



中油港燃能源集團控股有限公司

CHINA OIL GANGRAN ENERGY GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8132

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2018

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This announcement, for which the directors (the “Directors”) of China Oil Gangran Energy Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

The unaudited revenue of the Company and its subsidiaries (collectively the “Group”) for the three months ended 30 June 2018 (the “Financial Period”) was approximately HK\$17.9 million, representing a decrease of approximately 82.6% from approximately HK\$102.9 million for the comparable period of last year. Such decrease in the unaudited revenue was mainly attributable to a drop in revenues from (i) the sales of refined oil and the trading of Methyl tert-butyl ether (“MTBE”), a chemical used as a component in fuel for gasoline engines of automobiles; and (ii) the sale of power cords and inlet sockets for household electric appliances as well as power and data cords for mobile phones and medical control devices.

The Group’s unaudited loss attributable to the Company’s owners decreased to approximately HK\$13.6 million from approximately HK\$28.3 million for the comparable period of last year. The main reason for the decrease in loss attributable to the Company’s owners was the decrease in share-based payment expense of approximately HK\$12.2 million for the Financial Period.

The board (the “Board”) of the Directors does not recommend to pay dividend for the Financial Period.

Business Review

During the Financial Period, the Group continued to operate a diverse business portfolio comprising: (i) the manufacture and sale of power cords and inlet sockets for household electric appliances; power and data cords for mobile phones and medical control devices; (ii) the trading of mobile smart phones and glasses; (iii) the liquefied natural gas (“LNG”), compressed natural gas (“CNG”) and other related clean energy businesses; (iv) refined oil retail business; and (v) trading of MTBE (collectively the “Business Sectors”). Despite the challenging development in the power cords and inlet sockets for household electric appliances sector and power and data cords for mobile phones and medical control devices sector, the Group continues to diversify its operating risks and expand its sources of revenue and proactively seeks to capture a full spectrum of development strategies and investment opportunities. Prior to the Financial Period, the Group contributed capital in conjunction with two strategic collaborative partners to establish a subsidiary, Jiangxi China Oil Gangran Energy Technology Company Limited (江西中油港燃能源科技有限責任公司) (the “Jiangxi China Oil”), in the People’s Republic of China (the “PRC”) for conducting the business of the LNG, the CNG and related clean energy, for which the Group acts as its controlling shareholder and holding a 51%-stake.

In terms of the geographical market performance, United States and the PRC contributed to approximately 21% (2017: approximately 6%) and approximately 60% (2017: approximately 91%) of the Group's total unaudited revenue respectively, while the remaining revenue of approximate 19% (2017: approximately 3%) came from its other markets, including Taiwan and Hong Kong.

Power Cords and Inlet Sockets for Household Electric Appliances

The unaudited revenue of the Group from power cords and inlet sockets for household electric appliances was approximately HK\$1.1 million (2017: approximately HK\$1.9 million) in the Financial Period, representing a year-on-year decrease of approximately 42.1%.

The Group's power cords and inlet sockets used in household electric appliances received safety approvals and/or certificates in many countries, many of which also conform with eleven types of international safety standards. The unaudited revenue from such business experienced a downturn during the Financial Period due to fierce market competition and the Group believes that the business segment contributes a limited source of income for the Group.

Power and Data Cords for Mobile Phones and Medical Control Devices

With fierce competition in the power and data cords sector during the Financial Period, the Group focused on those customer groups generating high profit margins and rigorously controlled its production costs; and the Group's unaudited revenue from power and data cords for mobile phones recorded a decrease of approximately 67.2% to approximately HK\$2 million (2017: approximately HK\$6.1 million) for the Financial Period.

The power and data cords for mobile phones are generally used for power charging and data transfer and are essential accessories for all mobile phones. The decreasing demand for telecommunication devices, especially in the PRC, limited the Group's expansion in the market of power and data cords of mobile phones. All our power and data cords conform with the standards of mobile phone designs set by USB Implementers Forum, Inc..

During the Financial Period, the Group's unaudited revenue from power and data cords for medical control devices was approximately HK\$2.6 million (2017: approximately HK\$6.5 million), representing a year-on-year decrease of approximately 60%.

