



NewOcean Energy Holdings Limited
新海能源集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 342



年報
Annual Report
2020

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Corporate Information 公司資料

Board of Directors

Executive Directors

Shum Siu Hung (*Chairman*)
Shum Chun, Lawrence (*Managing Director*)
Cen Ziniu

Independent Non-executive Directors

Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe

Audit Committee

Cheung Kwan Hung, Anthony (*Chairman*)
Chan Yuk Wai, Benedict
Dr. Xu Mingshe

Remuneration Committee

Cheung Kwan Hung, Anthony (*Chairman*)
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence
Cen Ziniu

Nomination Committee

Shum Siu Hung (*Chairman*)
Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence

Company Secretary

Cheung Man Kin

Auditor

Crowe (HK) CPA Limited
Certified Public Accountants and
Registered Public Interest Entity Auditor

董事會

執行董事

岑少雄 (*主席*)
岑濬 (*董事總經理*)
岑子牛

獨立非執行董事

張鈞鴻
陳旭煒
徐名社博士

審核委員會

張鈞鴻 (*主席*)
陳旭煒
徐名社博士

薪酬委員會

張鈞鴻 (*主席*)
陳旭煒
徐名社博士
岑濬
岑子牛

提名委員會

岑少雄 (*主席*)
張鈞鴻
陳旭煒
徐名社博士
岑濬

公司秘書

張文建

核數師

國富浩華(香港)會計師事務所有限公司
執業會計師及
註冊公眾利益實體核數師

Corporate Information 公司資料

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Share Registrar

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Branch Share Registrar in Hong Kong

Tricor Secretaries Limited
54/F., Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Place of Business

23rd Floor, The Sun's Group Centre
200 Gloucester Road
Wanchai
Hong Kong

Company's Website

<http://www.newoceanhk.com>

Stock Code

342

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

股份過戶登記香港分處

卓佳秘書商務有限公司
香港灣仔
皇后大道東 183 號
合和中心 54 樓

主要營業地點

香港
灣仔
告士打道 200 號
新銀集團中心 23 樓

公司網站

<http://www.newoceanhk.com>

股份代號

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Directors' Profile 董事簡介

Executive Directors

Shum Siu Hung, aged 62, is Chairman of the Company. Mr. Shum is responsible for the formulation and implementation of corporate policies and strategies. Mr. Shum has over 30 years of experience in international trading and investment in the Mainland China.

Shum Chun, Lawrence, aged 42, is Managing Director of the Company since 2009. Mr. Shum graduated from the University of Saskatchewan with a degree in Bachelor of Arts, majoring in Economics. Prior to joining the Company in 2004, Mr. Shum has pursued a career in finance and accountancy in an international accounting firm. He is the son of Mr. Shum Siu Hung.

Cen Ziniu, aged 52, graduated from Shanghai Jiao Tong University with a Master's Degree in Business Administration and has been involved in trading businesses in Hong Kong and the Mainland China, holding senior managerial positions. Mr. Cen has extensive experience in dealership management, business formation and marketing. He is responsible for market development of the Group and overseas operations. He is a cousin of Mr. Shum Siu Hung.

Independent Non-executive Directors

Cheung Kwan Hung, Anthony, aged 69, has been independent non-executive director since August 2001. Mr. Cheung is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung graduated from the Hong Kong Polytechnic University (formerly: the Hong Kong Polytechnic) with a higher diploma in Accountancy. Mr. Cheung has over 30 years of experience in account, finance and investment banking profession specializing in equity/debt fund raising, mergers and acquisition and corporate restructuring before working with publicly listed companies undertaking corporate management, planning and strategies development functions. Mr. Cheung is an independent non-executive director of Great Harvest Maeta Group Holdings Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

執行董事

岑少雄，現年62歲，本公司主席，負責制訂及實施本集團的發展方針和經營策略。岑先生擁有超過30年於中國大陸從事國際貿易及投資經驗。

岑澹，現年42歲，於2009年開始為本公司之董事總經理。岑先生畢業於University of Saskatchewan，持有文學學士學位，主修經濟學。2004年加入本公司之前，岑先生曾於一家國際會計師行服務。彼為岑少雄之子。

岑子牛，現年52歲，畢業於上海交通大學，並取得工商管理碩士學位，曾在本港及中國大陸從事商業貿易業務，擔任管理要職。岑先生在經銷權管理、企業結構和營銷方面累積了豐富經驗，現負責及監管本集團之市場拓展及海外事務。他是岑少雄先生之堂弟。

獨立非執行董事

張鈞鴻，現年69歲，由2001年8月起擔任為獨立非執行董事。彼為香港會計師公會會員。張先生畢業於香港理工大學(前稱：理工學院)，持有會計系高級文憑。張先生於會計、財務及投資銀行方面具有超過30年經驗，專注股本／債務融資、合併及收購和企業重組，於上市公司工作期間主要負責企業管理、策劃及策略性發展。張先生現為榮豐聯合控股有限公司的獨立非執行董事，該公司的股份於香港聯合交易所有限公司(「聯交所」)上市。



Directors' Profile

董事簡介

Chan Yuk Wai, Benedict, aged 62, has been independent non-executive director since March 2006. Mr. Chan is a holder of a Master of Science Degree in Applied Mechanics (Cranfield Institute of Technology, U.K.) and a registered professional engineer in Hong Kong and the U.K. Mr. Chan is graduated with First Class Honours in mechanical engineering and the recipient of the U.K. Institution of Mechanical Engineers Outstanding Project Price Award, 1981. For the last 20 years, Mr. Chan has taken up key management positions in engineering and technology businesses in Hong Kong, ranging from pumping equipment and control systems, mini-piling, and software and hardware engineering businesses.

Dr. Xu Mingshe, aged 65, was accredited a doctor's degree in economics by the Xiamen University. He graduated from the Guangzhou Institute of Foreign Languages with a bachelor's degree in English, holds the title of Senior Economist, and has over 20 years' experience in the banking-finance field. Since 1980, Dr. Xu has held in succession a series of position in the top management level in banking sector in the Mainland China, and has been well connected in the finance and corporate sectors both in the Mainland China and overseas. Dr. Xu's expertise includes public listings, project financing, syndicated loan, debt restructuring and merge and acquisition. He has taken part in a considerable number of overseas listing of Chinese enterprises and other major fund raising exercises. Dr. Xu was appointed as independent non-executive director of the Company on 1 July, 2006.

