度為78.1米，包括油層39.1米及氣層39.0米。完成固井後，將開始試油作業，並將轉為生產井。

鑒於油價的波動性和競爭，管理層努力加強成本控制，令二零一七年營運開支顯著減少。本公司將繼續實施有效的成本控制以維持競爭力，並於進入生產時創造最大的回報。

在準備生產同時，本公司將會繼續評估潛在項目的商業可行性，特別對中小型油田進行評估。我們擁有多年實地經驗的內部專家，為本集團的組合擴展計劃提供寶貴意見。通過併購，有望擴大本公司的資產基礎。儘管資本市場對石油項目投資日趨謹慎，本公司將繼續力求從金融市場取得運營資金。





## Chairman's Statement 主席報告

Annual Report 2017 二零一七年年報

On behalf of the Company, I would like to thank our management, our employees and my fellow Board members for their continued hard work and dedication. I also want to thank the shareholders for your continued support for the past years. It has been a very challenging year but with all your support and determination, I am confident that we will definitely stride to a successful future.

For and on behalf of the Board  
**Zhao Zhiyong**  
*Chairman*

Hong Kong, 18 December 2018

本人謹代表本公司感謝管理層、員工和董事會成員的不斷努力工作與奉獻。本人亦感謝股東過去的無間斷支持。儘管過去一年困難重重，但憑藉您們的支持和決心，本人相信，我們未來定必邁向成功。

代表董事會  
**趙智勇**  
*主席*

香港，二零一八年十二月十八日

# Management Discussion and Analysis

## 管理層討論及分析

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Financial Review

The Group did not generate any turnover for the year ended 31 December 2017 (2016: Nil). The Group recorded a net loss attributable to owners of the Company of approximately HK\$31,992,000 for 2017 (2016: approximately HK\$51,694,000).

Loss for the year included a reversal of impairment loss of approximately HK\$20,880,000 on the Oil and Gas Project in South Cebu, the Philippines as a result of increased valuation due to rise in oil prices. Loss for 2016 included (1) a reversal of impairment loss of approximately HK\$102,376,000 on the Oil and Gas Project in South Cebu, the Philippines as a result of increased valuation due to the rise in oil prices and increase in the estimate of resources of the project; (2) an impairment loss of approximately HK\$27,436,000 on the Coal Mine Project in San Miguel, the Philippines and an impairment loss of approximately HK\$16,287,000 on amounts due from associates related to the project; and (3) an impairment loss of approximately HK\$25,548,000 on the Gas Project in Central Luzon, the Philippines.

Administrative and other operating expenses for the year ended 31 December 2017 amounted to approximately HK\$27,973,000 representing a decrease of approximately HK\$9,040,000 or 24%, as compared with the corresponding period last year. The decrease was mainly attributable to decrease in various business expenses such as employee costs, entertainment and overseas travelling expenses.

Finance costs for the year ended 31 December 2017 amounted to approximately HK\$19,135,000 (2016: approximately HK\$18,737,000). The increase in interest costs was mainly resulted from the late charges of interest expenses on Convertible bonds amounts of HK\$232,000.

### 財務回顧

截至二零一七年十二月三十一日止年度，本集團並無產生營業額(二零一六年：無)。二零一七年本集團錄得本公司擁有人應佔虧損淨額約港幣31,992,000元(二零一六年：約港幣51,694,000元)。

本年度虧損包含有關菲律賓南宿霧油氣項目約港幣20,880,000元之減值虧損撥回，此乃由於石油價格上升以至估值增加而導致。二零一六年度虧損包含(1)有關菲律賓南宿霧油氣項目約港幣102,376,000元之減值虧損撥回，此乃由於石油價格上升及該項目之資源量評估上升以至估值增加而導致；(2)有關菲律賓San Miguel煤礦項目約港幣27,436,000元之減值虧損及相關項目應收聯營公司款項約港幣16,287,000元之減值虧損；及(3)有關菲律賓中呂宋天然氣項目約港幣25,548,000元之減值虧損。

截至二零一七年十二月三十一日止年度之行政及其他營運開支約為港幣27,973,000元，較去年同期減少約港幣9,040,000元或24%。減少乃主要由於各樣業務開支(包括僱員成本、招待及海外差旅開支)減少所致。

截至二零一七年十二月三十一日止年度之融資成本約為港幣19,135,000元(二零一六年：約港幣18,737,000元)。利息成本增加乃主要由於港幣232,000元之可換股債券利息開支之逾期費用所致。

# Management Discussion and Analysis

## 管理層討論及分析

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### Liquidity, Financial Resources, Capital and Gearing

As at 31 December 2017, the Group had net assets amounted to approximately HK\$185.1 million (2016: approximately HK\$208.0 million) and net current liabilities amounted to approximately HK\$132.1 million (2016: approximately HK\$75.7 million). The current ratio was 25% (2016: 35%). The gearing ratio of the Group based on the net debt to the total equity was 115% (2016: 77%).

Operations of the Group are mainly conducted in Renminbi (“RMB”), Hong Kong Dollars (“HKD”), United States Dollars (“USD”) and Philippine Pesos (“PHP”) and its revenue, expenses, assets and liabilities and borrowings are principally denominated in RMB, HKD, USD and PHP, which do not pose significant foreign currency risk at present. The Group currently does not have a foreign currency hedging policy. However, the management monitors closely foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 流動資金、財務資源、資本及資產負債

於二零一七年十二月三十一日，本集團之淨資產約為港幣185,100,000元(二零一六年：約港幣208,000,000元)，淨流動負債則約為港幣132,100,000元(二零一六年：約港幣75,700,000元)。流動比率為25%(二零一六年：35%)。本集團之資產負債比率按淨債務除以總權益計算為115%(二零一六年：77%)。

本集團之業務主要以人民幣(「人民幣」)、港幣(「港幣」)、美元(「美元」)及菲律賓披索(「披索」)進行，而其收益、開支、資產、負債及借款均主要以人民幣、港幣、美元及菲律賓披索作為貨幣單位，該等貨幣現時不會構成重大外匯風險。本集團目前並無外匯對沖政策。然而，管理層密切監控外匯風險，並將於需要時考慮對沖重大外匯風險。

# Management Discussion and Analysis

## 管理層討論及分析

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

Subsequent to year end date, on 31 May 2018, the Company, Silver Star, Mr. Lam Nam, a ultimate controlling party of the Company (“Personal Guarantor”) and the holder of Convertible Bonds A in principal amount of HK\$100,000,000 entered into a the Deed of Undertaking; and the Company, the Personal Guarantor and the holder of CB A entered into the Supplemental Deed, together with the Deed of Undertaking, pursuant to which both parties had agreed that the maturity date of CB A to be been extended from 21 July 2017 to 21 May 2019, which is subject to the Stock Exchange’s listing approval.

On 15 October 2018, the Company and holder of Convertible Bonds B in principal amount of HK\$50,000,000 also entered into an amendment deed pursuant to which both parties had agreed that the maturity date of CB B to be extended from 28 January 2018 to 31 March 2019, which is subject to the Stock Exchange’s listing approval.

Details were disclosed in the Company’s announcements dated 31 May 2018 and 15 October 2018.

### Employee Information

The Group had a total number of staff of 51 (2016: 63). Remuneration packages are reviewed on a periodical basis. Bonus is awarded to employees according to the assessment of individual performance. Staff cost (including directors’ emoluments) was approximately HK\$16.1 million for the year as compared with that of approximately HK\$21.7 million in 2016.

於年結日後，於二零一八年五月三十一日，本公司、Silver Star、本公司最終控制方林南先生（「個人擔保人」）與本金額為港幣100,000,000元的可換股債券A的持有人訂立承諾契據；及本公司、個人擔保人與可換股債券A的持有人訂立補充契據以及承諾契據，據此，各方同意將可換股債券A的到期日（待聯交所批准上市後）由二零一七年七月二十一日延長至二零一九年五月二十一日。

於二零一八年十月十五日，本公司與本金額為港幣50,000,000元的可換股債券B的持有人亦訂立修訂契據，據此，雙方同意將可換股債券B的到期日（待聯交所批准上市後）由二零一八年一月二十八日延長至二零一九年三月三十一日。

詳情於本公司日期為二零一八年五月三十一日及二零一八年十月十五日之公佈披露。

### 僱員資料

本集團員工人數合共51人（二零一六年：63人）。本公司對薪酬組合會作定期檢討，另會依據僱員個別工作表現給予花紅獎勵。本年度之員工成本（包括董事酬金）約為港幣16,100,000元，而二零一六年則約為港幣21,700,000元。

# Management Discussion and Analysis

## 管理層討論及分析

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### Business Review and Prospects

#### Philippines Central Luzon Gas Project

As described in previous reports on the delay of the project, consolidation of the work programs under exploration Sub-phases 1 and 2 was granted by the Department of Energy ("DOE") to extend the expiry day to 28 February 2017, on condition that (i) two exploration wells will be drilled or (ii) one exploration well will be drilled and 200 line-kilometer of 2D seismic data will be acquired, processed and interpreted by end of the new Sub-phase. In October 2016, the responsible officer of the project informed DOE that the prescribed work program under Sub-phase 1 would not be timely completed upon expiration by reasons of force majeure, and further extension was requested. On 9 May 2017, DOE granted an approval to extend the expiry of the consolidated Sub-phase 1 to 9 November 2019 with the condition to drill two exploration wells by end of the Sub-phase.

Although further extension was granted by the Department of Energy, due to the delay of the development of the project, the recoverability of the Gas Project was still in doubt. Management determined that it was appropriate to adopt a prudence approach to fully write down the carrying amount of the deferred exploration expenditure associated with the Gas Project. As a result, an impairment loss of approximately HK\$25.5 million was made in the financial year ended 31 December 2016 in respect of the Gas Project. An additional impairment loss of approximately HK\$0.7 million was made in the financial year ended 31 December 2017.

### 業務回顧及前景

#### 菲律賓中呂宋天然氣項目

誠如過去報告對項目的延誤所述，結合勘探期內第一及第二次階段內工作計劃獲能源部批准並獲延期至二零一七年二月二十八日，條件為必須於新次階段完結前(i)鑽探兩口勘探井或(ii)鑽探一口勘探井及採集、處理及解釋200線公里的二維地震資料。於二零一六年十月，因着種種不能抗拒的原因，項目負責人知會能源部第一次階段內指定的工作計劃於到期日將無法及時完成，並要求進一步延期。於二零一七年五月九日，能源部批准該第一合併次階段之到期日延期至二零一九年十一月九日，條件為於次階段完結前鑽探兩口勘探井。

雖然獲能源部批准進一步延期，但由於該項目之開發有所延誤，天然氣項目之可回收性仍存著不確定性。管理層認為採納審慎方法將有關天然氣項目遞延勘探開支之賬面值作全面減值較為適當。據此，本公司於截至二零一六年十二月三十一日止財政年度就該天然氣項目作出減值虧損約港幣25,500,000元。本公司於截至二零一七年十二月三十一日止財政年度作出額外減值虧損約港幣700,000元。

# Management Discussion and Analysis

## 管理層討論及分析

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Philippines San Miguel Coal Mine Project

The project has progressed into the development phase. Construction of the phase-2 road, which will extend the vehicle-assessable road into the initial mining area, began in the second quarter 2011 but was suspended pending receipt of clearance from governmental agencies overseeing environmental protection. Construction can only be resumed upon the grant of tree cutting permit. A moratorium on the work commitments for the project has been granted by DOE to 17 December 2018. The Group is in the process of applying the renewal of a moratorium on the work commitments for the project.

As described in the above, the development of the Coal Mine Project has been suspended and could only be resumed after obtaining a tree cutting permit. In addition, upon the new president was elected in 2016, the new Philippines government planned to review coal-generated power projects and to seek for the increased use of renewable energy in response to the protests of anti-coal activists and environmental advocates. Hence, the condition of the development of the associate's coal mine in the Philippines has become considerably more unfavourable to the Group. In view to the ongoing suspension for the development of the coal mine and the pessimistic business outlook of the coal industry in the Philippines, management was in its view that the issue might not be resolved in the short term and it was appropriate to adopt a prudence approach to fully write down the carrying amount of the project. As a result, an impairment loss of approximately HK\$27.4 million was made in the financial year ended 31 December 2016 in respect of the Coal Mine Project.

### 菲律賓San Miguel煤礦項目

該項目已進入開發階段。建設第二階段之道路將令汽車可達道路伸延至首採區，其建設已於二零一一年第二季開始，惟因須待監督環境保護之政府機構發出核准而暫停。建設工程只能於授出砍樹許可證後恢復。能源部已就項目之工程承諾授出暫緩令至二零一八年十二月十七日。本集團正申請重續就項目工程承諾授出的暫緩令。

誠如以上所述，煤礦項目之開發已暫時停止及只能於取到砍樹許可證後恢復。此外，於二零一六年新總統獲選後，菲律賓新政府計劃審查煤電項目及尋求提高再生能源的採用，以回應反煤炭活動激進人士及環保倡議者之抗議。因此，聯營公司於菲律賓的煤礦開發狀況變得對本集團相當不利。鑑於煤礦開發之持續停頓及煤炭行業於菲律賓的黯淡前景，管理層認為該問題在短期內將會不能解決及採納審慎方法將項目的賬面值作全面減值屬適當。據此，本公司於截至二零一六年十二月三十一日止財政年度就煤礦項目作出減值虧損約港幣27,400,000元。

# Management Discussion and Analysis

## 管理層討論及分析

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### Philippines South Cebu Oil and Gas Project

The project ("SC49") is situated at the southern part of Cebu, central Philippines. China International Mining Petroleum Company Limited ("CIMP") acquired 80% participating interests of SC49 and became the operator of SC49 in July 2009. The Group indirectly acquired 51% of CIMP's issued capital in October 2012, and an additional 12% in April 2014, bringing the effective interest in the project to 50.4% after the latest acquisition.

Between 2014 and 2016, the project had drilled, wireline-logged, and cemented five appraisal wells, namely Polyard-1, Polyard-2, Polyard-3, Polyard-6 and Polyard-8. According to results of well logging and oil testing, all wells have different levels of oil and gas shows, with discoveries of multiple oil and gas layers. All five wells converted into production wells.

Given the commercial quantity of gas discovery by Polyard-2, on 22 December 2015 DOE confirmed that SC49 was converted from the exploration period to the production period effective from 1 March 2015 for a period of 25 years to 29 February 2040, thereafter renewable for a series of 5-year periods but shall in no case exceed a total of 15 years. The production period is made retroactive to the date of the expiration of the exploration period on 1 March 2015 and shall be reckoned from the said date. The approved production block area is 430 sq. km.

There was no well drilling in 2017. Efforts were made in analyzing drilling results of the appraisal wells by the Sinotech Research Institute and in preparing the plan of development ("Oil POD") for the oil blocks, comprising technical and financial data of the South Cebu SC49 project, which was submitted to the DOE of the Government of the Republic of the Philippines in March 2017 for its consideration and approval. On 19 December

### 菲律賓南宿霧油氣項目

項目(「SC49」)位於菲律賓中部宿霧島南端。於二零零九年七月中國國際礦業石油有限公司(「中國國際礦業」)獲得SC49區塊80%的參與權益，並成為SC49項目的操作方。本集團於二零一二年十月間接收購中國國際礦業51%之已發行股本，並於二零一四年四月增購額外12%。於收購完成後，本集團最終擁有該項目50.4%之實際權益。

於二零一四至二零一六年間，本項目曾鑽探、測錄及固井五口評價井，稱為Polyard-1、Polyard-2、Polyard-3、Polyard-6及Polyard-8井。根據現場測井及試油結果，所有井有着不同程度的油氣顯示，並已發現多套油氣層。五口井已全部轉為生產井。

因着Polyard-2井擁有商業產量之天然氣顯示，於二零一五年十二月二十二日能源部確認SC49由二零一五年三月一日起勘探期轉為生產期，為期25年至二零四零年二月二十九日，並可再以5年一系列延期，但總延期時間不可超過15年。該生產期乃追溯至勘探期期滿日二零一五年三月一日及由該日起計算而作出。該批准生產地區面積為430平方公里。

二零一七年沒有鑽井活動。中科研院專注於對評價井的鑽井結果進行分析，並準備南宿霧SC49項目油井區塊的開發計劃(「石油開發計劃」)，其中包括技術以及財務數據，該計劃於二零一七年三月遞交給菲律賓共和國政府能源部(「能源部」)審議和批

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2017, the DOE granted the approval of the Oil POD for the SC49 Block, which served as the basis for the Joint Declaration of Commerciality. The Group is required to submit a revised project timeline and commence the development within one year from the date of approval. The Group will need to drill at least one development well and submit to the DOE within one year an oil purchase agreement with a potential buyer.

During the year, the project team has carried out preparation work for drilling, the sixth appraisal well, Polyard-9 Well, in the first quarter of 2018, including drilling designing of geological and engineering designs, land leasing and compensation negotiation, as well as applying for tree-cutting permit from environmental protection authority. Polyard-9 Well was successfully spudded on 24 February 2018 and completed drilling on 6 March 2018 at the final depth of 860 meters. The well logging was completed on 11 March 2018. According to initial on-site logging interpretation, multiple oil and gas zones were discovered. The total thickness of oil and gas intervals is 78.1 meters, including 39.1 meters of oil zone and 39.0 of gas zone. Oil testing will follow after well completion, and it will convert into a production well.

As part of the conditions stated in the approved Oil POD, on 12 March 2018 CIMP entered into a sales and purchase agreement (the "Crude Oil SPA") with Tom's Power Petroleum Distributor Inc. ("TPPDI") for the sale and purchase of crude oil in the Philippines. TPPDI is a company incorporated under the laws of the Philippines and is a trading company which engages in the sales of petroleum products in the Philippines. Pursuant to the Crude Oil SPA, CIMP shall sell crude oil to TPPDI according to the increasing production quantity but actual quantity shall be determined upon loading. The purchase price shall be determined with reference to

准。二零一七年十二月十九日，能源部批准SC49區塊的石油開發計劃，該石油開發計劃將作為商業聯合聲明的基礎。本集團須於批准日期起計一年內，提交經修訂項目時間表並開始開發。本集團將需要鑽探至少一個開發井，並在一年內向能源部提交與潛在買方的石油採購協議。

年內，項目團隊進行了第六個評價井Polyard-9井的鑽井準備工作，會於二零一八年第一季度鑽探，包括鑽探地質和工程設計、土地租賃和補償談判，以及向環保部門申請砍伐許可證。Polyard-9井於二零一八年二月二十四日成功開鑽，並於二零一八年三月六日完鑽，總深達860米。於二零一八年三月十一日完成測井，根據現場初步測井解釋，發現多個油氣層，油氣層總厚度為78.1米，包括油層39.1米及氣層39.0米。完成固井後，將開始試油作業，並將轉為生產井。

作為獲批准石油開發計劃其中一個條件，於二零一八年三月十二日，中國國際礦業與Tom's Power Petroleum Distributor Inc. (「TPPDI」)訂立一份買賣協議(「原油買賣協議」)，於菲律賓買賣原油。TPPDI是一間依照菲律賓法律註冊成立並在菲律賓從事銷售石油產品的貿易公司。根據原油買賣協議，中國國際礦業將按產量逐步增加向TPPDI銷售原油(以實際裝載數量為準)。購買價將根據原油買



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the international oil prices pursuant to the terms of the Crude Oil SPA. The Crude Oil SPA shall last for a period of one year from the date of the Crude Oil SPA, and the term shall automatically extend yearly unless otherwise specified under the Crude Oil SPA. To satisfy the increasing production of CIMP in future, TPPDI agreed after signing of the Crude Oil SPA to increase the oil container storage capacity in its pier facility.

On 14 March 2018, the DOE and CIMP have announced the Joint Declaration of Commerciality for oil of SC49 at Manila, the Philippines, and both parties have signed the Joint Declaration of Commerciality for oil, pursuant to which the parties jointly determine that the Alegria Oil Field located in Southern Cebu contains certified hydrocarbon reserves in commercial quantity.

CIMP as the Contractor and taking part in its appraisal and development plan for the development of the Alegria Gas Field, which was earlier jointly determined by the parties to contain commercial quantity of natural gas, discovered an oil accumulation in adjacent hydrocarbon traps within the Alegria Anticlines in 2016.

In view of the foregoing, the parties stipulated and agreed as follows:

1. That the Contractor shall comply with all the conditions stated in the approved Oil Plan of Development dated 19 December 2017;
2. That the Alegria Oil Field located in Southern Cebu which contains certified hydrocarbon reserves is hereby jointly determined by the parties to be in commercial quantity as contemplated under Section 9.01 to 9.04 of SC49; and
3. For consistency, the development of the oil resource will commence according to the timeline as stipulated in the submitted and approved Oil Plan of Development for the discovered oil resource which is designed to increase the oil production rates from the said Field.

賣協議條款的規定參考國際油價而釐定。原油買賣協議將會從原油買賣協議日期起計，為期一年，及除非該原油買賣協議有另外訂明，年期將會每年自動延長。且TPPDI在簽署買賣協議後，承諾將在自建碼頭擴建更大原油儲罐存量，以滿足中國國際礦業未來產量逐步增加的需求。

於二零一八年三月十四日，能源部與中國國際礦業於菲律賓馬尼拉發佈SC49石油商業聯合聲明，雙方並簽署石油商業聯合聲明，據此，雙方聯合判定在宿霧島南部Alegria石油田擁有經確認具有商業產量之石油儲量。

中國國際礦業作為承包商在執行有關Alegria氣田開發的評價及開發計劃的部分工作時(雙方早前曾共同確定該氣田具備商業產量的天然氣)，於二零一六年在Alegria背斜中鄰近的油氣圈閉發現了石油聚集。

根據以上雙方茲約定且同意如下：

1. 承包商將遵守二零一七年十二月十九日獲批的石油開發計劃中的所有條件；
2. 雙方茲依照SC49合同第9.01-9.04條聯合判定在宿霧島南部Alegria石油田擁有經確認具有商業產量之石油儲量；及
3. 為保持一致性，將根據所提交且獲批的已發現石油資源的石油開發計劃中規定的時間表進行石油資源開發，該時間表的設計宗旨在於提高所述油田的石油產量。

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The DOE and CIMP discovered an estimated 27.93 million barrels of oil reserves with a possible production recovery of 3.35 million barrels or a conservative estimate of 12% of total oil reserves. For natural gas, about 9.42 billion cubic feet reserves were found, with the recoverable resource estimated at 6.6 billion cubic feet or about 70% of total natural gas reserves. CIMP is speeding up its preparation for the commencement of production and development.

An impairment loss reversal of approximately HK\$20.9 million (2016: approximately HK\$102.4 million) was made in the financial year in respect of the Oil and Gas Project.

On reading the above decision, an impairment analysis with the assistance of an independent valuer has been undertaken. Since the detailed feasibility study and production plan of Oil and Gas Project have not yet been finalized, the independent valuer adopted market approach to obtain the recoverable amount of the Oil and Gas Project as at 31 December 2017. The market approach was based on price information on recent comparable sale and purchase transactions of oil and gas fields of similar character and location (the “Comparable Transactions”). The underlying theory of this approach is that the recoverable amount of the Oil and Gas Project can be determined with reference to consideration price to resources multiple (adjusted to reflect the value of controlling interest) of the Comparable Transactions and adjusted against the changes in oil and gas price indexes at the date of Comparable Transactions and at the end of the reporting period. The major change from last year's valuation under market approach was the upward adjustment of the oil and gas price indexes based on the latest information available.

能源部及中國國際礦業發現估計約27,930,000桶原油的儲量，其可能生產回收量為3,350,000桶，或保守估計為總油儲量約12%。而發現天然氣儲量估計約9,420,000,000立方英尺，可回收資源量約為6,600,000,000立方英尺，或總天然氣儲量約70%。中國國際礦業正部署加快進入生產開發。

本公司於財政年度就油氣項目作出減值虧損撥回約港幣20,900,000元(二零一六年：約港幣102,400,000元)。

上述決定乃基於經減值分析在獨立估值師之援助下進行。由於油氣項目之詳盡可行性研究及生產計劃尚未落實，故獨立估值師採用市場法以取得油氣項目於二零一七年十二月三十一日之可收回金額。市場法乃基於最近具類似特徵、位置之油氣田之可資比較買賣交易(「可資比較交易」)之價格資料。該方法之相關理論為油氣項目之可回收金額可參考可資比較交易之代價資源比率(經調整以反映控股權益之價值)釐定，並可根據油氣價格指數於可資比較交易日期及報告期末之變動予以調整。與去年以市場法估值之主要變動為根據最新可得資料油氣價格指數上調。

# Management Discussion and Analysis

## 管理層討論及分析

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The Company believes that the estimates/assumptions applied in the assessment of recoverable amount by the independent valuer are reasonable. However, these estimates/assumptions are subject to significant uncertainties and judgments. The Company has made its best estimates of all relevant factors to be included in the market approach based on the latest information available. However, it is possible that the underlying estimates/assumptions can be changed significantly and further impairment charges/reversal of charges may be required in future period.

### Significant Investments, Acquisitions and Disposals

Apart from the investment as disclosed in the “Business Review and Prospects” section, there were no significant investments held, acquisitions or disposals of subsidiaries and affiliated companies by our Group throughout the year ended 31 December 2017. Our Group did not have other plans for significant investments, acquisitions and disposal of subsidiaries as at 31 December 2017.

### Charges on Assets

As at 31 December 2017, the Group did not charge any of its assets (31 December 2016: nil) as securities for any facilities granted to the Group.

### Contingent Liabilities

Other than the disclosure under note 29 “Operating Leases” and note 30 “Capital Commitments” to the consolidated financial statements of this annual report, the Group did not have any other material contingent liabilities as at 31 December 2017.

本公司認為，獨立估值師評估可收回金額所採用之估計／假設屬合理。然而，該等估計／假設涉及重大不確定性及需作出判斷。本公司已對所有相關因素作出其最佳估計，以根據最新可得消息載入市場法。然而，有關估計／假設可能出現重大變動，且未來期間或需額外減值費用／撥回減值費用。

### 重大投資、收購及出售

除於「業務回顧及前景」一節所披露的投資外，本集團於截至二零一七年十二月三十一日止年度概無於附屬公司或聯屬公司持有重大投資，或收購或出售附屬公司或聯屬公司。本集團於二零一七年十二月三十一日並無其他附屬公司重大投資、收購及出售計劃。

### 資產抵押

於二零一七年十二月三十一日，本集團並未抵押任何資產(二零一六年十二月三十一日：零)作為授予本集團的任何融資的抵押品。

### 或然負債

除本年度報告綜合財務報表附註29「經營租約」及附註30「資本承擔」所載披露外，本集團於二零一七年十二月三十一日並無任何其他主要或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

Polyard Petroleum International Group Limited 百田石油國際集團有限公司


### Summary of Expenditure Incurred for Projects

該等項目產生之開支概要

A summary of expenditure incurred for the above projects by the Group for the year ended 31 December 2017 is as follows:

本集團以上項目截至二零一七年十二月三十一日止年度產生之開支概要如下：

		2017 二零一七年	2016 二零一六年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
Philippines Central Luzon Gas Project	菲律賓中呂宋天然氣項目	717	500
Philippines San Miguel Coal Mine Project	菲律賓San Miguel煤礦項目	10	41
Philippines South Cebu Oil and Gas Project	菲律賓南宿霧油氣項目	5,822	93,515



# Corporate Governance Report 企業管治報告

Annual Report 2017 二零一七年年報

## Introduction

The Company had applied the principles and complied with the code provisions and recommended best practices set out in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2017 by establishing formal and transparent procedures to protect and maximize the interests of shareholders.

## Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Upon the Company's specific enquiry, all Directors confirmed that they have fully complied with the code of conduct and the required standard of dealings regarding securities transactions throughout the year ended 31 December 2017.

## Board of Directors

The Board, which comprises 7 Directors, is responsible for the Group's corporate policy formulation, business strategy planning, business development, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Details of the Chairman and the other Directors of the Group are set out in the section "Biographical Details of Directors and Senior Management" of this report. All Directors have given sufficient time and attention to the affairs of the Group.

## 序言

於截至二零一七年十二月三十一日止年度，本公司一直採用GEM上市規則附錄十五所載原則並遵守其守則條文及建議最佳常規，制定正統而具透明度程序，以保障及為股東獲取最佳利益。

## 有關董事進行證券交易之操守準則

本公司已採納有關董事進行證券交易之操守準則，其條款不比GEM上市規則第5.48至5.67條所載之交易必守標準寬鬆。本公司作出特定查詢後，所有董事確認彼等於截至二零一七年十二月三十一日止年度內，一直遵守有關證券交易之操守準則及交易必守標準。

## 董事會

本集團由七名董事組成之董事會負責制訂集團企業政策、規劃業務策略、發展業務、管理風險、重大收購、出售及資金交易，以及其他重大營運及財務事宜。本集團主席及其他董事之詳細資料詳載於本報告「董事及高級管理人員簡介」一節。所有董事均能付出足夠時間及精神以處理本集團之事務。

# Corporate Governance Report

## 企業管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

The Company complies with Rules 5.05(1) and (2) of the GEM Listing Rules, and has three independent non-executive Directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise.

During the year, the Board adopted a board diversity policy setting out the approach to diversity of members of the Board. The Company recognizes and embraces the benefits of diversity of Board members. It endeavors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

### Board Meetings

The Board regularly meets in person or through other means of electronic communication at least four times a year. At least 14 days' notice of regular Board meetings is given to all Directors, who are all given an opportunity to include matters in the agenda for discussion. The Company Secretary assists the Directors in preparing the agenda for the meetings, and ensures that all applicable rules and regulations regarding the meetings are observed.

本公司一直遵守GEM上市規則第5.05(1)及(2)條之規定，擁有一名獨立非執行董事，而其中最少一名具備適當專業資格或會計或相關財務管理專業知識。

年內，董事會採納董事會成員多元化政策，旨在列載為達致董事會成員多元化而採取之方針。本公司確認和相信董事會成員多元化之好處，可確保董事會就適合本公司業務所需之技能，經驗和多元化方面取得平衡。董事會所有委任均以用人唯才為原則，並充分顧及董事會成員多元化的裨益。甄選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、文化及教育背景、經驗(專業或其他方面)、技能及知識。最終將按人選的長處及可為董事會提供的貢獻而作決定。

### 董事會會議

董事會定期開會，每年最少召開董事會會議四次，董事們皆能親身出席或透過其他電子通訊方法參與。召開定期董事會會議前，董事在不少於14天前收到通知，全體董事皆有機會提出商討事項列入會議議程。公司秘書協助董事為會議準備議程，以確保有關會議遵守所有適用守則及規例。

# Corporate Governance Report

## 企業管治報告

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The attendance records of the individual Directors at the regular Board meetings during the year are set out below:

### Executive Directors:

Mr. ZHAO Zhiyong  
(appointed on 25 August 2017)  
Mr. KUAI Wei  
Mr. LAI Chun Liang  
Mr. LIN Zhang

### Independent Non-executive Directors:

Mr. PAI Hsi-Ping  
Ms. XIE Qun  
Mr. KWAN King Chi George

During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Group, monitor financial performances and discuss the annual and interim and quarterly results, as well as discuss and decide on other significant matters. Execution of daily operational matters is delegated to management. Apart from the regular Board meetings, the Board meets on other occasions when a Board level decision on a particular matter is required.

The Company Secretary records the proceedings of each Board meeting by keeping detailed minutes, including all decisions by the Board together with concerns raised and dissenting views expressed (if any). Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

本年度，於董事會定期會議上各董事之出席記錄載列如下：

### Attendance 出席次數

#### 執行董事：

趙智勇先生 (於二零一七年八月二十五日獲委任)	1/1
鄺偉先生	4/4
來俊良先生	4/4
林漳先生	4/4

#### 獨立非執行董事：

白旭屏先生	4/4
謝群女士	4/4
關敬之先生	4/4

於董事會定期會議中，董事們商討並制定本集團之整體策略，監察財政表現及商討年度及中期及季度業績，及商討及作出其他重大決定。管理日常運作之責任則交予管理層執行。除定期董事會會議外，董事會當有需要就特定事宜作決定時會舉行董事會會議。

公司秘書就每次董事會會議作出詳細會議記錄，包括董事會作出之一切決定，以及任何疑慮或表達之反對意見(如有)。董事會會議結束後，在實際可行情況下盡快將會議記錄之初稿發送給全體董事，以供表達意見及審批。所有會議記錄均可供任何董事於任何合理時間查閱。

# Corporate Governance Report

## 企業管治報告

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All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner. They may make further enquiries if in their opinion it is necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the Company Secretary, who is responsible to the Board for providing Directors with Board papers and related materials, and ensuring that all proper Board procedures are followed and that all applicable laws and regulations are complied with. If considered to be necessary and appropriate by the Directors, they may retain independent professional advisors at the Group's expense.

In case where a conflict of interest may arise involving a substantial shareholder or a Director, such matter will be discussed through an actual meeting and will not be dealt with by written resolutions. Independent non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict issues.

The Board committees, including the Audit Committee, the Nomination Committee and the Remuneration Committee, have all adopted the applicable practices and procedures used in Board meetings for all committee meetings.

主席確保管理層向董事會及其轄下委員會適時提供一切有關之資料，以使全體董事能夠隨時掌握有關及適時之資料。董事如認為取得進一步資料屬必要或適當時可進一步查詢。所有董事亦可在不受限制之情況下取得公司秘書之意見和獲得其服務，包括向董事提供有關董事會之文件及相關資料，及確保符合適當之董事會程序及一切適用之法律及規例均能遵守。如董事認為有需要及在適當之情況下，可尋求獨立專業顧問意見，費用由本集團支付。

若主要股東或董事可能涉及利益衝突時，有關事項不會以書面決議之方式處理，而董事將會就該事項舉行現場會議。無利益衝突之獨立非執行董事將會出席處理有關衝突事件之會議。

董事會轄下委員會，包括審核委員會、提名委員會及薪酬委員會，均就所有委員會會議採納董事會沿用之適用原則及程序。



## Chairman and Chief Executive Officer

The Chairman of the Group is Mr. Zhao Zhiyong and the Chief Executive Officer of the Group is Mr. Lai Chun Liang. The roles of Chairman and Chief Executive Officer are segregated and not performed by the same individual to ensure segregation of duties.

The Chairman of the Group is primarily responsible for the leadership and effective running of the Board, in formulating the overall strategies of the Group, whereas the Chief Executive Officer is primarily responsible for the running of the Group's business and implementation of the Group's strategies in achieving the overall commercial objectives.

## Non-Executive Directors

Code Provision A.4.1 provides that non-executive Directors should be appointed for a specific term and subject to re-election. The Company issues appointment letters to each of the independent non-executive Directors setting out the terms and conditions of their appointment. The Company's independent non-executive Directors are required by the Company's Articles of Association to retire from office by rotation at the Company's annual general meeting. A retiring Director shall be eligible for re-election.

The Company has received from each of independent non-executive Directors an annual confirmation of his/her independence, and the Company considers such Directors to be independent in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

## 主席及行政總裁

本集團主席乃趙智勇先生，而本集團之行政總裁乃來俊良先生。主席與行政總裁之角色有區分，並非由一人同時兼任，以確保職責分離。

本集團主席主要負責領導及有效運作董事會，並制定集團整體策略，而行政總裁則主要負責主持本集團業務及執行本集團策略以達致整體商業目標。

## 非執行董事

守則條文A.4.1規定非執行董事之委任應有指定任期，並須接受重新選舉。本公司向各獨立非執行董事發出的委任書，載列彼等之任期及委任條款。根據本公司之公司章程，本公司之獨立非執行董事須於本公司之股東週年大會上輪值告退。退任董事可膺選連任。

本公司已從每位獨立非執行董事收到確認其獨立性之年度確認，並根據GEM上市規則第5.09條所列出之指引認為每位有關董事均為獨立。

# Corporate Governance Report

## 企業管治報告

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### Remuneration Committee

The Remuneration Committee comprises three members, namely Mr. Lai Chun Liang, an executive Director, and Ms. Xie Qun and Mr. Pai Hsi-Ping, both independent non-executive Directors. Mr. Pai Hsi-Ping is the Chairman of the Remuneration Committee.