The power and data cords for medical control devices are multi-functional products which are mainly exported to the customer in the United States. The devices are then used for further assembly and are processed into final products (which include keyboards, pillow speakers, bed controls, bed cables and call cords to be sold to hospitals and clinics).

Trading of Mobile Smart Phones

With fierce competition in the power and data cords sector, the Group started the trading of mobile smart phones. The Group's unaudited revenue from the trading of mobile smart phones reached approximately HK\$1.4 million (2017: HK\$1 million) for the Financial Period.

Development of Digital Applications

In 2013, the Group acquired 3 Dynamics (Asia) Limited ("3 Dynamics"), a developer of mobile phone games and digital applications.

Pursuant to the sale and purchase agreement in respect of the acquisition of 3 Dynamics (the "Sale and Purchase Agreement"), Mr. Chung Wai Sum (the "Vendor") irrevocably and unconditionally warrants and guarantees to Dynamic Miracle Limited, a wholly-owned subsidiary of the Company (the "Dynamic Miracle") that the audited net profits after tax of 3 Dynamics as shown in its audited financial statement for the 12 months from the date of the completion of acquisition, i.e. for the period from 11 December 2013 to 10 December 2014 (the "Relevant Period") shall not be less than HK\$42,000,000 (the "Profit Guarantee"). The Profit Guarantee is secured by 140,000,000 consideration shares ("Escrow Shares") of the Company issued to the Vendor. As certified by the previous auditors of 3 Dynamics, 3 Dynamics has recorded a net loss after tax in its audited financial statement for the period from 11 December 2013 to 10 December 2014 and there was no profit for the Relevant Period pursuant to the SPA. Under the terms and conditions as stipulated in SPA, the Escrow Shares would be sold in order to pay for the Profit Guarantee. During the year ended 31 March 2016, a portion of the Escrow Shares were sold to pay for the Profit Guarantee. An amount of HK\$20,000,000 was received by the Group to partially settle the Profit Guarantee obligation of the Vendor. As at 31 March 2018 and 2017, the balance of HK\$22,000,000 ("Contingent Consideration Receivables") was still outstanding for the Profit Guarantee and only 73,870,000 (after adjustment for share subdivision and consolidation) of the Escrow Shares remained as a security for the Profit Guarantee.

During the period ended 30 June 2018, the Company is still negotiating with the Vendor continuously to recover the Contingent Consideration Receivables. However, given that the Contingent Consideration Receivables has been long outstanding despite of the Escrow Shares held, the Board considered that the chance to collect the Contingent Consideration Receivables would be low and has made full provision for the amount receivable during the year ended 31 March 2017.

Liquefied Natural Gas and Clean Energy Business

During the Financial Period, the demand for LNG, a type of clean energy resource, decreased due to the volatile fluctuation of crude oil prices, which affected the Group's earnings from this business segment. Operating through Jiangxi China Oil, the Group continued to develop the businesses of LNG, CNG and related clean energy. Through the patented technology it held, Jiangxi China Oil also helped the conversion of diesel-powered vessels to run on LNG, which is more environmental friendly and also prolonged the engine's lifespan. Jiangxi China Oil also embarked on joint research projects with some of China's top tertiary institutions and research units to uncover possibilities of conversion technology upgrades. Jilin China Oil Gangran Energy ("Jilin China Oil"), another subsidiary of the Group, has entered into negotiations with the Jilin Oilfield Management Bureau to jointly develop the related oilfields.

Taking into account China's positive policy and market developments for clean energy utilisation, the Group remains confident this business segment will eventually drive its profitability and revenue growth going forward into the country's 13th Five-Year Plan period from 2016 to 2020.

Refined Oil Retail Business

In order to expand the Group's principal business, the Group has diversified its business development by engaging in the refined oil retail business commencing in mid 2015.

Jiangxi China Oil entered into an agreement with Jiangxi Jiujiang Sales Branch Company of PetroChina Company Limited (中國石油天然氣股份有限公司江西九江銷售分公司) in relation to the leasing of six bunker barges (加油船), each with a loading capacity of 1,800 tonnes and a total loading capacity of 10,800 tonnes. The Group operates such leased bunker barges in the Yangtze River, Gan River and Poyang Lake basins, the PRC to develop its refined oil sales business in the PRC.