陳旭煒，現年62歲，由2006年3月起擔任獨立非執行董事。陳先生持有英國Cranfield Institute of Technology之機械工程碩士學位，為香港及英國註冊專業工程師。陳先生於機械工程一級榮譽畢業並曾獲得1981年英國機械工程師學會超卓表現獎。於過去20年，陳先生在香港工程及科技行業擔任主要管理職位，所管理的企業其業務範圍涵蓋泵浦系統、程控系統、迷你樁及軟硬件工程等業務。

徐名社博士，現年65歲，獲廈門大學授予經濟學博士學位。彼畢業於廣州外語學院英文系，持有高級經濟師名銜，並擁有超過20年的銀行金融經驗。自1980年始，徐博士於中國銀行界歷任重要管理層職位，並於中國大陸及海外的金融及企業界中擁有良好的人際網絡。徐博士在上市集資、項目融資、銀團貸款、債務重組及合併收購等擁有廣泛經驗。彼亦曾參與多項中國大陸企業海外上市及其他主要融資項目。徐博士於2006年7月1日獲委任為本公司之獨立非執行董事。



Chairman's Statement 主席報告

On behalf of NewOcean Energy Holdings Limited (the "Company"), I hereby present the report on the audited results of the Company and its subsidiaries (collectively as the "Group") for the year ended 31 December 2020 to the shareholders.

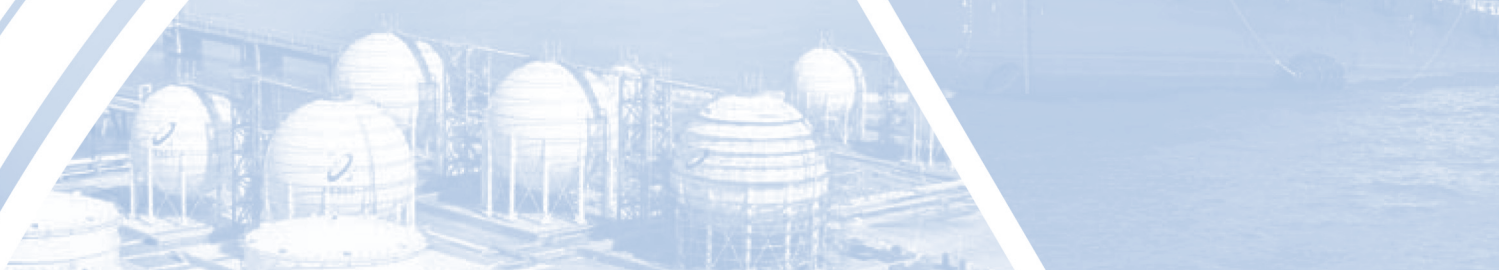
The year of 2020 was an extraordinary year with coronavirus pandemic devastating the whole world and countries shutting down their borders. Amid such dire circumstances, oil prices hit violent turbulences and slid to a historical low during the first half of the year. When an oil trader in Singapore with a mega business scale was caught in a financial crisis in April, the repercussion disrupted operations across the industry, eventually prompting banks to adopt a very conservative approach towards the oil product industry. Despite the decent track record with zero default history over the past decade or so the Group, in the midst of these adverse factors, was unfortunately struck by abrupt and catastrophic credit freeze and early recalls of loans by six banks without any fore warning. Such actions had created a ripple effect spreading to all off shore lending banks having business relationship with the Group, until we were made to suffer from an extensive credit freeze by all banks. In response to this, as Chairman of the Company I have written to the Hong Kong Monetary Authority asking for urgent action, calling on the authority to provide our much needed assistance. At this stage, we are conducting negotiations with bank representatives while our endeavor to put into effect a debt restructuring program is underway.

The Group is a business entity which owns not only a significant portfolio of assets, but also exceptionally rare deepwater multifunctional oil and gas terminals. Over the past decade or so, by achieving a vertical integration on our operations chain, we lowered our operating costs and invested abundant resources to improve our vertical operations chain, including investments and work-in-progress in a number of projects. These should have resulted in a comprehensive and finely adjusted business infrastructure. Nonetheless, the extensive destructive credit freeze had taken its toll on the Group, causing a rupture in the cash chain, where we were given no other choice but to suspend our investments in progress. Given the impracticality of engaging in its commodity business with the existing cash reserves, the Group has already scaled down its business volume in an orderly manner, and actively proceeded with the sale and leasing of its vessels. When the monthly turnover volume of our terminals has diminished from no less than 10 vessels to the current 2

本人謹代表新海集團有限公司(以下簡稱「本公司」)向股東提呈本公司及其附屬公司(以下統稱「本集團」)截至2020年12月31日止之年度經審核業績報告。

2020年是一個不平凡之年，疫情席捲全球，世界各國紛紛實行全面封鎖措施，油價大起大落，上半年期間油價跌至歷史低位。加上4月間新加坡一間經營石油貿易的特大油公司出現財務危機，以致影響行業間的經營，因此各銀行對油品行業持極為保守態度。本集團過去近二十年的經營當中從未出現違約事件過。很不幸，受幾大因素的影響，在未有預先警告下，突然受到六間銀行的傷害性的擠提，並要求提前還款。隨著骨牌效應，與集團有業務往來的各中國境外銀行陸續對本集團實行全面擠提。有見及此，本人馬上去信香港金融管理局金管局求助，現正與銀行談判，債務重組事宜正在努力進行中。

本集團擁有豐厚資產，並且已經建成和經營稀有的油氣合一深水碼頭的公司。在十幾年裏，為完整一條垂直的經營鏈，減少經營成本，已經投放大量資金，在投項目，亦不斷進入建設階段，本應計劃十分完整，但因受到大規模傷害性的擠提，導致資金鏈斷裂，在投項目被迫擱置。而靠自有現金經營大宗商品生意已是不現實，現已有序地減少業務量，積極出售及出租船隻。碼頭的周轉量由往年每月不少於10船至現減少至兩船，多餘



Chairman's Statement 主席報告

vessels, the excess turnover capacity has been sub-leased to an independent third party company in China so that addition rental income can be generated to subsidize our operating costs. We ask for the shareholders' understanding that, as a general rule there is no chance of survival for an enterprise in an extensive credit freeze situation such as that facing the Group. For such, we as a group can only pin our hopes on pending mergers with, or acquisitions of appropriate parts of our business by our counterparts in the same industry. In this regard, we are now in negotiation with a few large corporations, in which we have seen a positive progress for the Group. Without any further negative impact, the Group will be given a life-changing opportunity to start new and fresh. Still, whether or not this opportunity will present itself depends on how well the Group's restructuring program pans out with the banks. In the Management Discussion and Analysis section in this annual report, the extent of impact of such credit freeze against the Group by the banks and the financial loss incurred is being set out for shareholders' information.