The role and function of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for directors' and senior management remuneration, making recommendations to the Board on the remuneration packages of executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

Upon the recommendation of Remuneration Committee, the Board has considered and reviewed the existing terms of employment contracts of the executive Directors and senior management and considers that the existing terms of employment contracts of the executive Directors and senior management are fair and reasonable. The Remuneration Committee meets at least once a year. Details of the attendance of the meetings of the Remuneration Committee during 2017 are as follows:

Mr. PAI Hsi-Ping  
Ms. XIE Qun  
Mr. LAI Chun Liang

### 薪酬委員會

薪酬委員會包括三名成員，分別為執行董事來俊良先生及獨立非執行董事謝群女士及白旭屏先生。白旭屏先生為薪酬委員會之主席。

薪酬委員會之角色及職務包括向董事會就本公司董事及高級管理人員的薪酬政策及架構、執行董事及高級管理人員之薪酬待遇，包括實物利益、退休金權益及補償(包括任何離職或入職補償)，以及就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之各種因素包括：比較其它同類型公司所付薪金、董事所投注時間及職責、本集團內僱傭條件及按表現發放薪酬之適切性。

按薪酬委員會之建議，董事會已考慮及審閱執行董事及高級管理人員僱傭合約之現有條款，並認為執行董事及高級管理人員僱傭合約之現有條款屬公平合理。薪酬委員會每年至少召開一次會議。於二零一七年內薪酬委員會會議之出席記錄詳情如下：

#### Attendance 出席次數

白旭屏先生	2/2
謝群女士	2/2
來俊良先生	2/2

## Nomination Committee

The Nomination Committee comprises three members, namely Mr. Lin Zhang, an executive Director, Mr. Pai Hsi-Ping and Ms. Xie Qun, both independent non-executive Directors. Ms. Xie Qun is the Chairman of the Nomination Committee.

The duties of the Nomination Committee include reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become Board members and making recommendations to the Board on selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors, and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive. In carrying out the responsibility for identifying suitably qualified candidates to become members of the Board, the Committee will give adequate consideration to the board diversity policy.

Details of the attendance of the meetings of the Nomination Committee during 2017 are as follows:

Ms. XIE Qun  
Mr. PAI Hsi-Ping  
Mr. LIN Zhang

## 提名委員會

提名委員會包括三名成員，分別為執行董事林漳先生、獨立非執行董事白旭屏先生及謝群女士。謝群女士為提名委員會之主席。

提名委員會之職責包括每年檢討董事會之架構、規模、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、技能、知識及專業經驗)；向董事會任何建議變動作出推薦建議，以符合本公司之企業策略；識別合資格成為董事會成員之人士，並向董事會就提名董事之人選作出推薦建議；評估獨立非執行董事之獨立性，以及向董事會就委任、重新委任及董事之繼任計劃(特別是主席及行政總裁)提出推薦建議。於履行物色合資格人選為董事會成員之職責時，委員會將充分考慮董事會成員多元化政策。

於二零一七年內提名委員會會議之出席記錄詳情如下：

### Attendance 出席次數

謝群女士	4/4
白旭屏先生	4/4
林漳先生	4/4

# Corporate Governance Report

## 企業管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include reviewing the Company's annual report, half-year report and quarterly financial reports and providing advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing the Company's financial controls, risk management and internal control systems. It is also responsible for making recommendations to the Board on the appointment, re-appointment and removal of external auditor, approving the remuneration and terms of engagement of the external auditor, reviewing and monitoring the external auditor's independence and objectivity, and meeting the external auditor at least twice a year regarding the review of the financial reports and accounts.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Pai Hsi-Ping, Ms. Xie Qun and Mr. Kwan King Chi George. Mr. Kwan King Chi George is the Chairman of the Audit Committee.

The Group's unaudited quarterly and interim results and audited annual results for the year ended 31 December 2017 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosure have been made.

### 審核委員會

本公司已根據GEM上市規則第5.28及5.33條成立具書面職權範圍之審核委員會。審核委員會之主要職責包括審閱本公司年報、中期報告及季度財務報告，並就此向董事會提出建議及意見。審核委員會亦負責檢討本公司之財務監控、風險管理及內部監控制度。其亦負責向董事會就委任、重新委任及免任外聘核數師提供推薦建議、批准外聘核數師之薪酬及委聘條款、審核及監察外聘核數師之獨立性及客觀性，以及就財務報告及賬目的審閱會見外聘核數師不少於一年兩次。

審核委員會由三名獨立非執行董事組成，分別為白旭屏先生、謝群女士及關敬之先生。關敬之先生為審核委員會之主席。

本集團於截至二零一七年十二月三十一日止年度之未經審核季度及中期業績，以及經審核全年業績已由審核委員會審閱。審核委員會認為，該等業績乃按照適用會計準則、聯交所及法律規定編製，並已作出充分披露。

# Corporate Governance Report

## 企業管治報告

Annual Report 2017 二零一七年年報

The Audit Committee held 4 meetings during the year under review. Details of the attendance of the Audit Committee meetings are as follows:

Mr. PAI Hsi-Ping  
Ms. XIE Qun  
Mr. KWAN King Chi George

審核委員會於回顧年度曾舉行四次會議。審核委員會會議之出席記錄詳情如下：

	<b>Attendance</b>
	出席次數
白旭屏先生	4/4
謝群女士	4/4
關敬之先生	4/4

### Auditors' Remuneration

The Company has appointed Confucius International CPA Limited as the auditors of the Group. The Board is authorised in the annual general meeting to determine the remuneration of the auditors.

During the year ended 31 December 2017, a summary of the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditors is set out below:

### 核數師之酬金

公司已任命天健國際會計師事務所有限公司為本集團核數師。董事會於股東周年大會獲授權決定核數師之酬金。

於截至二零一七年十二月三十一日止年度，本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額總結如下：

		2017 二零一七年	2016 二零一六年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
<b>Types of services</b>	<b>服務種類：</b>		
Audit services	審核服務	1,050	500
Non-audit services	非審核服務	—	—
<b>Total</b>	<b>總計</b>	<b>1,050</b>	<b>500</b>

# Corporate Governance Report

## 企業管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Directors' and Auditors' Responsibilities for Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. In preparing the financial statements, the general accepted accounting standards in Hong Kong have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. The responsibilities of the external auditors are set out in the Independent Auditors' Report to the members of the Company on pages 92 to 100 of this annual report.

### Directors' Training

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged inhouse trainings for Directors in the form of seminar and provision of training materials. A summary of training received by Directors during the year according to the records provided by the Directors is as follows:

### 董事及核數師就財務報表之責任

董事確認其就編製本集團財務報表之責任。於編製財務報表之過程中，本公司已採用香港通用會計準則、持續地應用適當之會計政策、作出合理及謹慎之判斷及估計。外聘核數師之責任載於本年報第92至100頁致本公司全體成員之獨立核數師報告。

### 董事培訓

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等的知識及技能。本公司已透過舉行研討會及向董事提供培訓資料，為董事安排內部培訓。根據董事提供的記錄，董事於本年度接受的培訓概要如下：

Training on corporate governance, regulatory development and other relevant topics  
企業管治、監管發展及其他相關主題培訓

#### Executive Directors:

Mr. ZHAO Zhiyong  
(appointed on 25 August 2017)

Mr. KUAI Wei

Mr. LAI Chun Liang

Mr. LIN Zhang

#### 執行董事：

趙智勇先生  
(於二零一七年八月二十五日獲委任)

鄒偉先生

來俊良先生

林漳先生

#### Independent Non-executive Directors:

Mr. PAI Hsi-Ping

Ms. XIE Qun

Mr. KWAN King Chi George

#### 獨立非執行董事：

白旭屏先生

謝群女士

關敬之先生

✓

✓

✓

✓

✓

✓

✓

## Company Secretary

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman and is responsible for advising the Board on governance matters. For the year under review, the Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training.

## Shareholders' Rights

### Convening Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to Article 58 of the Articles of Association of the Company, any one or more shareholders, holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

## 公司秘書

公司秘書為本公司全職僱員，並對本公司的日常事務有所認識。公司秘書向主席匯報，並負責就管治事宜向董事會提供建議。就回顧年度而言，公司秘書確認其已接受不少於15小時的相關專業培訓。

## 股東權利

### 召開股東特別大會及於股東會議上提呈議案

根據本公司組織章程細則第58條，任何一個或多個股東，在申請提交之日，持有不少於本公司繳足股本十分之一，而且在本公司股東大會上行使投票權，隨時有權透過向董事會或本公司秘書遞交書面申請，請求董事會針對該申請中指定的任何事務處理召開特別股東大會；該等會議應在該申請提交後的兩(2)個月內召開。若在該申請提交後的二十一(21)天內，董事會未能召開該會議，申請人本身可以相同方式召開，對於因董事會失責而使申請人產生的合理費用，本公司將償付予申請人。

# Corporate Governance Report

## 企業管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Procedures for Shareholders to Propose a Person for Election as a Director of the Company

If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s head office. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information. The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than seven (7) clear days prior to the date of such general meeting.

### Enquiries to the Board

Enquiries may be put to the Board through the Company’s Investor Relations Department at Room 801-802, 8/F., Shanghai Industrial Investment Building, 48-62 Hennessy Road, Wanchai, Hong Kong (email: info-hk@ppig.com.hk).

### 股東提名人選參選董事的程序

若股東擬提名個別人士(「候選人」)於股東大會上參選為本公司董事，須把一份書面通知(「提名通知」)送交本公司的總辦事處。該提名通知必須：(i)包括候選人按《GEM上市規則》第17.50(2)條的規定而須披露的資料；及(ii)由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公布其個人資料。遞交提名通知的期間將由股東會議的通告發送後開始，至該股東會議舉行日期前足七(7)天止的期間。

### 向董事會作出查詢

如欲向董事會作出任何查詢，可聯絡本公司投資者關係部，地址為香港灣仔軒尼詩道48-62號上海實業大廈8樓801-802室(電郵：info-hk@ppig.com.hk)。



## Communication with Shareholders

The Board and senior management maintain a continuing dialogue with the Company's shareholders and investors through various channels including the Company's annual general meeting. The Chairman, other members of the Board and external auditors attend the annual general meeting. The Directors will answer questions raised by the shareholders on the performance of the Group. Our corporate website which contains corporate information, quarterly and annual reports, announcements and circulars issued by the Group as well as the recent developments of the Group enables the Company's shareholders to have a timely and updated information of the Group. Shareholders can refer to the "Shareholders' Communication Policy" posted on the Company's website for more details.

## Constitutional Documents

During 2012, the Directors proposed to the shareholders adoption of new Memorandum and Articles of Association of the Company, which was approved by way of passing special resolutions proposed at an Extraordinary General Meeting, to adopt the new Memorandum and Articles of Association in order to bring the constitution of the Company in line with the amendments to the GEM Listing Rules that came into effect on 1 January 2012 and 1 April 2012.

## Internal Control and Risk Management

The Board is responsible for ensuring that appropriate and effective internal control and risk management systems are maintained to safeguard the assets of the Company and to respond appropriately to significant business, operational, financial, compliance and other risks. The Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control and risk management systems of the Group and considered these systems to be effective and adequate.

## 與股東的溝通

董事會及高級管理層透過本公司股東週年大會等不同渠道與本公司股東及投資者維持溝通。主席、董事會其他成員及外聘核數師均會出席股東週年大會。董事將回答股東提出有關本集團表現的問題。本公司的網站載有公司資料、本集團刊發的季度及年度報告、公告及通函以及本集團最近期的發展，使本公司股東可適時地取得本集團最新的資訊。有關更多詳情，股東可參閱本公司網站刊登的「股東通訊政策」。

## 章程文件

於二零一二年，董事向股東建議採納本公司之新組織章程大綱及細則，並於股東特別大會上以特別決議案方式提呈及獲股東通過，令本公司之組織章程大綱及細則符合GEM上市規則於二零一二年一月一日及於二零一二年四月一日生效之修訂。

## 內部監控及風險管理

董事會負責確保維持合適及有效的內部監控及風險管理系統，以保障本公司的資產及對重大業務、營運、財務、合規及其他風險作出適當反應。董事會透過審核委員會已就本集團的內部監控及風險管理系統的有效性進行檢討，並認為該等系統為有效及充足。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### About This Report

This Environmental, Social and Governance (“ESG”) Report (this “Report”) serves as a review on the efforts and achievements made by Polyard Petroleum International Group Limited and its subsidiaries (“PPIG” or the “Company” together with its subsidiaries as the “Group”) for its sustainability issues in 2017. This Report discloses the Group’s policies and practices for its commitment to sustainable development. As a platform for communication with all stakeholders, this Report also makes responses to the major expectations of all stakeholders in efforts to facilitate mutual understandings. Information relating to the Company’s corporate governance practices are disclosed separately in Corporate Governance Report on pages 19 to 31.

### Reporting Boundary

This Report covers the business activities controlled by the Group which have significant environmental and social impacts. This Report covers the period from 1 January 2017 to 31 December 2017 (the “Reporting Period”). This Report mainly includes the China International Mining Petroleum Company Limited (Philippines Branch) (“CIMP”), which is the subsidiary of the Company in the Republic of the Philippines (“Philippines”).

The major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction. Oil production activities were not conducted during the Reporting Period.

### 關於本報告

本環境、社會及管理(「ESG」)報告(「本報告」)是對百田石油國際集團有限公司(「PPIG」或「本公司」)及其附屬公司(「本集團」)於2017年在可持續發展方面所作的努力與取得的成果的審視。本報告披露本集團為實現可持續發展承諾而制定的政策和採取的措施。作為利益相關者的交流平台，本報告亦會就各利益相關者關注的主要議題進行回應，以促進他們與本集團的相互理解。有關本公司企業治理實踐的披露另載於第19頁至31頁的企業管治報告內。

### 報告範圍

本報告涵蓋本集團具有控制權且在環境及社會方面有重要影響的的經營業務。本報告時間範圍為2017年1月1日至2017年12月31日(「報告期」)。本報告的組織範圍主要包括中國國際礦業石油有限公司(菲律賓分公司)(「CIMP」)，即本公司在菲律賓共和國(「菲律賓」)的附屬公司。

本報告期內的主要營運活動僅限於鑽井地質及機械設計、徵地及商討補償、向環保部門申請砍樹牌照及井場建設招標等。本報告期內沒有進行原油生產活動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Annual Report 2017 二零一七年年報

### Preparation Basis

This Report is prepared in accordance with the ESG Reporting Guide under Appendix 20 of the Growth Enterprise Market (“GEM”) Board Listing Rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### Publication of the Report

This Report shall be published in both Chinese and English. Should there be any discrepancy between the Chinese and the English versions, the English version shall prevail.

### Hearing from You

The Group welcomes any comments and suggestions readers may have on this Report. Comments and suggestion can be sent to PPIG at [info-hk@ppig.com.hk](mailto:info-hk@ppig.com.hk).

## 1. Sustainable Operation

The Group commits to both the safety and health of all employees and others that may be affected through its operations as well as the protection of the environment in locations where the Group operates. The Group’s employees are required to and are expected to uphold these commitments during their course of employment. The Health, Safety and Environmental (“HSE”) performance is a core indicator of Group’s progress towards sustainable operations, and the Group firmly believes in the continuous interplay between HSE performance and operating efficiency, employees’ motivation, morale and financial success. Although major incidents are infrequent, they have the potential to cause considerable harm to people and the environment. The implementation of prevention and protection measures is essential in order to avert such incidents, and the Group executes both respective measures to enhance operational safety.

### 編制依據

本報告是根據香港聯合交易所有限公司(「聯交所」)發佈的GEM (「GEM」)上市規則附錄二十《環境、社會及管治報告指引》進行編制的。

### 報告發佈

本報告將以中文和英文版本同時發佈。如果中文和英文版本有任何差異，應以英文版本為準。

### 您的意見

本集團歡迎讀者對本報告提出任何意見與建議。請將意見與建議發送至 [info-hk@ppig.com.hk](mailto:info-hk@ppig.com.hk) 予 PPIG。

## 1. 可持續營運

本集團承諾保障每一位員工及其他可能受本集團營運影響的人士的安全和健康，並保護本集團業務開展所在地的環境。本集團希望並要求所有員工在其工作中始終遵守這些承諾。本集團堅信健康、安全和環境(「HSE」)績效是實現可持續營運的核心指標，而HSE績效亦與營運效率、員工動力、員工士氣和業績成功之間存在持續的相互作用。此外，雖然重大事故鮮少發生，但存在可對人類與環境造成嚴重傷害的潛在可能。由於採取預防和保護措施對防止事故發生尤為關鍵，因此本集團實行相應的預防和保護措施以加強營運安全。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 1.1. Safety and Health Management

The Group strictly complies with all the occupational safety and health related laws and regulation in the countries where the Group operates.

The Group recognizes the use of tools to implement prevention and protection measures, and to enhance its HSE performance. There were no significant changes in the HSE Policies of the Group during the Reporting Period.

The HSE Policies of the Group provide a framework for implementing prevention and protection measures, and the policies outline various tools used to obtain detailed records and to undertake comprehensive analysis. The Safety Training Observation Programme (“STOP”) and Jobs Safety Analysis (“JSA”) are implemented to identify potential hazards, propose safety precautions and recommend areas for improvement. The Permit To Work (“PTW”) system and Confined Space Entry (“CSE”) serve as platforms for communication between the management, supervisors and contractors. These mechanisms ensure that personnel performing particular tasks clearly understand the nature of the task at hand, as well as the potential hazards and risks involved. Specific precautions can then be taken prior to starting a task, during the task and following the task. Emergency Response Plans (“ERPs”) for major potential hazards have been established to provide a concise guideline in the case of an emergency, and ERPs and roles of various personnel in the plan are communicated with all employees. Mandatory drills are arranged at specific intervals and attended by all required personnel, and following the arrangement of a drill, performance evaluation reports of the drills are assigned to the drill supervisor for completion.

### 1.1. 安全與健康管理

本集團嚴格遵守業務開展所在國家的職業安全和健康相關法律法規。

本集團善用相關機制以實施預防和保護措施，並以此提高本集團的HSE績效。於報告期內，本集團的HSE政策沒有重大變化。

HSE政策為本集團實施預防與保護措施提供一個框架，並且列出了用於詳細記錄和全面分析的各種工具。安全培訓檢察計劃(「STOP」)和工作安全分析(「JSA」)是用於識別潛在危害並提出安全預防措施與改進建議。工作許可證系統(「PTW」)和密閉空間作業(「CSE」)則是管理層、督導員和承包商之間的溝通平台。這些機制確保進行特定項目的員工清楚地了解當前項目的性質、存在的潛在危害與風險，並在項目開始之前、項目期間和項目完成之後採取相應的預防措施。本集團亦已針對主要潛在危害建立應急響應計劃(「ERP」)，以便在緊急情況下提供簡明指引，並且向所有員工說明ERP及特定員工於ERP中擔當的角色。此外，本集團定期舉辦演習，並強制要求所有有關員工參加，演習完成後由督導員簽署演習績效評估報告。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Annual Report 2017 二零一七年年報

Table 1. The general prevention and protection tools in HSE management

表1. HSE管理的一般預防和保護措施機制

	Tool 機制
Prevention 預防	<ul style="list-style-type: none"> <li>• Safety Training Observation Programme (STOP) 安全培訓檢察計劃(STOP)</li> <li>• Jobs Safety Analysis (JSA) 工作安全分析(JSA)</li> <li>• Permit to Work (PTW) 工作許可證(PTW)</li> <li>• Confined Space Entry (CSE) 密閉空間作業(CSE)</li> <li>• Drills (Fire, Rescue, Toxic gas leakage etc.) 演習(火災、挽救、有毒氣體洩漏等)</li> <li>• Emergency Response Plan (ERP) 應急預案(ERP)</li> <li>• Safety induction Briefing 安全指引簡報會</li> <li>• Safety Training (International Well Control Certificate, HSE Certificate, Operation Certificate) 安全訓練(國際井控證書、HSE證書、營運證書)</li> </ul>
Protection 保護	<ul style="list-style-type: none"> <li>• Requesting pre-employment medical examination 要求進行就業前體檢</li> <li>• Providing regular and special medical examinations 提供定期和專項體檢</li> <li>• Providing first aid kits in project sites 在項目所在地提供急救包</li> <li>• Hygiene of living quarters 生活區衛生</li> <li>• Personal Protective Equipment Supply 個人防護用具的供應</li> </ul>

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The Group is committed to offering a comprehensive medical system with an integrated hygiene programme to its employees. Each employee (including contracted and sub-contracted employees) are required to take a medical examination prior to employment. Following the confirmation of their employment, employees are eligible to receive medical examinations on a regular basis. Regular medical examinations allow for the early detection of abnormalities or disease symptoms, and for a comprehensive analysis of employees' medical condition. Feedback is received from these examinations by STOP and JSA, and used to evaluate potential steps to improve risk assessments. In addition to offering regular medical examinations, additional medical examinations are provided to employees resuming work after suffering an injury or an illness. To provide on-site first aid assistance, designated first aid kits are placed within each project site, and kit inventories including equipment and medicine are maintained by medical personnel. Hygiene practices specifically addressing living quarters are required to be maintained by all staff, and catering staff are required to strictly adhere to the Group's hygiene rules.

本集團致力於建立一個全面的醫療體系，並為員工提供綜合衛生服務。每名員工(包括合同員工和分包員工)在入職前都會進行醫療檢查。在正式入職後，本集團為員工提供定期醫療檢查。通過常規醫療檢查可以盡早發現身體異常或病徵，並全面地分析每名員工的健康情況。根據STOP和JSA的反饋信息，本集團評估並進一步完善風險評估機制。除提供常規醫療檢查之外，對於受傷和生病的員工，本集團在其恢復工作時還會提供額外的醫療檢查。為提供現場急救，本集團於每個項目所在地配備特定的急救包，急救包裏的設備和藥物由醫務人員統一管理。員工需維持生活區的相關衛生實踐，餐廳員工亦需嚴格遵守本集團的衛生規定。



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The importance of safety is communicated to employees through various platforms, with an overarching aim of developing their awareness of safety. Safety induction briefings are provided to newly-joined employees, and the employees are briefed before completing a test to ensure that they have an adequate knowledge of safety. Instructions on project details, the placement and function of various alarms and emergency procedures are communicated to each employee assigned to a project site. Training in fire protection, gas detection, hazardous material handling and personal protection are offered to employees on an as-needed basis. A full HSE report is prepared upon the completion of each well drilled by the project supervisor. The report is provided to on-site workers, and includes the evaluations of various hazards' case studies, and this approach has helped personnel across project sites foster an understanding of safety issues.

The HSE Policies of the Group target all third parties working in the oil field, and the Group considers their improvement in HSE performance as a key responsibility. Compliance with the Group's HSE policies is mandatory for all contractors, sub-contractors, suppliers and third party personnel that work on the Group's projects. The Group regularly relays their HSE plans to contractors, such as safety precautions, and requires them to report evident HSE issues in the related project site. The contractors also have an obligation to report any HSE event or incident to the Group under all circumstances.

本集團以提高員工的安全意識為首要目標，通過各種不同方式的向員工強調安全的重要性。本集團為新員工提供安全指引簡報，然後對員工進行測試以確保他們獲得足夠的安全知識。每名員工獲指派到項目所在地後，須獲知項目細節，各種警報和緊急程序的設置與功能的指示說明。在必要時，本集團會向員工提供火災保護、氣體檢測、危險材料處理和個人防護等培訓。每次鑽井完成後，項目督導員需準備一份完整的HSE報告，其中需包括各種危害評估的案例分析和提供給現場工人，務求幫助員工瞭解項目所在地的安全問題。

本集團的HSE政策同樣適用於在油田工作的所有第三方，並視提高所有第三方的HSE績效為重要責任。所有承包商、分包商、供應商和從事本集團項目的第三方員工都必須遵守本集團的HSE政策。本集團定期將HSE計劃傳達給承包商，如安全防範等，並要求承包商報告相關項目所在地的HSE問題。在任何情況下，承包商有義務向本集團報告任何有關HSE的事件或意外。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司



Safety Meeting  
安全會議



Safety Drills  
安全演習

### **Prevention Practice 1 – Blowout Prevention**

Blowouts – an uncontrolled flow of gas, oil or other releases of formed fluids into the environment – have been identified as one of the major hazards in the oil and gas industry. Besides the contamination of water, land and ecosystems, blowouts are closely related to massive fires and huge explosion, which are both identified as major hazards. The occurrences of the two are, to a certain extent, dependent on blowouts. As such, the Group takes blowout prevention seriously, and greatly values the safety of both employees and local community. During the Reporting Period, no blowouts were reported across project sites.

### **預防實踐1 – 防止井噴**

井噴是指氣體、原油或其它地層流體不受控制地流入環境中。井噴已被確定為石油和天然氣行業的主要危害之一。井噴除了污染水源、土地和生態系統還可能造成巨大的火災和爆炸。火災和爆炸皆被認為是重大危害，且兩者的發生機會在一定程度上取決於井噴。因此，本集團認真對待井噴預防，並重視員工和當地社區的安全。於報告期內，本集團未接獲項目所在地有關井噴的報告。



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Table 2. Preventive measures against blowouts by type

表2. 按類型劃分的預防井噴的措施

Measurement Type 措施類型	Specific Measure 具體措施
Management 管理	<ul style="list-style-type: none"> <li>• Blowout drill 井噴演習</li> <li>• Regular revision in systems and procedures 定期審查系統和程序</li> <li>• Emergency Response Plan (ERP) 緊急應變計劃(ERP)</li> </ul>
Technology 技術	<ul style="list-style-type: none"> <li>• Detectors 探測器</li> <li>• Blowout Preventer (BOP) 防噴器(BOP)</li> <li>• Relief well 減壓井</li> </ul>

Risk Management plays a critical role in blowout prevention. Specified personnel across project sites are required to attend regular blowout drills and the attendance of each drill is recorded. The performances of supervisors and personnel involved in the drill are evaluated by the project manager. A regular review in blowout prevention is conducted, and in the case that areas of improvement are identified during the review, appropriate changes are incorporated. ERPs for blowouts are prepared and communicated with personnel that are responsible for taking emergency actions.

風險管理在預防井噴中起著至關重要的作用。指定員工必須參與定期的井噴演習，每次演習的出席情況均被記錄，且項目經理會評估項目督導員和員工參與演習的表現。本集團定期進行井噴預防審查，如本集團發現需要改進的地方，則落實適當的改進方案。本集團已制定井噴ERP，並與負責在緊急情況下採取行動的員工進行溝通。

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Early detection of undesired pressure formation is fundamental to blowout prevention. A “kick” is formed when fluid, such as crude oil and water, are forced to flow due to the disbalance between formation pressure and hydrostatic pressure. Uncontrolled kicks eventually result in a blowout, and so pressure detectors are installed at all wells to detect undesired pressure formations.

A Blowout Preventer (“BOP”) is routinely integrated within the drilling system to prevent oil, gas and other liquid leakages into the environment. Essentially, a BOP on a drilling rig is attached to the heavy surface casing before drilling activity begins, and it acts as a lid on the hole being drilled to close off a well if a loss of fluid control is detected.

Drilling a relief well is performed if a blowout cannot be controlled from the surface. In some extreme cases, the energy accumulated due to great formation pressure does not significantly deplete, and blowouts can be so forceful that normal control measures are inadequate. In that situation, a relief well is drilled and injected with high-density fluids, and the relief well intersects the concerned well to produce hydrostatic pressure which effectively shuts off the flow of fluid along the well.

盡早檢測過度的地層壓力是防止井噴的基礎。當地層壓力與流體靜壓不平衡時，流體諸如原油和水會被迫流動而形成「衝擊」。不受控制的「衝擊」最終導致井噴。因此，本集團於所有項目的井口安裝壓力檢測器以探測過度的地層壓力。

防噴器（「BOP」）通常與鑽井系統結合，以防止原油、氣體和其他液體滲漏到環境中。一般情況下，在鑽井工作開始前，鑽機上的BOP已連接到重型的地表鑽蓋上。在檢測到地層中流體失控時，BOP作為井口蓋可關閉油井。

如本集團不能從地表控制井噴，則需開鑽一口減壓井。在一些極端情況下，巨大地層壓力累積的能量很難顯著減少，井噴可能過於強烈，以致平常的控制措施不起作用。在這種情況下，通過開鑽減壓井並注入高密度流體，可產生流體靜壓並切斷沿井的流體流動。



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### ***Prevention Practice 2 – Preventing Release of Hydrogen Sulphide***

Some naturally occurring toxic gases in oil and gas deposits can be forced out by undesired pressure. Particular attention is paid to hydrogen sulphide, which is a common gas found at oil and gas well sites with characteristics of corrosive, flammable and colourless at high concentrations. Hydrogen sulphide becomes highly hazardous and can be fatal when concentrations reach a certain level. Workers, and even the local community, can be incidentally exposed to this toxic gas during exploration activities. The Group recognizes the fatalities of hydrogen sulphide and possibilities of its occurrence. During the Reporting Period, release of hydrogen sulphide was not detected across project sites and no personal injury case related to release of hydrogen sulphide was reported.

Detection is the first barrier against hydrogen sulphide release in project sites. Fixed gas detection systems for continuous monitoring are strictly regulated and a minimum of 2 portable electronic gas detectors are installed in each project site. The detectors are placed strategically to make monitoring more effective. All the detectors are regularly inspected, maintained for use at all times and calibrated with the information recorded.

### ***預防實踐2 – 防止硫化氫釋出***

原油和天然氣資源中天然生成的有毒氣體可能會因過度壓力而被釋放。本集團對硫化氫予以特別重視，硫化氫是油氣井(油氣為原油與天然氣)中一種常見氣體，它在高濃度下具有腐蝕性、易燃性和無色等特徵。當硫化氫濃度達到一定水平時，硫化氫將變得危險且致命。在開採活動期間，員工以至當地社區的人員均可能意外地暴露於這種有毒氣體之中。本集團清楚地意識到硫化氫釋出可能帶來的致命性和其發生的可能性。於報告期內，本集團沒有發現任何項目所在地硫化氫釋出的情況，並且沒有收到任何因硫化氫釋出而導致人員傷害的報告。

檢測措施是項目所在地防止硫化氫釋出的第一道防線。本集團嚴格規定於每個項目所在地需要配備用於連續監測的固定氣體檢測系統和至少兩個便攜式電子氣體檢測器，並且有策略地放置檢測器使監測更有效率。所有的檢測器需進行定期檢查，始終保持可用，同時定期校準並記錄相關信息。

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A hydrogen sulphide drill is an important part of preparation. The Group places considerable emphasis on the need for employees to develop a strong sense of safety, and executes simulations of drilling activities in a suspected or known hydrogen sulphide area. Drill simulations are conducted twice a week and all relevant personnel are required to participate. Prior to drilling into sulphur-bearing formation, the project manager is responsible for organising a hydrogen sulphide prevention drill and sending out warning signs to personnel of all levels. Rigorous inspections for hydrogen sulphide prevention measures are carried out and drilling in reservoirs is carried only when these measures are deemed satisfactory.

### 1.2. Building a Reliable Workforce

The Group strictly adheres to local and relevant labour and employment-related laws. The Group is determined to provide equal opportunities to all qualified persons without regard to creed, race, age, gender and regional origin. Employment contracts are prepared based on labour laws to protect employees' rights. The Group proactively checks the identity cards of applicants during recruitment and employment to prevent hiring child labour, and absolutely prohibits forced labour. The Group works towards a diversified composition of employees with various races, education background, work experience, nationalities, knowledge and skills. The Group clearly sets the working hours per day for employees. In addition, the on-site employees work on a rotational basis. The Group is impartial and equally selects applicants on the basis of their education, work experience, compatibility

硫化氫演習是預防事故的重要組成部分。本集團十分重視提高員工的安全意識，在可能存在或者已知存在硫化氫的項目地區開展模擬演習。演習每週進行兩次，所有相關人員都必須參加。在鑽進含硫地層前，項目經理應負責組織一次防止硫化氫演習，並對各級員工發出警告指示。在進行油氣藏鑽井前，項目經理必須對硫化氫防治措施進行嚴格檢查，並保證這些措施是合適且有效的。

### 1.2. 培養可靠的員工

本集團嚴格遵守當地有關勞工和僱傭相關的法律法規。本集團致力於為所有合資格人士提供平等的機會，不因其信仰、種族、年齡、性別和地區而給予差別待遇。本集團的勞工合同是根據營運當地的勞工法制定，以保護員工權利。本集團在招聘及僱用過程中嚴格審查申請人的身份證，以防止僱傭童工，以及本集團絕對禁止強制勞工。本集團致力於豐富本集團的員工組成，打造包含不同種族、教育背景、工作經驗、國籍、知識及技能的多元化工作團隊。本集團明確規定員工每天的工作時間。此外，駐場員工上班採取輪班制。本集團公平平等地對待所有申請者，根據申請者的



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with work culture and their potential for future advancement. The Group has clear policies on compensation, recruitment, employment, training and development. The termination of labour contracts and dismissal of employees are conducted in strict compliance with the relevant laws and regulations so as to fully protect the rights and obligations of employees and the Group.

During the Reporting Period, there were no significant changes in the labour and employment-related policies of the Group.

Motivating employees to continue developing their skills is important to the Group. The Group has a policy to provide employees with career training and development opportunities in accordance with their growth potential and job interests. Employees are encouraged to attend external courses, and the Group considers reimbursing employees with the cost of fees and examinations undertaken. Employees are highly encouraged to attend a well control course and RigPass course conducted by the International Association of Drilling Contractors (“IADC”), and the training can enhance employees’ abilities, and thus their operating performance which include safety and management aspects.

A Performance Appraisal System (“PAS”) is developed to regularly monitor the work performance of each employee. It helps employees to identify their strengths and areas for improvement, and allows department heads to better utilize employees’ potential and to develop employees’ capabilities. The Group also offers internal promotions to employees, and the major factors considered are the employees’ abilities, performance and development potential.

學歷、工作經驗、工作文化兼容性和發展潛力進行選擇。本集團擁有清晰的有關薪酬、招聘、僱傭、培訓和發展的政策。終止勞工合同和解僱員工均嚴格按照相關法律法規，以充分保護員工和本集團的權利和義務。

於報告期內，本集團的勞工和僱傭相關政策沒有重大變化。

鼓勵員工不斷提升其工作技能對本集團而言非常重要。本集團的政策是根據員工的發展潛力和工作興趣為其提供職業生涯培訓和發展機會。本集團鼓勵員工參加外部課程，並考慮報銷員工的培訓費用和考試費用。本集團鼓勵員工參加由國際鑽井承包商協會（「IADC」）舉辦的鑽井控制課程和RigPass課程。培訓可以增強員工的工作能力，從而提高員工於工作時在安全和管理等方面的操作表現。

本集團建立績效評估系統（「PAS」）定期考察每位員工的工作績效。該系統有助員工識別自身的優勢及需改進的方面，同時也有助部門主管更好地利用和發展員工的潛力。本集團亦根據員工的能力、表現和發展潛力為員工提供內部晉升機會。

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Work-life balance has gradually become integrated into the Group's system. The Group aims to maintain the mental health, physical health and productivity of employees by nurturing an atmosphere of unity based upon fellowship and camaraderie. Hospitalization and medical benefits are established to upkeep employees' fitness and accident insurance is provided to all regular employees. Moreover, employees are eligible for leave relating to personal matters, such as examination leave and marriage leave. The Group has also established plans to promote recreation, sports and social activities.

平衡工作與生活的理念已逐漸融入本集團的管理體系中。本集團致力於保持員工的身心健康和生產力，讓員工在友誼的基礎上營造出團結的氛圍。為保持員工身體健康，本集團已建立住院和醫療的福利制度，並向所有正式員工提供意外保險。除此之外，員工亦享有個人假期，例如考試假和婚假。本集團亦已製定相應計劃，以推廣康樂、體育及社會活動。



**Eco-Tourism of Local Marine Sanctuary**  
於本地海洋保護區舉辦的生態旅遊活動



**Dumpling Wrapping during Chinese New Year**  
中國春節期間的包餃子活動



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The Group adopts a zero-tolerance attitude towards bribery, extortion, fraud and money laundering. Clear rules and statements against these are indicated in the staff handbook, which all employees have access to. Contractors, sub-contractors, suppliers and third party personnel working on the Group's projects are clearly informed to follow the anti-corruption rules of the Group. The Group takes steps to improve the internal anti-corruption system and to promote the importance of integrity amongst employees.

### 1.3. Product Responsibility

The Group has been formulating policies governing the extraction and delivery of products to minimize the health and safety risk posed by products. The Group entered into contract with a crude oil distributor to sell the crude oil produced in the oilfield engaged by CIMP. The Group ensures that customer data is not divulged and used for inappropriate purposes. Advertising and labelling matters are not significant to the Group during the Reporting Period.

During the Reporting Period, the Group neither experienced any customer data leakage, nor received any complaints about inappropriate use of customer information.

本集團對賄賂、勒索、詐騙和洗黑錢持零容忍態度。本集團的員工手冊對此有明確的規定和聲明，並向所有承包商、分包商、供應商和從事本集團項目工作的第三方員工明確聲明必須遵守本集團的反貪污政策。本集團採取措施以改善內部反腐系統，並提升員工的誠信意識。

### 1.3. 產品責任

本集團持續制定產品開採及輸送相關管理政策以減少產品可能造成的健康和安​​全風險。本集團與原油分銷商簽訂合同並授權其出售由CIMP營運油田生產的原油。本集團確保不會洩露客戶的信息並用於不適當的目的。於報告期內，廣告和標籤事宜對於本集團並不重大。

於報告期內，本集團未有接獲任何涉及洩露客戶資料或不合理使用客戶信息的投訴。

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### 2. Sustainable Environment

The Group strongly recognizes the environmental impacts generated by its business operations. The Group is principally engaged in the exploration and development of oil, natural gas and coal, of which the operations are mainly stationed in the Southeast Asia region. The major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction. During the Reporting Period, the major environmental impacts of the Group were generated from domestic waste generation, domestic water discharge and electricity consumption in the oil field which CIMP has engaged in. There were no significant changes in the environmental policies of the Group in 2017.