The Group has successfully obtained a Refined Oil Retail License (成品油零售經營批准證書) from the Business Bureau of Jiangxi Province of the PRC which enables the Group to engage in the retail business of refined oil. The Board is of the view that the development of refined oil business can help to strengthen the Group's position in the energy industry and enhance the future earnings of the Group. As such, the aforesaid lease and future refined oil sales business is in the interests of the Company and its shareholders (the "Shareholders") as a whole.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries by the Directors, Jiangxi Jiujiang Sales Branch Company of PetroChina Company Limited (中國石油天然氣股份有限公司江西九江銷售分公司) and its ultimate beneficial owners are third parties independent of and not connected with the Company and connected persons (as defined in the GEM Listing Rules).

During the Financial Period, the sales of refined oil contributed approximately HK\$7.7 million (2017: approximately HK\$24 million) turnover to the Group, represented a decrease of 67.9% from preceding period.

Trading of Methyl tert-butyl ether (甲基叔丁基醚) and other chemicals

During the Financial Period, the Group continued its trading of MTBE, a gasoline additive and used almost exclusively as a component in fuel for gasoline engines. Besides increasing the octane number, MTBE also reduces the fuel vapour pressure (Reid vapour pressure), so that the vapour emissions during automobile fuelling and operation are reduced. In addition, MTBE reduces exhaust emissions, particularly carbon monoxide, unburnt hydrocarbons, polycyclic aromatics and particulate carbon. In the PRC, where the oxygenated content and environmental concerns are of paramount importance, MTBE is used in significant quantities. During the Financial Period, the trading of MTBE generated an unaudited revenue of approximately HK\$3 million to the Group (2017: approximately HK\$63.2 million), representing a decrease of approximately 95.3%.

Potential Acquisition Activities

During the Financial Period, the Group continued to look for other investment opportunities so as to achieve the aims of business diversification, to expand the source of income and optimise the returns to the Shareholders.

Reference is made to the announcements of the Company dated 7 August 2014, 20 October 2014, 12 February 2015 and 16 October 2015 in relation to the memorandum of understanding dated 7 August 2014, supplemental memorandum of understanding dated 20 October 2014 and the second supplemental memorandum of understanding dated 12 February 2015 signed by the Group and Sino Grandway International Investment Limited (the “Sino Grandway”) in relation to the Company’s proposed investment in the Sino Grandway to engage in the mining and sales of quartz stone and the production of float glass in the PRC.

On 5 February 2016, the Group entered into the acquisition agreement (the “Acquisition Agreement”) with Zhang Weihua (“Vendor A”) and Wei Yingming (“Vendor B”), pursuant to which the Company has conditionally agreed to acquire and Vendor A and Vendor B have conditionally agreed to sell 800,000,000 shares of Sino Grandway, representing the entire issued share capital of the Sino Grandway, at an aggregate consideration of RMB100,000,000 which shall be satisfied by cash. On 4 May 2016, the Company entered into a supplemental agreement with Vendor A and Vendor B under which the parties thereto agreed that as additional time was required to complete the due diligence exercise, the long stop date was extended from 5 April 2016 to 30 June 2016.

The Acquisition Agreement lapsed on 30 June 2016. Due to no further extension of the long stop date, the deposit paid amounting to HK\$32,000,000 was required to be refunded to the Group.

On 28 June 2017, HK\$9,100,000 of the above deposits was refunded to the Company and a provision was made for the remaining balance of HK\$22,900,000.

On 3 July 2017 and 19 September 2017, HK\$2,000,000 and HK\$20,900,000 of the above deposits was refunded to the Company respectively. As a result, the amount of HK\$22,900,000 provision made for the deposits has been reversed in financial year ended 31 March 2018.