Looking back at the last 20 years, our Company has evolved from a bottled LPG seller in 2nd 3rd tier cities in China to a multinational establishment, with annual turnovers in LPG in par with or better than other top achievers in our country. At this critical moment, our Company will remain committed to the endeavouring spirit we have all this time, to us defeat is not an option. We will do our utmost to conserve and protect our core strength, to maintain the goodwill and faith we have been given in the industry, and to strive for the rebirth of our Group. I hereby take the opportunity to express on behalf of the Board our sincerest appreciation to our staff who have steadfastly kept to their posts, and have given to the Group their undeterred dedication in such challenging times throughout the year of 2020.

Shum Siu Hung
Chairman

28 June 2021

的週轉能力轉租予國內一間獨立第三方公司作為收租增加收入。本人希望各股東明白，當一間企業受到大規模擠提，根據市場規律，基本沒有一間企業可生存。現只有適合的業務，尋求同行合併或收購，正與幾間大公司洽談，進展正面。如再沒有負面影響，本集團將會有一個重生的機會，這個重新的機會將視本集團與銀行債務重組是否成功為基礎。至於本集團受到銀行的擠提下，受影響的程度，集團承受的財務損失，由管理層之討論及分析中詮釋。

回顧過往20年，公司由一家在國內二三級城市銷售瓶裝液化氣的商家，變身成為跨國企業，名列中國液化氣業務量最大的企業之一。在此關鍵時刻，公司將繼續同一奮進精神，永不言敗，竭盡全力保存公司的核心力量，維護公司多年建立的信譽，力爭公司的浴火重生。本人藉此機會，謹代表董事會對本集團的全體員工在2020年受到如此大衝擊下，仍然堅守崗位並作出各自貢獻表示萬分感謝！

主席
岑少雄

2021年6月28日



Management Discussion and Analysis

管理層之討論及分析

1. Market Overview

1.1 International crude oil market

The first half of 2020 was braced for a dramatic turbulence in oil prices. Having initially priced at about US\$65 per barrel in early 2020, Brent crude oil began its down trend since mid-February, with an even sharper decline in March. Such price, in a mere of two months, dived from around US\$60 per barrel to a low of about US\$15 per barrel in mid-April, right before its gradual pick up to US\$40 per barrel in mid-May. In the second half of the year, the price gradually and steadily recovered, bouncing back US\$51 per barrel at the end of the year. The volatility in price was mainly due to the hit that the global economy had taken during the first half of 2020 as a result of the outbreak of the 2019 novel coronavirus pandemic (“COVID-19”), where most economic activities had been halted. When there already existed an oversupply of energy products (such as oil products), oil prices saw a steep dip since March facing oil producing countries’ adamant attitude towards output cuts while weathering the hit from the pandemic. On 20 April, the US crude oil index was pushed to record lows of negative US\$37.63 per barrel. The global oil crash had exerted a substantial negative impact on the energy market, where many top-notch oil companies were thrown into the plight of liquidity issues or losses on derivative contracts as a consequence of the abrupt oil price collapse. Amid this crisis, Singapore’s Hin Leong Trading (Pte.) Ltd., as one of the many victims within the industry, had filed for bankruptcy in April 2020. In response to the global crisis, many banks had put forward the choice of tightening the credit facilities granted to energy businesses. Their precipitous decision had eventually left many industry players scrambling to stay afloat when losing the support on their working capital, with our group being no exception. Despite the good track record in meeting contractual obligations without any defaults over the past decade or so, the Group had been thrown into a difficult position facing large-scale or early recalls of loans by certain banks, resulting into a serious liquidity mismatch. Since May, the

1. 市場概述

1.1 國際原油市場

2020年上半年油價非常動盪不穩，布蘭特原油在2020年年初約65美元／桶，從2月中開始往下跌，3月下滑速度加快，兩個月間從60美元／桶左右跌至4月中的約15美元／桶低位，在5月中開始漸漸回升至40美元／桶之水平，下半年則逐步平穩上揚至年底的51美元／桶。油價動盪的主要原因是2020年上半年環球經濟因2019冠狀病毒疫情(「新冠病毒」)大爆發影響，大部份經濟活動差不多停頓，能源需求如油品處於供大於求的狀況，但產油國不願減產及疫情大爆發的影響下，油價在3月開始暴瀉，美國原油指數曾經在4月20日跌至歷史性的負37.63美元／桶，這一場環球油災為能源市場帶來很大的負面影響，很多大油企被突如其來的油價暴跌，而引起流動資金問題或在紙貨上損失，如新加坡的興隆貿易(私營)有限公司也因而在2020年4月申請破產，很多銀行亦在一夜之間收緊對能源業務的借貸額度，這突如其來的舉動，令到企業的營運資金失去支持。本集團亦不例外，儘管過往十幾年間本集團從無違約，但還是受銀行大規模的收貨或提前收貨，從而令到本集團的流動資金嚴重錯配。從5月後受到銀行收貨的負面



Management Discussion and Analysis 管理層之討論及分析

recalls of loans by banks did not only cause ripples of negative impact, but also were a domino effect that had caused the extreme delay amid the Group's collection of trade receivables. Some clients even made different excuses to avoid repayment, which had given the Group no other choice but to file a lawsuit. Even worse, there were also instances of unlawful interruptions of certain banks to our clients, eventually forcing the Group to take the loan disputes of over US\$10 million to the court for closure. For such, the Group reluctantly put its investment plans on hold, causing a huge economic loss. Following the incidents of loan recalls by the banks, the confidence of the banking industry for our industry had been shattered by the impact of the oil price plunge, so had their support to us, albeit the rebound in oil prices. As a result, the industry players, with NewOcean being no exception, had failed to secure a constant liquidity flow, being doomed to misery.