The Group strictly complies with all the relevant environmental laws and regulations in the countries where the Group operates. The Group aims to reduce environmental impacts in all phases of a project, running from early project planning to operation.

### 2. 可持續環境

本集團深刻認識到其營運所產生的環境影響。本集團主要從事勘探及開發石油、天然氣及煤炭，其業務主要位於東南亞地區。於報告期內，主要營運活動僅限於鑽探地質及機械設計、徵地及商討補償、向環保部門申請砍樹許可證及井場建設招標。本集團於報告期內的主要環境影響來源於CIMP經營油田產生的生活垃圾、生活污水及電力消耗等。本集團的環境政策於2017年並無發生重大變化。

本集團嚴格遵守業務開展所在國家的相關環境法律法規。本集團致力於從項目早期規劃至營運過程中的每個階段減少環境影響。





## Environmental, Social and Governance Report 環境、社會及管治報告

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Philippines South Cebu Oil and Gas Project (“SC49”) is located on a small village of Montpellier in the municipality of Alegria, province of Cebu. Oil exploration and development have significant impacts on the local environment and community, if not properly controlled; in particular, land and water are at risk. The Company and CIMP have worked to satisfy all the requirements set by the Department of Environment and Natural Resources (“DENR”) of the Philippines on the application of the Environmental Compliance Certificate (“ECC”). An environmental study was conducted and an Environmental Impact Statement (“EIS”) was prepared and submitted to the Environmental Management Bureau (“EMB”), an agency under DENR. The EIS is a major requirement for the issuance of an ECC and it contains comprehensive information of the project components that can have a significant impact on the environment, the prevailing environmental conditions at the project site, the impacts of the project on these conditions, and the mitigating measures the proponent commits to implement. It also has a social development component that outlines the Company’s programs to alleviate the living conditions of affected families, their commitment to help the village in several social services, and the assurance that the Group operates projects safely through the conduction of an Environmental Risk Assessment (“ERA”). The SC49 project was granted permission to start production after CIMP received an ECC from DENR. The project involves various compliance requirements based on the conditions outlined in the ECC.

菲律賓南宿霧石油和天然氣項目（「SC49」）位於宿霧省Alegria市Montpellier中的一個小村莊。如果控制不當，開採石油會對當地環境和社區造成重大影響，尤其是在土地和水資源方面造成重大影響的風險。本公司與CIMP一直努力符合菲律賓環境及自然資源部（「DENR」）設立的申請環境合規證書（「ECC」）的所有要求。本公司與CIMP已進行環境研究，編製環境影響聲明（「EIS」），並提交給DENR下的環境管理局（「EMB」）。作為獲發ECC的主要要求，提交的EIS包含：可能對環境產生重大影響的項目組成部分的全面信息、項目地點當前的環境條件、項目開展對業務運營所在地環境條件的影響以及項目發起者承諾實施的減輕環境影響的措施等。EIS亦包含社會發展部分，包括概述本集團如何緩和和受影響家庭的生活環境的計劃、透過多項社會服務幫助村莊的承諾、通過環境風險評估（「ERA」）確保當地社區營運安全的保證等。當CIMP收到DENR的ECC後，SC49項目獲准開始生產。該項目涉及各種需要滿足的ECC的合規要求。

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In 2016, the representatives from the Group, contractor, EMB, the Department of Energy (“DOE”) of the Philippines, Department of Social Welfare and Development (“DSWD”) of the Philippines, religious organizations and local environmental non-governmental organizations (“NGO”) formed a Multi-partite Monitoring Team (MMT) to continuously monitor the project’s compliance. However, during the Reporting Period, DENR approved the dissolution of the MMT as it is a Non-Environmentally Critical Project (“ECP”).

Various actions are taken in the planning stage to examine the environmental impacts associated with the exploration and development of oil and gas. The exploration and development of oil and gas involve a series of activities to extract crude oil and natural gas from existing reservoirs. These activities include material and equipment procurement, civil construction and well drilling. A screening process to identify potential impacts and compliance requirements related to the above-mentioned activities is completed in the early planning stage, and includes the screening of impacts on topography, water availability and air quality. Following the screening process, an environmental impact assessment is performed to identify mitigation measures and to propose implementations across various stages of exploration and development. Mitigation measures are implemented by both the Group and project-related parties. No ceilings for implementation costs of all mitigating measures are set to ensure that required structures or systems can be adequately implemented.

2016年，來自本集團、承包商、EMB、菲律賓能源部(「DOE」)、菲律賓社會福利與發展部(「DSWD」)、宗教組織和當地環境非政府組織(「NGO」)的代表組成多方監控小組(「MMT」)以持續監控項目的合規性。然而，於報告期內，由於項目未被列為環境關鍵項目(「ECP」)，DENR已批准MMT解散。

本集團於開採原油和天然氣項目的規劃階段中，採取多種行動以評估其對環境的相關影響。油氣開採是一系列從現有油藏中提取原油和天然氣的活動。這些活動包括材料和設備採購、土木建設和鑽井。在項目的早期規劃階段，本集團會通過篩選過程識別與上述活動相關的潛在影響與合規要求，包括對地形、水供應和空氣質量的影響。在篩選過程之後，本集團通過環境影響評估識別於油氣開採中各個階段的緩解措施，並提出實施細則。本集團及項目相關方共同採取緩解措施。所有實施緩解措施的費用均不設上限，以確保能夠充分實施所需的架構或體系。



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The Group invites contractors with a proven track record for adopting suitable techniques to a high standard to undertake drilling for the Group's projects. Well drilling is the core part of exploration and development, and the Group recognizes that these processes impact the local environment. Drilling contractor management is taken very seriously, and drilling contractors are required to strictly adhere to the environmental regulations of the Group and the countries in which it operates in. The Group is responsible for disclosing and explaining all information regarding the project to the contractor. Contractors are required to provide relevant certificates and inspection reports of each rig to demonstrate their qualification before spudding. Any event or incident related to the environment, whether it has a direct impact on the operation or not, and under all circumstances is required to be reported to the Group. Contractors are responsible for waste disposal and rehabilitation in the well site following well completion or well abandonment.

During the Reporting Period, no non-compliance incidents or infringements in relation to environmental protection that would have a significant impact on the Group were confirmed.

本集團邀請具有良好往績記錄的承包商採用合適的高標準技術為其項目進行鑽探。鑽井是開採的核心過程，本集團深刻明白其對當地環境的影響。本集團認真對待鑽井承包商的管理，要求鑽井承包商必須嚴格遵守本集團和業務開展所在國家的相關環境法規。本集團亦負責向承包商披露和解釋與項目有關的所有信息。承包商在開鑽定位前必須提供每台鑽機的相關證書或檢驗報告以證明其鑽機資格。在任何情況下，與環境相關的任何事件或意外，無論是否對營運產生直接影響，承包商都需要向本集團報告。承包商亦應負責於完井與棄井後對井場的廢物進行處置，並且對場地進行復原。

於報告期內，本集團未曾接獲經證實的環境保護相關並對本集團有重大影響的違規事件或任何申訴。

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The environmental performance 2017

二零一七年的環境表現

KPI 指標		Year 2017 2017年度
Electricity consumption (kWh)	電力消耗(千瓦時)	43,292.9
Electricity consumption per oil field area (kWh per km <sup>2</sup> ) <sup>3</sup>	每平方公里油田面積電力消耗 (每平方公里千瓦時) <sup>3</sup>	100.1
Water usage (metric tons)	用水量(公噸)	476.0
Water usage per oil field area (metric ton per km <sup>2</sup> ) <sup>3</sup>	每平方公里油田面積用水量 (每平方公里公噸) <sup>3</sup>	1.1
Domestic waste (metric tons)	生活垃圾(公噸)	6.0
Diesel consumption (litres)	柴油用量(公升)	9323.5
Diesel consumption per oil field area (litres per km <sup>2</sup> ) <sup>3</sup>	每平方公里油田面積柴油用量 (每平方公里公升) <sup>3</sup>	21.7
Greenhouse gas emission 溫室氣體排放	Scope 1 (Metric Tons) <sup>1</sup> 範圍一(公噸) <sup>1</sup>	25.0
	Scope 1 emission per oil field area (metric tons per km <sup>2</sup> ) <sup>3</sup> 每平方公里油田面積範圍一排放(每平方公里公噸) <sup>3</sup>	0.06
	Scope 2 (Metric tons) <sup>2</sup> 範圍二(公噸) <sup>2</sup>	21.8
	Scope 2 emission per oil field area (metric tons per km <sup>2</sup> ) <sup>3</sup> 每平方公里油田面積範圍二排放(每平方公里公噸) <sup>3</sup>	0.05

<sup>1</sup> Calculated using World Resources Institute (2015). GHG Protocol tool for mobile combustion. Version 2.6

<sup>1</sup> 計算利用World Resources Institute (2015). GHG Protocol tool for mobile combustion. Version 2.6.

<sup>2</sup> Calculated using World Resources Institute (2015). GHG Protocol tool for stationary combustion. Version 4.7

<sup>2</sup> 計算利用World Resources Institute (2015). GHG Protocol tool for stationary combustion. Version 4.7

<sup>3</sup> The intensity is calculated based on the oil field area in km<sup>2</sup>

<sup>3</sup> 強度的計算是基於油田面積(平方公里)



# Environmental, Social and Governance Report 環境、社會及管治報告

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## 2.1. Oil Spill Preparedness

The Group designates it as their top priority to prevent oil spills, but even under the most stringent risk management, oil spills can still occur during drilling, delivery and storage stages. Drilling can cause the uncontrolled release of crude oil from an oil well, which is known as blowout. Oil spills can occur due to delivery pipeline and storage tank malfunctions, and the release of crude oil can cause fatal damage to the ecosystem and contaminate the land and sea. The Group actively works to prevent crude oil deposit releases through the implementation of technology and the development of risk management strategies. During the Reporting Period, no oil spillages or accidents were reported in the project sites.

The Group is committed to taking impactful actions to protect human life, infrastructure, property and environmental resources in major oil spill incidents. An oil spill contingency plan is developed through the risk management system to ensure that a safe, timely, effective and coordinated response to oil spills can be provided whenever and wherever necessary. The Group takes an active leadership role in the event of an oil spill and the corresponding clean-up and recovery activities in the environment that may be contaminated. An onsite oil spill emergency response team is maintained to handle minor and major spills which may occur during the project life cycle (Fig. 1). The team is divided into three main sections, which include the operation section, planning section and logistics section. The operation section takes a lead role in resource identification, protection and treatment for contaminated areas and oily waste handing. The planning and logistics sections manage spills in coordination with the local government unit (“LGU”) and other parties through the provision of equipment and trained personnel. The Group determinedly strives to protect people, property and the environment through practicable environmentally-sound and economically-feasible mitigation measures.

## 2.1. 原油洩漏的準備

本集團將防止漏油列為首要任務，但即使是最嚴格的風險管理下，鑽井、運輸及儲存階段仍然有可能發生原油洩漏。鑽井可能導致原油從油井中不受控制地噴出，這稱為井噴。輸送管道和儲存罐發生故障時亦可能造成漏油的發生。原油的洩漏可能會對生態系統造成嚴重損害並污染陸地和海洋。本集團通過技術實施和風險管理策略開發防止原油意外洩漏。於報告期內，項目所在地並未發生任何原油洩漏或意外。

本集團承諾在重大原油洩漏事故發生時採取有效的行動，以保障人身、基礎設施、財產及環境資源的安全。本集團通過風險管理系統制定漏油應急計劃，以確保在有需要時在當地可以提供安全、及時、有效及協調的應對方案。在原油洩漏事件及後續的污染環境清理與修復活動中，本集團將積極發揮領導作用。本集團設有現場漏油應急響應小組，以處理項目週期中發生的漏油事故(圖1)。該小組分為三個主要部分，分別是行動部門、計劃部門和物流部門。行動部門於資源識別及保護與污染區域及含油廢物處理的過程中擔任領導角色。計劃部門與物流部門透過提供設備和訓練有素的員工，與地方政府單位(「LGU」)和其他各方協調處理事故。本集團致力於通過最環保和經濟的可行緩解措施來保障人民、財產和環境的安全。

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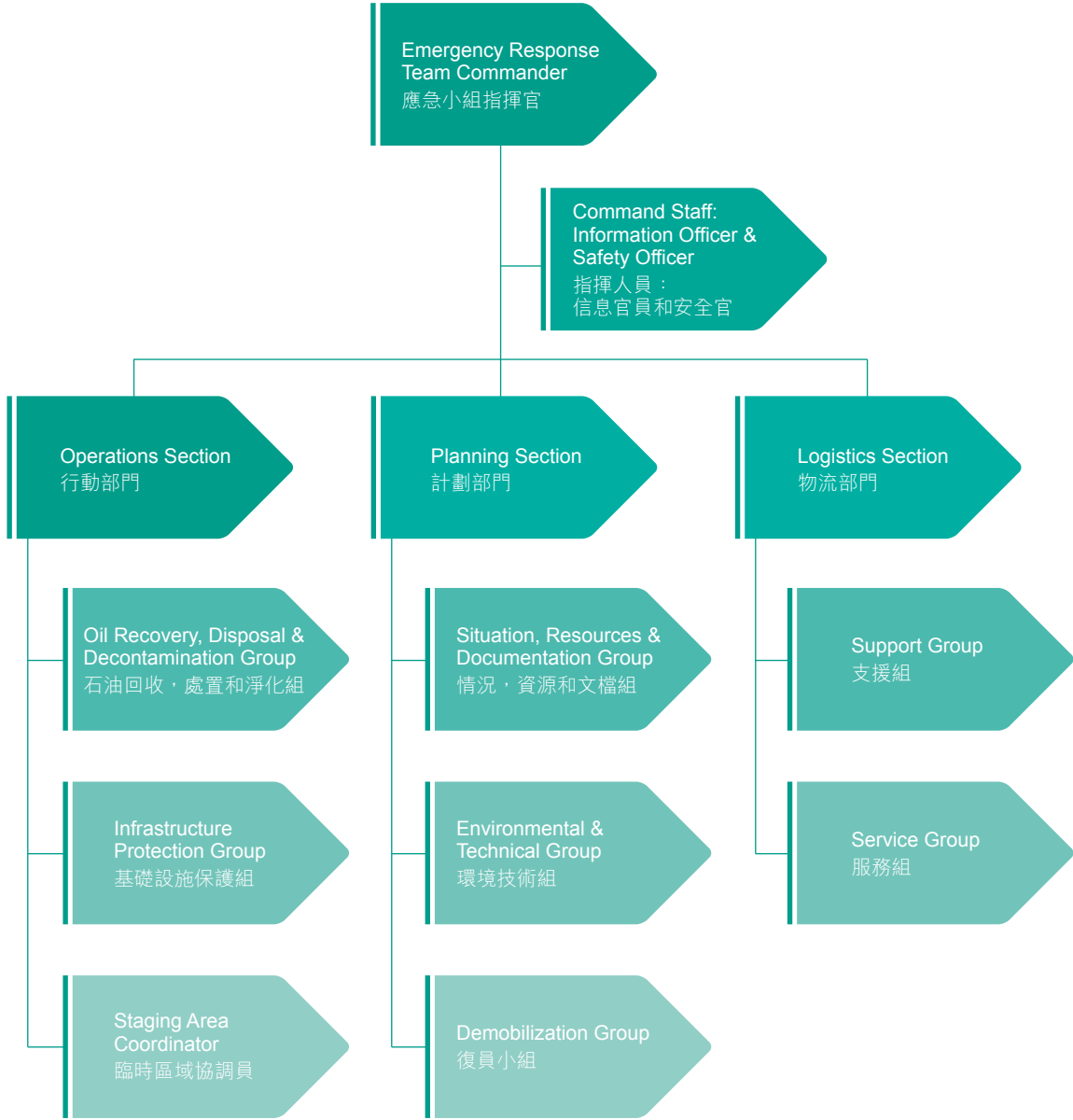


Fig 1. The structure of the oil spill emergency response team  
圖1.漏油應急響應團隊的架構



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### 2.2. Solid Waste Management

The Group considers waste management as an important part of environmental and resource management. The well drilling activities of SC49 are all outsourced to drilling contractors. The selected drilling contractors are required to comply with the HSE Policies of the Group, which strictly regulates the treatment of waste. Under the HSE Policies, wastes are categorized and treated independently. Drilling is an activity involving people, machines and environment, and this involvement can generate several types of solid wastes that include domestic waste, packaging materials, wastes associated with drilling and hazardous wastes. Domestic wastes include personal waste such as plastics, paper, food etc. Packaging materials include materials used in the mud component transportation and storage, packing materials for equipment etc. Wastes associated with drilling include drill cuttings and excess materials. Drill cuttings are produced by the grinding of rocks against the drill bit on the bottom of the well. Excess materials can be generated from slope cutting, widening roads and lowering grades of road, which are performed for facilitating drilling. Hazardous wastes include fluorescent lights and bulbs, paints, batteries etc.

### 2.2. 固體廢物管理

本集團認為廢物管理是環境和資源管理的重要組成部分。由於SC49項目的鑽井活動均外判予鑽井承包商進行，本集團要求所選擇的鑽井承包商必須遵守本集團的HSE政策，其中包含嚴格監管廢物處理。根據HSE政策，廢物需被分類並獨立處理。鑽井活動涉及人、機器和環境的共同參與，這三個部分可以產生不同類型的固體廢物，主要包括生活廢物、包裝材料、鑽井相關廢物和危險廢物等。生活廢物包括諸如塑料、紙、食物渣滓等個人廢物。包裝材料包括用於泥漿運輸及儲存與用於設備的包裝材料等。鑽井相關廢物包括鑽屑和多餘材料，其中鑽屑是在鑽井底部的岩石和鑽頭研磨產生的，而多餘材料是在為方便鑽井而進行的斜坡切割、道路擴寬和道路坡度降低等情況下產生。危險廢物則包括熒光燈、燈泡、油漆和電池等。

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Proper waste minimization, segregation and treatment have been developed and well-implemented in each project site. Waste minimization and effective use of resource are monitored at the level of natural resource and waste generation. Solid wastes are further categorized into 4 groups: recyclables/reusables, biodegradables, disposables and hazardous. Wastes associated with drilling can only be placed in a pre-designated area, and these are collected and later disposed to a local authority-designated dumpsite or landfill site. Domestic wastes generated by workers, offices, pantries etc. are collected in garbage bins provided. Catering in project sites are outsourced to outside parties and kitchen wastes are also collected and disposed.

People from local community that are interested in reusable materials are welcome to either sell or reuse materials generated from the Group's operations. Items that can be reused are given to labourers who might take interest in bringing these materials home. Repairable spare parts of equipment are recorded and placed in a storage for future repair. Other wastes are placed in garbage bins and sent to the municipal landfill for disposal.

Hazardous waste is arranged for collection by an authority-accredited hazardous waste service. Drill cuttings are disposed through on-site solidification or burial if not hazardous. Otherwise, these are organized for collection by the waste service for proper handling and treatment.

本集團於每個項目場地已制定並良好地實施適當的廢物減量、隔離和處理措施。本集團從天然資源使用和廢物產生兩方面出發，監測廢物減量和資源有效利用的情況。項目營運過程中產生的固體廢物可進一步分為四類：可回收／可重複使用、可生物降解、一次性用品和危險廢物。鑽井相關廢物只能放置在預先指定的區域，並隨後收集及運輸至當地政府指定的垃圾場或垃圾堆填區進行處置。員工於辦公室和食堂等地方產生的生活垃圾則收集至本集團提供的垃圾桶。本集團將項目所在地的餐飲服務外判予外部團體，並對廚餘垃圾進行妥善收集與處置。

本集團歡迎對可回收利用的材料感興趣的當地市民出售或重複使用本集團營運過程中產生的材料。員工如對可回收利用的材料感興趣，亦可攜帶該等材料回家。本集團記錄並於保管室放置可修復的設備零件以便將來修理。其他廢物放置在垃圾箱中並隨後運輸至市政垃圾堆填區。

危險廢物只能由官方認可的危險廢物處理商收集。不含有危險廢物的鑽屑需通過現場固化或埋藏處置。除此以外，本集團安排廢物收集服務以便進行適當的處置和處理。





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As there were no oil production activities during the Reporting Period, no significant hazardous waste was produced during operation. Domestic waste production amounted to 6 Metric tons during the Reporting Period.

### 2.3. Water Management and Waste Water Treatment

The Group recognizes the importance of long-term water management and water recycling, as the Group's operations require long-term demand for water. The Group uses fresh water to form drilling fluid, which principally acts as a lubricant. Examination of water sourcing, wastewater disposal and water recycling plays a vital role in the Group's water management.

The Group values water resources and considers the sourcing and recycling of water. Drilling generates tremendous friction, which can damage the drill bit. Drilling fluid minimizes the friction, reduces the heat of drilling and reduces the risk of friction-related complications. The Group implements various measures to source water reliably and optimize the usage of drilling fluid. Water used in the formation of drilling fluid is required to be obtained from reliable sources authorized by the local government in order to minimise its impact on local fresh water. In Cebu, the Group sources water from the municipal water network. Initiatives to reuse water are also implemented through drilling processes. Drilling fluid is circulated throughout the system, and materials are tripped from the borehole before cycling fluid back through

由於報告期內沒有原油生產活動，本集團營運期間並未產生任何重大危險廢物。於報告期內，生活垃圾產生量為6.0公噸。

### 2.3. 水資源管理和廢水處理

因本集團的營運對水資源有長期的需求，本集團認識到長遠的水資源管理和循環用水的重要性。本集團使用淡水組成主要作為潤滑劑的鑽井液。對水源求取、廢水處理和循環用水的審視於本集團的水資源管理中發揮著至關重要的作用。

本集團重視水資源並注重水源求取和水的再利用過程。鑽井產生的巨大摩擦力能夠損壞鑽頭。鑽井液可使摩擦力降至最低，減少鑽探的熱量，降低因摩擦而引起的風險。本集團實施不同的措施以尋找可靠的水源和優化鑽井液的使用，且用於製成鑽井液的水必須從當地政府授權的可靠水源獲得，以減少對當地淡水水源的影響。在宿霧，本集團從市政水網獲得水資源。於整個鑽探過程中，亦實施重用水的計劃。本集團於鑽井系

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screens and into the system. The recirculation process is designed to minimize the waste by reusing as much fluid as possible, and the final disposal of fluid and cuttings is treated in environmentally safe manner.

During the Reporting Period, 476 metric tons of freshwater was consumed.

統中設置篩網，過濾鑽井液中的物質並回流至系統重新使用，通過設計再循環過程盡可能重複使用鑽井液，以盡量減少廢液的產生和排放。本集團以對環境安全的方式進行鑽井液和鑽屑的最終處置。

於報告期內，本集團消耗476公噸的淡水。

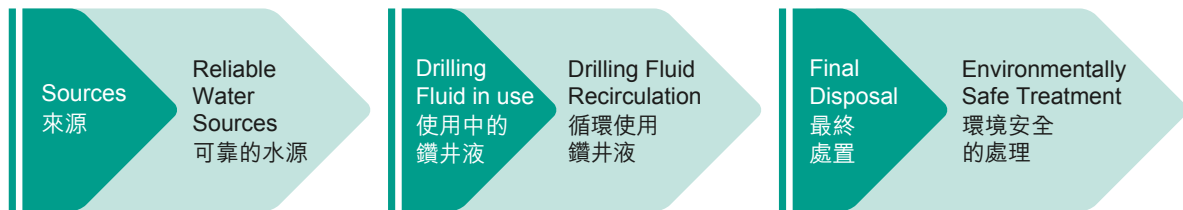


Fig 2. The drilling fluid management  
圖2.鑽井液的管理

Water contamination is not a major concern during regular activities of exploration and development. The major sources of contamination are the materials used in drilling, in particular those used in the production of drilling fluid. However, the main components are non-toxic and therefore considered as non-hazardous substances. In order to further minimize impacts on local water bodies, the Group has integrated a wastewater treatment system into its drilling operations to ensure that the drilling fluids used do not affect the water quality of the surrounding water bodies when released.

水污染不是常規開採活動中重點關注的問題，其主要的來源僅限於鑽井過程中使用的材料，例如生產鑽井液的原料等。但由於鑽井液的原料均為無毒無害，所以可被視為無害物質。但為進一步減少鑽井液對當地水體的影響，本集團已在鑽井作業中加入廢水處理系統，以確保所使用的鑽井液在排放時不影響周圍水體的水質。



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The problems associated with the combined impact of the Group's activities and local weather are considered by the Group. The climate system and water environment of the Project SC49 area were assessed at the planning stage, and the risk of water pollution by siltation was identified. The project site is situated within a Type 3 climate, which is categorised by the Philippine Atmospheric, Geophysical and Astronomical Services Administration ("PAGASA"). Type 3 climate is characterised by no pronounced seasons, relatively dry from November to April and wet for the remainder of the year. Sediments in the well construction sites that are washed out by storm runoff can potentially pollute the streambeds, and so the well sites are provided with appropriate silt traps and siltation ponds to settle sediments and reduce silt deposition in the streambeds.

#### 2.4. Air Emission

The principal activities of the Group in 2017 had a minor impact on air quality. This section focuses on communicating the impact on air quality during oil exploration and development. Dust generated from well site preparation and vehicle movement, nitrogen oxide and sulphur oxide emissions from rig engines and vehicles, and the slow release of carbon monoxide and hydrogen sulphide from drilling sites were identified as the major emissions during exploration and development that causing a negative impact on air quality. Dust particulates can be generated from the mixing unit during the formation of drilling mud and feeding cementing materials into the cutting bottle; moving vehicles can also cause the uplift and suspension of dust. Regular water spraying is applied to restrict dust suspension from the above-mentioned sources. Nitrogen

本集團考慮到其活動與當地天氣綜合產生的有關影響。在規劃階段時，對SC49項目所在地的氣候系統和水環境進行評估，並識別因泥沙淤積而導致的水污染風險。項目所在地屬於由菲律賓大氣地球物理和天文服務管理局（「PAGASA」）劃分的三類氣候。三類氣候的特點是沒有明顯的季節區分，11月至4月相對乾燥，其餘時間則相對潮濕。井場施工場地中因暴雨徑流而沖走的沉積物可污染河床，因此井場已設置適當的淤泥捕集器和淤積池，以沉澱沉積物並減少河床中的淤泥沉積。

#### 2.4. 廢氣排放

本集團於2017年的主要活動對空氣質量影響較小。本節重點介紹原油開採過程中對空氣質量的影響。本集團已識別開採過程中對空氣質量造成負面影響的主要大氣排放物為井場準備期間及因車輛移動而產生的粉塵、鑽機引擎及車輛產生的氮氧化物和硫氧化物排放、以及鑽井場地緩慢釋放的一氧化碳和硫化氫。在製造鑽井泥漿及加入膠凝材料至切割罐期間，混合裝置可產生粉塵顆粒；車輛移動時亦可導致粉塵揚起及懸浮於空氣中。本集團實施定期噴水以限制來自

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oxide and sulphur oxide are formed from fuel combustion in diesel engines of drill rigs and vehicles.

The Group requires well drilling contractors to complete tasks with rig engines in immaculate conditions. Certificates or inspection reports of each rig are provided to certify the qualification of the operating equipment. Regular monitoring is also applied to ensure equipment and vehicles are in good working condition in order to maintain energy efficiency.

As there were no oil production activities during the Reporting Period, no significant air emissions were produced. The Group has started preparing the estimation of the vehicular emission during the Reporting Period. The vehicular emission will be reported in future.

上述來源的粉塵懸浮。鑽機和車輛的柴油發動機燃燒燃料時形成氮氧化物和硫氧化物。

本集團要求鑽井承包商在良好的鑽機運行狀況下完成工作。承包商應提供每台鑽機的證書或檢驗報告以證明其設備達到標準。承包商亦採用定期檢測的方式保證設備和車輛處於良好的工作狀態，以確保能源效率。

由於報告期內沒有原油生產活動，本集團並未產生重大的大氣排放。於報告期內，本集團已開始進行車輛污染物排放量的估算，將在未來報告中披露車輛污染物排放量。

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### 2.5. Greenhouse Gas (GHG) Emissions

The Group recognises the importance of greenhouse gas (“GHG”) emission control. Direct GHG emissions include direct carbon dioxide, methane and nitrous oxide. During the Reporting Period, fossil fuel burning and purchased electricity consumption were identified as the major sources of direct GHG emissions (scope 1) and indirect GHG emissions (scope 2) respectively from the Group.

During the Reporting Period, the Group consumed 9.3 metric tons of diesel, equivalent to 25 CO<sub>2</sub>e metric tons (scope 1), and purchased 43,292.9 kWh of electricity, equivalent to 21.8 CO<sub>2</sub>e metric tons (scope 2).

### 3. Sustainable Community

The Group firmly believes that listening and responding to concerns raised by local communities where the Group operates enables all parties to constructively resolve potential disagreements and to avoid disruption to the Group’s activities. The Group responds to community and stakeholder concerns and deals with concerns by acting on their commitments. The Group complies with local and relevant regulations to minimize its impacts, and the Group adopts an open-minded attitude to further generate positive impacts on local communities.

### 2.5. 溫室氣體排放

本集團認識控制溫室氣體排放的重要性。直接溫室氣體排放包括二氧化碳、甲烷和一氧化二氮。於報告期內，本集團識別化石燃料燃燒為本集團的直接溫室氣體排放(範圍一)的主要來源，而購買電力使用為本集團的間接溫室氣體排放(範圍二)的主要來源。

於報告期內，本集團消耗柴油9.3公噸，相當於25公噸二氧化碳當量排放(範圍一)，購買電力43,292.9千瓦時，相當於21.8公噸二氧化碳當量排放(範圍二)。

### 3. 可持續社區

本集團堅信傾聽並回應本集團營運所在地的社區所提出的關注事項，可使各方積極及實際地解決潛在的分歧，避免對本集團的活動造成影響。本集團回應社區和利益相關方的關注事項，並通過履行其承諾來處理其關注的問題。本集團遵守當地相關法規以盡量減少對當地社區影響，並且採取開放的態度，希望進一步對當地社區產生積極影響。

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The concerns and expectation of local communities are studied by conducting Information, Education and Communication (“IEC”) activities at the beginning stages of the Group’s projects. The benefits and potential impacts are shared to local communities to provide a broader picture of related projects. Mitigation measures for environmental and social concerns are also prepared before IEC activities to communicate with local residents and address their concerns at the beginning stages.

The Group creates temporary employment opportunities for local communities. Employing local people can facilitate projects and the interaction between the Group and local communities, while the Group provides opportunities for people in local communities who are willing to work in the oil and gas industry. The generation of work and livelihood opportunities is a benefit that the Group is confident it can continue to foster.

The Social Development Program which is integrated in the EIS, is the foundation of the Group’s Corporate Social Responsibility commitments. The program provides assistance to residents living near project sites including but not limited to medical, cultural, social and even personal assistance. The Group’s employees are also encouraged to immerse into the community to foster closer relationship with locals. Community meetings are conducted regularly to obtain feedback from people, update them on project progress, inform them about benefits (e.g. employment) derived from projects and solicit any grievances they might have so that immediate solutions can be applied before these deteriorate into conflicts.

本集團在項目早期階段通過開展信息、教育和溝通(「IEC」)活動來調查當地社區的關注事項和期望，將項目的益處和潛在影響的相關資訊分享給當地社區，以提供全面的項目情況。在IEC活動之前，本集團預先準備有關環境和社會影響的緩解措施，以便與當地居民溝通，並在早期階段解決他們關注的問題。

本集團為當地社區創造臨時就業機會。僱用當地人士可以促進項目開展以及促進本集團與當地社區之間的互動，同時本集團為願意在石油和天然氣行業工作的當地社區的人士提供工作機會。未來，本集團有信心可以繼續創造工作機會和謀生機會。

社會發展計劃作為EIS的一部份，是本集團實現企業社會責任的基礎。該計劃為居住在項目所在地附近的居民提供援助，包括但不限於醫療、文化、社會乃至個人援助等。本集團鼓勵員工積極融入社區當中，並與當地居民建立更密切的關係。本集團定期舉行社區會議以獲取當地居民的意見，通知他們項目進展情況，向他們報告項目創造的效益(如就業機會等)，並及時了解居民是否有不滿情緒，並在其轉化為衝突之前採取及時的解決方案。



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The Group supports various activities with objectives that match the Group's core values. During the Reporting Period, the Group ran the following initiatives:

- Sponsored the 160th Parish Fiesta celebrations in the Kawayan Festival held in Alegria, Cebu to pay homage to the Patron Saint, Saint Francis Xavier
- Sponsored the LGU Christmas Party
- Organized tree planting activities to foster a greener environment
- Donated bags of rice and corn to local municipalities as part of PPIG's Local Social Welfare Program
- 贊助第160屆宿霧省Alegria市Kawayan節教區嘉年華慶祝活動以向守護聖人Saint Francis Xavier致敬
- 贊助LGU舉辦的聖誕派對
- 組織植樹活動以營造更加綠色的環境
- 作為PPIG當地社會福利計劃的一部分，向當地市政府捐贈了大米和玉米

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Local Christmas Party Sponsored by The Group  
本集團贊助LGU舉辦的聖誕派對



Tree Planting Activity  
植樹活動



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The Parish Fiesta Celebration in Kawayan Festival  
Sponsored by the Group  
本集團贊助Kawayan節教區嘉年華慶祝活動

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Rice Distribution for PPIG  
Local Social Welfare Program  
PPIG當地社會福利計劃派發大  
米的活動



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### Appendix 1: The Environmental, Social and Governance Reporting Guide Index

### 附錄1：《環境、社會及管治報告指引》內容索引

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標			
“Comply or explain” Provisions 「不遵守就解釋」條文		Section 章節	Reasons for Omissions 省略原因
<b>A. Environment</b> A. 環境			
<b>Aspect A1: Emission</b> 層面A1：排放物	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>Note: Air emissions include NO<sub>x</sub>, SO<sub>x</sub>, and other pollutants regulated under national laws and regulations.</p> <p>Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride.</p> <p>Hazardous wastes are those defined by national regulations.</p> <p>一般披露</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>註：廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。</p> <p>溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化物、全氟化碳及六氟化硫。</p> <p>有害廢棄物指國家規例所界定者。</p>	Sustainable Environment 可持續環境	

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“Comply or explain” Provisions 「不遵守就解釋」條文		Section 章節		Reasons for Omissions 省略原因
	KPI A1.1 關鍵績效指 標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Air Emission 廢氣排放	<p>The major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction. During the Reporting Period, no significant air emissions were produced.</p> <p>The Group has started preparing the estimation of the vehicular emission during the Reporting Period. The vehicular emission will be reported in the future.</p> <p>本報告期內的主要營運活動僅限於鑽井地質及機械設計、徵地及商討補償、向環保部門申請砍樹牌照及井場建設招標等。</p> <p>於報告期內，本集團沒有產生重大的空氣排放。</p> <p>於報告期內，本集團已開始進行車輛污染物排放量的估算，將在未來報告中披露車輛污染物排放量。</p>

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“Comply or explain” Provisions 「不遵守就解釋」條文			Section 章節	Reasons for Omissions 省略原因
	KPI A1.2 關鍵績效指 標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Greenhouse Gas (GHG) Emissions 溫室氣體排放	
	KPI A1.3 關鍵績效指 標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Not Applicable 不適用	The major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction. During the Reporting Period, no significant hazardous waste was produced during operation. 本報告期內的主要營運活動僅限於鑽井地質及機械設計、徵地及商討補償、向環保部門申請砍樹牌照及井場建設招標等。 於報告期內，本集團的營運過程中並未產生重大危險廢物。

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“Comply or explain” Provisions 「不遵守就解釋」條文			Section 章節	Reasons for Omissions 省略原因
	KPI A1.4 關鍵績效指 標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Solid Waste Management 固體廢物管理	
	KPI A1.5 關鍵績效指 標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Air Emission; Greenhouse Gas (GHG) Emissions 廢氣排放；溫室氣體排放	
	KPI A1.6 關鍵績效指 標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Solid Waste Management 固體廢物管理	

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“Comply or explain” Provisions 「不遵守就解釋」條文		Section 章節	Reasons for Omissions 省略原因	
<b>Aspect A2:</b> <b>Use of Resources</b> 層面A2： 資源使用	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc 一般披露 有效使用資源(包括能源、水及其他原材料)的政策。 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。	Sustainable Environment 可持續環境		
	KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Sustainable Environment 可持續環境	
	KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Water Management and Waste Water Treatment 水資源管理和廢水處理	

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“Comply or explain” Provisions 「不遵守就解釋」條文			Section 章節	Reasons for Omissions 省略原因
	KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Air Emission 廢氣排放	
	KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Water Management and Waste Water Treatment 水資源管理和廢水處理	
	KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Not Applicable 不適用	The major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction. During the Reporting Period, packaging material was not significant for the above activities. 本報告期內的主要營運活動僅限於鑽井地質及機械設計、徵地及商討補償、向環保部門申請砍樹牌照及井場建設招標等。 於報告期內，包裝材料對於上述活動並不重要。



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“Comply or explain” Provisions 「不遵守就解釋」條文		Section 章節	Reasons for Omissions 省略原因
<b>Aspect A3:</b> <b>The Environment and Natural Resources</b> 層面A3： 環境及天然資源	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources. 一般披露 減低發行人對環境及天然資源造成重大影響的政策。	Sustainable Environment 可持續環境	
	KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Oil Spill Preparedness 原油洩漏的準備

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<b>B. Social</b> B. 社會			
Employment and Labour Practices 僱傭及勞工常規			
<b>Aspect B1: Employment</b> 層面B1：僱傭	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 一般披露 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Building a Reliable Workforce 培養可靠的員工	

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

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<b>Aspect B2:</b> <b>Health and Safety</b> 層面B2： 健康與安全	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.  一般披露 有關提供安全工作環境及保障員工避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Safety and Health Management 安全與健康管理	
<b>Aspect B3:</b> <b>Development and Training</b> 層面B3： 發展及培訓	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. Note: Training refers to vocational training. It may include internal and external courses paid by the employer.  一般披露 有關提升員工履行工作職責的知識及技能的政策。描述培訓活動。 註：培訓指職業培訓，可包括由僱主付費的內外部課程。	Building a Reliable Workforce 培養可靠的員工	
<b>Aspect B4:</b> <b>Labour Standards</b> 層面B4： 勞工準則	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.  一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Building a Reliable Workforce 培養可靠的員工	

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<b>Operating Practices</b> 營運慣例			
<b>Aspect B5:</b> <b>Supply Chain Management</b> 層面B5： 供應鏈管理	General Disclosure Policies on managing environmental and social risks of the supply chain. 一般披露 管理供應鏈的環境及社會風險政策。	Sustainable Environment; Safety and Health Management 安全與健康管理： 可持續環境	
<b>Aspect B6:</b> <b>Product Responsibility</b> 層面B6： 產品責任	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 一般披露 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任	As the major operation activities during the Reporting Period were limited to drilling geological and engineering designs, land leasing and compensation negotiation, applying for tree-cutting permits from the environmental protection authority and tendering for site construction, advertising and labelling matters were not significant to the Group during the Reporting Period. 由於報告期內主要營運活動僅限於鑽井地質及機械設計、徵地及商討補償、向環保部門申請砍樹牌照及井場建設招標，於報告期內，廣告及標籤事宜對於本集團並不重要。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

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<b>Aspect B7:</b> <b>Anti-corruption</b> 層面B7： 反貪污	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.  一般披露 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Building a Reliable Workforce 培養可靠的員工	
<b>Community</b> 社區			
<b>Aspect B8:</b> <b>Community Investment</b> 層面B8： 社區投資	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.  一般披露 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Sustainable Communities 可持續社區	

## Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

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### Executive Directors

**Mr. Zhao Zhiyong**, aged 63, Chairman of the Board, holds a doctoral degree of economics, majoring in monetary banking from the Southwestern University of Finance and Economics. He has over 35 years of experience in the profession of banking and finance, investment and business management. He previously worked for People's Bank of China. He also held various positions as General Manager in the securities and fund custodian department and Branch President of Industrial and Commercial Bank of China. He was the Chairman of China Huamao Investment Limited (中國華貿投資有限公司) and President of Huamao Fund Management Corporation Limited (華貿基金管理股份有限公司). He is currently the President of China Wheat (Shenzhen) Equity Investment Fund Management Limited (中麥田(深圳)股權投資基金管理有限公司). He joined the Group in August 2017.