Fundraising Activity

On 22 June 2018 and 28 June 2018, the Company entered into a conditional placing agreement (the “Placing Agreement”) and a supplemental agreement respectively with Taijin Securities and Futures Limited (the “Placing Agent”), pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a fully underwritten basis (formerly on a best effort basis according to the Placing Agreement) not less than six placees who and whose ultimate beneficial owners shall be independent third parties to subscribe for up to 1,000,000,000 placing shares (the “Placing Shares”) at the placing price of HK\$0.041 per Placing Share (the “Placing”). The 1,000,000,000 Placing Shares represent (i) approximately 16.28% of the existing issued share capital of the Company as at 22 June 2018; and (ii) approximately 14.00% of the issued share capital of the Company as enlarged by the allotment and issue of all the Placing Shares. The gross proceeds from the Placing will be HK\$41 million. The net proceeds, after deduction of all relevant expenses are estimated to be approximately HK\$39.65 million. The Company intends to apply the net proceeds from the Placing as to approximately HK\$28.9 million for the repayment of promissory notes due in the financial year ending 31 March 2019, HK\$2.25 million for the repayment of interests on bonds and the remaining balance of approximately HK\$8.5 million as general working capital of the Group. For further details of the Placing, please refer to the announcement of the Company dated 22 June 2018 and 28 June 2018.

Resignation of independent non-executive Directors

On 8 June 2018, the Company announced that Ms. Eugenia Yang has tendered her resignation as an independent non-executive Director of the Company with effect from 7 June 2018. Ms. Yang has confirmed that she has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to her resignation.

Change in composition of board committees

On 8 June 2018, the Company announced that, Mr. Hua Xujie, a non-executive Director, has been appointed as the chairman of the nomination committee of the Board with effect from 7 June 2018.

On 8 June 2018, the Company announced that, Mr. Sun Dexin, an independent non-executive Director, has been appointed as a member of the audit committee of the Board with effect from 7 June 2018.

On 8 June 2018, the Company announced that, Dr. Zheng Jian Peng, an executive director, has been appointed as a member of the remuneration committee of the Board with effect from 7 June 2018.

Outlook

During the Financial Period, the global economic environment is still deeply fluctuating. The medium-to-long-term economic growth of the PRC has slowed down. Falling commodity price, the declining global industrial output and depressed trading added to the uncertainties. Due to the challenging macro-economic conditions, the Group recorded a 82.6% decrease in overall unaudited revenue, which was mainly contributed by the decline in (i) the sales of refined oil and MTBE trading, and (ii) the sales of power cords and inlet sockets for household electric appliances; power and data cords for mobile phones and medical control devices.

While this low-growth environment appears likely to persist in 2018 and beyond, the Group is steadfastly committed to expanding its market presence and profitability, through an operational strategy calculated to broaden its revenue bases and capture new business opportunities presented by the market developments and in alignment with the PRC's 13th Five-Year Plan and the "One Belt One Road" plan.

The significant drop in revenue from the sales of refined oil and the trading of MTBE was due to changes in the PRC's environmental regulations. A ban of sand mining was imposed in the middle and lower Gan River which caused sand mining vessels along Gan River, being major customers of Jiangxi China Oil's six bunker barges to stop operating and indirectly caused an upward fluctuation in the prices of chemical.

The unaudited revenue from power cords and inlet sockets for household electric appliances, power and data cords for mobile phones and medical devices decreased during the Financial Period and the Group believes that the market competition continues to be fierce in the future.

In line with the PRC's 13th Five-Year Plan, which continues to encourage LNG utilisation within the waterborne transportation industry, the Group will continue to leverage on the patent technology held by the Jiangxi China Oil for the conversion of vessel to LNG bunkers and develop this business segment further. Presently, such conversion can result in a saving of 15% of fuel cost, a 70% reduction in emission of nitrogen oxides (NOx) and longer engine life. However, the continuously low prices of crude oil deterred vessel operators from utilising natural gas, which was costlier, hence slowing the demand for such clean energy. Over the longer haul, the Group believes that the demand for LNG will continue to expand due to state policies mandating environmental protection.