1.2 The exchange rate of Renminbi

During 2020, the exchange rate of Renminbi against the US dollar lingered between 6.46 to 7.15; yet, such fluctuation range had never been evident. When the market had most likely adapted to the tug-of-war between China and the United States, along with China's remarkable feat in keeping COVID-19 under control as compared to other countries (such as the United States) which are still reeling from the pandemic outbreak and sluggish economy, Renminbi had seen particularly strong growth in the second half of the year, with its exchange rate against the US dollar rising from 7.07 in mid-year, to a high of 6.46 at the end of the year. Such appreciation in Renminbi had brought a positive impact on the financial position of the Group during the year.

影響，亦產生骨牌效應，令到應收賬收款放緩，甚至有些客戶找各種藉口拒絕還款，公司需提出訴訟，甚至嚴重到有銀行非法干擾本集團客戶，而導致過千萬美元的貸款要靠法庭解決，投資計劃被迫擱置而造成巨大的經濟損失。銀行收貸後，雖然油價回升，但油價暴跌的衝擊使銀行對行業失去信心及不給予支持，因而流動資金不能持續流轉，使行內企業包括新海在內均苦不堪言。

1.2 人民幣的匯率

人民幣兌換美元的匯價於2020年在6.46至7.15之間游走，但波幅不算厲害，市場很可能已經消化中美對峙之情況，及後新冠疫情在國內受控，相對其他國家如美國的疫情大爆發及經濟放緩，人民幣下半年走勢強勁。從年中的7.07人民幣兌1美元升至年底6.46人民幣兌1美元的高位，年內人民幣升值為集團財務帶來正面影響。



Management Discussion and Analysis 管理層之討論及分析

1.3 The oil and gas consumer market in the Mainland China

The first half year of 2020 did not change for China as the country still suffered from the impact of COVID-19, as well as the acts of hostilities of the United States and other western countries. Albeit the fierce efforts of the Chinese government in thriving its domestic demand, China market, including the Guangdong Province (i.e., the Group's major market in the Mainland China), had seen diminishing industrial outputs dragged by COVID-19. It is expected that China may still suffer an economic slowdown in the months ahead. During 2020, the annual demand for liquefied petroleum gas ("LPG") for re-export usages remained stable, but that of industrial usages had become weaker as a result of COVID-19; likewise, the vehicle-related demand for LPG had been on an ongoing downtrend, owing to the challenges not only thrown by COVID-19, but also the existence of liquefied natural gas and electric power, as well as the market structural changes across the taxi industry. In the long run, the demand for oil products and LPG in the Mainland China may only set for a low-to-moderate growth. With the backdrop of the successive emergence of new energies such as natural gas ("NG"), electric power or even hydrogen energy onto the market, coupled with the roll-out of environmental protection policies by the government for the promotion of other eco-friendly new energies over the recent years, the demand for traditional energies, including oil products and LPG, in the Mainland China is expected to brace for some hit. Amid such conditions, the Group will strive to tap into new domestic and international markets while consolidating its existing presence in the current consumer market.

1.3 中國油氣消費市場

在國內而言，2020年上半年同樣因新冠疫情影響及美國和西方國家的敵意行為，雖然國內政府大力推動內需，但新冠疫情使國內包括廣東省(即集團主要內地市場)工業生產力減低，相信中國經濟在未來數月或會持續放緩。2020年全年液化石油氣(「LPG」)作為轉口貿易之需求仍然穩定，工業需求因應新冠疫情減少，而車用需求則受到液化天然氣、電能及計程車市場結構性變動及新冠疫情的影響而持續下降。長遠來說，國內油品及LPG需求只能保持中低度增長，新能源如天然氣、電能甚至氫氣相繼進佔市場，近年其他環保新能源在政府推動環保政策帶動下，傳統能源如油品及LPG在國內的需求相信有一定程度的影響，集團從而力求開拓國內及海外新市場並同時鞏固現有客戶市場。



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2. Basic situation of the Group during 2020

Faced with the challenging headwinds of a series of black swan events, for instance, the outbreak of COVID-19, the global oil crash, the stand-off between China and the United States and bank runs, our operating environment had been exceptionally undesirable over the first half of 2020, over HK\$3.7 billion loss was recorded for the year, the main reasons included: i) in times of market turmoil, some of our key competitors in the oil products market had sold large lots of oil products at bargain prices for cashing in during March and April. Under the operating model of the Group, it had been a tough decision to the Group to reluctantly follow suit and slash prices under the pressure of its mounting inventories over the successive months, resulting into a steep dive in the Group's overall gross profits in its energy products. Although gross profits for the second half of the year had returned to normal levels, there was still resistance against them to bounce back to the previous high, the gross profit margin dropped to 1.0% (2019: 6.8%); ii) furthermore, the global oil crash, coupled with banks' tightening policies on lending, altogether had created a market sentiment that affected some clients of our oil products, causing them to delay the repayment of trade or other receivables to a significant extent; which in return, an allowance for impairment loss as of about HK\$1.14 billion had been made. In order to protect our Group from loss, our management will take proactive approach to negotiate with customers for repayment arrangement and take all required legal action to recover the outstanding amounts. One of the impairment losses of approximately HK\$340 million is related to a personal loan receivable, the management is currently working on a potential asset (i.e. an iron ore manufacturing plant in Malaysia) that can be provided by the borrower as pledged asset, the progress was delayed by Covid-19, the management will urge to complete the pledge arrangement so that to reduce the credit risk of the Group; iii) with the backdrop of the diminishing demand for electronic parts (IC) in the domestic market, due to the impact of Covid-19, the sales of certain IC models had been delayed and became outdated, thus those needed to be sold at low prices to stimulate sales, resulting into an allowance for inventories of approximately HK\$349 million; iv) during the year, more than ten monohull oil tankers of the Group had been written off due to issues related to the specifications of oil tankers in the Mainland China; and in the meantime, the Group had