**Mr. Kuai Wei**, aged 56, holds a master degree in business administration from the University of South Australia and has over 20 years of experience in banking, electrical transmission and transformation equipment and satellite broadcasting. Mr. Kuai had been involved as a senior management member for strategic planning, business development, operation and overall management of various companies. He joined the Group in July 2007.

**Mr. Lai Chun Liang**, aged 53, joined Polyard Petroleum International Co., Ltd., a wholly-owned subsidiary of the Company as an Executive Vice President in 2003. He was appointed as the Chief Operating Officer of the Group in September 2009, the Chief Executive Officer in June 2010, and an executive Director in May 2012. He holds a bachelor degree in electronic engineering from the Feng Chia University, Taiwan. Prior to joining the Group, he had over 10 years of experience in the development of angiography monitoring instrument and research on GPS and navigation system. He has over 16 years of experience in the operation and management of companies.

### 執行董事

**趙智勇先生**，63歲，董事會主席，持有西南財經大學經濟學博士學位，專業貨幣銀行學。彼於銀行及財務、投資及商業管理專業方面擁有逾35年經驗。他曾在中國人民銀行工作，他亦於中國工商銀行擔任過總行證券基金託管部總經理及省行行長等不同職位，他曾任中國華貿投資有限公司總裁及華貿基金管理股份有限公司董事長。他現為中麥田(深圳)股權投資基金管理有限公司董事長。他於二零一七年八月加入本集團。

**鄧偉先生**，56歲，持有南澳大學(University of South Australia)工商管理碩士學位，彼於銀行、輸電與變電設備以及衛星廣播方面擁有逾20年經驗。鄧先生曾在多間公司出任高級管理人員，負責策略規劃、業務發展、經營及整體管理。彼於二零零七年七月加入本集團。

**來俊良先生**，53歲，於二零零三年加入百田石油國際有限公司(彼為本公司一間全資擁有之附屬公司)出任行政副總裁，其後於二零零九年九月獲委任為本集團首席營運總裁，於二零一零年六月獲委任為行政總裁，並於二零一二年五月獲委任為執行董事。彼持有台灣私立逢甲大學電子工程學士學位。加入本集團前，彼於發展心血管監察儀器及研究衛星導航系統方面擁有逾10年經驗。彼擁有逾16年經營及管理公司經驗。

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**Mr. Lin Zhang**, aged 36, holds a bachelor degree in economics from the Tianjin University of Commerce. Prior to joining the Company in November 2007, Mr. Lin worked in the Indonesia branch of Chinaoil USA (Macao) Company Limited for two years and was responsible for the petroleum exploitation, development and related trading business. He was appointed as Deputy Chief Executive Officer of the Group in August 2017.

林漳先生，36歲，持有天津商業大學經濟學學士學位。於二零零七年十一月加入本公司前，林先生曾於中國聯合石油美國(澳門)有限公司印尼分公司工作兩年，負責石油勘探、開發及貿易等相關工作。彼於二零一七年八月獲委任為集團副行政總裁。

### Independent Non-Executive Directors

**Mr. Pai Hsi-Ping**, aged 60, holds a bachelor degree in international trade from the National Chen-Chi University, Taiwan. He has over 25 years of working experience in management and is currently the Chief Executive Officer of a consultancy company in Taiwan. Besides, he previously held directorship and other major appointment in three listed public companies in Taiwan. He is currently the Director of Taiyen Biotech Company Limited. In addition, he was the Director of Formosa Plastics Corporation during the period from June 2006 to March 2008 and the Chairperson of Far East Air Transport Corporation for the period from April 2008 to May 2008. Mr. Pai was appointed as an independent non-executive Director of the Company in July 2009.

### 獨立非執行董事

白旭屏先生，60歲，持有台灣國立政治大學國際貿易學士學位。彼擁有逾25年管理工作經驗，現於台灣一顧問公司任職行政總裁。此外，他曾於三間台灣上市公司擔任董事職務及其他主要職務。彼現為台鹽實業股份有限公司之董事。此外，彼亦於二零零六年六月至二零零八年三月期間擔任台灣塑膠工業股份有限公司之董事及於二零零八年四月至二零零八年五月期間擔任遠東航空股份有限公司之董事長。白先生於二零零九年七月獲委任為本公司獨立非執行董事。

**Ms. Xie Qun**, aged 53, holds a Ph.D. Degree in English Language of The Chinese University of Hong Kong and a Master of Arts Degree and a Bachelor of Arts Degree in English Language of Central China Normal University. She has over 25 years of experience in the profession of education. While devoting herself to the fields of higher education research, foreign literature studies and enterprise culture research, Ms. Xie participated and completed one national social science fund project and one national publishing fund project. She was responsible for many research programs at provincial level as well as other academic projects, and published more than 10 academic books and textbooks and released over 20 research papers in literature on major local and international journals. She is currently the Professor in School of Foreign Languages of Zhongnan University of Economics and Law. Ms. Xie was appointed as independent non-executive Director of the Company in September 2013.

謝群女士，53歲，持有香港中文大學英語語言博士學位、華中師範大學英語語言文學碩士及學士學位。彼於教育專業方面擁有逾25年經驗。在高等教育研究、外國文學研究、企業文化研究等領域潛心鑽研，謝女士曾參與並完成國家社科基金項目一項，國家出版基金項目一項。彼主持省部級課題及其他學術課題多項。同時出版學術著作和教材十幾本。在國內外重要期刊上發表論文二十餘篇。彼現任中南財經政法大學外國語學院教授。謝女士於二零一三年九月獲委任為本公司之獨立非執行董事。

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**Mr. Kwan King Chi George**, aged 68 holds a Master Degree of Science (Finance) with Honours from the National University of Ireland and a Bachelor Degree of Business Administration from the Royal Melbourne Institute of Technology. He also obtained a Doctoral Degree of History from the Wuhan University in 2016. He has over 40 years of experience in the profession of banking and finance, accounting, investment and business management. He had been the Assistant General Manager and Chief Operation Officer of ICBC (Asia) Limited, the Senior Vice President and Head of Operations of International Bank of Asia Limited (now Fubon Bank (Hong Kong) Limited), and the Senior Manager in the International Banking Department of Bank of Hawaii. Mr. Kwan is a member of The Hong Kong Institute of Directors. He was appointed as independent non-executive Director of the Company in November 2014.

### Senior Management

**Mr. Chan Francis Ping Kuen**, aged 59, joined the Company as the Chief Financial Officer in August 2009. Mr. Chan holds a bachelor degree in economics from the University of Sydney in Australia. He is a member of The Institute of Chartered Accountants Australia and also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 25 years of experience in auditing, accounting and financial management and previously worked for an international accounting firm and a number of companies listed in Hong Kong and the United States. Mr. Chan was appointed as the Company Secretary of the Company on 9 September 2011.

**關敬之先生**，68歲，持有愛爾蘭國立大學科學(金融)榮譽碩士學位及皇家墨爾本理工學院工商管理學士學位。他並於二零一六年取得武漢大學歷史學博士學位。彼於銀行及財務、會計、投資及商業管理專業方面擁有逾40年經驗。彼曾任中國工商銀行(亞洲)有限公司助理總經理及營運總監、港基銀行有限公司(現富邦銀行(香港)有限公司)高級副總裁及營運總監及美國夏威夷銀行國際部高級經理。關先生現為香港董事學會會員。他於二零一四年十一月獲委任為本公司獨立非執行董事。

### 高級管理人員

**陳炳權先生**，59歲，於二零零九年八月加入本公司出任首席財務總監。陳先生持有澳洲雪梨大學(University of Sydney)經濟學學士學位。彼為澳洲特許會計師公會會員及香港會計師公會會員。陳先生擁有逾25年之審計、會計及財務管理經驗，並曾於一間國際性會計師事務所及多間於香港及美國上市之公司任職。陳先生於二零一一年九月九日獲委任為本公司之公司秘書。

## Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

**Ms. Zhang Xia**, aged 61, joined the Company in August 2009 as a Senior Engineer. Ms. Zhang holds a bachelor degree in science, majoring in petroleum geology from the Jiangnan Petroleum Institute. She has over 30 years of experience in geological research, stratigraphic correlation, sedimentary facies analyses, hydrocarbon source rock research, exploration well appraisal and evaluation, and well position deployment. She participated in and was responsible for the Sinopec Jiangnan oil project and CNPC Xinjiang oil field projects operated by China National Petroleum Corporation. She is currently the Vice Dean of Sinotech Research Institute.

**Mr. Wang Dengwen**, aged 48, Deputy General Manager and Chief Engineer of China International Mining Petroleum Company Limited (subsidiary of the Company), Philippines Branch, joined the Company in January 2016. He holds a bachelor degree from University of Petroleum (East China), majoring in geophysical prospecting and a master degree in geologic engineering from University of Petroleum (Beijing). Prior to joining the Company, Mr. Wang worked for Shandong Kerui Group as Dean of Petroleum Engineering Technology Institute where he managed geological research, reserves estimation, development program design, economic evaluation, oil well sand control technology, oil well paraffin control technology, oil well nitrogen injection technology etc. for 27 blocks in 18 countries, including Kazakhstan, Republic of Dagestan, Trinidad and Tobago, Columbia, Gabon, Albania, Mexico, Sudan, Tadjikistan and Indonesia. He also worked for Production Department and Geological Center of Dongsheng Oil Company and geological institute of Gudao Oil Production Plant, Shengli Oilfield, SINOPEC as Senior Engineer, Chief Geologist and Deputy Director. Mr. Wang is responsible for implementing exploration and development strategies of the Company's oil and gas fields, monitoring production operations, applying hydrocarbon recovery engineering technology to downhole operations and taking care of QHSE issues etc.

**張霞女士**，61歲，於二零零九年八月加入本公司，出任高級工程師。張女士自江漢石油學院取得科學學士學位(主修石油地質學)。她於地質研究及分析工作、沉積相劃分、烴源岩研究和勘探開發井位部署等方面有逾30年經驗。彼曾參與及負責中石化江漢石油項目及由中國石油天然氣集團經營之中國石油天然氣集團新疆油田項目。她現為中科百田研究院常務副院長。

**王登穩先生**，48歲，中國國際礦業石油有限公司(本公司之附屬公司)菲律賓分公司副總經理兼總工程師，於二零一六年一月加入本公司。他持有石油大學(華東)物探專業學位及石油大學(北京)地質工程碩士學位。加入本公司前，王先生出任山東科瑞集團石油工程技術研究院院長，負責18國家(包括哈薩克斯坦、達吉斯坦共和國、特立尼達和多巴哥、哥倫比亞、加蓬、阿爾巴尼亞、墨西哥、蘇丹、塔吉克及印尼) 27個區塊的開展地質研究、儲量計算、開發方案設計編寫設計、經濟評價、油井防砂工藝、油井防蠟工藝、油井注氮工藝等工作。他亦曾在中石化勝利油田東勝油公司生產部、地質中心及孤島採油廠地質所工作，擔任高級工程師、主任地質師及副主任。王先生負責執行公司對於油氣田發展戰略規劃、生產運行、採油採氣工程技術、井下作業、品質和安全等工作。



## Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

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**Mr. Chen Hao**, aged 59, Philippines Country Manager and General Manager of China International Mining Petroleum Company Limited (Subsidiary of the Company), Philippines Branch, joined the Company in September 2016 as Deputy Chief Geologist of Sinotech Polyard Institute. He graduated from the Geology Department of Northwest University, majored in petroleum and natural gas exploration. He has devoted himself to geological research on progressive exploration and development of petroleum for 35 years. He possesses rich experiences in geological research and planning design for progressive exploration and development of complex fault-block reservoir, carbonate reservoir and igneous rock reservoir as well as hydrocarbon reserves management. He was the Deputy Dean of Zhongyuan Oilfield Exploration and Production Research Institute under SINOPEC and Chief Subsurface Consultant of Eco Orient Resource (Thailand) Ltd. under Hong Kong and China Gas Company Limited. He was involved in geological research on progressive exploration and development of petroleum in Dongpu Depression, Ordos Basin, Muglad Basin in Sudan, Tarim Basin, Phetchabun Basin in Thailand and Cebu Basin in the Philippines. He had won four Science Technology Progress Awards under CNPC and SINOPEC and was the Senior Consultant for the Editorial Department of an academic journal titled "Fault-Block Oil & Gas Field". Mr. Chen is a member of the Chinese Petroleum Society (CPS) and the Society of Petroleum Engineers (SPE).

陳昊先生，59歲，菲律賓國家經理兼中國國際礦業石油有限公司(本公司之附屬公司)菲律賓分公司總經理，於二零一六年九月加入本公司出任中科百田研究院副總地質師。他畢業於西北大學地質系石油與天然氣勘探專業。35年來他一直致力於石油與天然氣滾動勘探開發地質研究，具有複雜斷塊油氣藏、碳酸鹽岩油氣藏和火成岩油氣藏滾動勘探開發地質研究與部署設計及油氣儲量管理的豐富經驗。曾任中國石油化工集團公司中原油田勘探開發研究院副院長及香港中華煤氣公司旗下易高(泰國)公司之總地質顧問。先後在東僕窪陷、鄂爾多斯盆地、蘇丹國穆格萊德盆地、塔里木盆地、泰國碧差汶盆地和菲律賓宿霧盆地從事石油與天然氣滾動勘探開發地質研究。他曾四次獲得中國石油、中國石化科技進步獎，及為學術期刊《斷塊油氣田》編輯部擔任高級顧問。陳先生現為中國石油學會(CPS)會員及美國石油工程師學會(SPE)會員。

## Biographical Details of Directors and Senior Management 董事及高級管理人員簡介


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**Mr. Zhou Jintang**, aged 53, graduated from Wuhan Geological Institute with a major in Geology and from University of Petroleum (Beijing), with a Master's Degree in Mineral Prospecting and Exploration. Prior to joining the Company, Mr. Zhou provided services to Sinopec's Henan Oilfield Research Institute and a logging company in Henan's oilfield as Senior Engineer and Project Manager. He joined the Company in October 2007 and is currently the Deputy Chief Geologist of Sinotech Research Institute and one of the major researchers for the oil and gas exploration of the Group. He is mainly responsible for exploration research and management of the two projects in the Philippines and, meanwhile, undertakes the evaluation of oil and gas potentials for other overseas blocks.

**Mr. Wang Shuquan**, aged 51, graduated from Guangdong Petroleum College (major in Petroleum Geology) and Jiangnan Petroleum Institute (now called Yangtze University, major in Petroleum Engineering). He has over 20 years of experience in operational skills in geological supervision and management. He joined the Company as Geologic Director in July 2014. Mr. Wang is an expert in the on-site geological production and management, familiar with technology of on-site geological logging, strata of continental, marine and their transitional facies, geosteering technology of horizontal wells, mud logging and DST, identification and evaluation of traces of oil, gas and water at sites, HSE management system and quality standards system. He had working experience in various regions including Jiangnan Basin, Nanyang Basin, Xiangzao Sag, Tarim Basin, Bohai Bay Basin, Sichuan Basin, Songliao Basin and Northern Jiangsu Basin. Mr. Wang was also appointed as the Geologic Supervisor or Geologic Director of CNODC Sultan No.6 Block, CNOOC Myanmar project, CNODC Mauritania project, SIPC Algeria project, CNPC Turkmenistan Amu Darya gas project, SIPC Myanmar project and Iran Yada project Phase I.

**周金堂先生**，53歲，畢業於武漢地質學院地質專業，並在石油大學(北京)獲得礦產普查和勘探專業碩士學位。加入本公司前，周先生曾在中石化河南油田研究院及一間河南油田錄井公司工作，為高級工程師及項目經理。二零零七年十月加入本公司，現為中科百田研究院副總地質師，及集團油氣勘探專業主要研究者之一，主要從事菲律賓兩個項目的勘探研究及專案管理，同時承擔其他海外區塊油氣潛力評價工作。

**王述權先生**，51歲，畢業於廣東石油學校石油地質專業及江漢石油學院(現長江大學)石油工程專業。彼擁有超過20年有關地質監督及管理的操作工作經驗，他於二零一四年七月加入本公司，出任地質總監。王先生為一位地質現場生產及管理專家，熟悉地質錄井現場技術、陸相、海相、海陸過渡相的地層、水準井地質導向技術、測錄試生產管理、現場油氣水顯示識別和評價、HSE管理體系和品質標準體系。他具有於不同區域包括江漢盆地、南陽盆地、襄棗凹陷、塔里木盆地、渤海灣盆地、四川盆地、松遼盆地、及蘇北盆地等的工作經驗。王先生亦曾在CNODC蘇丹六區塊、CNOOC緬甸專案、CNODC茅利塔尼亞項目、SIPC阿爾及利亞、CNPC土庫曼斯坦阿姆河天然氣項目、SIPC緬甸項目和伊朗雅達一期項目從事地質監督或地質總監工作。



# Report of the Directors 董事報告

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The Directors would like to submit their report together with the audited consolidated financial statements for the year ended 31 December 2017.

## Principal Activities

The principal activity of the Company is investment holding. The Group is principally engaged in the exploration, exploitation and development of oil, natural gas and coal, provision of technical services and trading of petroleum-related products. The principal activities of its subsidiaries are set out in note 32 to the consolidated financial statements. An analysis of the Group's performance for the year by business and geographical segments is set out in note 12 to the consolidated financial statements.

## Results

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 101.

## Risk Factors

The Group's business and financial performance may be affected by risks and uncertainties as set out below. Such risks are by no means exhaustive and there may be other risks which are not known to the Group.

### 1. Price Fluctuation of Crude Oil Risk

The Group is engaged in the exploration and development of oil and natural gas and trading of petroleum-related products. The prices of crude oil, natural gas and refined products in the international market are affected by various factors such as changes in demand and supply of oil and gas and the general state of the global economy, which could adversely affect the valuation of the projects and financial results of the Group.

董事謹提呈截至二零一七年十二月三十一日止年度之報告連同經審核綜合財務報表。

## 主要業務

本公司之主要業務為投資控股。本集團主要從事勘探、開採及開發石油、天然氣及煤炭、提供技術服務以及買賣石油相關產品。其附屬公司之主要業務載於綜合財務報表附註32。本集團本年度之業務及地區分部表現分析載於綜合財務報表附註12。

## 業績

本集團本年度之業績詳列於第101頁之綜合損益表。

## 風險因素

本集團業務及財務表現或會受到下文載列的風險及不確定因素的影響。該等風險因素並無詳盡列出且或會存在本集團未知的其他風險。

### 1. 原油價格波動風險

本集團從事石油及天然氣的勘探及開發以及石油相關產品的買賣。國際市場上的原油、天然氣及精煉產品的價格受到諸如石油及天然氣供需以及全球經濟的整體狀況變化等各種因素的影響，該等因素可對本集團的項目估值及財務業績產生不利影響。

# Report of the Directors

## 董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 2. Overseas Investment Risk

As the Group's principal investment projects are all located in the Philippines, it is subject to the influences of the stability of the local political environment, taxation policies and other legal and regulatory requirements. The Group will continue to mitigate the concentration investment risk by exploring other investment opportunities in other countries.

### 3. Operational Risk

Oil and gas exploration and development involve hazard risks such as accidents, personal injuries or death, property and environment damages, natural disasters such as typhoon and tsunami etc., which may cause stoppage and losses to the operations. The Group has implemented a HSE (Health, Safety and Environment) management system which requires strict compliance by the employees, contractors, sub-contractors, suppliers and third party personnel working on the Group's project sites or facilities.

### 4. Financial and Capital Risk

The Group also faces financial risks including foreign currency risk, interest rate risk, credit risk and liquidity risk as well as capital risk, details of which are set out in note 31 to the consolidated financial statements.

### 2. 海外投資風險

由於本集團主要投資項目全部位於菲律賓，受當地政治環境、稅務政策及其他法律及法規規定的穩定性的影響。本集團將繼續通過在其他國家尋求其他投資機遇降低集中投資風險。

### 3. 運營風險

石油及天然氣勘探及開發涉及事故、人員傷亡、財產及環境損害、颱風及海嘯等自然災害等危險風險，可能導致運營停工及虧損。本集團已實施HSE(健康、安全及環境)管理系統，要求僱員、承包商、分包商、供應商及第三方人員於本集團項目場所或設施工作時嚴格遵守該系統。

### 4. 財務及資本風險

本集團亦面臨外幣風險、利率風險、信貸風險及流動資金風險等財務風險及資本風險，詳情載於綜合財務報表附註31。

## Environmental Policies and Performance

The Group's operations are subject to the environmental laws and regulations in relation to the oil and gas exploration and development in the Philippines. An independent environmental consultant is engaged by the Group to conduct environmental impact assessments at all of the projects, which are submitted to the Department of Environment and Natural Resources (DENR) for approval. After satisfying the requirements in the application, and with the recommendation of the Environmental Management Bureau (EMB), the DENR will grant the Environmental Compliance Certificate (ECC) to the project. With the issue of the ECC, the Group will need to implement measures to protect and mitigate the project's adverse impacts on community health, welfare and the environment throughout all phases of the project. The Group is required to secure all necessary permits in areas such as hazardous waste materials and wastewater management and control, transportation of oil, drainage systems and road networks etc. The environmental consultant and Company team will ensure the compliance of the project with the requirements of the ECC conditions. The Group has also put in place a strict HSE management system in the protection of health, safety and environment. The Group is in compliance in all material aspects with the applicable environmental laws and regulations in the Philippines.

## Dividends

The Directors do not recommend the payment of any dividend for the year.

## 環境政策及表現

本集團於菲律賓勘探及開發石油及天然氣的營運活動須遵守環境法律法規。本集團委任一名獨立環境顧問就遞交予環境及自然資源部(環境及自然資源部)審批的所有項目進行環境影響評估。於滿足所有申請要求並經環境管理局(環境管理局)建議，環境及自然資源部將授予項目環境合規證書(環境合規證書)。經頒發環境合規證書，本集團須於整個項目各階段落實措施保護及減輕項目對社區健康、福利及環境的不利影響。本集團須確保獲得各領域所有必要的許可，如有害廢料及廢水的管理及控制、石油運輸、排水系統及道路網絡等。環境顧問及本公司團隊會確保項目遵守環境合規證書規定的情況。本集團亦設有保護健康、安全及環境的HSE管理體系。本集團於各重大方面均遵守菲律賓適用環境法律及法規。

## 股息

董事不建議派發任何本年度之股息。

# Report of the Directors

## 董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Reserves

Details of movements in the reserves of the Company during the year are set out in note 34(i) to the consolidated financial statements. Details of movements in the reserves of the Group during the year are presented in the consolidated statement of changes in equity on page 105.

### Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

### Convertible Bonds

Details of movements in the convertible bonds of the Company are set out in note 23 to the consolidated financial statements.

### Share Capital

Details of the movements in share capital of the Company are set out in note 26 to the consolidated financial statements.

### Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and the laws of Cayman Islands, which would oblige the Company to offer new shares on a prorata basis to existing shareholders.

### 儲備

本公司於年內儲備變動之詳情載於綜合財務報表附註34(i)。本集團於年內儲備變動之詳情載於第105頁之綜合權益變動表內。

### 物業、廠房及設備

本集團物業、廠房及設備變動之詳情載於綜合財務報表附註13。

### 可換股債券

本公司可換股債券變動之詳情載於綜合財務報表附註23。

### 股本

本公司股本變動之詳情載於綜合財務報表附註26。

### 優先購買權

本公司之組織章程細則及開曼群島法例並無有關優先購買權之條文，致促使本公司須按比例向現有股東提呈發售新股份。

# Report of the Directors 董事報告

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## Distributable Reserves

Details of distributable reserves of the Company at 31 December 2017 are set out in note 34(i) to the consolidated financial statements.

## Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 December 2017 is set out on page 228 of the annual report.

## Memorandum of Understanding in respect of a Possible Subscription

On 11 March 2017, the Company and China Wheat (Shenzhen) Equity Investment Fund Management Limited (中麥田(深圳)股權投資基金管理有限公司) (the “Subscriber”) entered into a memorandum of understanding pursuant to which the Company agreed to allot and issue 900,000,000 subscription shares to the Subscriber at a cash price of HK\$0.414 per share pursuant to the formal agreement to be negotiated between the Company and the Subscriber. According to the supplemental memorandums of understanding entered into between the Company and the Subscriber, all terms and conditions set out in the memorandum of understanding were extended and remained in effect until 30 June 2017. However, the Company and the Subscriber, after further negotiations, agreed to terminate the memorandum of understanding with effect from 30 June 2017.

Further details of the above are explained in the Company’s announcements dated 12 March 2017, 25 April 2017, 31 May 2017 and 30 June 2017.

## 可供派儲備

本公司於二零一七年十二月三十一日之可供分派儲備之詳情載於綜合財務報表附註34(i)。

## 五年財務概要

本集團過往截至二零一七年十二月三十一日止五個財政年度之業績、資產及負債概要載於本年報第228頁。

## 可能進行認購事項之諒解備忘錄

於二零一七年三月十一日，本公司與中麥田(深圳)股權投資基金管理有限公司(「認購人」)訂立諒解備忘錄，據此，本公司同意根據本公司與認購人將商議之正式協議，按每股認購股份港幣0.414元之現金價格配發及發行900,000,000股認購股份予認購人。根據本公司與認購人訂立之補充諒解備忘錄，所有諒解備忘錄之條款及條件獲延長及維持有效至二零一七年六月三十日。然而，本公司與認購人經進一步協商後同意終止該諒解備忘錄，由二零一七年六月三十日起生效。

上文之進一步詳情於本公司二零一七年三月十二日、二零一七年四月二十五日、二零一七年五月三十一日及二零一七年六月三十日之公佈內解釋。

# Report of the Directors

## 董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Directors

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

#### Executive Directors:

Mr. ZHAO Zhiyong (appointed on 25 August 2017)  
Mr. KUAI Wei  
Mr. LAI Chun Liang  
Mr. LIN Zhang

#### Independent Non-executive Directors:

Mr. PAI Hsi-Ping  
Ms. XIE Qun  
Mr. KWAN King Chi George

By virtue of Articles 83(3), 84(1) and 84(2) of the Company's Articles of Association, Mr. Zhao Zhiyong, Mr. Kwan King Chi George and Mr. Lai Chun Liang will hold office until the forthcoming annual general meeting of the Company, and being eligible, offer themselves for re-election at that meeting.

### Directors' Service Contracts

None of the Directors 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' Interest in Contracts

None of the Directors had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party at any time during the year ended 31 December 2017.

### 董事

本公司於年內及直至本報告日期之董事如下：

#### 執行董事：

趙智勇先生(於二零一七年八月二十五日獲委任)  
鄒偉先生  
來俊良先生  
林漳先生

#### 獨立非執行董事：

白旭屏先生  
謝群女士  
關敬之先生

根據本公司之組織章程細則第83(3)、84(1)及84(2)條，趙智勇先生、關敬之先生及來俊良先生之董事職務將於本公司應屆股東週年大會上結束，彼等合乎資格並願意於會上膺選連任。

### 董事服務合約

董事概無與本公司或其任何附屬公司訂立本集團於一年內不作出賠償(法定賠償除外)即不能予以終止之服務合約。

### 董事之合約權益

於截至二零一七年十二月三十一日止年度內任何時間，董事概無於任何本公司、其控股公司或其任何附屬公司作為一方訂立對本集團業務屬重要合約中直接或間接擁有重大實益權益。



# Report of the Directors

## 董事報告

Annual Report 2017 二零一七年年報

### Permitted Indemnity Provision

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all loss or liabilities (the Companies Ordinance (Cap. 622)) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

### Biographical Details of Directors and Senior Management

Biographical details of Directors of the Company and senior management of the Group are set out on pages 75 to 80 of the annual report.

### Directors' and Chief Executive's Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations

As at 31 December 2017, none of the Directors and chief executive 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 Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors.

### 獲准許之彌償條文

根據本公司組織章程細則，每位董事有權就其任期內，或因執行其職務而可能遭致或發生與此相關之一切損失或責任(按公司條例(第622章))從本公司資產中獲得賠償。本公司已安排為本集團董事及高級職員購買適當的董事及高級職員責任保險作為保障。

### 董事及高級管理人員簡介

本公司董事及本集團高級管理人員簡介載於本年報第75頁至80頁。

### 董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及／或淡倉

於二零一七年十二月三十一日，任何董事及本公司最高行政人員概無於本公司或其任何相聯法團(證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須記載於該條所述之登記冊內之權益或淡倉，或根據GEM上市規則第5.46至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉。

# Report of the Directors

## 董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Substantial Shareholders' Interests and/or Short Positions in the Shares and Underlying Shares of the Company

As at 31 December 2017, the interests and short positions of persons, other than Directors or chief executive of the Company, in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO were as follows:

### 主要股東於本公司股份及相關股份之權益及／或淡倉

於二零一七年十二月三十一日，除董事或本公司最高行政人員外，於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益及淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益之人士，或按本公司根據證券及期貨條例第336條須存置之主要股東登記冊所記錄之主要股東如下：

Name of person 人士名稱	Number of shares held 所持股份數目 (Note 1) (附註1)	Capacity 身份	Approximate percentage of interest 概約權益百分比
Silver Star Enterprises Holdings Inc.	1,890,295,931 (L) (Note 2) (附註2)	Beneficial owner 實益擁有人	64.35%
Lam Nam 林南	1,890,295,931 (L) (Note 2) (附註2)	Interest of a controlled corporation 受控制公司之權益	64.35%
	48,480,000	Beneficial owner 實益擁有人	1.65%
Haitong International Securities Company Limited 海通國際證券有限公司	250,000,000 (L) (Note 3) (附註3)	Beneficial owner 實益擁有人	8.51%
Shu Xin 舒心	152,580,000	Beneficial owner 實益擁有人	5.19%

## Report of the Directors 董事報告

Annual Report 2017 二零一七年年報

### Notes:

1. The letter "L" denotes long positions in shares or underlying shares.
2. The entire issued share capital of Silver Star Enterprises Holdings Inc. is beneficially owned by Mr. Lam Nam. Mr. Lam Nam is deemed to be interested in 1,890,295,931 shares held by Silver Star Enterprises Holdings Inc.
3. These shares may be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds issued by the Company.

Save as disclosed above, as at 31 December 2017, the Directors were not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### 附註：

1. 「L」字母指該人士於股份或相關股份之權益。
2. Silver Star Enterprises Holdings Inc.之全部已發行股本由林南先生實益擁有。林南先生被視作於Silver Star Enterprises Holdings Inc.持有之1,890,295,931股股份中擁有權益。
3. 該等股份於行使本公司發行之可換股債券附帶之兌換權而可予配發及發行。

除上文所披露者外，於二零一七年十二月三十一日，就董事所知，除本公司董事或主要行政人員外，概無任何其他人士於本公司之股份及／或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益或淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益，或任何其他主要股東擁有須記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

# Report of the Directors

## 董事報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Directors' Rights to Acquire Shares and Debentures

At no time during the year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors, their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouses or children under 18 years of age to acquire such rights in the Company or any other body corporate.

### Major Customers and Suppliers

None of the Directors, their respective associates or any shareholders of the Company (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interests in the Group's five largest suppliers or customers.

### Sufficiency of Public Float

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares at the latest practicable date prior to the issuance of this report.

### 董事購入股份及債券之權利


於本年內任何時間，概無授予董事、彼等各自之配偶或未滿十八歲子女可透過收購本公司或任何其他法人團體之股份或債券而獲取利益之權利，或由彼等行使有關權利；而本公司或其任何附屬公司亦無參與任何安排，令董事、彼等各自之配偶或未滿十八歲子女取得本公司或任何其他法人團體之該等權利。

### 主要客戶及供應商

根據董事所知，各董事、彼等各自之聯繫人士及任何擁有本公司已發行股本5%以上之股東概無於本集團之五大供應商或客戶中擁有任何權益。

### 足夠公眾持股量

根據公眾所得資料及就董事所知，已確定於本報告刊發前之最後實際可行日期有足夠公眾持股量，其最少佔本公司已發行股份之25%。



## Report of the Directors 董事報告

Annual Report 2017 二零一七年年報

### Competing Interests

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

### Auditor

The consolidated financial statements for the year have been audited by Confucius International CPA Limited who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

Confucius International CPA Limited was appointed as the independent auditor of the Group with effect from 5 December 2018 in place of Pan-China (H.K.) CPA Limited immediately following its removal and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

Pan-China (H.K.) CPA Limited was the auditor of the Company for the past 3 years. Saved as disclosed above, there were no other changes in auditor of the Company during the past three years.

On behalf of the Board  
**Zhao Zhiyong**  
*Chairman*

Hong Kong, 18 December 2018

### 競爭權益

本公司各董事或管理層股東(定義見GEM上市規則)概無擁有任何現時或可能與本集團業務構成競爭之業務權益。

### 核數師

本年度之綜合財務報表已由天健國際會計師事務所有限公司審核。天健(香港)會計師事務所有限公司將退任並符合資格於本公司應屆股東週年大會上膺選連任。

緊隨罷免天健(香港)會計師事務所有限公司後，天健國際會計師事務所有限公司獲委任為本集團獨立核數師取代天健(香港)會計師事務所有限公司，自二零一八年十二月五日生效，任期直至本公司應屆股東週年大會結束。

天健(香港)會計師事務所有限公司於過去三年為本公司核數師。除上文所披露者外，本公司核數師於過去三年概無任何變動。

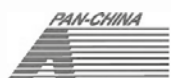
代表董事會  
**趙智勇**  
*主席*

香港，二零一八年十二月十八日

# Independent Auditor's Report

## 獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司



天健國際會計師事務所有限公司  
Confucius International CPA Limited

Certified Public Accountants

香港皇后大道西 2-12 號聯發商業中心 3 樓 305 室  
Room 305, 3<sup>rd</sup> Floor, Arion Commercial Centre,  
2-12 Queen's Road West, Hong Kong  
電話 Tel: (852) 3103 6980  
傳真 Fax: (852) 3104 0170

TO THE MEMBERS OF  
**POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

致百田石油國際集團有限公司全體成員  
(於開曼群島註冊成立之有限公司)

### Opinion

We have audited the consolidated financial statements of Polyard Petroleum International Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 101 to 227, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") 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.