Through Jiangxi China Oil, the Group has also embarked on research and development projects jointly with the country's key tertiary institutions and research organisations, such as Harbin Industrial University, with a view of optimising and upgrading its technology for LNG vessels conversion. Recent years have seen China pursuing a clean energy policy, including one for the waterborne transportation sector, as evident in a plan by the Ministry of Transport of the PRC to cut polluting emission from vessels in the Pearl River Delta, Yangtze River Delta and Bohai Sea by 65% by 2020. The country also plans to boost its regulations preventing ship and port pollution, reducing emission and promoting the use of clean energy. Nationwide guidelines and measures promulgated by the state to promote natural gas consumption across all transportation sectors included Guiding Opinions on Accelerating the LNG Utilisation in the Waterborne Industry; Administrative Measures of Standardised Subsidy on Inland Canal Vessel and Plan to Cope with Climate Changes (2014-2020).

Given these definitive policy and industry trends, the Group has tasked Jiangxi China Oil to set up oil and natural gas refilling stations, as part of an initiative to refine its product sales model. Alongside PetroChina Company, Sinopec, and CNOOC, Jiangxi China Oil holds the franchise to operate six refuelling vessels, each weighing 1,800 tonnes, in Yangtze River, Gan River and Poyang Lake. Discussions are also underway between Jilin China Oil, another subsidiary of the Group, and the Jilin Oilfield Management Bureau on possible collaboration projects, such as electrical energy upgrades and joint exploration of local oilfields. All these potential projects are moving forward to the technical and feasibility analysis stage. Successful execution of the above initiatives will position the Group as a credible clean energy provider in China's waterborne transportation sector.

In 2013, Chinese President Xi Jinping outlined the nation's "One Belt One Road" plan, which is a developmental initiative designed to link China's Southern and Eastern commercial hubs with Europe and Africa. This strategic initiative to create a modern trade route through infrastructure investments is expected to bring an array of possibilities. Responding positively to the vision, the Group is confident that "One Belt One Road" will open new markets for its entry and expansion. Building on its robust business foundation in clean energy, the Group sees itself being offered the opportunities to branch into newer product categories, including solar power, solar thermal energy, new energy automobiles, day-to-day clean energy applications, cultural tourism and big-data network solutions.

While the growth opportunities are wide ranging, the challenge for the Group is to assess, identify and take advantage of those that can ensure the attractiveness of its corporate brand is maintained and that high quality execution is sustained. To accomplish this, considerable risk management and control are called for, with a degree of prudence to be exercised on every major business decision made.

Over the years ahead, the clean energy business will remain as a significant part of the Group, owing to its promising outlook combined with the positive policy milieu and market from the PRC. Still, continual improvement and innovation in product portfolio is critical in securing optimal returns and value for the Shareholders and its other stakeholders.

FIRST QUARTERLY UNAUDITED RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the Financial Period together with the comparative unaudited figures for the three months ended 30 June 2017 (the “Previous Corresponding Period”) as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2018

		For the three months ended 30 June	
		2018	2017
	<i>Note</i>	HK\$'000	HK\$'000
Revenue	3	17,859	102,861
Cost of sales		<u>(16,740)</u>	<u>(96,020)</u>
Gross profit		1,119	6,841
Other income and gain or (loss)	4	355	6,816
Selling expenses		(1,627)	(1,212)
Administrative expenses		<u>(11,590)</u>	<u>(38,403)</u>
Loss from operations		(11,743)	(25,958)
Gain on disposal of subsidiaries		–	628
Finance costs	5	<u>(3,205)</u>	<u>(3,409)</u>
Loss before tax		(14,948)	(28,739)
Income tax credit	6	<u>–</u>	<u>768</u>
Loss for the period		(14,948)	(27,971)
Other comprehensive income (expenses), net of tax:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		(19,657)	1,392
Fair value change of available-for-sale investments		<u>–</u>	<u>(385)</u>
Total comprehensive expenses for the period		<u>(34,605)</u>	<u>(26,964)</u>

		For the three months ended 30 June	
		2018	2017
<i>Note</i>		<i>HK\$'000</i>	<i>HK\$'000</i>
Loss for the period attributable to:			
	Owners of the Company	(13,559)	(28,319)
	Non-controlling interests	<u>(1,389)</u>	<u>348</u>
		<u>(14,948)</u>	<u>(27,971)</u>
Total comprehensive loss for the period attributable to:			
	Owners of the Company	(33,613)	(27,781)
	Non-controlling interests	<u>(992)</u>	<u>817</u>
		<u>(34,605)</u>	<u>(26,964)</u>
		<i>HK\$ cents</i>	<i>HK\$ cents</i>
Loss per share	7		
	Basic	<u>(0.22)</u>	<u>(0.49)</u>
	Diluted	<u>(0.22)</u>	<u>(0.49)</u>