2. 2020年集團基本情況

在2020年上半年，因為新冠疫情、環球油價暴跌、中美對峙及銀行擠提等等一連串黑天鵝事件影響，以致經營環境極不理想，全年錄得超過37億港元虧損，主要原因包括：i)由於市場動盪，3至4月油品市場的幾個主要競爭對手在市場以低價大量銷售油品吐現，集團的經營模式因存貨絕不能在連月積壓下被迫跟隨減價，致使集團能源產品整體毛利大幅下降，雖然下半年毛利回復正常，但未能全數追回以往的毛利水平，毛利率下降至1.0% (2019: 6.8%)；ii)環球油災及銀行收緊借貸使個別油品客戶受市場影響，致使償還貿易貨款或其他應收賬款嚴重延後，故此需作出約11.4億港元之貿易貨額及其他應收賬款撥備，管理層會積極跟客戶商討回款安排，及採取應有法律行動追討欠款，以保障集團利益。其中一項約3.4億港元撥備有關個人借款，管理層正處理借款人可提供之抵押品(即一個馬來西亞鐵礦加工廠)，因疫情關係使進度受阻，管理層促使抵押安排盡快完成，減低集團信貸風險；iii)電子零件(IC)在內地市場因疫情影響需求下降，某些IC型號因銷售滯後引致其型號過時需要降價求售及作出約3.49億港元存貨撥備；iv)年內因國內運油船的規格問題，集團有十多艘單體單殼船需要撇銷，加上集團因需求減低而關閉數個汽車加氣站，處置以上固定資產之虧損約有1.14億港元；v)

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shut down a number of auto-gas refueling stations because of the decreasing demand, altogether resulting into a loss of approximately HK\$120 million for the disposition of the above fixed assets; v) over the recent years, the changing government policies in the Mainland China had resulted into the sharp decline in both the volume of and the demand for auto-gas refueling in Guangzhou; hence, the Group had made an allowance for impairment in respect of its goodwill of business and intangible assets of approximately HK\$344 million; vi) facing the shrinkage in liquidity due to the lack of support to its business operations from most banks, the Group felt the needs to reallocate its resources, and eventually reached the decision to scale down both its marine and on-land bunkering businesses; and hence, an allowance for impairment in respect of the goodwill in this regard of approximately HK\$422 million had been made at the end of the year; vii) since our Group is under debt restructuring and our resources become tight, this has forced our Group to put aside our investments in relation to refinery plant in Malaysia and hydrogen manufacturing plant in the PRC. Given that the travel restrictions and quarantine policies have yet be lifted, the management is unable to meet and discuss with relevant authorities like Malaysia government to work out alternative plan. Up to the reporting date, there are still plenty of uncertainties involved, the management decided to make full provision of HK\$788 million. Once COVID-19 subsides, the management will proactively discuss with Malaysia government to work out a solution and further look for suitable investment partners to propel the construction of the refinery projects so that the investment cost paid, various licenses and the 10 years tax exemptions obtained by the Group will not be wasted. The management will do the same for the investment in hydrogen manufacturing plant in the PRC and endeavour to find ways to recovery the invested amount. Due to the above factors, as well as most of those one-off impairment allowances, the Group record a loss of approximately HK\$3.72 billion during the year.

Given the recorded net loss for the year as of 2020, the Group was unable to fulfil some bank covenants relating to certain bank loans, thus the non-current portion of these bank borrowings, together with other bank loans due to cross-default, had been reclassified, and were presented as current portion of bank borrowings in the consolidated statement of financial position. Subsequent to the reclassification, the net current assets of the Group

近年國內能源政策改變以致廣州加氣量需求大跌，集團對有關業務的商譽及無形資產作出約3.44億港元之減值撥備；vi)由於大部份銀行不給予業務營運支持致使流動資金縮減，集團必須重新分配資源，故此決定縮減香港海上及陸上加油業務，因而在年底對相關此部份約4.22億港元之商譽作出減值撥備；vii)因集團進行債務重組導致資源有限，迫使集團暫時擱置馬來西亞煉廠及內地加氫廠之投資計劃，因入境限制及檢疫政策尚未解除，管理層暫未能跟有關機構及馬來西亞政府面談商量解決方案。直至本報告日，仍有種種不明朗因素，管理層決定作出全數7.88億港元之撥備，但管理層會在疫情過後，主動跟馬來西亞政府商談可行方案，並引進第三方投資者，使集團投資款申請之各種證照及十年免稅額不致浪費，國內加氫廠投資亦同樣會努力尋找回撥投資款機會。基於以上因素及大部份一次性減值撥備，集團全年錄得虧損約37.2億港元。

鑑於本集團截至2020年全年錄得淨虧損，本集團無法履行與若干銀行貸款有關的某些銀行契約，該等銀行借款的非流動部分以及其他因交叉違約導致的銀行貸款已重新分類，並於綜合財務狀況表中列為銀行借款的流動部份。重新分類後，本集團的流動資產淨額約為13.7

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amounted to approximately HK\$1.37 billion. In addition, due to the bankruptcy of Hin Leong Trading (Pte.) Ltd. and the slump in global oil prices during the first half year of 2020, many banks had extended requests to the Group in relation to stop using or limitation on letters of credit and other short-term credits. In order to ease the liquidity pressure and improve the financial position of the Group, our directors had taken the proactive approach to implement a range of measures, including opening negotiations with banks for the discussion of arrangements and the conclusion of agreement on debt restructuring. We also took the initiative to file the application to the court for convening meeting of debt restructuring for the cognizance of the restructuring proposal. The measures adopted by the Group and their respective background have been disclosed in details in Note 1A of the consolidated financial statements.