### 意見

我們已審核載列於第101至227頁百田石油國際集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一七年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為擬備。



## Independent Auditor's Report 獨立核數師報告

Annual Report 2017 二零一七年年報

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

The accompanying consolidated financial statements for the year ended 31 December 2017 have been prepared assuming that the Group will continue as a going concern. We draw attention to note 3 to the consolidated financial statements which indicates that the Group incurred a net loss attributable to owners of the Company of approximately HK\$31,992,000 for the year ended 31 December 2017 and, as of that date, the Group had net current liabilities of approximately HK\$132,088,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Management's arrangements to address the going concern issue are also described in note 3 to the consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified in respect of this matter.

### 意見基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。該等準則要求我們遵守的道德規範將在我們報告的綜合財務報表部分的審計責任中進一步說明。根據香港會計師公會頒佈的專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。

### 有關持續經營之重大不明朗因素

編製隨附的截至二零一七年十二月三十一日止年度綜合財務報表時，假設貴集團將持續營運。我們自綜合財務報表附註3中注意到，截至二零一七年十二月三十一日止年度，貴集團錄得貴公司擁有人應佔虧損淨值約港幣31,992,000元及截至該日，貴集團淨流動負債約為港幣132,088,000元。此等情況顯示存在重大不明朗因素，而可能對貴集團之持續經營能力構成重大疑問。管理層應對持續經營問題的安排亦於綜合財務報表附註3詳述。綜合財務報表並未包括任何該不明朗因素可能導致的調整。而就此事項而言，我們並未修改意見。

# Independent Auditor's Report

## 獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

#### The key audit matter

##### ***Impairment assessment of interests in a joint venture and amounts due from parties to a joint venture***

As disclosed in notes 15 and 18 to the consolidated financial statements, the Group had interests in a joint venture of approximately HK\$357,470,000 which is engaged in exploration, exploitation and development of oil and gas in the Philippines and amounts due from parties to the joint venture of approximately HK\$36,605,000 as at 31 December 2017. The directors of the Company had engaged an independent professional valuer to assist them in their impairment assessment in relation to the interests in the joint venture as at 31 December 2017 and as a result of the impairment assessment had recognised in the consolidated statement of profit or loss for the year ended 31 December 2017, a reversal of impairment loss in respect of the interests in the joint venture amounting to approximately HK\$20,880,000 attributable to the Group's interests in the joint venture.

### 主要審計事項

根據我們的專業判斷，主要審計事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除有關持續經營之重大不明朗因素一節中所述事項外，我們釐定下文所述為會在報告中予以披露的主要審計事項。

#### 主要審計事項

##### ***於合營企業的權益及應收合營企業方款項之減值評估***

如綜合財務報表附註15及18所披露，截至二零一七年十二月三十一日，貴集團於在菲律賓從事油氣勘探、開採及開發之合營企業中擁有權益約港幣357,470,000元及應收合營企業方款項約港幣36,605,000元。貴公司董事已聘用一間獨立專業估值師行協助彼等進行二零一七年十二月三十一日於合營企業的權益的減值評估。由於已在截至二零一七年十二月三十一日止年度之綜合損益表確認減值評估，已就貴集團應佔合營企業之權益撥回合營企業權益減值虧損約港幣20,880,000元。



# Independent Auditor's Report

## 獨立核數師報告

Annual Report 2017 二零一七年年報

In addition, the amounts due from parties to the joint venture are secured by the parties' participating interests in the joint venture. The directors of the Company were of the opinion that there was no impairment of the amounts due from parties to the joint venture as at 31 December 2017 as, based on the carrying amounts of the interests in the joint venture, the recoverable amount of such interest attributable to the parties' participating interests in the joint venture exceeded the carrying amount of the amounts due from parties to the joint venture as at 31 December 2017.

### How our audit addressed the key audit matter

Our procedures in relation to the valuation assessment of the impairment assessment of interests in the joint venture and amounts due from parties to the joint venture.

- We discussed with management of the Company and the independent professional valuer engaged by the Company the valuation methodology, bases and assumptions used in determining the recoverable amount of the interests in the joint venture.
- We checked the objectivity, competence, capability and independence of the valuer.
- We assessed the reasonableness and appropriateness of the adopted valuation methodology, bases and assumption used in arriving at the recoverable amount of the interests in the joint venture.
- We conducted a site visit to the oil production facilities operated by the joint venture.
- We checked the mathematical accuracy of the valuation.

此外，應收合營企業方款項以合營企業方的參與權益作抵押。貴公司董事認為，由於根據於合營企業權益的可收回金額，於合營企業的合營企業方參與權益應佔有關權益的可收回金額超出應收合營企業方款項於二零一七年十二月三十一日的賬面值，應收合營企業方款項於二零一七年十二月三十一日並無減值。

### 我們的審計如何處理主要審計事項

我們有關於合營企業的權益及應收合營企業方款項之減值評估的估值評估程序。

- 我們已與貴公司管理層及貴公司委聘之獨立專業估值師討論釐定於合營企業權益之可收回金額時所用估值方法、基準及假設。
- 我們已檢查估值師之客觀性、資格、能力及獨立性。
- 我們已評估達致於合營企業權益之可收回金額時所用估值方法、基準及假設之合理性及適當性。
- 我們已實地考察合營企業所營運之產油設施。
- 我們已檢查估值之算術準確性。

# Independent Auditor's Report

## 獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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 and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### 其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，惟綜合財務報表及本核數師報告除外。

我們對綜合財務報表的意見並不涵蓋其他資料，我們不對其他資料發表任何形式的鑒證結論。

審核綜合財務報表時，我們的責任為閱讀上文指出的其他資料，於此過程中，考慮其他資料是否與綜合財務報表或我們於審計過程中所了解的情況有重大抵觸，或者可能有重大錯誤陳述。基於我們就於本核數師報告日期前獲得的其他資料已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

### 董事及管理人員就綜合財務報表須承擔責任

貴公司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編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製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。



## Independent Auditor's Report 獨立核數師報告

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

Those charge with governance are responsible 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. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for 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.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並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。

管理人員負責監督貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目的是獲取綜合財務報表作為一個整體是否存在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合理保證，並出具一份包含我們意見的核數師報告。我們按照約定的條件僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們並無就本報告的內容向任何人士承擔責任或接受責任。合理保證屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

依據香港審計準則，作為我們審計的一部分，我們在整個審計過程中行使職業判斷並保持職業懷疑態度。我們亦：

# Independent Auditor's Report

## 獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

- 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.
- 識別及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該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，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。
- 評估所使用的會計政策的恰當性和作出會計估計的合理性以及董事所披露的相關內容。
- 對董事採用持續經營會計基礎的恰當性作出結論。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。如我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改意見。我們的結論乃基於核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

## Independent Auditor's Report 獨立核數師報告

Annual Report 2017 二零一七年年報

- 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。
  - 就貴集團旗下實體或業務活動的財務資料取得足夠的合適審計證據，以發表對綜合財務報表的意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們與管理人員溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現等，包括我們在審計中發現的內部控制的任何重大缺陷。

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

我們亦向管理人員提交聲明，說明我們已符合有關獨立性的相關道德要求，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及其他事項，以及在適用的情況下，相關的防範措施。

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

從與管理人員溝通的事項中，我們會確定對本期綜合財務報表的審計最為重要的事項，因而構成主要審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露事項，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，我們決定不會在報告中溝通該事項。

# Independent Auditor's Report

## 獨立核數師報告

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### Other Matter

The consolidated financial statements of the Group for the year ended 31 December 2016 were audited by the previous auditors of the Group who expressed an unmodified opinion on those statements on 20 March 2017.

**Confucius International CPA Limited**  
*Certified Public Accountants*

Wong Kam Hing  
Practicing Certificate Number: P05697  
Hong Kong  
18 December 2018

### 其他事項

貴集團截至二零一六年十二月三十一日止年度之綜合財務報表由貴集團上一位核數師審核，其於二零一七年三月二十日表示對該等報表並無保留意見。

天健國際會計師事務所有限公司  
執業會計師

王鑑興  
執業證書編號：P05697  
香港  
二零一八年十二月十八日

# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Annual Report 2017 二零一七年年報

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Turnover</b>	<b>營業額</b>	5	—	—
Other income	其他收入	5	1,276	143
Administrative and other operating expenses	行政及其他營運開支		(27,973)	(37,013)
Finance costs	融資成本	6	(19,135)	(18,737)
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認之減值虧損	16	(717)	(25,548)
Impairment losses recognised on amounts due from associates	就應收聯營公司款項確認之減值虧損	17	(20)	(16,287)
Share of results of associates	應佔聯營公司業績	14	—	(27,436)
Share of results of a joint venture	應佔合營企業業績	15	20,880	102,376
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	7	<b>(25,689)</b>	(22,502)
Income tax credit	所得稅抵免	8	631	663
<b>Loss for the year</b>	<b>本年度虧損</b>		<b>(25,058)</b>	(21,839)
<b>Attributable to:</b>	<b>應佔：</b>			
Owners of the Company	本公司擁有人		(31,992)	(51,694)
Non-controlling interests	非控制性權益		6,934	29,855
			<b>(25,058)</b>	(21,839)
<b>Loss per share</b>	<b>每股虧損</b>	10		
— Basic (in HK cents)	— 基本(港仙)		(1.09) cents 仙	(1.80) cents 仙
— Diluted (in HK cents)	— 攤薄(港仙)		(1.09) cents 仙	(1.80) cents 仙

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之一部份。

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

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Loss for the year</b>	<b>本年度虧損</b>	<b>(25,058)</b>	(21,839)
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(支出)</b>		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之 項目：		
Exchange differences on translation of foreign operations	換算國外營運所產生之 匯兌差額	2,130	(1,511)
<b>Total comprehensive expense for the year</b>	<b>本年度全面支出 總額</b>	<b>(22,928)</b>	(23,350)
<b>Attributable to:</b>	<b>應佔：</b>		
Owners of the Company	本公司擁有人	(30,417)	(53,231)
Non-controlling interests	非控制性權益	7,489	29,881
		<b>(22,928)</b>	(23,350)



# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2017  
於二零一七年十二月三十一日

Annual Report 2017 二零一七年年報

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	637	912
Interests in associates	於聯營公司之權益	14	—	—
Interests in a joint venture	於合營企業之權益	15	357,470	330,768
Deferred exploration expenditure	遞延勘探開支	16	—	—
			<b>358,107</b>	331,680
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Amounts due from associates	應收聯營公司款項	17	—	—
Other receivables	其他應收款項	18	39,307	35,520
Cash and cash equivalents	現金及現金等值物	19	4,894	4,698
			<b>44,201</b>	40,218
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables	其他應付款項	20	(20,283)	(16,153)
Amounts due to directors	應付董事款項	21	(6,054)	(735)
Amounts due to a shareholder	應付股東款項	22	—	(9)
Convertible bonds	可換股債券	23	(149,781)	(98,874)
Obligations under finance leases – current portion	融資租賃責任 – 流動部份	25	(171)	(163)
			<b>(176,289)</b>	(115,934)
<b>NET CURRENT LIABILITIES</b>	<b>淨流動負債</b>		<b>(132,088)</b>	(75,716)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>226,019</b>	255,964

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2017  
於二零一七年十二月三十一日

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Amounts due to a shareholder	應付股東款項	22	(40,870)	—
Convertible bonds	可換股債券	23	—	(47,086)
Deferred tax liabilities	遞延稅項負債	24	(36)	(667)
Obligations under finance leases – non-current portion	融資租賃責任 – 非流動部份	25	(44)	(214)
			<b>(40,950)</b>	<b>(47,967)</b>
<b>NET ASSETS</b>	<b>淨資產</b>		<b>185,069</b>	<b>207,997</b>
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	26	117,502	117,502
Reserves	儲備		16,912	47,329
Equity attributable to owners of the Company	本公司擁有人 應佔權益		134,414	164,831
Non-controlling interests	非控制性權益		50,655	43,166
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>185,069</b>	<b>207,997</b>

Approved and authorised for issue by the Board of Directors on 18 December 2018.

經董事會於二零一八年十二月十八日核准及授權刊印。

**KUAI Wei**  
Director

**LIN Zhang**  
Director

董事  
鄧偉

董事  
林漳

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

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Annual Report 2017 二零一七年年報

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Special reserve	Exchange reserve	Convertible bonds reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	匯兌儲備	可換股債券儲備	累計虧損	總計	非控制性權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2016	於二零一六年一月一日	111,502	941,937	985	(23)	634	(901,699)	153,336	13,285	166,621
(Loss) profit for the year	年內(虧損)溢利	—	—	—	—	—	(51,694)	(51,694)	29,855	(21,839)
Other comprehensive (expense) income for the year	本年度其他全面(支出)收益	—	—	—	(1,537)	—	—	(1,537)	26	(1,511)
Total comprehensive income (expense) for the year	本年度全面收益(支出)總額	—	—	—	(1,537)	—	(51,694)	(53,231)	29,881	(23,350)
Issue of shares under share subscription	股份認購發行股份	6,000	56,075	—	—	—	—	62,075	—	62,075
Recognition of equity component of convertible bonds	確認可換股債券權益部份	—	—	—	—	3,488	—	3,488	—	3,488
Deferred tax liability on recognition of equity component of convertible bonds	確認可換股債券權益部份之遞延稅項負債	—	—	—	—	(837)	—	(837)	—	(837)
At 31 December 2016	於二零一六年十二月三十一日	117,502	998,012	985	(1,560)	3,285	(953,393)	164,831	43,166	207,997
At 1 January 2017	於二零一七年一月一日	117,502	998,012	985	(1,560)	3,285	(953,393)	164,831	43,166	207,997
(Loss) profit for the year	年內(虧損)溢利	—	—	—	—	—	(31,992)	(31,992)	6,934	(25,058)
Other comprehensive income for the year	本年度其他全面收益	—	—	—	1,575	—	—	1,575	555	2,130
Total comprehensive income (expense) for the year	本年度全面收益(支出)總額	—	—	—	1,575	—	(31,992)	(30,417)	7,489	(22,928)
At 31 December 2017	於二零一七年十二月三十一日	117,502	998,012	985	15	3,285	(985,385)	134,414	50,655	185,069

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Loss before income tax	除所得稅前虧損	(25,689)	(22,502)
Adjustments for:	調整：		
Interest income	利息收入	(1)	(18)
Interest expense	利息支出	19,135	18,737
Depreciation	折舊	300	318
Share of results of associates	應佔聯營公司業績	—	27,436
Share of results of a joint venture	應佔合營企業業績	(20,880)	(102,376)
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認之減值虧損	717	25,548
Impairment losses recognised on amounts due from associates	就應收聯營公司款項確認之減值虧損	20	16,287
Operating loss before movements in working capital	營運資金變動前之經營虧損	(26,398)	(36,570)
(Increase) decrease in other receivables	其他應收款項(增加)減少	(695)	6,073
Increase in amounts due from associates	應收聯營公司款項增加	(20)	(30)
Increase in other payables	其他應付款項增加	3,797	6,306
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營業務所耗現金淨額</b>	<b>(23,316)</b>	<b>(24,221)</b>
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received	已收利息	1	18
Additional investment in a joint venture	於合營企業之額外投資	(5,822)	(93,515)
Purchase of property, plant and equipment	購置物業、廠房及設備	(19)	(39)
Payments of exploration expenditure	勘探開支付款	—	(500)
Advance to parties to a joint venture	墊付合營企業方	(3,092)	(24,403)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所耗現金淨額</b>	<b>(8,932)</b>	<b>(118,439)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Annual Report 2017 二零一七年年報

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Net proceeds from issue of ordinary shares	發行普通股所得款項淨額	—	62,075
Net proceeds from issue of convertible bonds	發行可換股債券所得款項淨額	—	48,414
Interest paid	已付利息	(14,980)	(11,022)
Advance from (repayment to) directors	來自(償還)董事墊款	5,319	(656)
Advance from (repayment to) a shareholder	來自(償還)股東墊款	40,861	(1,569)
Repayment of obligations under finance leases	融資租賃責任還款	(162)	(155)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動產生之現金淨額</b>	<b>31,038</b>	<b>97,087</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物減少淨額</b>	<b>(1,210)</b>	<b>(45,573)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等值物</b>	<b>4,698</b>	<b>51,774</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	1,406	(1,503)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年終之現金及現金等值物</b>	<b>4,894</b>	<b>4,698</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物之結餘分析</b>		
Cash and bank balances	現金及銀行結餘	4,894	4,698

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 1. General Information

Polyard Petroleum International Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is located at Room 801-802, 8/F, Shanghai Industrial Investment Building, 48-62 Hennessy Road, Wanchai, Hong Kong. The parent company of the Company is Silver Star Enterprises Holdings Inc. (incorporated in the British Virgin Islands) and the Company’s ultimate controlling party is Mr. Lam Nam.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are the exploration, exploitation and development of oil, natural gas and coal, trading of petroleum-related products and provision of technical services.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

### 1. 一般資料

百田石油國際集團有限公司(「本公司」)於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司GEM上市。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，其主要營業地點則位於香港灣仔軒尼詩道48-62號上海實業大廈8樓801-802室。本公司之母公司為Silver Star Enterprises Holdings Inc. (於英屬處女群島註冊成立)及本公司之最終控制方為林南先生。

本公司之主要業務為投資控股，其附屬公司之主要業務則為勘探、開採及開發石油、天然氣及煤炭，買賣石油相關產品以及提供技術服務。

本綜合財務報表乃以本公司之功能貨幣港幣(「港幣」)呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

### Amendments to HKFRSs that are mandatory effective for the current year

In the current year, the Group has applied for the first time the following amendments to HKFRSs that are mandatorily effective for an accounting period that begins on or after 1 January 2017:

HKAS 7 (Amendments)	<i>Disclosure Initiative</i>
HKAS 12 (Amendments)	<i>Recognition of Deferred Tax Assets for Unrealised losses</i>
HKFRSs (Amendments)	<i>Annual Improvements to HKFRSs 2014-2016 Cycle</i>

The application of these amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之香港財務報告準則修訂本

於本年度內，本集團已首次採納以下香港財務報告準則修訂，該等修訂於二零一七年一月一日或之後開始之會計期內強制生效：

香港會計準則第7號 (修訂本)	<i>披露計劃</i>
香港會計準則第12號 (修訂本)	<i>就未變現虧損確認遞延稅項資產</i>
香港財務報告準則 (修訂本)	<i>二零一四年至二零一六年週期之 香港財務報告準則年度改進</i>

於本年度採用該等香港財務報告準則修訂本並無對本集團本年度及過往年度的財政表現及狀況及／或該等綜合財務報表所載的披露造成任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs, amendments to HKFRSs and new interpretations (“new and revised HKFRSs”) that have been issued but are not yet effective.

HKFRS 9	<i>Financial Instruments</i> <sup>1</sup>
HKFRS 15	<i>Revenue from Contracts with Customers</i> <sup>1</sup>
HKFRS 16	<i>Leases</i> <sup>2</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
HKFRS 2 (Amendments)	<i>Classification and Measurement of Share-based Payment Transactions</i> <sup>1</sup>
HKFRS 4 (Amendments)	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> <sup>1</sup>
HKFRS 9 (Amendments)	<i>Prepayment Features with Negative Compensation</i> <sup>2</sup>
HKFRS 10 and HKAS 28 (Amendments)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
HKAS 28 (Amendments)	<i>Long-term Interests in Associates and Joint Venture</i> <sup>2</sup>
HKAS 19 (Amendments)	<i>Plan Amendment, Curtailment or Settlement</i> <sup>2</sup>
HKAS 40 (Amendments)	<i>Transfers of Investment Property</i> <sup>1</sup>
HKFRSs (Amendments)	<i>Annual Improvements to HKFRSs 2014-2016 Cycle</i> <sup>1</sup>
HKFRSs (Amendments)	<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i> <sup>2</sup>
HK(IFRIC) Interpretation 22	<i>Foreign Currency Transactions and Advance Consideration</i> <sup>1</sup>
HK(IFRIC) Interpretation 23	<i>Uncertainty over Income Tax Treatments</i> <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>4</sup> Effective date has not yet been determined.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提早採納下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則、香港財務報告準則之修訂本及新詮釋(「新訂及經修訂香港財務報告準則」)。

香港財務報告準則第9號	<i>財務工具</i> <sup>1</sup>
香港財務報告準則第15號	<i>客戶合約收入</i> <sup>1</sup>
香港財務報告準則第16號	<i>租賃</i> <sup>2</sup>
香港財務報告準則第17號	<i>保險合約</i> <sup>3</sup>
香港財務報告準則第2號 (修訂本)	<i>以股份支付交易之分類及計量</i> <sup>1</sup>
香港財務報告準則第4號 (修訂本)	<i>與香港財務報告準則第4號保險合約一併應用之香港財務報告準則第9號財務工具</i> <sup>1</sup>
香港財務報告準則第9號 (修訂本)	<i>含有反向補償的提前償付特徵</i> <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	<i>投資者與其聯營或合營企業之間的資產出售或注資</i> <sup>4</sup>
香港會計準則第28號 (修訂本)	<i>於聯營及合營企業的長期權益</i> <sup>2</sup>
香港會計準則第19號 (修訂本)	<i>計劃修訂、縮減或結算</i> <sup>2</sup>
香港會計準則第40號 (修訂本)	<i>轉移投資物業</i> <sup>1</sup>
香港財務報告準則(修訂本)	<i>二零一四年至二零一六年週期之香港財務報告準則年度改進</i> <sup>1</sup>
香港財務報告準則 (修訂本)	<i>二零一五年至二零一七年週期之香港財務報告準則年度改進</i> <sup>2</sup>
香港(國際財務報告詮釋委員會)–詮釋第22號	<i>外幣交易及墊付代價</i> <sup>1</sup>
香港(國際財務報告詮釋委員會)–詮釋第23號	<i>所得稅處理之不確定性</i> <sup>2</sup>

<sup>1</sup> 於二零一八年一月一日或以後開始之年度期間生效。

<sup>2</sup> 於二零一九年一月一日或以後開始之年度期間生效。

<sup>3</sup> 於二零二一年一月一日或以後開始之年度期間生效。

<sup>4</sup> 尚未釐定生效日期。



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## 綜合財務報表附註

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## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a single comprehensive model for entities to account for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract;
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號制定一項單一全面模式供實體將客戶合約收入入賬。於香港財務報告準則第15號生效時，其將取代包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋之現有收益確認指引。

香港財務報告準則第15號之核心原則為實體應確認收入，以描述向客戶轉讓承諾貨品或服務之金額，而該金額反映該實體預期就交換貨品或服務所有權獲得之代價。具體而言，該準則引入確認收入之五個步驟：

- 第一步：識別與客戶訂立之合約；
- 第二步：識別合約中之履約責任；
- 第三步：釐定交易價；
- 第四步：將交易價分配至合約中之履約責任；
- 第五步：於實體完成履約責任時（或就此）確認收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 15 Revenue from Contracts with Customers (Continued)

Under HKFRS 15, the Group will recognise revenue when a performance obligation is satisfied, that is, when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer.

Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In April 2016, Clarifications to HKFRS 15 were issued in relation to the identification of performance obligations, principal versus agent considerations, as well as licencing application guidance.

Based on preliminary analysis, the Directors of the Company anticipate that the adoption of HKFRS 15 in the future is unlikely to have a significant impact on revenue recognition but will result in more disclosures.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第15號客戶合約收入（續）

根據香港財務報告準則第15號，本集團於完成履約責任之時（或就此）確認收益，即於特定履約責任相關貨品或服務的「控制權」移交客戶時。

香港財務報告準則第15號已增加更多規定性指引以處理特定情況。此外，香港財務報告準則第15號要求廣泛披露。

於二零一六年四月，香港財務報告準則第15號之澄清乃就識別履約責任、委託人對代理人之考慮以及牌照申請指引而頒佈。

根據初步分析，本公司董事預期在未來採納香港財務報告準則第15號不太可能對收益確認造成重大影響，惟將導致更多披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 16 Leases

HKFRS 16 will supersede the current lease guidance including HKAS 17 Leases and the related interpretations when it becomes effective.

With regard to lessee accounting, the distinction of operating leases and finance leases, as required by HKAS 17, has been replaced by a model which requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets.

Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under HKAS 17 are presented as operating cash flows; whereas, under the HKFRS 16 model, the lease payments will be split into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

With regard to lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

### 香港財務報告準則第16號租賃

香港財務報告準則第16號於生效時將取代現有之租賃指引，包括香港會計準則第17號租賃及相關詮釋。

就承租人之會計處理而言，根據香港會計準則第17號，經營租賃及融資租賃之區分已由規定由承租人就所有租賃確認使用權資產及相應負債之模式取代，惟不包括短期租賃及低價值資產之租賃。

具體而言，使用權資產初始按成本計量，而其後按成本（不包括若干例外情況）減累計折舊及減值虧損計量，並就重新計量租賃負債作出調整。租賃負債初始按截至有關日期未支付租賃付款之現值計量。其後，租賃負債乃就利息及租賃付款作出調整。此外，現金流量之分類亦將受到影響，原因為香港會計準則第17號項下之經營租賃付款乃呈列為經營現金流量；而於香港財務報告準則第16號之模式下，租賃付款將分拆為本金及利息部分，並分別呈列為融資及經營現金流量。

就出租人之會計處理而言，香港財務報告準則第16號大致繼承香港會計準則第17號之出租人會計處理規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

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### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 16 Leases (Continued)

Furthermore, HKFRS 16 requires extensive disclosures in the financial statements.

As disclosed in note 3, currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into leases as the lessee.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 29, at 31 December 2017 the Group's future minimum lease payments under non-cancellable operating leases amount to approximately HK\$1,322,000 for leased premises and equipment, which is payable either within 1 year after the reporting date or due after 1 year but within 5 years. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taken into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第16號租賃（續）

此外，香港財務報告準則第16號規定須於財務報表進行全面披露。

如附註3所披露，目前本集團根據租賃分類將租賃分類為融資租賃及經營租賃並就租賃安排作出不同的會計處理。本集團作為承租人訂立租賃協議。

香港財務報告準則第16號將主要影響本集團作為目前分類為經營租賃物業之租賃承租人之會計處理。新會計模式的應用預計會導致資產和負債的增加，並影響租賃期間損益表中確認費用的時間。如附註29所披露，於二零一七年十二月三十一日，本集團根據不可撤銷經營租賃的未來最低租賃付款為租賃物業及設備的港幣約1,322,000元，須於報告日期後1年內或於1年後，但在5年內繳付。因此，一旦採納香港財務報告準則第16號，有些金額可能需要確認為租賃負債及相應的使用權資產。考慮到實際權宜之計的適用性，並按目前至採納香港財務報告準則第16號所訂立或終止之任何租賃及貼現影響作調整，本集團將需進行更詳細分析以釐定採納香港財務報告準則第16號後經營租賃承擔產生的新資產及負債金額。

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### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

Except as described above, the Directors of the Company considers that the application of the other new and revised HKFRSs are unlikely to have a material impact on the Group’s financial position and performance as well as the financial statements disclosure in the future.

### 3. Principal Accounting Policies

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited and of the Hong Kong Companies Ordinance.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

除上述所披露者外，本公司董事認為採用其他新訂及經修訂香港財務報告準則不太可能對本集團未來財政狀況及表現以及財務報表的披露造成重大影響。

### 3. 主要會計政策

#### 遵守聲明

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）及香港公司條例之適用披露規定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

### 3. 主要會計政策(續)

#### 編製基準

編製本綜合財務報表採用歷史成本基準，該基準大致按兌換為貨品及服務之代價公平值釐定。

公平值指於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可使用其他估值方法直接可觀察或估計。於估計資產或負債之公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮之資產或負債特點。該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟於香港財務報告準則第2號範圍內之股份付款交易、香港會計準則第17號範圍內之租賃交易及與公平值類似但並非公平值之計量(如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值)除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Basis of preparation (Continued)

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

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

#### Going concern

The Group incurred a net loss attributable to owners of the Company of approximately HK\$31,992,000 for the year ended 31 December 2017 and, as of that date, the Group had net current liabilities of approximately HK\$132,088,000. These conditions indicate the existence of material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

### 3. 主要會計政策(續)

#### 編製基準(續)

此外，就財務呈報而言，公平值計量根據公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一、第二及第三級，載述如下：

- 第一級輸入數據為實體有能力於計量日期獲得之相同資產或負債之活躍市場報價(未經調整)；
- 第二級輸入數據為不包括第一級報價之資產或負債之可直接或間接觀察之輸入數據；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

#### 持續經營

本集團於截至二零一七年十二月三十一日止年度產生本公司擁有人應佔淨虧損約港幣31,992,000元及截至該日，本集團淨流動負債約為港幣132,088,000元。此等情況顯示存在重大不明朗因素，而可能對本集團之持續經營能力構成重大疑問，因而使本集團無法於正常業務過程中變現資產及清償債務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Basis of preparation (Continued)

#### Going concern (Continued)

In order to ensure the Group's ability to operate as a going concern, the directors of the Company have implemented measures as follow:

- (i) In relation to the convertible bonds with principal amount of HK\$100,000,000 ("CB A") and principal amount of HK\$50,000,000 ("CB B"), subsequent to 31 December 2017, (i) the Company, its holding Company, Silver Star Enterprises Holdings Inc. ("Silver Star"), and Mr. Lam Nam, the ultimate controlling party of the Company ("Ultimate Controlling Party" or "Personal Guarantor") and the holder of CB A entered into a deed of undertaking (the "Deed of Undertaking"); and (ii) the Company, the Personal Guarantor and the holder of CB A entered into supplemental deed (the "Supplemental Deed"), together with the Deed of Undertaking, ("the "Extension Arrangement") pursuant to which the parties agreed that the maturity date of CB A to be extended from 21 July 2017 to 21 May 2019, which is subject to the Stock Exchange's listing approval.

The Company and holder of CB B also entered into an amendment deed pursuant to which both parties agreed that the maturity date of CB B to be extended from 28 January 2018 to 31 March 2019, which is subject to the Stock Exchange's listing approval.

### 3. 主要會計政策(續)

#### 編製基準(續)

#### 持續經營(續)

為確保本集團持續經營的能力，本公司董事已實施以下措施：

- (i) 就本金額為港幣100,000,000元及港幣50,000,000元的可換股債券(分別為「可換股債券A」及「可換股債券B」)而言，於二零一七年十二月三十一日後，(i)本公司、其控股公司Silver Star Enterprises Holding Inc. (「Silver Star」)及本公司的最終控制方林南先生(「最終控制方」或「個人擔保人」)與可換股債券A的持有人訂立承諾契據(「承諾契據」)；及(ii)本公司、個人擔保人與可換股債券A的持有人訂立(「補充契據」)，聯同承諾契據統稱為(「延長安排」)，據此，各方同意將可換股債券A的到期日(待聯交所批准上市後)由二零一七年七月二十一日延長至二零一九年五月二十一日本公司與可換股債券B的持有人訂立修訂契據，據此，雙方同意將可換股債券B的到期日(均須待聯交所批准上市後)由二零一八年一月二十八日延長至二零一九年三月三十一日。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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### 3. Principal Accounting Policies (Continued)

#### Basis of preparation (Continued)

#### Going concern (Continued)

- (ii) The Company has planned and is in negotiation with potential investors to raise sufficient funds through fund-raising arrangement;
- (iii) On 12 September 2018, China International Mining Petroleum Company Limited (“CIMP”), a subsidiary of the Company received a letter of intent (the “LOI”) from Pilipinas Shell Petroleum Corporation (“PSPC”), a major oil refining and marketing company in the Philippines. Pursuant to the LOI, CIMP may sell and PSPC may purchase the crude oil produced by CIMP from Alegria Oil and Gas Field. Up to the date of this report, the Company, CIMP and PSPC are actively in the process of finalising the terms and conditions of the formal sales and purchase agreement. In addition, CIMP has negotiated with potential service providers in leasing of oil tanks for storage of crude oil and providing transportation services of crude oil. The Company is also maximising its sales effort of crude oil, including speeding up the sales of existing crude oil inventories and seeking new sale orders.

### 3. 主要會計政策(續)

#### 編製基準(續)

#### 持續經營(續)

- (ii) 本公司擬及正與潛在投資者就透過集資安排籌得足夠資金進行磋商。
- (iii) 於二零一八年九月十二日，本公司之附屬公司中國國際礦業石油有限公司(「中國國際礦業」)從菲律賓一間主要石油提煉及營銷公司Pilipinas Shell Petroleum Corporation (「PSPC」)收到一份意向書(「意向書」)。根據意向書，中國國際礦業可出售而PSPC可購買中國國際礦業於Alegria油氣田生產的原油。截至本報告日期，本公司、中國國際礦業與PSPC正積極落實正式買賣協議的條款及條件。此外，中國國際礦業已與潛在服務供應商商討租賃用於儲存原油的油罐以及提供原油運輸服務。本公司亦已盡力銷售原油，包括加快銷售現有原油存貨及尋找新銷售訂單。

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## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Basis of preparation (Continued)

#### Going concern (Continued)

- (iv) The Ultimate Controlling Party has also undertaken to provide adequate funds to enable the Group to meet its liabilities and to settle financial obligations to third parties as and when they fall due so that the Group can continue as a going concern and carry on its business without a significant curtailment of operations for the twelve months from the date of approving these consolidated financial statements. In addition, the Ultimate Controlling Party will not demand the Company for repayment of such loans until all other liabilities of the Group had been satisfied.
- (v) The directors of the Company will continue to implement measures aiming at improving the working capital and cash flows of the Group including closely monitoring general administrative expenses and operating costs.

### 3. 主要會計政策(續)

#### 編製基準(續)

#### 持續經營(續)

- (iv) 最終控制方已承諾提供充足資金，讓本集團滿足其債務，並於財務責任到期時向第三方償還，使本集團由批准該等綜合財務報表日期起十二個月內可持續經營及經營業務而不會面對重大阻礙。此外，最終控制方不會要求本公司償還有關貸款，直至本集團所有其他債務經已清償。
- (v) 本公司董事將繼續實施旨在改善本集團營運資金及現金流量的措施，包括密切監察一般行政開支及營運成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
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### 3. Principal Accounting Policies (Continued)

#### Basis of preparation (Continued)

#### Going concern (Continued)

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group up to 31 December 2019, taking into account the impact of above measures, the directors of the Company believe that the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements as and when they fall due in the next twelve months from the date of this report, and accordingly, are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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

### 3. 主要會計政策(續)

#### 編製基準(續)

#### 持續經營(續)

本公司董事已就直至二零一九年十二月三十一日進行本集團現金流量預測的詳細審閱。考慮到上述措施的影響，本公司董事相信本集團將有足夠現金資源於到期時滿足由本報告日期起未來十二個月的未來營運資金及其他財務需求，因此信納按持續基準編製綜合財務報表屬恰當。

倘本集團未能持續經營，則將須作出調整對資產價值撇減至其可收回金額、就可能產生之任何進一步負債計提撥備以及重新分類非流動資產及非流動負債為流動資產及流動負債。該等調整之影響尚未反映在綜合財務報表內。

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## 綜合財務報表附註

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Basis of consolidation

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

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

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

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

### 3. 主要會計政策(續)

#### 綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。本公司在以下情況下取得控制權：

- 擁有對被投資公司之權力；
- 因參與被投資公司之營運而面對回報可變之風險或有權享有可變回報；及
- 有能力運用其權力影響其回報金額。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資公司擁有控制權。

附屬公司於本集團取得對附屬公司控制權時開始綜合入賬，並於本集團失去對附屬公司控制權時終止綜合入賬。尤其是，於年內收購或出售附屬公司之收益及開支，會由本集團取得控制權之日期直至本集團對附屬公司控制權終止之日期計入綜合損益表內。

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## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Basis of consolidation (Continued)

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

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

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

### 3. 主要會計政策(續)

#### 綜合賬目基準(續)

損益及其他全面收益之各項目，均歸屬於本公司擁有人及非控制性權益。即使會使非控制性權益會出現虧絀結餘，附屬公司之全面收益總額仍會歸屬於本公司擁有人及非控制性權益。

如有需要，附屬公司之財務報表已作適當調整，以令其會計政策與本集團之會計政策一致。

所有集團內資產及負債、權益、收入、開支以及與本集團成員公司之間交易有關之現金流量均於綜合賬目時全數撇銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Basis of consolidation (Continued)

#### Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (included goodwill), and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets or liabilities (i.e. reclassified to profit or loss or transferred directly to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 主要會計政策(續)

#### 綜合賬目基準(續)

#### 本集團於現有附屬公司之擁有權權益變動

本集團於附屬公司擁有權權益之變動如不會導致本集團失去附屬公司之控制權，則入賬列為股權交易。本集團之權益及非控制性權益之賬面值應予調整，以反映其於附屬公司相關權益之變動。非控制性權益之調整金額與已付或應收代價公平值之差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去一間附屬公司之控制權，則收益或虧損於損益中確認，並以下列兩項之差額計算：(i)所收取代價之公平值及任何保留權益公平值之總和，及(ii)附屬公司先前之資產(包括商譽)及負債及任何非控制性權益之賬面值。所有先前於其他全面收益確認及於權益累計之金額予以入賬，猶如本集團已直接出售相關資產或負債(即按適用香港財務報告準則所指定/准予重新分類至損益或直接轉撥至另一類別權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值，根據香港會計準則第39號於往後之會計方法中被視為初步確認之公平值，或(如適用)初步確認於聯營公司或合營企業之投資成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Investments in associates and joint ventures

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

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associate or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligation or made payments on behalf of the associate or joint venture.