NOTES TO THE FIRST QUARTERLY UNAUDITED RESULTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Suites 707-9, 7th Floor, Prudential Tower, The Gateway, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries (together with the Company referred to as the "Group") is (i) the manufacture and sale of power cords and inlet sockets for household electric appliances as well as power and data cords for mobile phones and medical control devices; (ii) the trading of mobile smart phones; (iii) the development of digital applications, including handheld electronic game consoles, mobile game applications, digital marketing solutions; (iv) the liquefied natural gas ("LNG"), compressed natural gas ("CNG") and other related clean energy businesses; (v) refined oil retail business; and (vi) trading of Methyl tert-butyl ether ("MTBE").

2. BASIS OF PREPARATION

The first quarterly unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively, "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the GEM Listing Rules. The principal accounting policies used in the first quarterly unaudited condensed consolidated financial statements are consistent with those adopted in the preparation of the Group's consolidated financial statements for the year ended 31 March 2018.

The HKICPA has issued a number of new and revised HKFRSs. For those which are relevant to the Group's operations and effective for its accounting period beginning on 1 April 2018, the adoption has had no material impact on the Group's accounting policies, the presentation, the reported results and the financial position of the Group for the current or prior accounting periods.

The Group has not applied the new and revised HKFRSs which have been issued but are not yet effective. The Group is currently in the process of making an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether they would have a material impact on the Group's results and financial position.

3. REVENUE

	For the three months ended 30 June	
	2018	2017
	HK\$'000	HK\$'000
Sales of power and data cords and inlet sockets	7,104	15,526
Sales of refined oil and chemicals	10,755	87,335
	<u>17,859</u>	<u>102,861</u>

4. OTHER INCOME AND GAIN OR (LOSS)

	For the three months	
	ended 30 June	
	2018	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest income	94	54
Net foreign exchange loss	(8)	(105)
Sundry income	269	310
Reversal of impairment of trade receivables	–	6,550
Gain on disposal of property, plant and equipment	–	7
	<u>355</u>	<u>6,816</u>

5. FINANCE COSTS

	For the three months	
	ended 30 June	
	2018	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on secured bank loan	178	–
Interest on unsecured interest-bearing bond	1,246	958
Effective interest expenses on promissory notes		
– Wholly repayable within five years	1,781	2,436
Interest on obligation under finance leases	–	15
	<u>3,205</u>	<u>3,409</u>

6. INCOME TAX CREDIT

	For the three months	
	ended 30 June	
	2018	2017
	HK\$'000	HK\$'000
Current tax – Hong Kong Profits Tax		
Provision for the period	–	–
Current tax – PRC Enterprise Income Tax		
Provision for the period	–	139
	<hr/>	<hr/>
	–	139
Deferred tax	–	(907)
	<hr/>	<hr/>
	–	(768)
	<hr/> <hr/>	<hr/> <hr/>

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

Pursuant to the Enterprise Income Tax rules and regulations of the PRC, the PRC subsidiaries of the Group are subject to Enterprise Income Tax at a rate of 25%, except for Sun Fair Electric Wire & Cable (Shenzhen) Company Limited is entitled to a preferential tax rate of 15% for being a high technology enterprise.

7. LOSS PER SHARE

Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company of approximately HK\$13,559,000 (2017: approximately HK\$28,319,000) by the weighted average number of ordinary shares of 6,142,456,372 (2017: 5,798,028,975) in issue for the Financial Period.

Diluted loss per share

No diluted loss per share is presented as the share options have anti-dilutive effects on basic loss per share for the Financial Period (2017: Nil).

8. DIVIDEND

No dividend had been paid or declared by the Company for the Financial Period (2017: Nil).