2.1 Operating Income

During 2020, the Group had achieved a total revenue of approximately HK\$19,179,843,000 (among which, the revenue of energy products was approximately HK\$17,407,396,000, contributing around 90.76% of the total revenue), representing a dip of around 30.99% as compared to that of approximately HK\$27,791,913,000 (among which, the revenue of energy products was approximately HK\$26,809,177,000, contributing around 96.46% of the total revenue of the year) in last year. During the year, the sales volume of energy products had seen a substantial decrease of approximately 1,829,000 tonnes as compared to that of last year. Coupled with the substantial price slides in oil and gas during March and April, the average prices of such over the year had been lower than those of last year, resulting into an approximately 31% decline in the annual revenue as compared to that of last year.

億港元。此外，由於興隆貿易(私營)有限公司破產以及2020年上半年全球油價暴跌，許多銀行擴展至要求本集團停止或限制使用信用證及其他短期信貸。為減輕流動資金壓力及改善其財務狀況，本集團董事已積極採取不同措施，包括與銀行進行磋商以安排並就債務重組達成協議，及主動向法院申請召開債務重組會議以審視重組方案。本集團採取的各項措施及背景已於綜合財務報表附註1A中詳細披露。

2.1 營業收入

2020年集團達至大約19,179,843,000港元的總營業額(其中能源產品的營業額約為17,407,396,000港元，大約佔總營業額90.76%)，比對去年約27,791,913,000港元的總營業額(其中能源產品的營業額約為26,809,177,000港元，大約佔當年總營業額96.46%)，下降了約31%，年內能源銷售量比去年大幅減少了約1,829,000噸，加上油價及氣價在3月及4月下陷不少，使全年的平均價比去年低，因此造成全年營業額比上年減少約三成。



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2.2 Gross profits

During the year, the total gross profits of the Group were approximately HK\$195,638,000, representing an evident dip as compared with that of approximately HK\$1,882,257,000 in the last year. The following is the analysis of gross profits by business segments:

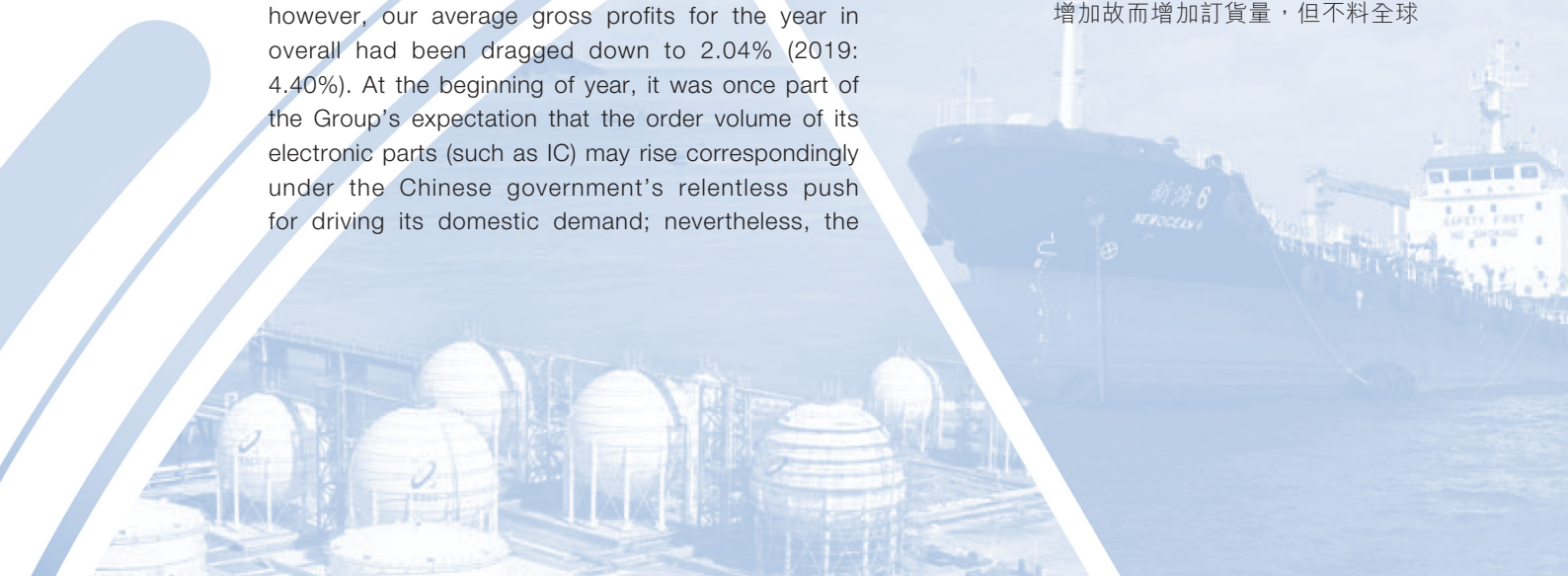
2.2 毛利

年內集團總毛利約195,638,000港元，比對去年總毛利約1,882,257,000港元，大幅下跌，以下為業務分類毛利分析：

		Gross profits/gross margin of the year in 2020 2020 年全年毛利／毛利率	Gross profits/gross margin of the year in 2019 2019 年全年毛利／毛利率
LPG	LPG	HK\$746,455,000/11.65% 746,455,000 港元／11.65%	HK\$953,030,000/12.67% 953,030,000 港元／12.67%
Oil products	油品	HK\$224,133,000/2.04% 224,133,000 港元／2.04%	HK\$848,233,000/4.40% 848,233,000 港元／4.40%
Electronics	電子	HK\$(637,954,000)/(38.59%) (637,954,000) 港元／(38.59%)	HK\$80,994,000/8.24% 80,994,000 港元／8.24%
Sales of properties (Dongguan)	物業銷售(東莞)	HK\$(136,996,000)/(114.64%) (136,996,000) 港元／(114.64%)	Nil 無
Total	總計	HK\$195,638,000/1.02% 195,638,000 港元／1.02%	HK\$1,882,257,000/6.77% 1,882,257,000 港元／6.77%

Our gross margin of LPG business remained above 10%; however, due to the fact that our major competitors had turned to cut-throat tactics to sell oil products in large lots at low prices for cashing in during March and April, the Group reluctantly had to follow suit to sell products below costs for the depletion of stock in order to avoid more onerous impairment risks as a result of the ongoing oil price slump. As a result, March and April had recorded a substantial amount of negative gross profits in our marine bunkering business. Riding on the market restoration during the second half of the year, our gross profits had bounced back to normal levels; however, our average gross profits for the year in overall had been dragged down to 2.04% (2019: 4.40%). At the beginning of year, it was once part of the Group's expectation that the order volume of its electronic parts (such as IC) may rise correspondingly under the Chinese government's relentless push for driving its domestic demand; nevertheless, the