### 3. 主要會計政策(續)

#### 於聯營公司及合營企業之投資

聯營公司乃本集團於其中有重大影響力之實體。重大影響力指參與被投資公司之經營及財務決策，而非控制或共同控制該等政策之權力。

合營企業乃一項合營安排，據此，對安排具有共同控制權之各方有權享有合營安排之淨資產。共同控制權為合約協定分享安排之控制權，僅在相關活動決策必須獲分享控制權之人士一致同意方會存在。

聯營公司或合營企業之業績與資產及負債，乃採用權益會計法列入該等綜合財務報表，惟若該項投資或其部份分類為持有作出售者除外，在該情況下，則按香港財務報告準則第5號入賬。根據權益法，於聯營公司或合營企業之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司或合營企業之損益及其他全面收益而作出調整。當本集團應佔一間聯營公司或合營企業虧損超出本集團於該聯營公司或合營企業之權益時(包括任何實際上構成本集團於聯營公司或合營企業投資淨值其中部份之長期權益)，本集團會終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司或合營企業付款時，方會確認額外虧損。

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### 3. Principal Accounting Policies (Continued)

#### Investments in associates and joint ventures (Continued)

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

The requirement of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, any impairment loss recognised form part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 3. 主要會計政策(續)

#### 於聯營公司及合營企業之投資(續)

於聯營公司或合營企業之投資乃自被投資公司成為聯營公司或合營企業日期起採用權益法入賬。於收購於聯營公司或合營企業之投資時，投資成本超出本集團分佔被投資公司可予識別資產及負債公平淨值之任何差額，確認為商譽，有關商譽計入投資賬面值內。本集團分佔可予識別資產及負債公平淨值超出投資成本之任何差額，於重新評估後隨即於收購投資期間之損益中確認。

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損。倘需要，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號資產減值以單一資產之方式進行減值測試，方法是比較其可收回金額(即使用價值與公平值減出售成本之較高者)與賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部份。該減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。



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### 3. Principal Accounting Policies (Continued)

#### Investments in associates and joint ventures (Continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at the date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

### 3. 主要會計政策(續)

#### 於聯營公司及合營企業之投資(續)

於投資不再為聯營公司或合營企業，或投資被分類為持作出售當日起，本集團終止使用權益法。當本集團保留於前聯營公司或合營企業之權益，且保留權益為財務資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為根據香港會計準則第39號初步確認時之公平值。該聯營公司或合營企業於終止使用權益法當日之賬面值與任何保留權益之公平值及出售該聯營公司或合營企業部份權益所得任何所得款項之間之差額，乃計入釐定出售該聯營公司或合營企業之收益或虧損。此外，本集團會以該聯營公司或合營企業已直接出售有關資產或負債之相同方式，將所有以往因該聯營公司或合營企業而於其他全面收益確認之所有金額入賬。故此，若以往由該聯營公司或合營企業於其他全面收益確認之收益或虧損會於出售有關資產或負債時重新分類至損益，本集團會於終止使用權益法時將該收益或虧損由權益重新分類至損益(作為重新分類調整)。

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### 3. Principal Accounting Policies (Continued)

#### Investments in associates and joint ventures (Continued)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interest.

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

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transaction with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### 3. 主要會計政策(續)

#### 於聯營公司及合營企業之投資(續)

當於聯營公司之投資成為於合營企業之投資，或於合營企業之投資成為於聯營公司之投資時，本集團繼續採用權益法。出現該等擁有權益變動後不會重新計量公平值。

倘本集團減少其於聯營公司或合營企業之擁有權益但本集團繼續使用權益法，則本集團於出售有關資產或負債時會將該收益或虧損重新分類至損益之情況下，會將先前就該等擁有權益減少而於其他全面收益確認之收益或虧損按比例重新分類至損益。

倘集團實體與本集團之聯營公司或合營企業進行交易(如出售或捐贈資產)，與該聯營公司或合營企業交易所產生之損益僅會在有關聯營公司或合營企業之權益與本集團無關之情況下，方會於本集團之綜合財務報表中確認。

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## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably. Revenue is recognised in profit and loss as follows:

- (i) revenue from sale of goods is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts;
- (ii) revenue from provision of technical services is recognised when services are rendered;
- (iii) interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition; and
- (iv) dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

### 3. 主要會計政策(續)

#### 收益確認

收益於經濟利益可能流入本集團而收益及成本(如適用)能可靠計量時，按已收或應收代價之公平價計量。收益按下列基準於損益確認：

- (i) 來自銷售產品之收益於產品交付至客戶物業時確認，而此時被視為於客戶接受產品且所有權相關風險及回報轉至客戶之時。收益扣除增值稅或其他銷售稅項且經扣除任何其他貿易折扣；
- (ii) 提供技術服務之收入於提供服務時確認；
- (iii) 利息收入乃參考未行使本金額及適用之實際利率按時間基準累計，該利率指按財務資產之預期可使用年期實際折現估計未來現金收入至財務資產初始確認時之賬面淨值之利率；及
- (iv) 未上市投資產生的股息收入於股東接受付款權力確立時確認。

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### 3. Principal Accounting Policies (Continued)

#### Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment loss, if any.

Depreciation is provided to write off the cost of property, plant and equipment, after taking into account of their estimated residual value, if any, using the straight-line method over their estimated useful lives commencing on the date of completion of acquisition for the intended use, at the annual rates as follows:

Leasehold improvement	Over the shorter of the lease term and 20%
Furniture and fixtures	20%
Equipment	20%-25%
Motor vehicle	20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

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

### 3. 主要會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備乃按成本減去累計折舊及期後減值虧損(如有)列賬。

物業、廠房及設備項目的折舊，按其於購入用途之日起估計可使用年期並計及其估計剩餘價值(如有)，以直線法按下列年率撇銷其成本：

租賃減值	租期及20% (以較短者為準)
傢俱及裝置	20%
設備	20%-25%
機動車輛	20%

根據融資租賃持有之資產乃於其預期可使用年期或相關租期(取較短者)按與自置資產相同之基準折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目的出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入綜合損益表。

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### 3. Principal Accounting Policies (Continued)

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessor*

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

### 3. 主要會計政策(續)

#### 租約

凡租約條款將有關擁有權之絕大部份風險及回報轉嫁予承租人之租賃，均列為融資租賃。所有其他租賃均列為經營租賃。

#### *本集團作為出租人*

融資租賃承租人之欠款乃按本集團於有關租賃之淨投資而確認為應收款項。融資租賃收入乃於會計期間分配，從而反映本集團有關租賃之淨投資所產生之固定回報率。

經營租賃之租金收益乃按有關租賃之年期以直線法確認。於協商及安排經營租賃時產生之初步直接成本乃加入租賃資產之賬面值，並於租賃期按直線法確認。

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### 3. Principal Accounting Policies (Continued)

#### Leasing (Continued)

##### The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as obligations under finance leases.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below).

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### 3. 主要會計政策(續)

#### 租約(續)

##### 本集團作為承租人

根據融資租賃持有之資產按租賃起初之公平值或最低租金現值之較低者確認為本集團資產。出租人之相應負債於財務狀況表列作融資租賃承擔。

租金按比例於融資費用及租約承擔減少之間分配，從而就計算該等負債應付餘額得出固定息率。融資費用直接自損益扣除，惟直接源自合資格資產則除外，在此情況下，根據本集團之一般借貸成本政策資本化(見下文之會計政策)。

經營租賃付款按直線法在租約期內確認為開支，除非有另一系統基準為更具代表性之時間段以能體現租賃資產之經濟利益於該時間段被消耗除外。

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### 3. Principal Accounting Policies (Continued)

#### Leasing (Continued)

##### The Group as lessee (Continued)

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策(續)

#### 租約(續)

##### 本集團作為承租人(續)

於訂立經營租賃時倘取得租賃獎勵，該等獎勵確認為負債。獎勵利益總額以直線法於租金支出作扣減項目確認，除非有另一系統基準為更具代表性之時間段以能體現租賃資產之經濟利益於該時間段被消耗除外。

#### 外幣

編製個別集團實體之財務報表時，以該實體功能貨幣之外貨幣(外幣)進行之交易乃以交易日期之現行匯率記錄。於報告期末，以外幣列值之貨幣項目以該日之現行匯率重新換算。以外幣結算且按公平值列賬之非貨幣項目以釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

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### 3. Principal Accounting Policies (Continued)

#### Foreign currencies (Continued)

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

### 3. 主要會計政策(續)

#### 外幣(續)

貨幣項目的匯兌差額乃於產生期間於損益內確認，惟以下各項除外：

- 有關用作未來生產用途之在建資產之匯兌差額，該等差額被視為外幣借貸利息成本之調整而計入該等資產之成本；
- 為對沖若干外幣風險而訂立之交易之匯兌差額(見下文之會計政策)；及
- 應收或應付海外業務之貨幣項目的匯兌差額，而其既無計劃結算或不大可能結算(因而為海外業務淨投資之一部份)，乃於其他全面收益表內初步確認，並於償還貨幣項目時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團對外營運之資產及負債均按各報告期末之現行匯率以本集團之呈列貨幣(即港幣)列值。收入及開支項目乃按期間平均匯率換算，除非期內匯率出現重大波動，於此情況下，則採用交易當日之匯率。所產生匯兌差額(如有)乃於全面收益確認，並於匯兌儲備之權益累計(計入非控制性權益(如適用))。



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### 3. Principal Accounting Policies (Continued)

#### Exploration and evaluation expenditure

Exploration and evaluation are capitalised and recognised at cost on initial recognition. Subsequent to initial recognition, these assets are stated at cost less any accumulated impairment losses. Exploration and evaluation expenditures include the cost of mining and exploration rights and the expenditures incurred in search for resources as well as the determination of the technical feasibility and commercial viability of extracting resources become demonstrable previously capitalised exploration and evaluation expenditures are reclassified as either intangible or tangible assets. These assets are assessed for impairment before reclassification.

They are assessed for impairment when facts and circumstances suggest that the carrying amount of capitalised exploration and evaluation expenditures may exceed their recoverable amount.

#### **Impairment of capitalised exploration and evaluation expenditures**

The carrying amount of the capitalised exploration and evaluation expenditures are reviewed annually and adjusted for impairment in accordance with HKAS 36 "Impairment of Assets" whenever one of the following events or changes in circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

### 3. 主要會計政策(續)

#### 勘探及評估開支

勘探及評估開支於初步確認時按成本資本化及確認。於初步確認後，該等資產乃按成本扣除任何累計減值虧損列賬。勘探及評估包括開採及勘探權的成本及尋找資源時產生的開支，以及釐定技術可行性和開採資源的商業可行性成為明顯可證時，先前已資本化之勘探及評估開支重新分類為無形或有形資產。該等資產於重新分類前會進行減值評估。

如有事實及情況顯示已資本化勘探及評估開支可能超過其可收回金額，則會進行減值評估。

#### **已資本化勘探及評估開支之減值**

已資本化勘探及評估開支之賬面值會根據香港會計準則第36號「資產減值」，每年及每當以下任何一項事件或情況變動顯示賬面值可能無法收回時進行檢討，並作出減值調整(以下清單並非巨細無遺)：

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### 3. Principal Accounting Policies (Continued)

#### Exploration and evaluation expenditure (Continued)

#### Impairment of capitalised exploration and evaluation expenditures (Continued)

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; or
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in the consolidated statement of profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

### 3. 主要會計政策(續)

#### 勘探及評估開支(續)

#### 已資本化勘探及評估開支之減值(續)

- 本集團有權於特定區域勘探之期限於有關期間已屆滿，或將於短期內屆滿，且預期不會續期；
- 於特定區域進一步勘探及評估礦產資源有相當支出並無預算亦未有規劃；
- 於特定區域勘探及評估礦產資源之結果並無發現有充分並具商業價值之礦產資源，且本集團已決定終止該特定區域之有關活動；或
- 現有足夠數據顯示，雖然在特定區域發展很可能進行，但勘探及評估資產之賬面值不大可能從成功開發或銷售獲全數收回。

每當資產賬面值超過其可收回金額，即會於綜合損益表中確認減值虧損。

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### 3. Principal Accounting Policies (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 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.

### 3. 主要會計政策(續)

#### 借貸成本

與收購、建設或生產需要長時間方能達致計劃用途或推出銷售之合資格資產直接有關之借貸成本，均加入為該等資產之部份成本，直至該等資產大致可作擬定用途或銷售為止。

一切其他借貸成本均於其產生期間在損益確認。

#### 僱員福利

##### (i) 短期僱員福利及定額供款退休計劃之供款

薪金、年度花紅、有薪年假、定額供款退休計劃之供款及非貨幣福利之成本乃於僱員提供相關服務之年度內計提。倘付款或結算被遞延，而其影響可能屬重大，則該等數額乃按其現值列賬。

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### 3. Principal Accounting Policies (Continued)

#### Employee benefits (Continued)

##### (ii) Share-based Payments

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

### 3. 主要會計政策(續)

#### 僱員福利(續)

##### (ii) 以股份支付之支出

就待達成特定歸屬條件後授出之購股權而言，所獲服務之公平值乃參考購股權於授出日期之公平值釐定，在權益歸屬期間以直線法列作開支，並於權益中(購股權儲備)作相應之增加。

於報告期末，本集團會修改其對預期最終歸屬購股權數目的估計。修改原估計之影響(如有)於損益確認，致使累計開支反映經修訂之估計，並於購股權儲備作相應調整。

就於授出日期即時歸屬之購股權，所授出購股權之公平值乃於損益直接支銷。

當購股權獲行使時，之前確認於購股權儲備之金額將轉至股份溢價。當購股權被沒收或於屆滿日期仍未行使，先前於購股權儲備中確認之款項將撥入保留溢利。

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### 3. Principal Accounting Policies (Continued)

#### Employee benefits (Continued)

##### (iii) Termination Benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 3. 主要會計政策(續)

#### 僱員福利(續)

##### (iii) 離職福利

離職福利乃當及僅當本集團明確地承諾自身終止僱用或透過實際上不可能撤回之詳細正式計劃而向自願辭職之僱員提供福利時予以確認。

#### 稅項

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益表中所報除稅前溢利不同，乃由其他年度之應課稅或可扣稅收入或開支項目及毋須課稅或不能扣稅之項目。本集團之本期稅項負債乃使用截至報告期末已制定或大致制定之稅率計算。

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### 3. Principal Accounting Policies (Continued)

#### Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項乃按綜合財務報表中之資產及負債賬面值及計算應課稅溢利相應稅基之臨時差額確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產乃按可能出現可利用臨時差額扣稅之應課稅溢利時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致之臨時差額既不影響應課稅務溢利，亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃就附屬公司及聯營公司之投資及於合營公司之權益而引致之應課稅臨時差異而確認，惟若本集團可控制臨時差異之逆轉，以及臨時差異可能不會於可見將來逆轉者除外。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，僅在按可能出現可用作抵銷臨時差額之足夠應課稅溢利時，並預期於可見將來撥時確認。

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### 3. Principal Accounting Policies (Continued)

#### Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產之賬面值於每個報告期末作檢討，並於不再可能有足夠應課稅溢利恢復全部或部份資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率及基於於報告期末已頒佈或實際頒佈之稅率(及稅法)計算。遞延稅項負債及資產之計量反映本集團預期於報告期末將出現之稅務後果，以收回其資產或清償其負債之賬面值。

即期或遞延稅項於損益內確認，惟當其與於其他全面收益確認或直接於權益確認之項目有關時除外，在此情況下，即期及遞延稅項亦會分別於其他全面收益確認或直接於權益確認。

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### 3. Principal Accounting Policies (Continued)

#### Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation cannot be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposals and value in use.

### 3. 主要會計政策(續)

#### 商譽以外之有形及無形資產減值

於每個報告期末，本集團檢討其有形及無形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘任何該跡象存在，則估計資產之可收回金額，以確定減值虧損(如有)之程度。倘未能估計個別資產之可收回金額，本集團將估計資產所屬現金產生單位之可收回金額。於不可識別合理和一貫分配基準的情況下，企業資產亦會被分配到個別現金產生單位，否則或會被分配到可識別合理及一貫分配基準的最小現金產生單位組別中。

無限可使用年期之無形資產以及尚未可供使用之無形資產均至少每年，或於顯示資產有可能減值之情況下進行減值測試。

可收回金額乃公平值減出售成本及使用中價值之較高者。



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### 3. Principal Accounting Policies (Continued)

#### Impairment of tangible and intangible assets other than goodwill (Continued)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

### 3. 主要會計政策(續)

#### 商譽以外之有形及無形資產減值(續)

在評估使用價值時，預計未來現金流量按照可以反映當前市場對貨幣時間價值及該資產之特定風險評估(而未來現金流量之估計並無就此調整)之稅前折現率折算至現值。如果估計資產(或現金產生單位)之可收回金額低於其賬面值，則將該資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損會立即於損益確認。

倘減值虧損隨後撥回，資產(或現金產生單位)之賬面值將調高至經修訂之估計可收回金額，但增加之賬面值不超過資產(或現金產生單位)假設於以往年度並無已確認減值虧損之賬面值。減值虧損撥回會即時於損益內確認。

#### 財務工具

當本集團之實體參與訂立有關工具之合約條文時，則確認財務資產及財務負債。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

The Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

### 3. 主要會計政策(續)

#### 財務工具(續)

財務資產及財務負債初步以公平值計量。初步確認時，收購或發行財務資產及財務負債直接產生之交易成本(按公平值計入損益列賬之財務資產及財務負債除外)將視乎情況於初步確認時加入或扣除自財務資產或財務負債之公平值。按公平值計入損益列賬之財務資產及財務負債直接應佔之交易成本會即時於損益確認。

#### 財務資產

本集團財務資產分類為貸款及應收賬款。分類乃由財務資產之性質及目的所釐定並於初始確認時予以釐定。所有正常購買或出售財務資產乃按交易日基準確認及取消確認。正常購買或出售乃購買或銷售財務資產，並要求於市場上按規則或慣例設定之時間框架內交付資產。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including amounts due from associates, financial assets included in other receivables and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務資產(續)

#### 實際利率法

實際利率法乃計算債務工具之攤銷成本及分配相關期間利息收入之方法。實際利率乃按債務工具預計年期或適用之較短期間將估計未來現金收入(包括實際利率重要組成部份之已支付或已收全部費用或差價、交易成本及其他溢價或折讓)實際貼現至初步確認時之賬面淨值。

債務工具之利息收入乃按實際利率基準確認。

#### 貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具備固定或可釐定款項之非衍生工具財務資產。貸款及應收款項(包括應收聯營公司款項、計入其他應收款項以及現金及現金等值物的財務資產)乃以實際利率法按攤銷成本減任何減值計量。

除所確認利息並不重大之短期應收款項外，利息收入均應用實際利率確認。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務資產(續)

#### 財務資產減值

財務資產於各報告期末評估有否減值跡象。倘有客觀證據證明初步確認財務資產後發生之一項或多項事件令投資估計未來現金流量受到影響，則財務資產會被視為將予減值。減值的客觀證據可包括以下各項：

- 發行人或對手方有重大財務困難；或
- 違約，如逾期或拖欠利息或本金付款；或
- 借款人有可能破產或進行財務重組；或
- 因財務困難而令該財務資產失去活躍市場。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

For certain categories of financial assets, such as other receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務資產(續)

#### 財務資產減值(續)

對於若干類別之財務資產(如其他應收賬款)，經個別評估顯示並無減值後進行集體減值評估。應收賬款組合減值之客觀證據包括：本集團過往收款記錄、應收賬款組合中遲於平均信貸期的延遲付款次數增加及與應收賬款欠款有關之國家或地方經濟狀況出現可觀察變化。

就按攤銷成本列賬之財務資產而言，已確認減值虧損金額乃資產賬面值與按財務資產原實際利率貼現之估計未來現金流量現值之差額。

就按成本列賬之財務資產而言，減值虧損金額乃按資產賬面值與按類似財務資產目前市場回報率貼現之估計未來現金流量現值兩者之差額計量。該等減值虧損將不會於其後期間撥回。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of other receivables, where the carrying amount is reduced through the use of an allowance account. When a other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務資產(續)

#### 財務資產減值(續)

就所有財務資產而言，財務資產之賬面值乃以減值虧損直接扣減，惟其他應收賬款除外，其賬面值乃透過使用撥備賬扣減。當其他應收賬款被視為不可收回，其將於撥備賬內撇銷。倘過往已撇銷之款項其後收回，則計入撥備賬。撥備賬之賬面值變動於損益確認。

就按攤銷成本計量之財務資產而言，如在隨後某一期間減值虧損之金額減少，而有關減少可客觀地與確認減值後發生之事件相關連，則之前已確認之減值虧損將透過損益撥回，惟該項投資於撥回減值該日之賬面值不超出倘並無確認減值則應有之攤銷成本。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### Convertible notes

Convertible notes issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 財務負債及股本工具

集團實體發行之債務及股本工具根據合約安排之具體內容及財務負債及股本工具之定義分類為財務負債或股本。

##### 股本工具

股本工具乃證明實體資產經扣除其所有負債後剩餘權益之任何合約。本集團發行之股本工具按已收所得款項扣除直接發行成本確認。

##### 可換股票據

由本公司發行之可換股票據，按所訂立之合約安排性質及財務負債及股本工具之定義獨立分類為財務負債及股本工具。將以固定金額現金或另一項財務資產交換固定數量之本公司股本工具之模式結付之換股權，分類為股本工具。

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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

#### Convertible notes (Continued)

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務負債及股本工具(續)

#### 可換股票據(續)

於發行日期，負債部份之公平值乃按類似不可轉換工具之現行市場利率估計。此金額乃以實際利率法按攤銷成本基準記錄為負債，直致兌換時抵銷或工具到期日為止。

被分類為權益之換股權乃透過從整體複合工具之公平價值中扣減負債部份金額而釐定。其將於扣除所得稅影響後在權益中確認及入賬，且隨後不可重新計量。此外，被分類為權益之換股權將一直保留於權益內，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將轉撥至股份溢價。倘換股權於可換股票據到期日仍未獲行使，在權益中確認之結餘將轉撥至保留盈利。在換股權獲轉換或到期時，不會在損益確認任何收益或虧損。



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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

#### Convertible notes (Continued)

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

#### Other financial liabilities

Other financial liabilities (including other payables, amounts due to directors, amounts due to a shareholder and obligations under finance leases) are subsequently measured at amortised cost using the effective interest method.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務負債及股本工具(續)

#### 可換股票據(續)

發行可換股票據之相關交易成本會按所得款項總額之分配比例，分配至負債及權益部份。權益部份之相關交易成本直接於權益確認。負債部份之相關交易成本計入負債部份之賬面值，並於可換股票據之年期內以實際利率法攤銷。

#### 其他財務負債

其他財務負債(包括其他應付款項、應付董事款項、應付一名股東款項及融資租賃責任)隨後採用實際利率法以攤銷成本計量。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### 3. 主要會計政策(續)

#### 財務工具(續)

#### 財務負債及股本工具(續)

##### 實際利率法

實際利率法乃計算財務負債之攤銷成本及分配相關期間利息開支之方法。實際利率乃按財務負債預計年期或適用之較短期間將估計未來現金付款(包括實際利率重要組成部份之已支付或已收全部費用及差價、交易成本及其他溢價或折讓)實際貼現至初步確認時之賬面淨值。

利息開支按實際利率基準計算。

##### 取消確認

僅於資產現金流量之合約權利屆滿時，或將財務資產及資產所有權之絕大部份風險及回報轉讓予另一實體時，本集團方會取消確認財務資產。倘本集團並未轉讓亦未保留所有權之絕大部份風險及回報，並繼續控制已轉讓資產，則本集團繼續確認資產之持續貢獻及確認相關負債。倘本集團保留已轉讓財務資產所有權之絕大部份風險及回報，則本集團繼續確認該財務資產並亦確認已收所得款項之有抵押借款。

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### 3. Principal Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Derecognition (Continued)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of a financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 取消確認(續)

全面取消確認財務資產時，資產賬面值與已收及應收代價總額以及於其他全面收益及於權益累計確認之累計損益間之差額乃於損益確認。

本集團會並僅於本集團之責任解除、註銷或屆滿時取消確認財務負債。取消確認財務負債的賬面值與已付及應付代價的差額須於損益中確認。

##### 撥備

倘本集團因過往事件而承擔現有責任（法定或推定），而本集團可能須履清償該責任及可對該責任金額作出可靠估計時，則確認撥備。

確認為撥備的金額為，經計及該責任的風險及不明朗因素後，於報告期末清償現有責任所需代價的最佳估計。倘撥備使用清償現有責任的估計現金流量計量，其賬面值為該等現金流量的現值（倘貨幣的時間值影響屬重大）。

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### 3. Principal Accounting Policies (Continued)

#### 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.

### 3. 主要會計政策(續)

#### 關連人士

- (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之主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

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## 綜合財務報表附註

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### 3. Principal Accounting Policies (Continued)

#### Related parties (Continued)

- (b) An entity is related to the group if any of the following conditions applies: (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 including:

- (i) the person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

### 3. 主要會計政策(續)

#### 關連人士(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或受共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
  - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

任何人士之近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員，包括：

- (i) 該人士之子女及配偶或同居伴侶；
- (ii) 該人士配偶或同居伴侶之子女；及
- (iii) 該人士或該人士配偶或同居伴侶的家屬。

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## 綜合財務報表附註

For the year ended 31 December 2017  
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Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 3. Principal Accounting Policies (Continued)

#### 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.

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks or other financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and having been within three months of maturing at acquisition.

### 3. 主要會計政策(續)

#### 分部報告

經營分部及財務報表所呈報各分部項目的金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

就財務報告而言，除非分部具備相似經濟特徵以及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境性質方面相似，否則各個重大經營分部不會進行合算。個別非重大之經營分部，倘若符合上述大部份標準，則可進行合算。

#### 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括銀行及手頭現金、銀行或其他金融機構活期存款以及短期高流動性投資，該等投資可隨時兌換為已知金額現金且價值變動風險屬不重大並於購入後三個月內到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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#### 4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

##### Critical judgements in applying accounting policies

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the management has made the following judgement which has the most significant effect on the amounts recognised in the consolidated financial statements.

##### Joint arrangements

As at 31 December 2017, the Group held 80% (2016: 80%) participating interests in a joint arrangement. The Group and the other participants have joint control over the arrangement as decisions about the relevant activities require unanimous consent from all participants sharing the control.

All participants have rights to the net assets of the joint arrangement. Therefore, based on the judgement of the management, the joint arrangement is classified as joint venture in the consolidated financial statements.

##### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of the Group's assets and liabilities within the next financial year are discussed below.

#### 4. 重大會計判斷及估計不確定因素的主要來源

##### 應用會計政策的關鍵判斷

應用綜合財務報表附註3所述的本集團會計政策時，管理層曾作出下列對綜合財務報表中已確認金額影響最大的判斷。

##### 合營安排

於二零一七年十二月三十一日，本集團持有合營安排之80% (二零一六年：80%)參與權益。由於有關活動的決策要求擁有控制權的各參與者一致同意，故本集團與其他參與者對此安排擁有共同控制權。

所有參與者均有權持有合營安排之資產淨值，因此，根據管理層之判斷，合營安排在綜合財務報表中被分類為合營企業。

##### 估計不確定性的主要來源

下文討論於報告期間結束時極可能導致本集團之資產與負債賬面值於下一個財政年度需要做出重大調整之未來相關重要假設及導致估計不可靠之其他重要因素。

# Notes to the Consolidated Financial Statements

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#### 4. Significant Accounting Judgements and Estimation (Continued)

##### Impairment of assets and assessment of cash generating units (“CGU”)

The Group reviews the recoverability of the carrying amounts of its interests in a joint venture to determine whether there is any indication that those assets are impaired. In making assessments for impairment, assets that do not generate independent cash flows are allocated to an appropriate CGU. The recoverable amount of those assets, or CGU, is measured at the higher of their fair value less costs of disposal and value in use.

The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The fair value estimation requires the Group to use market observable data to the extent that it is available. The Group engaged an independent professional valuer to establish appropriate techniques and inputs for the determination of recoverable amounts in relation to interests in a joint venture. Where the recoverable amount is less than the carrying amount, a material impairment loss may arise.

Changes to the inputs and assumptions underlying the assessment of the recoverable amount may result in changes to impairment charges, either through further impairment charges or reversal of previously recognised impairments, which could have a significant impact on the financial information in future periods.

As at 31 December 2017, the carrying amounts of interests in a joint venture was approximately HK\$357,470,000 (2016: approximately HK\$330,768,000).

#### 4. 重大會計判斷及估計(續)

##### 資產減值及評估現金產生單位(「現金產生單位」)

本集團檢討於合營企業之權益之賬面值，以釐定該等資產有否減值跡象。評估減值時，不會產生獨立現金流之資產會分配至合適之現金產生單位。該等資產或現金產生單位之可收回金額按公平值減銷售成本與使用價值之較高者計量。

使用價值的計算需本集團估計預期產自現金產生單位的未來現金流量及合適的折現率以計算現值。公平值的估算需本集團在可以取得的範圍內使用市場可觀察的數據。本集團委聘獨立評估師建構合適的方法和輸入數據對合營公司權益作出估值。當合營公司權益的可收回價值低於其賬面值，有可能需要作出重大減值。

可收回價值評估所涉輸入數據及假設之改變或會透過進一步確認減值費用或撥回之前已確認之減值而導致減值費用變更，因而可能對未來期間之財務資料產生重大影響。

於二零一七年十二月三十一日，於合營企業權益的賬面值約為港幣357,470,000元(二零一六年：約為港幣330,768,000元)。



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## 綜合財務報表附註

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#### 4. Significant Accounting Judgements and Estimation (Continued)

##### Impairment of amounts due from parties to a joint venture

The Group reviews the recoverability of the carrying amounts of its amounts due from parties to a joint venture to determine whether there is any indication that those assets are impaired. The recoverability of the carrying amounts of the assets are reviewed annually and adjusted for impairment whenever certain events or changes in circumstances indicate that the carrying amounts may not be recoverable. In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to exercise judgment in the area of asset impairment, particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying amount of an asset can be supported by the recoverable amount, being the fair value less costs to sell. The carrying amounts of amounts due from parties to a joint venture as at 31 December 2017 were approximately HK\$36,605,000 (2016: approximately HK\$33,513,000).

#### 4. 重大會計判斷及估計(續)

##### 應收合營企業方款項之減值

本集團檢討於應收合營企業方款項之賬面值的可收回性，以釐定該等資產有否減值跡象。本集團每年檢討其賬面值的可收回性，倘有若干事件或改變致使其賬面值並不能完全收回，賬面值會依減值虧損金額作調整。在釐定該資產已經減值或之前令其減值之事件不再存在時，管理層須作出判斷資產減值之範圍，尤其是在評估：(i) 有沒有已發生之事件顯示相關資產的價值會不能收回；(ii) 資產的賬面價值是否高於其可收回金額，可收回金額即其公平值減銷售成本。於二零一七年十二月三十一日，應收合營企業方款項之賬面值約為港幣36,605,000元（二零一六年：約為港幣33,513,000元）。

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### 5. Turnover and Other Income

The Group did not have any turnover during the year (2016: Nil) and an analysis of the Group's other income for the year is as follows:

### 5. 營業額及其他收入

本集團年內並無產生任何營業額(二零一六年：無)及本集團之本年度其他收入分析如下：

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Bank interest income	銀行利息收入	1	18
Exchange gain, net	匯兌收益淨額	—	41
Other miscellaneous income	其他雜項收入	79	84
Administrative income	行政收入	1,196	—
		<b>1,276</b>	<b>143</b>

### 6. Finance Costs

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Interest expenses on bank overdraft	銀行透支之利息開支	102	—
Late charges of interest expenses on convertible bonds	可換股債券利息開支之逾期費用	232	—
Interest expenses on convertible bonds	可換股債券之利息	18,786	18,714
Finance lease charges	融資租賃費用	15	23
		<b>19,135</b>	<b>18,737</b>

### 6. 融資成本

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## 綜合財務報表附註

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### 7. Loss Before Income Tax

Loss before income tax is arrived at after charging the following items:

### 7. 除所得稅前虧損

除所得稅前虧損已扣除以下項目：

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries, allowances and benefits in kind	— 薪金、津貼及實物利益	15,912	21,425
— Discretionary bonus	— 酌情花紅	—	—
— Retirement scheme contributions	— 退休計劃供款	179	292
		<b>16,091</b>	<b>21,717</b>
Auditor's remuneration	核數師酬金		
— Audit services	— 審核服務	1,050	500
— Non-audit services	— 非審核服務	—	—
		<b>1,050</b>	<b>500</b>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	300	318
Operating lease payments for land and buildings and equipment	土地及樓宇及設備之經營租約款項	2,009	2,056

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 8. Income Tax Credit

### 8. 所得稅抵免

#### Income tax credit recognised in profit or loss

#### 於損益內確認之所得稅抵免

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current tax:	本期稅項：		
— Hong Kong	— 香港	—	—
— PRC enterprise income tax	— 中國企業所得稅	—	—
— Other jurisdictions	— 其他司法權區	—	—
Deferred tax (note 24)	遞延稅項(附註24)	631	663
Income tax credit for the year	本年度所得稅抵免	631	663

Hong Kong profits tax is calculated at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit for the year.

香港利得稅乃按本年度估計應課稅溢利16.5% (二零一六年：16.5%)之稅率計算。

PRC subsidiaries are subject to PRC enterprise income tax at the rate of 25% (2016: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

中國附屬公司須按25% (二零一六年：25%)稅率繳付中國企業所得稅。於其他司法權區產生之稅項按相關司法權區之通行稅率計算。

Deferred tax for the year represents tax income recognised on reversal of temporary differences arising from convertible bonds.

本年度之遞延稅項為就撥回可換股債券所產生暫時差額確認之稅項收入。

No deferred tax asset has been recognised in respect of such tax losses due to unpredictability stream of future taxable profits that will be available against which the tax losses can be utilised.

由於可利用稅務虧損抵銷之未來應課稅溢利之來源難以預測，故並無就有關稅項虧損確認遞延稅項資產。

There was no material unprovided deferred tax liabilities as at the end of the year (2016: Nil).