9. RESERVES

(Unaudited)

	Attributable to owners of the Company									
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Statutory reserve <i>HK\$'000</i>	Available-for-sale investment revaluation reserve <i>HK\$'000</i>	Foreign currency translation reserve <i>HK\$'000</i>	Share-based payment reserve <i>HK\$'000</i>	Accumulated loss <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non-controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 April 2017	1,057	557,337	3,744	(598)	(8,445)	41,430	(513,158)	81,367	(10,672)	70,695
Total comprehensive loss for the period	-	-	-	(385)	923	-	(28,319)	(27,781)	817	(26,964)
Subscription of shares	140	70,560	-	-	-	-	-	70,700	-	70,700
Equity settled share-based transactions	-	-	-	-	-	16,044	-	16,044	-	16,044
At 30 June 2017	<u>1,197</u>	<u>627,897</u>	<u>3,744</u>	<u>(983)</u>	<u>(7,522)</u>	<u>57,474</u>	<u>(541,477)</u>	<u>140,330</u>	<u>(9,855)</u>	<u>130,475</u>
At 1 April 2018	1,228	657,343	3,909	-	3,749	45,754	(599,290)	112,693	(11,036)	101,657
Total comprehensive loss for the period	-	-	-	-	(20,054)	-	(13,559)	(33,613)	(992)	(34,605)
Equity settled share-based transactions	-	-	-	-	-	3,866	-	3,866	-	3,866
At 30 June 2018	<u>1,228</u>	<u>657,343</u>	<u>3,909</u>	<u>-</u>	<u>(16,305)</u>	<u>49,620</u>	<u>(612,849)</u>	<u>82,946</u>	<u>(12,028)</u>	<u>70,918</u>

10. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at 30 June 2018 and 31 March 2018.

SHARE OPTION SCHEME

The Company has a share option scheme (“Scheme”) which was adopted pursuant to a resolution of the sole shareholder passed on 27 April 2011. The purpose of the Scheme is to attract, retain and motivate talented participants (the “Participants”) (as defined below), to strive for future developments and expansion of the Group. The Scheme shall be an incentive to encourage the Participants to perform their best in achieving the goals of the Group and allow the Participants to enjoy the results of the Group attained through their efforts and contributions.

The Scheme became effective on 27 April 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from the adoption of the Scheme. The terms of the Scheme are in compliance with the provisions of Chapter 23 of the GEM Listing Rules.

Eligible Participants of the Scheme include the following:

- a. any executive or non-executive Director including any independent non-executive Director or any employee (whether full-time or part-time) of any member of the Group;
- b. any adviser or consultant (in the areas of legal, technical, financial or corporate managerial) to the Group;
- c. any provider of goods and/or services to the Group;
- d. any other person who the Board considers, in its sole discretion, has contributed to the Group; and
- e. any trustee of a trust (whether family, discretionary or otherwise) whose beneficiaries or objects include any of those of (a), (b), (c) and (d) above.

Particulars of the options to subscribe for shares granted pursuant to the Share Option Scheme as at the Financial Period are set out below:

Grantee	Date of grant	Exercise price	Exercise period of share options	Outstanding as at 1 April 2018	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	Outstanding as at 30 June 2018	Market value per share immediately before the date of grant of options	Weighted average closing price per share immediately before the date of exercise of options	Approximate % of the Company's total issued share capital as at 30 June 2018
Executive Directors:											
Ho Chun Kit Gregory	17 March 2015	HK\$0.184	17 March 2015 – 16 March 2025	21,587,000	–	–	–	21,587,000	HK\$0.176	–	0.35%
Rong Changjun	21 April 2017	HK\$0.126	21 April 2017 – 20 April 2020	52,800,000	–	–	–	52,800,000	HK\$0.12	–	0.86%
Zhang Xueming	21 April 2017	HK\$0.126	21 April 2017 – 20 April 2020	52,800,000	–	–	–	52,800,000	HK\$0.12	–	0.86%
Other Categories:											
Consultants in aggregate	10 October 2013	HK\$0.392	10 October 2013 – 9 October 2023	27,500,000	–	–	–	27,500,000	HK\$3.8	–	0.45%
	13 January 2014	HK\$0.314	13 January 2014 – 12 January 2024	55,000,000	–	–	–	55,000,000	HK\$3.08	–	0.90%
	14 July 2014	HK\$0.256	14 July 2014 – 13 July 2024	77,000,000	–	–	–	77,000,000	HK\$0.26	–	1.25%
	21 August 2014	HK\$0.226	21 August 2014 – 20 August 2024	27,500,000	–	–	–	27,500,000	HK\$0.24	–	0.45%
	16 February 2015	HK\$0.164	16 February 2015 – 15 February 2025	43,587,000	–	–	–	43,587,000	HK\$0.17	–	0.71%
	17 March 2015	HK\$0.184	17 March 2015 – 16 March 2025	62,424,000	–	–	–	62,424,000	HK\$0.176	–	1.02%
	11 April 2018	HK\$0.052	11 July 2018 – 10 July 2021	–	42,250,000	–	–	42,250,000	HK\$0.044	–	0.69%
Employee	11 April 2018	HK\$0.052	11 July 2018 – 10 July 2021	–	169,000,000	–	–	169,000,000	HK\$0.044	–	2.75%