LPG業務毛利率仍然維持在10%以上，但油品業務因主要競爭對手在3至4月間以本傷人，在市場大量以低價拋貨套現，使集團被迫同樣需要在那段期間以低於成本減低持貨量，以免油價持續下跌而引致更大的減值風險，故此3至4月間海上加油錄得嚴重負毛利，雖然下半年市場回復正常，毛利率也重回正常水平，但全年的平均毛利整體拉低至2.04% (2019: 4.40%)。年初集團估計中國政府大力推動內需，電子零件如IC的需求會相應增加故而增加訂貨量，但不料全球



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global outbreak of COVID-19 had brutally dampened the manufacturing industry in general to everyone's surprise, thus slashing the demands for parts. In response to the situation, the Group had launched price cuts for the electronic parts that it previously ordered during the second and third quarters to cash in. Regrettably, the sales of such had not been at its best, thus leading to an allowance for inventories of approximately HK\$349,000,000 at the end of the year. During the year, our electronics business in overall had recorded gross loss of approximately HK\$637,954,000 and a gross margin of negative 38.59%. During the year, the sales of properties were the real estate project that we had previously invested in located in Dongguan. Due to the rise in costs resulting from the cost overruns associated with the subsequent stages of the construction, gross loss were recorded. Given the uncertain economic outlook and insufficient working capital, the Group had already reviewed its existing business risks and coordinated resource reallocation, and eventually came to the decision of scaling down the business volumes of both its oil products and electronic businesses and put aside various investment projects such as refinery plant in Malaysia.

2.3 Net loss and profits and basic loss and profit per share

The loss for the year attributable to the owners of the Company was recorded as approximately HK\$3,558,546,000, as compared to the profit of approximately HK\$642,175,000 as recorded by the Group last year. Such loss was mainly due to the decline in gross profits, the allowances for inventories, trade receivables and other receivables, impairment for deposits paid for various investment projects, as well as the allowances for impairment of goodwill and intangible assets, which have been disclosed in details in the "Basic situation of the Group during 2020" in Note 2.

Throughout the year of 2020, the Group did not engage in any fund-raising activities in relation to its shares. As of 31 December 2020, the weighted average number of the Company's issued ordinary shares was 1,468,124,216 shares, and the basic loss per share for the year was around HK\$2.42.

新冠疫情大爆發使總體上抑制了製造行業，從而降低了對電子零件的需求，所訂的電子零件在第二及第三季需要減價促銷使資金回籠，可惜銷情不佳，因而在年底的存貨也需作出撥備約349,000,000港元，整體電子業務在今年的負毛利為637,954,000港元，而毛利率為負38.59%。年內物業銷售為之前東莞投資之地產項目，因後期工程超支引致成本增加，故錄得負毛利。鑑於經濟前景不明朗及營運資金不足，集團已重新檢視現有業務風險，重新分配集團資源，並決定調低油品及電子業務量，及停止各項投資項目如馬來西亞煉廠。

2.3 淨虧損及溢利及每股基本虧損及溢利

本公司擁有人應佔年內虧損錄得約3,558,546,000港元，去年集團錄得約642,175,000港元的溢利，虧損主要因毛利下降、存貨、應收賬款及其他應收賬款撥備、預付各項投資款撥備，及商譽和無形資產減值撥備所引致，詳情已載列於第2點「2020年集團基本情況」。

集團在2020年並沒有任何與股份相關的集資活動。截至2020年12月31日止，本公司的加權平均已發行普通股份的數目為1,468,124,216股，全年每股的基本虧損約為2.42港元。

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2.4 Net exchange gain and loss

As of 31 December 2020, the Group recorded a net exchange gain of approximately HK\$162,923,000 thanks to the appreciation in RMB, as compared to the net exchange loss of approximately HK\$49,330,000 of last year.

2.5 Changes in fair values of derivative financial instruments

Over the recent years, the ongoing improvement in the sales volume of oil products had determined the considerable amount of inventories of the Group. For mitigating any negative impacts on the Group's interests caused by factors such as price fluctuations and global economic uncertainties, the Group will enter into several derivative contracts for its oil products or LPG commodities for the purpose of hedging, all being done in response to its product inventory levels (if any holding over to next month) or any requests from individual clients on fixed price purchases with forward contract for the sake of lowering the risks of price volatility of its products. Nonetheless, the unforeseen global oil crash had led to steep dip in the prices of oil products within just a glimpse of time. During the year, the loss from derivative contracts amounted to approximately HK\$125 million.

2.6 Finance costs

As a result of the price slumps of oil products and LPG during the year, coupled with the global roll-out of rate cut since the second half of 2019 and the decrease in bank loans on average throughout the year, our finance costs were down to around HK\$282,706,000, representing a decrease of approximately 21.14% as compared with that of approximately HK\$358,485,000 last year.

2.4 淨匯兌損益

截至2020年12月31日止，因人民幣升值集團錄得淨匯兌收益約162,923,000港元，去年則為淨匯兌虧損約49,330,000港元。

2.5 衍生財務工具公平值之改變

因近年能源銷售量持續增加，集團會有一定數量之庫存，為免價格波動及環球經濟之不明朗等因素使集團利益受損，集團會因產品如有跨月庫存量或個別客戶要求以遠期合約定價購貨，而在紙貨市場購買一定數量之油品或LPG紙貨作對沖之用，從而減低貨價上落的風險，但因不能預期之環球油災使油品價格在短期內大幅下滑，全年的紙貨虧損約為1.25億港元。

2.6 融資成本

由於全年油品及LPG價格下降，及全球在2019年下半年開始減息和全年平均銀行借款減少，融資費用因此減至約282,706,000港元，與去年融資費用約358,485,000港元相比，減少了約21.14%。



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2.7 Net current assets

As of 31 December 2020, the Group had net current assets amounting to around HK\$1,367,826,000 and a current ratio of about 118.81%, representing a dip of approximately HK\$3,679,185,000 in its net current assets, as compared to the net current assets of about HK\$5,047,011,000 (current ratio: 170.63%) as of 31 December 2019. Such decline was mainly due to the non-current bank borrowings having classified as current liabilities, as well as the drop in current assets as a result of the allowances for trade receivables, other receivables and inventories.