於年終並無重大未計提撥備遞延稅項負債(二零一六年：無)。

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## 綜合財務報表附註

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### 8. Income Tax Credit (Continued)

#### Income tax credit recognised in profit or loss (Continued)

The income tax credit for the year can be reconciled to the loss before income tax per the consolidated statement of profit or loss as follows:

### 8. 所得稅抵免(續)

#### 於損益內確認之所得稅抵免(續)

本年度所得稅抵免可與綜合損益表之除所得稅前虧損對賬如下：

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Loss before income tax	除所得稅前虧損	(25,689)	(22,052)
Notional income tax, calculated at the tax rates applicable to the jurisdictions concerned	按有關司法權區適用稅率計算之所得稅之名義稅	(3,372)	(3,202)
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	—	4,527
Tax effect of share of results of a joint venture	應佔合營企業業績之稅務影響	(3,445)	(16,892)
Tax effect of impairment losses recognised on amounts due from associates	應收聯營公司款項減值虧損確認之稅務影響	3	2,687
Tax effect of impairment losses recognised on deferred exploration expenditure	遞延勘探開支減值虧損確認之稅務影響	118	3,066
Tax effect of losses not allowable	不可扣稅虧損之稅務影響	5,757	8,972
Tax effect of allowable losses not recognised	未確認可扣稅虧損之稅務影響	939	842
Deferred tax on convertible bonds	有關可換股債券之遞延稅項	(631)	(663)
Income tax credit for the year	本年度所得稅抵免	(631)	(663)

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### 9. Directors' Emoluments and Individuals with Highest Emoluments

#### (i) Directors' Emoluments

Directors' emoluments for the year, disclosed pursuant to the GEM Listing Rules, 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:

### 9. 董事薪酬及最高薪酬人士

#### (i) 董事薪酬

根據GEM上市規則、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部份披露之董事酬金詳情如下：

2017 二零一七年		Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary Bonus 酌情花紅	Retirement scheme contributions 退休計劃供款	Total 總計
		袍金	實物利益	酌情花紅	計劃供款	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Executive directors:	執行董事：					
KUAI Wei	鄒偉	—	360	—	18	378
LIN Zhang	林漳	—	1,087	—	15	1,102
LAI Chun Liang	來俊良	—	258	—	—	258
ZHAO Zhiyong	趙智勇	—	211	—	—	211
Independent non-executive directors:	獨立非執行董事：					
PAI Hsi-Ping	白旭屏	60	—	—	—	60
XIE Qun	謝群	60	—	—	—	60
KWAN King Chi George	關敬之	60	—	—	—	60
		180	1,916	—	33	2,129

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### 9. Directors' Emoluments and Individuals with Highest Emoluments (Continued)

### 9. 董事薪酬及最高薪酬人士(續)

#### (i) Directors' Emoluments (Continued)

#### (i) 董事薪酬(續)

2016 二零一六年		Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Discretionary Bonus 酌情花紅	Retirement scheme contributions 退休 計劃供款	Total 總計
	Fees 袍金	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Executive directors:	執行董事：				
KUAI Wei	鄺偉	—	360	18	378
LIN Zhang	林漳	—	893	15	908
LAI Chun Liang	來俊良	—	390	—	390
Independent non-executive directors:	獨立非執行董事：				
PAI Hsi-Ping	白旭屏	60	—	—	60
XIE Qun	謝群	60	—	—	60
KWAN King Chi George	關敬之	60	—	—	60
		180	1,643	33	1,856

Salaries, allowances and benefits in kind paid to or for the executive directors are generally entitlements paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

支付予執行董事的薪金、津貼或實物利益一般為已支付的權益或彼等有關管理本公司及其附屬公司事務的其他服務之應收款項。

None of the directors waived or agreed to waive any emoluments during the year ended 31 December 2017 (2016: Nil). No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2017 (2016: Nil).

於截至二零一七年十二月三十一日止年度內，概無董事豁免或同意豁免任何酬金(二零一六年：無)。於截至二零一七年十二月三十一日止年度內，本集團概無向董事支付酬金以作為邀請其加入本集團或加盟本集團後的獎勵或離職補償(二零一六年：無)。

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### 9. Directors' Emoluments and Individuals with Highest Emoluments (Continued)

#### (ii) Individuals with Highest Emoluments

Of the 5 individuals with the highest emoluments in the Group, 1 (2016: 1) was a director of the Company. The emoluments of the remaining 4 (2016: 4) individuals were as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,638	4,225
Discretionary bonus	酌情花紅	—	—
Retirement scheme contributions	退休計劃供款	18	18
		<b>2,656</b>	<b>4,243</b>

The emoluments of those 4 (2016: 4) individuals with the highest emoluments are within the following bands:

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
HK\$0 to HK\$1,000,000	港幣0元至港幣1,000,000元	3	2
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元	1	2

### 9. 董事薪酬及最高薪酬人士(續)

#### (ii) 最高薪酬人士

本集團五名最高薪酬人士中，一名(二零一六年：一名)為本公司董事。餘下四名(二零一六年：四名)人士之薪酬如下：

該四名(二零一六年：四名)最高薪酬人士之薪酬介乎下列範圍：



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### 10. Loss Per Share

#### Basic and diluted loss per share

The calculations of the basic and diluted loss per share are based on the following data:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Loss for the year attributable to the owners of the Company	本公司擁有人應佔本年度虧損	(31,992)	(51,694)

### 10. 每股虧損

#### 每股基本及攤薄虧損

每股基本及攤薄虧損乃根據下列數據計算：

		2017 二零一七年	2016 二零一六年
		'000 千股	'000 千股
Weighted average number of ordinary shares	普通股加權平均數		
Issued ordinary shares at 1 January	於一月一日已發行的普通股	2,937,538	2,787,538
Effect of ordinary shares issued	已發行普通股影響	—	80,683
Weighted average number of ordinary shares for the year	本年度之普通股加權平均數	2,937,538	2,868,221

During the years ended 31 December 2017 and 2016, the computation of diluted loss per share does not assume the conversion of the outstanding convertible bonds since it would result in a decrease in loss per share, and is regarded as anti-dilutive.

於截至二零一七年及二零一六年十二月三十一日止年度，由於轉換未兌換可換股債券將減少每股虧損而被視為具有反攤薄影響，故於計算每股攤薄虧損時假設並未進行有關轉換。

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### 11. Dividends

No dividend has been paid, declared or proposed during the year, nor has any dividend been proposed since the end of reporting period (2016: Nil).

### 12. Segment Information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

For the years ended 31 December 2016 and 2017, the Group has 3 reportable and operating segments — (1) exploration of oil, natural gas and coal, (2) trading of petroleum related products and (3) provision of technical services for oil and gas exploration and development. These segments are managed separately as they belong to different industries and require different operating systems and strategies.

The Group accounts for inter-segment revenue and transfers as if the revenue or transfers were to third parties.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit or loss represents profit or loss reported by each segment without allocation of central administration costs including directors' emoluments, finance costs and income tax. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than unallocated corporate assets.
- all liabilities are allocated to operating segments other than unallocated corporate liabilities.

An analysis of the Group's reportable segment revenues, results, assets, liabilities and other selected financial information is presented below.

### 11. 股息

本年度並無派付，宣派或建議派付股息，亦無自報告期末起建議派付任何股息(二零一六年：無)。

### 12. 分部資料

本集團按首席經營決策人所審閱用以作出策略性決定之報告釐定其經營分部。

截至二零一六年及二零一七年十二月三十一日止年度，本集團有三個報告及經營分部 — (1) 勘探石油、天然氣及煤炭、(2) 買賣石油相關產品及(3) 就油氣勘探及開發提供技術服務。由於該等分部屬於不同行業及需要不同經營系統及策略，故分開管理。

本集團把分部間收益及轉讓入賬，猶如對第三方收益或轉讓。

經營分部的會計政策與本集團的會計政策一致。分部損益代表各分部所產生之損益及並未分配中央行政成本(包括董事薪酬、融資成本及所得稅)。此方法用作計量分部資料，呈報給主要營運決策人作分配資源及評估表現之用。

就監控分部表現及分部之間的資源分配而言：

- 除未分配企業資產外，所有資產被分配至其相關經營分部。
- 除未分配企業負債外，所有負債被分配至其相關經營分部。

本集團報告分部收益、業績、資產、負債及其他經挑選財務資料之分析呈列如下。

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### 12. Segment Information (Continued)

### 12. 分部資料(續)

#### (a) Reportable Segments

#### (a) 報告分部

2017 二零一七年	Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供 技術服務	Elimination 撤銷	Total 總計	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Revenue from external customer Inter-segment revenue	來自外部客戶之收益 分部間收益	— —	— —	— 5,982	— (5,982)	— —
<b>Reportable segment revenue</b>	<b>報告分部收益</b>	<b>—</b>	<b>—</b>	<b>5,982</b>	<b>(5,982)</b>	<b>—</b>
Reportable segment loss before income tax	報告分部之除所得稅 前虧損	(4,985)	—	(8,853)	—	(13,838)
Unallocated corporate income	未分配企業收益					17
Unallocated corporate expenses	未分配企業開支					(12,876)
Impairment losses recognised on amounts due from associates	就應收聯營公司款項 確認之減值虧損	(20)				(20)
Share of results of a joint venture	應佔合營企業業績	20,880				20,880
Impairment losses recognised on deferred exploration expenditure	就遞延勘探開支確認 之減值虧損	(717)				(717)
Unallocated interest expenses	未分配利息開支					(19,135)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>					<b>(25,689)</b>

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### 12. Segment Information (Continued)

### 12. 分部資料(續)

#### (a) Reportable Segments (Continued)

#### (a) 報告分部(續)

2016 二零一六年	Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供 技術服務	Elimination 撤銷	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue from external customer 來自外部客戶之收益	—	—	—	—	—
Inter-segment revenue 分部間收益	—	—	5,513	(5,513)	—
<b>Reportable segment revenue 報告分部收益</b>	<b>—</b>	<b>—</b>	<b>5,513</b>	<b>(5,513)</b>	<b>—</b>
Reportable segment loss before income tax 報告分部之除所得稅前虧損	(5,167)	—	(16,277)	—	(21,444)
Unallocated corporate income 未分配企業收益					1
Unallocated corporate expenses 未分配企業開支					(15,427)
Impairment losses recognised on amounts due from associates 就應收聯營公司款項確認之減值虧損	(16,287)				(16,287)
Share of results of a joint venture 應佔合營企業業績	102,376				102,376
Impairment losses recognised on deferred exploration expenditure 就遞延勘探開支確認之減值虧損	(25,548)				(25,548)
Share of results of associates 應佔聯營公司業績	(27,436)				(27,436)
Unallocated interest expenses 未分配利息開支					(18,737)
<b>Loss before income tax 除所得稅前虧損</b>					<b>(22,502)</b>

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### 12. Segment Information (Continued)

### 12. 分部資料(續)

#### (a) Reportable Segments (Continued)

#### (a) 報告分部(續)

2017 二零一七年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供 技術服務	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets:	資產：				
Segment assets	分部資產	41,506	—	1,662	43,168
Interests in a joint venture	於合營企業權益	357,470			357,470
Unallocated corporate assets	未分配企業資產				1,670
<b>Total assets</b>	<b>總資產</b>				<b>402,308</b>
Liabilities:	負債：				
Segment liabilities	分部負債	2,525	—	7,101	9,626
Unallocated corporate liabilities	未分配企業負債				207,613
<b>Total liabilities</b>	<b>總負債</b>				<b>217,239</b>

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### 12. Segment Information (Continued)

### 12. 分部資料(續)

#### (a) Reportable Segments (Continued)

#### (a) 報告分部(續)

2016 二零一六年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供 技術服務	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets:	資產：				
Segment assets	分部資產	36,214	—	1,387	37,601
Interests in associates	於聯營公司權益	—			—
Interests in a joint venture	於合營企業權益	330,768			330,768
Unallocated corporate assets	未分配企業資產				3,529
Total assets	總資產				<u>371,898</u>
Liabilities:	負債：				
Segment liabilities	分部負債	1,727	—	4,506	6,233
Unallocated corporate liabilities	未分配企業負債				157,668
Total liabilities	總負債				<u>163,901</u>

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### 12. Segment Information (Continued)

### 12. 分部資料(續)

#### (a) Reportable Segments (Continued)

#### (a) 報告分部(續)

##### Other segment information

##### 其他分部資料

2017 二零一七年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供技術服務	Unallocated 未分配	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation	折舊	94	—	37	169	300
Additions to non-current assets	添置非流動資產	5,827	—	—	14	5,841
2016 二零一六年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Provision of technical services 提供技術服務	Unallocated 未分配	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation	折舊	92	—	47	179	318
Additions to non-current assets	添置非流動資產	94,035	—	12	7	94,054

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### 12. Segment Information (Continued)

#### (b) Geographical 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 associates and a joint venture ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, and the location of operation, in the case of interests in associates and a joint venture.

### 12. 分部資料(續)

#### (b) 地區資料

下表載列有關(i)本集團來自外部客戶之收益及(ii)本集團物業、廠房及設備，以及於聯營公司及合營企業權益(「特定非流動資產」)之地區位置資料。客戶之地區位置是根據提供服務或付運貨物之地點而決定。特定非流動資產之地區位置是根據(如屬物業、廠房及設備)資產實質所在位置，以及(如屬於聯營公司及合營企業)營運地點而決定。

		Revenue from external customers		Specified non-current assets	
		來自外部客戶之收益		特定非流動資產	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Mainland China, including Hong Kong and Macau	中國內地，包括香港及澳門	—	—	404	598
Philippines	菲律賓	—	—	357,703	331,082
		—	—	358,107	331,680



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### 13. Property, Plant and Equipment

### 13. 物業、廠房及設備

		Leasehold improvement 租賃裝修	Equipment 設備	Furniture and fixtures 傢俱及裝置	Motor vehicles 汽車	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost:	成本：					
At 1 January 2016	於二零一六年一月一日	303	322	1,064	1,891	3,580
Additions	添置	—	7	32	—	39
Written off	撇銷	(173)	(34)	(100)	—	(307)
Exchange adjustment	匯兌調整	—	—	(28)	—	(28)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日	130	295	968	1,891	3,284
Additions	添置	—	14	5	—	19
Exchange adjustment	匯兌調整	—	—	27	3	30
At 31 December 2017	於二零一七年十二月三十一日	130	309	1,000	1,894	3,333
Depreciation and impairment losses:	折舊及減值虧損：					
At 1 January 2016	於二零一六年一月一日	303	274	867	937	2,381
Provided for the year	本年度撥備	—	24	60	234	318
Written off	撇銷	(173)	(34)	(100)	—	(307)
Exchange adjustment	匯兌調整	—	—	(20)	—	(20)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日	130	264	807	1,171	2,372
Provided for the year	本年度撥備	—	14	51	235	300
Exchange adjustment	匯兌調整	—	—	23	1	24
At 31 December 2017	於二零一七年十二月三十一日	130	278	881	1,407	2,696
Carrying amounts:	賬面值：					
At 31 December 2017	於二零一七年十二月三十一日	—	31	119	487	637
At 31 December 2016	於二零一六年十二月三十一日	—	31	161	720	912

At the end of the reporting period, the net carrying amount of motor vehicles held under finance lease of the Group was approximately HK\$265,000 (2016: approximately HK\$419,000).

於報告期末，本集團根據融資租賃持有的汽車賬面淨值為約港幣265,000元(二零一六年：約港幣419,000元)。

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### 14. Interests in Associates

This represents the Group's share of the interests in associates which are engaged in the exploration, exploitation and development of coal mine in the Philippines.

### 14. 於聯營公司的權益

此乃本集團分佔於菲律賓從事煤礦勘探、開採及開發之聯營公司之權益。

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Share of net assets of associates	分佔聯營公司淨資產		
At the beginning of the year	於年初	—	27,436
Share of results of associates	應佔聯營公司業績	—	(27,436)
At the end of the year	於年終	—	—

Details of associates are as follows:

聯營公司之詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Registered capital 註冊資本	Attributable equity interest held by an indirect wholly-owned subsidiary of the Group 應佔本集團經一間間接擁有之全資附屬公司持有之股權		Principal activities 主要業務		
			2017 二零一七年	2016 二零一六年	Directly 直接	Indirectly 間接	Directly 直接
Great Wall Mining and Power Corp. ("Great Wall")	Philippines 菲律賓	PHP2,500,000 2,500,000披索	40%	24%	40%	24%	Coal mining 煤礦開採
Eastern Star Mining and Power Corp. ("Eastern Star")	Philippines 菲律賓	PHP2,500,000 2,500,000披索	40%	—	40%	—	Investment holding 投資控股

Note: The boards of Great Wall and Eastern Star are not controlled by the Group.

附註：Great Wall及Eastern Star之董事會不受本集團控制。

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### 14. Interests in Associates (Continued)

All of the above associates are accounted for using equity method in the consolidated financial statements.

The development of the associate's coal mine had been suspended due to the Department of Environment and Natural Resources of Philippines ("DENR") has not granted a tree cutting permit which would have enabled the associate to build a road to get access to the mining area. In addition, upon election of the new president in the year 2016, the new Philippines government planned to review coal power projects and to seek for the increase use of renewable energy in response to the protest of anti-coal activists and environmental advocates. Hence, the condition of the development of the associate's coal mine in the Philippines became considerably unfavourable to the Group. In view of the ongoing suspension for the development of the coal mine and the pessimistic business outlook of the coal industry in the Philippines, the management had concluded that no future economic benefits were expected to be generated by the associate. Accordingly, full impairment losses of interests in associates, amounting to HK\$27,436,000 attributable to the Group's interests therein was recognised in consolidated profit or loss for the year ended 31 December 2016.

Although a moratorium of the work commitments for the project was subsequently granted by the Department of Energy of the Philippines to 17 December 2018, the management of the Group considered that due to the construction of the project can only be resumed upon the grant of tree cutting permit, no recoverable amount of interests in associates was expected before the free cutting was issued.

### 14. 於聯營公司的權益(續)

上述所有聯營公司均使用權益法於綜合財務報表入賬。

聯營公司之煤礦開發已經暫停，原因是菲律賓環境及自然資源部(「環境及自然資源部」)並無授出可讓聯營公司修建接通採礦區之公路所需之砍樹許可證。此外，於2016年新總統獲選後，菲律賓新政府計劃審查煤電項目及尋求提高再生能源的採用，以回應反煤炭活動激進人士及環保倡議者之抗議。因此，聯營公司於菲律賓的煤礦開發狀況變得對本集團相當不利。鑑於煤礦開發之持續停頓和煤炭行業於菲律賓的黯淡前景，管理層已得出結論，聯營公司預期將不會產生任何未來經濟利益。因此，本集團已就應佔聯營公司之權益，在截至二零一六年十二月三十一日止年度，確認於聯營公司權益之全數減值虧損港幣27,436,000元。

雖然菲律賓能源部於期後就項目之工程承諾授出暫緩令至二零一八年十二月十七日，但由於項目的建設工程只能於授出砍樹許可證後恢復，本集團管理層認為，在發出砍樹許可證前於聯營公司的權益不存在可收回金額。

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## 綜合財務報表附註

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### 14. Interests in Associates (Continued)

### 14. 於聯營公司的權益(續)

Summarised financial information in respect of the Group's associates is set out below:

有關本集團聯營公司之財務資料概述如下：

		Eastern Star		Great Wall		Total 總計	
		2017	2016	2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total non-current assets	總非流動資產	235	235	14,516	14,505	14,751	14,740
Total current assets	總流動資產	137	137	1,055	1,046	1,192	1,183
Total non-current liabilities	總非流動負債	—	—	—	—	—	—
Total current liabilities	總流動負債	(106)	(97)	(15,433)	(15,412)	(15,539)	(15,509)
Net assets	淨資產	266	275	138	139	404	414
Total revenue	總收益	—	—	—	—	—	—
Loss	虧損	(9)	(10)	(1)	(3)	(10)	(13)
Other comprehensive expense	其他全面支出	—	—	—	—	—	—
Total comprehensive expense	全面支出總額	(9)	(10)	(1)	(3)	(10)	(13)
Dividends received from associates	已收聯營公司股息	—	—	—	—	—	—

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### 14. Interests in Associates (Continued)

Reconciliation of above summarised financial information to carrying amount of interests in associates to the consolidated financial statements:

### 14. 於聯營公司的權益(續)

上述有關聯營公司之概述財務資料與綜合財務報表內的聯營公司權益之賬面值對賬：

	Eastern Star		Great Wall		Total 總計	
	2017	2016	2017	2016	2017	2016
	二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Net assets of associates before fair value adjustment at acquisition	266	275	138	139	404	414
Group's effective interest	40%	40%	64%	64%		
Group's share of net assets of associates before fair value adjustment at acquisition	106	110	88	89	194	199
Effect of fair value adjustment at acquisition	—	—	81,915	81,915	81,915	81,915
Effect of accumulated impairment losses recognised in application of equity accounting by the Group.	(110)	(110)	(81,605)	(81,605)	(81,715)	(81,715)
Unrecognised share of losses of associates	4	—	1	—	5	—
Others	—	—	(399)	(399)	(399)	(399)
Carrying amounts of Group's interests in associates	—	—	—	—	—	—

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### 14. Interests in Associates (Continued)

### 14. 於聯營公司的權益(續)

#### Unrecognised share of losses of associates

#### 未確認之分佔聯營公司虧損

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
The unrecognised share of losses of associates for the year	本年度未確認之分佔聯營公司虧損	5	—

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cumulative unrecognised share of losses of associates	累計未確認之分佔聯營公司虧損	5	—

At the end of reporting period, the provision of cost for rehabilitation is not recognised in the interests in associates as the extent of rehabilitation has not yet been defined and agreed as they will be defined and imposed by the authority on issuing the tree-cutting licence.

於報告期末，復原成本撥備並未於聯營公司的權益確認，因復原程度將在有關部門授出砍伐許可證時釐定及規定，因此復原程度尚未釐定及協定。

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### 15. Interests in a Joint Venture

The interests held by the Group in a joint venture which is engaged in the exploration, exploitation and development of oil and gas in the Philippines is 80% (2016: 80%).

### 15. 於合營企業的權益

本集團於菲律賓從事油氣勘探、開採及開發之合營企業持有之實際權益為80% (二零一六年：80%)。

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At the beginning of the year	於年初	330,768	134,877
Additional investment	額外投資	5,822	93,515
Share of result of joint venture, including reversal of impairment losses recognised	應佔合營企業業績，包括 已確認之減值虧損撥回	20,880	102,376
At the end of the year	於年終	357,470	330,768

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### 15. Interests in a Joint Venture (Continued)

Details of impairment test on interests in a joint venture are as follows:

At the end of the reporting periods, i.e. 31 December 2017 and 31 December 2016, the management of the Group engaged an independent professional valuer, namely, BMI Appraisals Limited, to assist the management of the Group in determining the recoverable amounts of the Group's interests in a joint venture. The recoverable amounts were measured by reference to the fair value less costs of disposal at the end of the reporting period.

Since the production plans for the oil and gas field have not yet been finalised, management of the Group considered that fair value less costs of disposal was the appropriate methodology to determine the recoverable amounts.

The recoverable amounts of the Group's interests in a joint venture exceeded the carrying amounts as at 31 December 2017, resulting in a reversal of impairment losses amounting to approximately HK\$20,880,000 (2016: approximately HK\$102,376,000) attributable to the Group's interests in a joint venture, which was recognised in the consolidated statement of profit or loss for the year ended 31 December 2017. The reversal of impairment loss was due to the rebound of the market prices of oil and gas during the year ended 31 December 2017.

### 15. 於合營企業的權益(續)

於合營企業權益之減值測試詳情如下：

於二零一七年十二月三十一日及二零一六年十二月三十一日報告期末，本集團管理層已委聘一間獨立專業估值師行(即中和邦盟評估有限公司)協助本集團管理層釐定於合營企業權益之可收回金額。可收回金額乃參照於報告期末之公平值減出售成本計量。

由於油氣田的生產計劃尚未落實，本集團管理層認為公平值減出售成本為釐定於合營企業權益可收回金額之恰當方法。

於二零一七年十二月三十一日，本集團於合營企業權益之可收回金額超出合營企業權益之賬面值，導致本集團應佔合營企業之權益於截至二零一七年十二月三十一日止年度的綜合損益表確認減值虧損撥回約港幣20,880,000元(二零一六年：約港幣102,376,000元)。撥回乃由於截至二零一七年十二月三十一日止年度油氣市場價格回升所致。



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### 15. Interests in a Joint Venture (Continued)

Movements in accumulated impairment losses on interests in a joint venture are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
At the beginning of the year	於年初	142,024	244,400
Reversal of impairment losses recognised	已確認之減值虧損撥回	(20,880)	(102,376)
At the end of the year	於年終	121,144	142,024

### 15. 於合營企業的權益(續)

有關合營企業累計減值虧損之變動如下：

**Recoverable amounts of interests in a joint venture, measured at its fair value less costs of disposal at the end of the reporting period**

**(i) Fair value hierarchy**

The fair value measurement of the Group's interests in a joint venture, measured at the end of reporting period for the Group's impairment assessment purposes, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement", falls into Level 2.

**(ii) Valuation techniques and key assumptions used in Level 2 fair value measurement**

The fair value measurement of the Group's interests in a joint venture is determined using market approach based on price information on recent comparable sale and purchase transactions of oil and gas fields of similar character and location and oil and gas price indexes at the end of each reporting period.

合營企業權益的可收回金額(按報告期末其公平值減出售成本計量)

**(i) 公平值層級**

本集團合營企業權益的公平值(按報告期末其減值評估目的計量)，分為三級公平值層級(定義見香港財務報告準則第13號「公平值計量」)，歸類為第二級。

**(ii) 第二級公平值計量使用之估值方法及主要假設**

本集團的合營企業權益的公平值計量乃採用市場法釐定，而該市場法乃基於最近具類似特徵及位置之油氣田之可資比較買賣交易之價格資料，及於每個報告期末的油氣價格指數。

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### 15. Interests in a Joint Venture (Continued)

#### (iii) Valuation inputs and relations to fair value

The following table summarises the quantitative information about the significant valuation inputs used in the fair value measurements of the Group's interests in a joint venture.

### 15. 於合營企業的權益(續)

#### (iii) 估值輸入數據及與公平值的關係

下表概述有關計量本集團於合營企業權益的公平值所用重大估值輸入數據的定量資料。

Description 描述	Valuation Methodology 估值方法	Valuation key input 估值主要輸入數據	Range of inputs 輸入數據範圍		Relationship of valuation inputs to fair value 估值輸入數據與公平值的關係	
			2017 二零一七年	2016 二零一六年		
Interests in a joint venture 於合營企業的權益	Market approach 市場法	Petroleum reserve & resource 石油儲備及來源			The higher, petroleum reserve & resource, the higher the fair value 石油儲備及來源愈高，公平值愈高	
			- Oil portion - 石油部份	46.3 MMBBL 46.3百萬桶		46.3 MMBBL 46.3百萬桶
			- Gas portion - 油氣部份	87.5 MMBOE 87.5百萬桶油當量		87.5 MMBOE 87.5百萬桶油當量
			Price per reserve & resource 每個儲備及來源價格	US\$3.987/BBL 3.987美元/桶		US\$3.544/BBL 3.544美元/桶

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### 15. Interests in a Joint Venture (Continued)

Summarised financial information in respect of the Group's joint venture are set out below:

### 15. 於合營企業的權益(續)

有關本集團合營企業之財務資料概述如下：

		Philippines 菲律賓	
		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total non-current assets	總非流動資產	215,225	207,565
Total current assets	總流動資產	13	20
Total non-current liabilities	總非流動負債	—	—
Total current liabilities	總流動負債	—	—
Net assets	淨資產	215,238	207,585
<b>The above amounts include the followings:</b>	<b>以上金額包括下列各項：</b>		
Cash and cash equivalents	現金及現金等值物	13	20
Current financial liabilities (excluding trade and other payables and provision)	流動財務負債 (不包括應付賬款及其他應付款及撥備)	—	—
Non-current financial liabilities (excluding trade and other payables and provision)	非流動財務負債 (不包括應付賬款及其他應付款及撥備)	—	—

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### 15. Interests in a Joint Venture (Continued)

### 15. 於合營企業的權益(續)

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total revenue	總收益	—	—
Loss	虧損	(398)	—
Other comprehensive income	其他全面收益	—	—
Total comprehensive expense	全面支出總額	(398)	—
Dividends received from the joint venture	從合營企業收到之股息	—	—
<b>The above profit or loss includes the followings:</b>	<b>以上金額包括下列各項：</b>		
Depreciation and amortisation	折舊及攤銷	—	—
Interest income	利息收入	—	—
Interest expense	利息支出	—	—
Income tax expense	所得稅開支	—	—

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### 15. Interests in a Joint Venture (Continued)

Reconciliation of above summarised financial information to carrying amounts of interests in a joint venture in the consolidated financial statements:

### 15. 於合營企業的權益(續)

上述有關合營企業之概述財務資料與綜合財務報表內的合營企業權益之賬面值對賬：

		Philippines 菲律賓	
		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Net assets of joint venture as shown in its financial statements	合營企業財務報表所載淨資產	215,238	207,585
Group's effective interest	本集團有效權益	80%	80%
Group's share of joint venture's net assets	本集團應佔合營企業淨資產	172,190	166,068
Effect of fair value adjustment at acquisition	於收購時作出公平值調整之影響	309,804	309,804
Effect of accumulated impairment loss recognised in application of equity accounting by the Group	本集團應用權益會計法確認累計減值虧損之影響	(121,144)	(142,024)
Others	其他	(3,380)	(3,080)
Carrying amounts of Group's interests in a joint venture	本集團於合營企業權益之賬面值	357,470	330,768

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### 16. Deferred Exploration Expenditure

### 16. 遞延勘探開支

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Exploration phase	勘探階段		
At cost	按成本	26,265	25,548
Less: Impairment losses	減：減值虧損	(26,265)	(25,548)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>—</b>	<b>—</b>
Reconciliation of movements:	變動對賬：		
At the beginning of the year	於年初	—	25,048
Amount recognised	已確認金額	717	500
Impairment losses	減值虧損	(717)	(25,548)
<b>At the end of the year</b>	<b>於年終</b>	<b>—</b>	<b>—</b>

Deferred exploration expenditure represented the expenses incurred for the exploration of a gas project in Central Luzon of the Philippines.

The exploration period of the gas project had expired on 28 February 2017, the management of the Group concluded that no future economic benefits would be expected to be generated by the gas project and full impairment loss of approximately HK\$717,000 (2016: approximately HK\$25,548,000) was recognised during the year ended 31 December 2017.

Although an extension was subsequently granted by Department of Energy of the Philippines to 9 November 2019, the management of the Group considered that due to the delay in the development of the gas project, the recoverability of the gas project was still in doubt.

遞延勘探開支乃就菲律賓中呂宋天然氣項目產生之勘探費用。

天然氣項目勘探期已於二零一七年二月二十八日到期，是故本集團管理層預期天然氣項目將不會產生任何未來經濟利益，並於截至二零一七年十二月三十一日止年度確認全數減值虧損約港幣717,000元(二零一六年：約港幣25,548,000元)。

雖然菲律賓能源部於期後批准續期至二零一九年十一月九日，但由於天然氣項目之開發有所延誤，本集團管理層認為該項目之可收回性仍存著不確定性。

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### 17. Amounts due from Associates

### 17. 應收聯營公司款項

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts due from associates	應收聯營公司款項	16,307	16,287
Impairment losses	減值虧損	(16,307)	(16,287)
		—	—

As explained in note 14 to the consolidated financial statements, due to the ongoing suspension for the development of coal mine and the pessimistic business outlook of the coal industry in the Philippines, the management of the Group concluded that the amounts due from associates were expected to be irrecoverable and impairment losses of HK\$20,000 (2016: HK\$16,287,000) were recognised in the consolidated profit or loss for the year.

誠如綜合財務報表附註14所載，由於煤礦開發持續暫停及於菲律賓煤炭行業的黯淡前景，本公司管理層認為本年度應收聯營公司款項預期為不可收回並於綜合損益表中確認減值虧損港幣20,000元(二零一六年：港幣16,287,000元)。

The amounts due from associates are unsecured and non-interest bearing and have no fixed terms of repayment.

應收聯營公司款項為無抵押、免息及無固定還款期。

### 18. Other Receivables

### 18. 其他應收款項

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Prepayments	預付款項	1,905	1,339
Deposits and other debtors	按金及其他應收款項	797	668
Amounts due from parties to a joint venture (Note)	應收合營企業方款項(附註)	36,605	33,513
		39,307	35,520

Note:

The amounts due from parties to a joint venture represent the capital contributions paid on behalf of parties to a joint venture. The amounts are interest-free, repayable on demand and to be recover through their participating interests and profit sharing in the joint venture.

附註：

應收合營企業方款項指代表合營企業方支付的資本出資。該等款項為免息，須按要求償還並通過由其於合營企業中的參與股份及溢利分成收回。

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### 18. Other Receivables (Continued)

The carrying amounts of the Group's other receivables are denominated in the following currencies:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
HK dollars	港元	796	724
Renminbi	人民幣	949	272
Macau Pataca	澳門元	12	15
Philippine Peso	菲律賓披索	—	1
US dollars	美元	37,550	34,508
		<b>39,307</b>	<b>35,520</b>

None of the other receivables is either past due or impaired. The financial assets included in the above balances are related to receivables for which there has been no recent history of default.

The maximum exposure to credit risk at the reporting date is carrying value of each class of receivables mentioned above.

### 18. 其他應收款項(續)

本集團其他應收款項的賬面值以下列貨幣計值：

概無其他應收款項為逾期或已減值。上述結餘包括之財務資產乃與最近並無拖欠記錄之應收款項有關。

於報告日期的信貸風險最高承擔額為上述各項應收款項的賬面值。



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### 19. Cash and Cash Equivalents

### 19. 現金及現金等值物

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cash at banks	銀行現金	4,853	4,580
Cash in hand	手頭現金	41	118
		<b>4,894</b>	<b>4,698</b>

The Group's cash and cash equivalents of approximately HK\$251,000 (2016: HK\$986,000) were deposited with banks in the PRC. The remittance of these funds out of the PRC is subject to exchange control restrictions imposed by the PRC government.

本集團的現金及現金等值物約251,000港元(二零一六年：986,000港元)已存放於中國銀行。將此等資金匯出中國須受到中國政府推行之外匯控制規定之限制。

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### 19. Cash and Cash Equivalents and Other Cash Flow Information (Continued)

#### 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 statement of cash flows as cash flows from financing activities.

### 19. 現金及現金等值物及其他現金流信息 (續)

#### 融資活動所產生負債的對賬

下表列示本集團融資活動所產生負債變動之詳情，包括現金及非現金變動。融資活動所產生之負債乃指該些負債之過往或將來之現金流量均會在本集團之綜合現金流量表中，被歸類為融資活動所產生現金流量。

		Amounts due to directors 應付董事款項	Amounts due to a shareholder 應付股東款項	Convertible bonds 可換股債券	Obligations under finance lease 融資租賃責任	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
As at 1 January 2017	於二零一七年一月一日	735	9	145,960	377	147,081
Changes from financing cash flows:	融資現金流量之變動：					
Advances from directors	來自董事墊款	5,319	—	—	—	5,319
Advances from a shareholder	來自股東墊款	—	40,861	—	—	40,861
Interest paid/payable	已付／應付利息	—	—	(14,965)	(15)	(14,980)
Capital elements of finance lease paid/ payable	已付／應付融資租賃本金	—	—	—	(162)	(162)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動總額</b>	<b>5,319</b>	<b>40,861</b>	<b>(14,965)</b>	<b>(177)</b>	<b>31,038</b>
Other Changes:	其他變動：					
Interest expenses	利息支出	—	—	18,786	15	18,801
<b>Total other changes</b>	<b>其他變動總額</b>	<b>—</b>	<b>—</b>	<b>18,786</b>	<b>15</b>	<b>18,801</b>
As at 31 December 2017	於二零一七年十二月三十一日	<b>6,054</b>	<b>40,870</b>	<b>149,781</b>	<b>215</b>	<b>196,920</b>

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### 20. Other Payables

### 20. 其他應付款項

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Accrued charges	應計費用	12,566	9,594
Interest payables	應付利息	6,603	5,638
Other payables	其他應付款項	1,114	921
		<b>20,283</b>	16,153

The carrying amounts of the above balances are denominated in the following currencies:

以上款項的賬面值以下列貨幣計值：

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
HK dollars	港元	18,583	13,878
Renminbi	人民幣	291	575
Macau Pataca	澳門元	1,308	555
Philippine Peso	菲律賓披索	—	548
US dollars	美元	101	597
		<b>20,283</b>	16,153

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### 21. Amounts due to Directors

### 21. 應付董事款項

		2017 二零一七年	2016 二零一六年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
LAI Chun Liang	來俊良	601	264
LIN Zhang	林漳	5,453	471
		<b>6,054</b>	735

The amounts due to directors are unsecured, interest-free and have no fixed terms of repayment.

應付董事款項為無抵押、免息及無固定還款期。

### 22. Amounts due to a Shareholder

### 22. 應付股東款項

		2017 二零一七年	2016 二零一六年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
LAM Nam	林南	40,870	9

The amounts are unsecured, interest-free and have no fixed repayment terms.