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

As at 30 June 2018, the interest and short position of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571) (the "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, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long Positions – Ordinary Shares

Interests in the Shares and underlying shares of the Company

Name of Director	Number of Shares	Derivatives Share Options	Total	Percentage of aggregate interests to the total number of Share in issue
	Personal interests	Personal interests		
Mr. Zou Donghai	700,000,000	–	700,000,000	11.4%
Mr. Rong Changjun	–	52,800,000	52,800,000	0.86%
Mr. Zhang Xueming	–	52,800,000	52,800,000	0.86%
Dr. Ho Chun Kit Gregory	62,550,000	21,587,000	84,137,000	1.37%
Dr. Zheng Jian Peng	52,800,000	–	52,800,000	0.86%

Notes:

1. Further details of the above share options are set out in the section of “Share Option Scheme” above showing details of the options granted to subscribe for ordinary shares under the Company’s Share Option Scheme. Save as disclosed above, as at 30 June 2018, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares or debentures or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under the provision of the SFO), or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 30 June 2018, no entities or persons (not being a Director or Chief Executive of the Company) had an interest and short position of 5% or more in the shares and underlying shares of the Company which fall to be disclosed to the Company under the provision of Division 2 and 3 of Part XV of the SFO, or which are required to be disclosed pursuant to section 336 of the SFO.

AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) on 27 April 2011 with written terms of reference (“Terms”) in compliance with rules 5.28 to 5.29 of the GEM Listing Rules. To comply with the amendment to the risk management and internal control section of the Corporate Governance Code and Corporate Governance Report of the GEM Board Listing Rules (Appendix 15) (the “Amended CG Code”) of the Stock Exchange, which comes into effect for the accounting periods beginning on or after 1 January 2016, the Terms of the Audit Committee has been amended on 5 January 2016. Further details of the Terms are set out in the Company’s announcement dated 5 January 2016.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Lau Sung Tat, Vincent (Chairman), Mr. Chan Ying Kay and Mr. Sun Dexin. The Audit Committee has reviewed the first quarterly unaudited consolidated results of the Group for the Financial Period.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “Required Standards of Dealings”). The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Required Standards of Dealings during the three months ended 30 June 2018.

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

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the listed securities of the Company during the Financial Period.

COMPETING BUSINESS

Neither of the Directors and the controlling Shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the three months ended 30 June 2018.

By order of the Board
China Oil Gangran Energy Group Holdings Limited
Zou Donghai
Chairman and Executive Director

Hong Kong, 14 August 2018

As at the date of this announcement, the executive Directors are Mr. Zou Donghai, Mr. Rong Changjun, Mr. Zhang Xueming, Dr. Ho Chun Kit Gregory and Dr. Zheng Jian Peng; the non-executive Directors are Mr. Chan Shiu Man and Mr. Hua Xujie; and the independent non-executive Directors are Mr. Lau Sung Tat, Vincent, Mr. Chan Ying Kay and Mr. Sun Dexin.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at www.chinaoilgangran.com and <http://chinaoilgangran.todayir.com>.