款項為無抵押、免息及無固定還款期。

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### 23. Convertible Bonds

### 23. 可換股債券

		Convertible Bonds A	Convertible Bonds B	Total
		可換股債券A	可換股債券B	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2016	於二零一六年一月一日	97,013	—	97,013
Issue of convertible bonds	發行可換股債券	—	44,926	44,926
Interest charged	已徵收利息	11,923	6,791	18,714
Interest paid/payable	已付/應付利息	(10,062)	(4,631)	(14,693)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	98,874	47,086	145,960
Interest charged	已徵收利息	11,092	7,694	18,786
Interest paid/payable	已付/應付利息	(9,966)	(4,999)	(14,965)
At 31 December 2017	於二零一七年十二月三十一日	<b>100,000</b>	<b>49,781</b>	<b>149,781</b>

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Carrying amount repayable	須償還之賬面值		
Overdue	逾期	<b>100,000</b>	—
Within one year	於一年內	<b>49,781</b>	98,874
More than one year, but not exceeding two years	多於一年但不超過兩年	—	47,086
		<b>149,781</b>	145,960

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### 23. Convertible Bonds (Continued)

### 23. 可換股債券(續)

The details of convertible bonds issued by the Company are as follows:

本公司發行的可換股債券資料如下：

	Convertible Bonds A ("CB A") 可換股債券A(「可換股債券A」)	Convertible Bonds B ("CB B") 可換股債券B(「可換股債券B」)
Principal amount: 本金額：	HK\$100,000,000 in HKD settlement 港幣100,000,000元，以港幣償付	HK\$50,000,000 in HKD settlement 港幣50,000,000元，以港幣償付
Interest: 利率：	10% p.a. payable quarterly 按年利率10厘計息，須每季支付	10% p.a. payable semi-annually 按年利率10厘計息，須每半年支付
Issue date: 發行日期：	21 July 2015 二零一五年七月二十一日	28 January 2016 二零一六年一月二十八日
Maturity date: 到期日：	21 July 2017 (Note (a)) 二零一七年七月二十一日(附註(a))	28 January 2018 (Note (b)) 二零一八年一月二十八日(附註(b))
Conversion price per share: 每股換股價：	HK\$0.4 港幣0.4元	HK\$0.414 港幣0.414元
Particulars of guarantee: 擔保詳情：	Personal guarantee given by Mr. Lam Nam, the controlling shareholder of the Company 由本公司控股股東林南先生作出個人擔保	Personal guarantee given by Mr. Lam Nam, the controlling shareholder of the Company 由本公司控股股東林南先生作出個人擔保
Survival of conversion right: 換股權持續生效條款：	Exercisable until fully settled 完全償還前，換股權持續有效	Exercisable until fully settled 完全償還前，換股權持續有效
Notes		附註
(a)	On 31 May 2018, the Company, its holding Company, Silver Star, and Mr. Lam Nam, the ultimate controlling party of the Company ("Personal Guarantor") and the holder of CB A entered into a Deed of Undertaking; and the Company, the Personal Guarantor and the holder of CB A entered into the Supplemental Deed, together with the Deed of Undertaking, ("the "Extension Arrangement") pursuant to which the parties agreed that the maturity date of CB A to be extended from 21 July 2017 to 21 May 2019, which is subject to the Stock Exchange's listing approval.	(a) 於二零一八年五月三十一日，本公司、其控股公司 Silver Star、本公司最終控制方林南先生(「個人擔保人」)與可換股債券A的持有人訂立承諾契據；及本公司、個人擔保人與可換股債券A的持有人訂立補充契據(聯同承諾契據統稱為「延長安排」)，據此，各方同意將可換股債券A的到期日(待聯交所批准上市後)由二零一七年七月二十一日延長至二零一九年五月二十一日。
(b)	On 15 October 2018, the Company and holder of CB B also entered into an amendment deed pursuant to which both parties agreed that the maturity date of CB B to be extended from 28 January 2018 to 31 March 2019, which is subject to the Stock Exchange's listing approval.	(b) 於二零一八年十月十五日，本公司與可換股債券B的持有人亦訂立修訂契據，據此，雙方同意將可換股債券B的到期日(待聯交所批准上市後)由二零一八年一月二十八日延長至二零一九年三月三十一日。

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### 24. Deferred Taxation

The Group's major deferred tax liabilities recognised and movements thereon during the current and prior years are summarised below:

### 24. 遞延稅項

本集團於本年度及上年度確認之重大遞延稅項負債及其變動概述如下：

		Convertible bonds 可換股債券 HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	493
Recognition upon issuance of convertible bonds	於發行可換股債券時確認	837
Credit to income statement for the year (note 8)	本年度計入收益表(附註8)	(663)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日	667
Credit to income statement for the year (note 8)	本年度計入收益表(附註8)	(631)
At 31 December 2017	於二零一七年十二月三十一日	36

No deferred tax asset has been recognised in the consolidated financial statements of the Group in respect of tax losses of approximately HK\$37,871,000 (2016: approximately HK\$33,214,000) available to offset future profits due to the unpredictability of future profit streams against which the asset can be utilised. The unrecognised deferred tax asset of the Group in respect of deductible temporary differences attributable to unused tax losses as at 31 December 2017 amounted to approximately HK\$6,637,000 (2016: approximately HK\$5,698,000).

由於未能預測會否有未來溢利來源可以資產予以抵銷，故並無就可予抵銷未來溢利之稅務虧損約港幣37,871,000元(二零一六年：約港幣33,214,000元)於本集團之綜合財務報表確認遞延稅項資產。於二零一七年十二月三十一日，本集團尚未就本集團未使用稅務虧損應佔可扣稅暫時差異確認之遞延稅項資產約為港幣6,637,000元(二零一六年：約港幣5,698,000元)。

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### 25. Obligations under Finance Leases

The Group leased a motor vehicle under finance leases during the year. The lease term is 5 years. Interest rate is fixed at 4.84% per annum at the contract date. The Group has an option to purchase the motor vehicle for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

### 25. 融資租賃責任

於年內本集團以融資租約租賃一機動車輛，租期五年，於合約日以固定年利率4.84%計息。於租賃期滿本集團可選擇以面值購買該機動車輛。該租約未有就或有租金作出安排。

		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金現值	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts payable under finance leases:	融資租賃應付 款項：				
Within one year	一年內到期	177	177	171	163
In more than one year and not more than five years	二至五年期	44	221	44	214
		221	398	215	377
Less: Future finance charges	減：未來融資開支	(6)	(21)	N/A	N/A
Present value of lease obligations	租約責任現值	215	377	215	377
Less: Amounts due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期 (列入流動 負債)			(171)	(163)
Amounts due for settlement after 12 months	十二個月後應到期 支付的款項			44	214

The Group's obligations under finance leases are secured by the lessor's title to the leased assets.

租賃人根據融資租賃持有資產的所有權已作抵押，作為本集團融資租賃責任之擔保。



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### 26. Share Capital

### 26. 股本

		Number of shares 股份數目		Amount 金額	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
		'000 千股	'000 千股	HK\$'000 港幣千元	HK\$'000 港幣千元
Authorised:	法定：				
Ordinary shares of HK\$0.04 each	每股面值 港幣0.04元的 普通股	<b>5,000,000</b>	5,000,000	<b>200,000</b>	200,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	於年初	<b>2,937,538</b>	2,787,538	<b>117,502</b>	111,502
Issue of shares under share subscription	股份認購發行 股份	—	150,000	—	6,000
At the end of the year	於年終	<b>2,937,538</b>	2,937,538	<b>117,502</b>	117,502

Pursuant to a subscription agreement dated 9 May 2016, an aggregate of 150,000,000 ordinary shares were allotted and issued to an independent third party at HK\$0.414 per share for cash. The new shares rank pari passu in all respects with the existing shares of the Company.

根據二零一六年五月九日訂立之認購協議，本公司按每股港幣0.414元現金向一獨立第三方配發及發行150,000,000股普通股。新股份於各方面均與本公司現有股份享有同等地位。

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### 27. Retirement Benefit Schemes

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions at HK\$1,500 or 5% of the relevant payroll costs, whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The employees of the Group’s subsidiaries in the People’s Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

### 27. 退休福利計劃

本集團為香港所有合資格僱員經營一項強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開處理，由獨立受託人控制之基金持有。根據強積金計劃之規定，僱主及其僱員均須各自向該計劃繳納港幣1,500元或相關薪金成本5% (以較低者為準)之供款。本集團就強積金計劃具有之唯一責任為根據該計劃繳納所需供款。

本集團於中華人民共和國境內附屬公司之僱員是一項由當地政府經營之國家管理退休福利計劃之成員。該等附屬公司須按薪金成本之指定百分比向該退休福利計劃供款，以便為該等福利提供資金。本集團就該退休福利計劃具有之唯一責任為繳納指定供款。

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### 28. Related Party Transactions

Save as disclosed in elsewhere in these consolidated financial statements, the Group had transactions with the following related parties during the year:

- (a) Transactions and balances between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.
- (b) Remuneration for key management personnel of the Group, including the Company's Directors and certain highest paid employees, is set out in note 9 to the financial statements.
- (c) During the year, the Group made/received advances to/from related parties. Details and balances outstanding as at 31 December 2017 are disclosed in notes 17, 18, 21 and 22 to the financial statements.
- (d) During the year, the Group paid office rentals in amounts of approximately HK\$542,000 (2016: approximately HK\$500,000) to the company controlled by Mr. Lam Nam, the ultimate controlling party of the Group.

The related party transactions in respect of (b), (c) and (d) above constituted connected transactions as defined in Chapter 20 of the GEM Listing Rules. However, the transactions were exempt from the disclosure requirements in Chapter 20 of the GEM Listing Rules.

The related party transactions in respect of (a) above do not constitute connected transactions as defined in Chapter 20 of the GEM Listing Rules.

### 28. 關連方交易

除於本綜合財務報表其他地方所披露外，本集團於年內與關聯方進行以下交易：

- (a) 本公司與其附屬公司(為本公司關連方)之交易及結餘已於綜合賬目撇銷及並無在本附註中披露。
- (b) 本集團主要管理人員(包括本公司董事及若干最高薪酬僱員)之酬金載於財務報表附註9。
- (c) 於年內，部份本集團向關連方作出／收取墊款。詳情及於二零一七年十二月三十一日之未償還結餘於財務報表附註17、18、21及22部份披露。
- (d) 於年內，本集團向本集團之最終控制方林南先生控制的公司支付辦公室租金約港幣542,000元(二零一六年：約港幣500,000元)。

以上關連方交易(b)、(c)和(d)構成GEM上市規則第二十章所定義之關連交易。此等交易豁免遵守GEM上市規則第二十章內的披露規定。

以上關連方交易(a)並不構成GEM上市規則第二十章所定義之關連交易。

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### 29. Operating Leases

Minimum lease payments paid by the Group as lessee under operating leases during the year:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Premises and equipment	物業及設備	2,009	2,056

At the reporting date, the total commitments for future minimum lease payments under non-cancelable operating leases are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Premises and equipment	物業及設備		
— within 1 year	— 一年內	1,254	861
— after 1 year	— 一年後		
but within 5 years	但五年內	68	428
		1,322	1,289

### 29. 經營租約

本集團於年內根據經營租約支付之最低租金：

於報告日期，根據不可撤銷經營租約有關未來最低租金之總承擔如下：

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### 30. Capital Commitments

At the reporting date, the capital commitments outstanding contracted for but not provided for in these consolidated financial statements are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Contributions to a joint venture	出資予合營企業	49,158	45,364
Contributions to a gas project in Central Luzon of the Philippines	出資予菲律賓 中呂宋天然氣項目	21,100	—
		<b>70,258</b>	45,364

### 30. 資本承擔

於報告日期，已訂約惟未於本綜合財務報表撥備之尚未履行資本承擔如下：

### 31. Financial Risk and Capital Risk Management

#### (a) Financial risk management

##### (a) Categories of financial instruments

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Financial assets – loans and receivables</b>	<b>財務資產 – 貸款及應收款項</b>		
Financial assets included in other receivables	計入其他應收款項的財務資產	37,402	34,181
Cash and cash equivalents	現金及現金等值物	4,894	4,698
		<b>42,296</b>	38,879

### 31. 財務風險及資本風險管理

#### (a) 財務風險管理

##### (a) 財務工具之分類

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### 31. Financial Risk and Capital Risk Management (Continued)

### 31. 財務風險及資本風險管理(續)

#### (a) Financial risk management (Continued)

#### (a) 財務風險管理(續)

#### (a) Categories of financial instruments (Continued)

#### (a) 財務工具之分類(續)

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Financial liabilities, at amortised cost</b>	<b>財務負債，按攤銷成本計</b>		
Other payables	其他應付款項	20,283	16,153
Amounts due to directors	應付董事款項	6,054	735
Convertible bonds	可換股債券	149,781	145,960
Obligations under finance leases	融資租賃責任	215	377
Amounts due to a shareholder	應付股東款項	40,870	9
		<b>217,203</b>	<b>163,234</b>

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies

The Group's major financial instruments are disclosed in section (a) of this note. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk and policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (i) Market risk management

##### Foreign currency risk

The Group has certain foreign currency cash and cash equivalents, other receivables, amounts due from associates and other payables denominated in foreign currencies other than the respective functional currencies of the entities and thus expose the Group to foreign currency risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策

本集團之主要財務工具於本附註(a)部份披露。有關該等財務工具之風險包括市場風險(外幣風險及利率風險)、信貸風險及流動資金風險，而減低該等風險之政策於下文載列。管理層管理及監察該等風險，以確保適時實行有效之適當措施。

#### (i) 市場風險管理

##### 外幣風險

本集團擁有以外幣(實體之有關功能貨幣除外)列值之外幣現金及現金等值物、其他應收款項、應收聯營公司及其他應付款項，因此本集團須承受外幣風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

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### 31. Financial Risk and Capital Risk Management (Continued)

### 31. 財務風險及資本風險管理(續)

#### (a) Financial risk management (Continued)

#### (a) 財務風險管理(續)

#### (b) Financial risk management and policies (Continued)

#### (b) 財務風險管理及政策(續)

##### (i) Market risk management (Continued)

##### (i) 市場風險管理(續)

Foreign currency risk (Continued)

外幣風險(續)

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

於報告日期，本集團以外幣列值之重大貨幣資產及貨幣負債之賬面值如下：

		Assets 資產	
		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Renminbi	人民幣	1,278	1,282
Macau Pataca	澳門幣	18	15
United State dollar	美元	37,013	34,473
Philippine Peso	菲律賓披索	501	266
		Liabilities 負債	
		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Renminbi	人民幣	7,146	4,445
Macau Pataca	澳門幣	692	734
United State dollar	美元	169	105
Philippine Peso	菲律賓披索	73	45



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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies (Continued)

##### (i) Market risk management (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The following table indicates the changes in the Group's loss for the year and consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. As the Hong Kong dollar is pegged to the United State dollar, the risk of movements in exchange rates between the Hong Kong dollar and the United States dollar is assumed to be insignificant. The analysis is performed on the same basis in 2017 and 2016.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策(續)

##### (i) 市場風險管理(續)

外幣風險(續)

敏感度分析

下表列明在假設所有其他風險變量不變的情況下，集團面對重大風險之外匯匯率如在報告期末出現變動，對本集團的損益和綜合權益的變動。由於港幣與美元掛鈎，因此預設港元與美元之間的匯率波動風險並不重大。二零一七年和二零一六年的分析是在同一基礎上進行。

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### 31. Financial Risk and Capital Risk Management (Continued)

### 31. 財務風險及資本風險管理(續)

#### (a) Financial risk management (Continued)

#### (a) 財務風險管理(續)

#### (b) Financial risk management and policies (Continued)

#### (b) 財務風險管理及政策(續)

#### (i) Market risk management (Continued)

#### (i) 市場風險管理(續)

Foreign currency risk (Continued)

外幣風險(續)

Sensitivity analysis (Continued)

敏感度分析(續)

		2017 二零一七年			2016 二零一六年		
		Increase (decrease) in foreign exchange rates	Increase (decrease) in loss for the year and accumulated losses	Increase (decrease) in consolidated equity	Increase (decrease) in foreign exchange rates	Increase (decrease) in loss for the year and accumulated losses	Increase (decrease) in consolidated equity
		匯率百分比 增加(減少)	本年度虧損 及累計虧損 增加(減少)	綜合權益 增加(減少)	匯率百分比 增加(減少)	本年度虧損 及累計虧損 增加(減少)	綜合權益 增加(減少)
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Renminbi	人民幣	5%	(293)	293	5%	(158)	158
		(5%)	293	(293)	(5%)	158	(158)
Macau Pataca	澳門幣	5%	(34)	34	5%	(36)	36
		(5%)	34	(34)	(5%)	36	(36)
United State dollar	美元	5%	1,842	(1,842)	5%	1,718	(1,718)
		(5%)	(1,842)	1,842	(5%)	(1,718)	1,718
Philippine Peso	菲律賓披索	5%	21	(21)	5%	11	(11)
		(5%)	(21)	21	(5%)	(11)	11

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies (Continued)

##### (i) Market risk management (Continued)

##### Interest rate risk

The Group's interest rate risk is primarily from the convertible bonds issued at fixed rate which exposes the Group to fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

##### (ii) Credit risk management

As at 31 December 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策(續)

##### (i) 市場風險管理(續)

##### 利率風險

本集團之利率風險主要來自按固定利率發行之可換股債券，令本集團承擔公平價值利率風險。本集團目前並無利率對沖政策。然而，管理層監察利率風險，並會於有需要時考慮對沖重大利率風險。

##### (ii) 信貸風險管理

於二零一七年十二月三十一日，本集團所面對之最高信貸風險(將因對方未能履行責任而對本公司構成財務虧損)為綜合財務狀況表所述相關已確認財務資產之賬面值。

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies (Continued)

##### (ii) Credit risk management (Continued)

In order to minimise the credit risk in relation to amounts due from parties to a joint venture, the Group obtained collateral from parties to a joint venture. In relation to other receivables, the management has strengthened the monitoring of credit limits, granting of credit approvals and other credit review procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of the individual receivable at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the majority of the counterparties are reputable banks or banks with high credit ratings assigned by international credit-rating agencies.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策(續)

##### (ii) 信貸風險管理(續)

為減低有關應收合營企業方款項之信貸風險，本集團已獲取合營企業方的抵押品。有關其他應收款項，管理層已加強監管信貸額、信貸審批及其他信貸評估程序，以確保採取跟進行動以收回逾期債務。此外，管理層於各報告日期均會檢討各個別應收款項之可收回金額，以確保已就不可收回金額作出足夠減值虧損。就此而言，管理層認為，本集團之信貸風險已大大減低。

由於交易對方大部份為信譽良好之銀行或獲國際信貸評級機構授予高信貸評級之銀行，故流動資金之信貸風險有限。

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies (Continued)

##### (iii) Liquidity risk management

In the management of the liquidity risk, the management manages its funds conservatively by maintaining a comfortable level of cash and cash equivalents in order to meet continuous operational need. Various bank facilities and credit lines will be considered to fund any emergency liquidity requirements. The Group relies on fund raising activities from issuance of shares and convertible bonds as principal sources of liquidity. Further details of measures taken in order to improve the liquidity of the Group are explained in note 3 to the consolidated financial statements.

Cash flow forecasts are prepared by management of the operating segments of the Group and aggregated by the directors of the Company to monitor forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策(續)

##### (iii) 流動資金風險管理

於管理流動資金風險時，管理層透過維持足夠水平之現金及現金等值物，保守管理其資金，以應付持續經營需要。本集團將考慮多項銀行融資及信貸額度，以為任何緊急流動資金需要提供資金。本集團倚賴發行股份及可換股債券之集資活動作為流動資金之主要來源。有關本集團改善流動資金之措施之進一步詳情於綜合財務報表附註3內解釋。

現金流量預測乃於本集團各營運分部編製，並由本公司董事彙集，監察本集團的預測流動資金需求，確保本集團有充足現金應付營運所需。

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (a) Financial risk management (Continued)

#### (b) Financial risk management and policies (Continued)

#### (iii) Liquidity risk management (Continued)

The following tables detail the Group's remaining contractual maturity for its financial liabilities, which are based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

### 31. 財務風險及資本風險管理(續)

#### (a) 財務風險管理(續)

#### (b) 財務風險管理及政策(續)

#### (iii) 流動資金風險管理(續)

下表詳述本集團就其財務負債之餘下合約到期情況，乃基於財務負債之未貼現現金流量以及本集團可能須支付之最早日期而定。下表包括利息及主要現金流量。

		On demand or less than 1 year	More than 1 year	Total undiscounted cash flows	Total carrying amount at 31/12/2017 於二零一七年 十二月三十一日 之賬面總值
		按要求或 少於一年	多於一年	未貼現現金 流量總額	之賬面總值
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
2017	二零一七年				
Obligations under finance leases	融資租賃責任	177	44	221	215
Other payables	其他應付款項	20,283	—	20,283	20,283
Amounts due to a shareholder	應付股東款項	—	40,870	40,870	40,870
Amounts due to directors	應付董事款項	6,054	—	6,054	6,054
Convertible bonds	可換股債券	165,000	5,096	170,096	149,781
		191,514	46,010	237,524	217,203

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### 31. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(iii) Liquidity risk management (Continued)

### 31. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理(續)

	On demand or less than 1 year	More than 1 year	Total undiscounted cash flows	Total carrying amount at 31/12/2016	
	按要求或少於一年	多於一年	未貼現現金流量總額	於二零一六年十二月三十一日之賬面總值	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	港幣千元	港幣千元	港幣千元	港幣千元	
2016		二零一六年			
Obligations under finance leases	融資租賃責任	177	221	398	377
Other payables	其他應付款項	16,153	—	16,153	16,153
Amounts due to a shareholder	應付股東款項	9	—	9	9
Amounts due to directors	應付董事款項	735	—	735	735
Convertible bonds	可換股債券	112,500	55,000	167,500	145,960
		129,574	55,221	184,795	163,234

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### 31. Financial Risk and Capital Risk Management (Continued)

#### (b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

### 31. 財務風險及資本風險管理(續)

#### (b) 資本風險管理

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。

與業內其他企業一致，本集團按淨債務對權益比率監察資本。比率以淨債務除以總權益計算。淨債務以總負債(包括綜合財務狀況表所示之流動及非流動負債)減現金及現金等值物計算。總權益指綜合財務狀況表所示之權益。



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### 31. Financial Risk and Capital Risk Management (Continued)

#### (b) Capital risk management (Continued)

During 2017, the Group's strategy, which was unchanged from 2016, was to maintain the net debt-to-equity ratio at an acceptable level. The net debt-to-equity ratios at 31 December 2017 and 2016 are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total debts	總債務	217,239	163,901
Less: Cash and cash equivalents	減：現金及現金等值物	(4,894)	(4,698)
Net debt	淨債務	212,345	159,203
Total equity	總權益	185,069	207,997
Net debt-to-equity ratio	淨債務對權益比率	115%	77%

#### (c) Fair value measurement

The Group has no financial assets and financial liabilities that are measured at fair value on a recurring basis.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

### 31. 財務風險及資本風險管理(續)

#### (b) 資本風險管理(續)

於二零一七年內，本集團之策略(自二零一六年起維持不變)為將淨債務對權益比率維持於可接受水平。於二零一七年及二零一六年十二月三十一日之淨債務對權益比率如下：

#### (c) 公平值計量

本集團並無財務資產及財務負債需按經常性基準以公平值計量。

董事認為於綜合財務報表確認之財務資產及財務負債之賬面值與其公平值相若。

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### 32. Particulars of Subsidiaries

### 32. 附屬公司詳情

Particulars of the Company's subsidiaries at 31 December 2017 were as follows:

於二零一七年十二月三十一日，本公司之附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal entity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及 總足股本/ 註冊資本*	Proportion of nominal value of issued capital/registered capital held by the Company 本公司持有之已發行股本/ 註冊資本所佔面值比例				Principal activities 主要業務
				2017 二零一七年		2016 二零一六年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Kanstar Environmental Technology Group Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1,000 1,000美元	100%	—	100%	—	Investment holding 投資控股
Win Easy International Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Polyard Petroleum Resources Development Inc	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Mexford Holdings Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$50,000 50,000美元	—	100%	—	100%	Investment holding 投資控股
Carson Coal Trading Co., Limited 佳信煤炭銷售有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1 港幣1元	—	100%	—	100%	Trading of minerals and energy products 礦物及能源產品買賣
Blue Sky Power Company Limited 藍天電力有限公司 (formerly Polyard Natural Gas Power Plant Group Limited) (前稱為百田天然氣發電集團有限公司)	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$30,000,000 港幣30,000,000元	—	100%	—	100%	Operation of power plant 發電廠營運
Modern Lucky International Limited 新運通國際有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$2 港幣2元	—	100%	—	100%	Investment holding 投資控股
Polyard Petroleum (Hong Kong) Limited 百田石油(香港)有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1 港幣1元	—	100%	—	100%	Investment holding 投資控股

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### 32. Particulars of Subsidiaries (Continued)

### 32. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal entity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及總足股本/註冊資本*	Proportion of nominal value of issued capital/registered capital held by the Company 本公司持有之已發行股本/註冊資本所佔面值比例				Principal activities 主要業務
				2017 二零一七年		2016 二零一六年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Polyard Petroleum International Company Limited 百田石油國際有限公司	Macau 澳門	Limited Liability Company 有限責任公司	MOP40,000,000 40,000,000 澳門元	—	100%	—	100%	Investment holding 投資控股
Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$100,000 港幣100,000元	—	70%	—	70%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Sinotech Polyard (Beijing) Resource Science and Technology Limited 中科百田(北京)資源科技有限公司	PRC 中國	Limited Liability Company 有限責任公司	HK\$4,000,000 港幣4,000,000元	—	92.5%	—	92.5%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Polyard International Mining Company Limited 百田國際礦業有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1,000,000 港幣1,000,000元	—	100%	—	100%	Investment holding 投資控股
Joyful View International Limited 景悅國際有限公司	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Polyard Petroleum Philippines Company Limited, Inc.	Philippines 菲律賓	Limited Liability Company 有限責任公司	PHP10,000,000 10,000,000披索	—	100%	—	100%	Mineral and energy related business 礦物及能源相關業務
Mass Leader Inc.	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$50,000 50,000美元	—	63%	—	63%	Investment holding 投資控股
China International Mining Petroleum Company Limited 中國國際礦業石油有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$10,000,000 港幣10,000,000元	—	63%	—	63%	Mineral and energy related business 礦物及能源相關業務

None of the subsidiaries had issued any debt securities at the end of the year.

於年終，概無附屬公司發行任何債務證券。

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-controlling Interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

### 33. 擁有重大非控制性權益之非全資附屬公司詳情

下表列示本集團擁有重大非控制性權益之非全資附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/ principle place of business 註冊成立/ 主要營業地點	Proportion of ownership interest and voting rights held by non- controlling interests 非控制性權益所持有權益 及投票權比例		(Loss)/Profit allocated to non-controlling interests 非控制性權益 所佔(虧損)/溢利		Accumulated non-controlling interests 累計非控制性權益	
		2017	2016	2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
				HK\$'000	HK\$'000	HK\$'000	HK\$'000
				港幣千元	港幣千元	港幣千元	港幣千元
Mass Leader Inc	BVI/Hong Kong 英屬處女群島/香港	37%	37%	(2)	(5)	115	117
China International Mining Petroleum Company Limited 中國國際礦業石油有限公司	Hong Kong 香港	37%	37%	8,434	32,174	54,673	46,239
Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Hong Kong 香港	30%	30%	(794)	(2,062)	(3,432)	(2,638)
Individually immaterial subsidiaries with non-controlling interests 擁有非控制性權益之個別 不屬重大附屬公司				(149)	(226)	(701)	(552)
				7,489	29,881	50,655	43,166

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

Summarized financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intergroup eliminations.

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

本集團擁有重大非控制性權益之各附屬公司之財務資料概要載列如下。下文之財務資料概要呈示集團內對銷前之金額。

Mass Leader Inc		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current assets	流動資產	14,072	14,072
Non-current assets	非流動資產	10,000	10,000
Current liabilities	流動負債	23,760	23,753
Non-current liabilities	非流動負債	—	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	197	202
Non-controlling interests	非控制性權益	115	117
Revenue	收益	—	—
Expenses	開支	(7)	(11)
Loss for the year	本年度虧損	(7)	(11)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(5)	(6)
Loss attributable to the non-controlling interests	非控制性權益應佔虧損	(2)	(5)
Loss for the year	本年度虧損	(7)	(11)

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Mass Leader Inc		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	—	—
Other comprehensive income attributable to the non-controlling interests	非控制性權益應佔其他全面收益	—	—
<b>Other comprehensive income for the year</b>	<b>本年度其他全面收益</b>	<b>—</b>	<b>—</b>
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面支出總額	<b>(5)</b>	<b>(6)</b>
Total comprehensive expense attributable to the non-controlling interests	非控制性權益應佔全面支出總額	<b>(2)</b>	<b>(5)</b>
<b>Total comprehensive expense for the year</b>	<b>本年度全面支出總額</b>	<b>(7)</b>	<b>(11)</b>
<b>Net cash outflow from operating activities</b>	<b>經營業務現金流出淨額</b>	<b>(18)</b>	<b>(2)</b>
Net cash inflow from investing activities	投資活動現金流入淨額	—	—
Net cash inflow from financing activities	融資活動現金流入淨額	<b>18</b>	<b>2</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	—	—
<b>Net cash inflow</b>	<b>現金流入淨額</b>	<b>—</b>	<b>—</b>

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-controlling Interests (Continued)

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

China International Mining Petroleum Company Limited 中國國際礦業石油有限公司		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	37,403	34,310
Non-current assets	非流動資產	357,703	331,081
Current liabilities	流動負債	258,471	246,507
Non-current liabilities	非流動負債	—	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	81,962	72,645
Non-controlling interests	非控制性權益	54,673	46,239
Revenue	收益	—	—
Expenses	開支	(5,996)	(21,456)
Share of profit of a joint venture	應佔合營企業利潤	20,880	102,376
Profit for the year	本年度溢利	14,884	80,920
Profit attributable to owners of the Company	本公司擁有人應佔溢利	7,164	48,746
Profit attributable to the non-controlling interests	非控制性權益應佔溢利	7,720	32,174
Profit for the year	本年度溢利	14,884	80,920

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

China International Mining Petroleum Company Limited 中國國際礦業石油有限公司		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Other comprehensive income(expense) attributable to owners of the Company	本公司擁有人應佔其他全面收益(支出)	1,012	(1)
Other comprehensive income(expense) attributable to the non-controlling interests	非控制性權益應佔其他全面收益(支出)	595	(1)
Other comprehensive income(expense) for the year	本年度其他全面收益(支出)	1,607	(2)
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	8,176	48,745
Total comprehensive income attributable to the non-controlling interests	非控制性權益應佔全面收益總額	8,315	32,173
Total comprehensive income for the year	本年度全面收益總額	16,491	80,918
Net cash outflow from operating activities	經營業務現金流出淨額	(8,086)	(46,031)
Net cash outflow from investing activities	投資活動現金流出淨額	(5,822)	(93,527)
Net cash inflow from financing activities	融資活動現金流入淨額	13,846	140,029
Effect of foreign exchange rate changes	外幣匯率變動之影響	1	(108)
Net cash (outflow) inflow	現金(流出)流入淨額	(61)	363



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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司		2017 二零一七年	2016 二零一六年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	33,947	28,376
Non-current assets	非流動資產	1,000	1,000
Current liabilities	流動負債	46,387	38,170
Non-current liabilities	非流動負債	—	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	(8,008)	(6,156)
Non-controlling interests	非控制性權益	(3,432)	(2,638)
Revenue	收益	5,982	6,036
Expenses	開支	(8,628)	(12,910)
Loss for the year	本年度虧損	(2,646)	(6,874)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,852)	(4,812)
Loss attributable to the non-controlling interests	非控制性權益應佔虧損	(794)	(2,062)
Loss for the year	本年度虧損	(2,646)	(6,874)

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### 33. Details of Non-Wholly-Owned Subsidiaries that have Material Non-Controlling Interests (Continued)

### 33. 擁有重大非控制性權益之非全資附屬公司詳情(續)

Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司		2017 二零一七年	2016 二零一六年
		<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	—	—
Other comprehensive income attributable to the non-controlling interests	非控制性權益應佔其他全面收益	—	—
Other comprehensive income for the year	本年度其他全面收益	—	—
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面支出總額	<b>(1,852)</b>	(4,812)
Total comprehensive expense attributable to the non-controlling interests	非控制性權益應佔全面支出總額	<b>(794)</b>	(2,062)
Total comprehensive expense for the year	本年度全面支出總額	<b>(2,646)</b>	(6,874)
Net cash outflow from operating activities	經營業務現金流出淨額	<b>(669)</b>	(3,506)
Net cash inflow from investing activities	投資活動現金流入淨額	—	—
Net cash inflow from financing activities	融資活動現金流入淨額	<b>667</b>	3,509
Effect of foreign exchange rate changes	外幣匯率變動之影響	—	—
Net cash (outflow)/inflow	現金(流出)/流入淨額	<b>(2)</b>	3

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Annual Report 2017 二零一七年年報

### 34. Information about the Statement of Financial Position of the Company

### 34. 有關本公司財務狀況表之資料

		2017 二零一七年	2016 二零一六年
	Note 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	—	—
Interests in subsidiaries	於附屬公司之權益	237,687	266,350
		237,687	266,350
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Other receivables	其他應收款項	434	393
Cash and bank balances	現金及銀行結餘	4	13
		438	406
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables	其他應付款項	(10,391)	(9,180)
Convertible bonds	可換股債券	(149,781)	(98,874)
		(160,172)	(108,054)
<b>NET CURRENT LIABILITIES</b>	<b>淨流動負債</b>	(159,734)	(107,648)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	77,953	158,702
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	—	(47,086)
Deferred tax liabilities	遞延稅項負債	(36)	(667)
		(36)	(47,753)
<b>NET ASSETS</b>	<b>淨資產</b>	77,917	110,949
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>		
Share capital	股本	117,502	117,502
Reserves	儲備	(39,585)	(6,553)
	(i)		
<b>TOTAL EQUITY</b>	<b>總權益</b>	77,917	110,949

Approved and authorised for issue by the board of directors on 18 December 2018.

經董事會於二零一八年十二月十八日核准及授權刊印。

**KUAI Wei**  
Director

**LIN Zhang**  
Director

董事  
鄺偉

董事  
林漳

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

### 34. Information about the Statement of Financial Position of the Company (Continued)

### 34. 有關本公司財務狀況表之資料(續)

#### (i) Reserves

#### (i) 儲備

		Share premium 股份溢價	Accumulated losses 累計虧損	Convertible bonds reserve 可換股債券儲備	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	941,937	(957,313)	634	(14,742)
Loss for the year	本年度虧損	—	(50,537)	—	(50,537)
Issue of shares under share subscription	根據股份認購發行股份	56,075	—	—	56,075
Recognition of equity component of convertible bonds	確認可換股債券權益部分	—	—	3,488	3,488
Deferred tax liabilities on recognition of equity component of convertible bonds	確認可換股債券權益部份之遞延稅項負債	—	—	(837)	(837)
At 31 December 2016	於二零一六年十二月三十一日	998,012	(1,007,850)	3,285	(6,553)
At 1 January 2017	於二零一七年一月一日	998,012	(1,007,850)	3,285	(6,553)
Loss for the year	本年度虧損	—	(33,032)	—	(33,032)
At 31 December 2017	於二零一七年十二月三十一日	998,012	(1,040,882)	3,285	(39,585)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度

Annual Report 2017 二零一七年年報

### 34. Information about the Statement of Financial Position of the Company (Continued)

#### (i) Reserves (Continued)

##### (a) Nature and purpose of reserves

###### (i) Share premium

Under the Companies Law (Revised) Chapter 22 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 or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

###### (ii) Convertible bonds reserve

The convertible bonds reserve has been set up and is dealt with in accordance with the accounting policies adopted for convertible bonds in note 3(p).

##### (b) Distributability of reserves

At the end of the reporting period, the Company had no reserves available for distribution to owners of the Company (2016: HK\$Nil).

### 35. COMPARATIVE FIGURES

Certain comparative figures have been classified to conform to current year's presentation.

### 34. 有關本公司財務狀況表之資料(續)

#### (i) 儲備(續)

##### (a) 儲備之性質及目的

###### (i) 股份溢價

根據開曼群島公司法(經修訂)第22章,本公司之股份溢價可用以分派或派付股息予股東,惟須按照其公司組織章程大綱或細則之規定,及於緊隨分派或派付股息後,本公司須有能力償還其日常業務中之到期債務。

###### (ii) 可換股債券儲備

可換股債券儲備經已設立,並根據附註3(p)所載就可換股債券採納之會計政策處理。

##### (b) 可供分派儲備

於報告期末,本公司並無儲備可供分派予本公司擁有人(二零一六年:無)。

### 35. 比較數字

若干數字已予分類,以符合本年度的呈列方式。

## Five Year Financial Summary 五年財務概要

Polyard Petroleum International Group Limited 百田石油國際集團有限公司

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Group, are set out below:

本集團於過去五個財政年度之綜合業績、資產及負債之概要(摘錄自本集團之經審核綜合財務報表)載列如下:

### Results

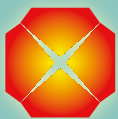
### 業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年	2014 二零一四年	2015 二零一五年	2016 二零一六年	2017 二零一七年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	—	—	—	—	—
Loss attributable to	應佔虧損					
— Owners of the Company	— 本公司擁有人	(40,104)	(1,076,075)	(99,583)	(51,694)	(31,992)
— Non-controlling interests	— 非控制性權益	(5,793)	(43,344)	(38,360)	29,855	6,934
		(45,897)	(1,119,419)	(137,943)	(21,839)	(25,058)

### Assets and Liabilities

### 資產及負債

		At 31 December 於十二月三十一日				
		2013 二零一三年	2014 二零一四年	2015 二零一五年	2016 二零一六年	2017 二零一七年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Total assets	總資產	1,469,271	274,724	273,781	371,898	402,308
Total liabilities	總負債	(225,213)	(149,656)	(107,160)	(163,901)	(217,239)
Net assets	淨資產	1,244,058	125,068	166,621	207,997	185,069



POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED  
百田石油國際集團有限公司

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