2.8 Net cash flow incurred by the operating activities

As of 31 December 2020, a net cash inflow of approximately HK\$400 million had been incurred by our operating activities; contrastingly, our investing and financing activities had recorded a net cash outflow of approximately HK\$942 million and HK\$731 million respectively, altogether contributing to the decrease of approximately HK\$1.4 billion in our cash and cash equivalents at the end of December. The main cash outflow incurred by investing activities included a short-term borrowing to an independent third party amounting to approximately HK\$417 million, as well as the investments in the construction of hydrogen refueling plants amounting to approximately HK\$170 million and in the property project in Zhuhai, whereas the majority of cash outflow incurred by financing activities was from the repayment of bank borrowings.

2.7 流動資產淨值

集團截至2020年12月31日的流動資產淨值約為1,367,826,000港元，流動比率約為118.81%。與截至2019年12月31日的流動資產淨值約5,047,011,000港元(流動比率：170.63%)相比，流動資產淨值下降了約3,679,185,000港元，主要原因為非流動銀行借款轉為流動負債，及流動資產因應收貿易及其他應收賬款及存貨撥備而下降。

2.8 經營活動產生的現金流量淨額

截至2020年12月31日止，經營業務產生了約4.00億港元的現金淨流入額，但投資活動及融資活動分別錄得淨現金流出約9.42億港元及7.31億港元，故此12月底的現金及現金項目比年初減少約14.0億港元。投資活動主要之現金流出包括短期借款約4.17億港元予一獨立第三方、投資興建加氫廠約1.7億港元及珠海地產項目投入等，融資活動流出大部份來自償還銀行借款。



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3. Performance review

During the year, the Group continued to focus its efforts on its energy products business. In 2020, the Group achieved a total sales volume of approximately 5,636,000 tonnes, among which, the sales volume of LPG was around 1,712,000 tonnes, which were comparable to that of last year. On the other hand, the sales volume of oil products of the year had reached 3,924,000 tonnes, representing a sharp fall of around 30% as compared to that of last year, which was mainly due to the fact that the Group was low in funds to continue the operations of its oil products business.

		Full year 2020 2020年全年	Full year 2019 2019年全年
Sales volume of LPG (percentage contributed to the total sales volume of the year)	LPG銷售量 (佔全年總銷售量的%)	1,712,000 tonnes (30.38%) 1,712,000 噸 (30.38%)	1,848,000 tonnes (24.76%) 1,848,000 噸 (24.76%)
Sales volume of oil products (percentage contributed to the total sales volume of the year)	油品銷售量 (佔全年總銷售量的%)	3,924,000 tonnes (69.62%) 3,924,000 噸 (69.62%)	5,617,000 tonnes (75.24%) 5,617,000 噸 (75.24%)
Total sales volume	總銷售量	5,636,000 tonnes (100.00%) 5,636,000 噸 (100.00%)	7,465,000 tonnes (100.00%) 7,465,000 噸 (100.00%)

3.1 LPG business

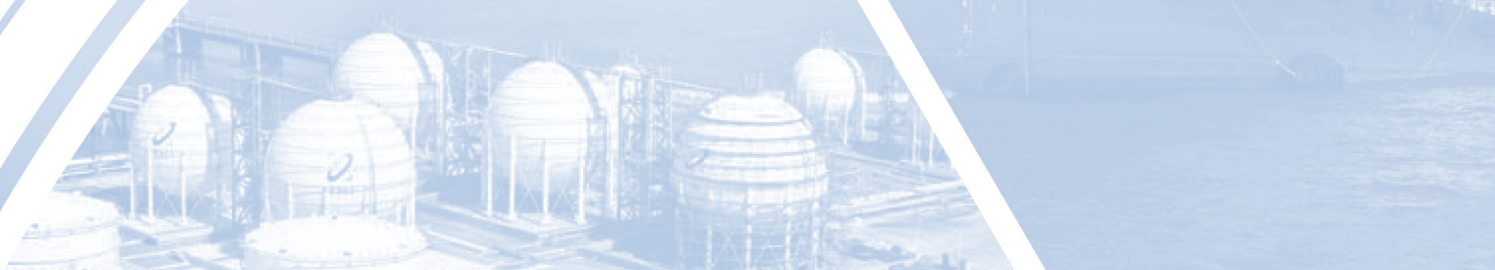
Throughout the year, the Group realized a sales volume of approximately 1,712,000 tonnes for LPG, representing a decrease of around 7.36% as compared with approximately 1,848,000 tonnes of last year. The sales volume contributed by wholesalers and industrial customers had shrunk due to COVID-19, whereas that of LPG for civilian usage had also fallen given the emergence of new energies such as electric power and LNG energy.

3. 業績回顧

年內，集團繼續集中致力於能源性產品業務，於2020年錄得約5,636,000噸的總銷售量，其中LPG的銷售量約為1,712,000噸，油品的銷售量約為3,924,000噸，比對去年LPG的銷售量大致相同，但油品銷量則大跌三成，主要因為集團下半年沒有太多剩餘資金繼續維持油品業務。

3.1 LPG業務

集團LPG的全年銷售量約為1,712,000噸，比對去年約1,848,000噸，下降了約7.36%。批發商及工業客戶因新冠疫情而銷量減少，民用LPG因新能源如電及LNG影響而減少。



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During the year, the LPG business recorded a revenue of approximately HK\$6.40 billion, representing a decline of approximately 14.89% as compared with that of nearly HK\$7.52 billion of last year, which was mainly due to the drop in sales volume, as well as the diminishing average price of LPG as a result of the global oil crash.

The Group had realized gross profits of approximately HK\$746 million over the year, representing a dip of nearly 21.72% as compared with that of approximately HK\$953 million of last year. Dragged by the oil price crash, LPG prices had seen a fall; however, no corresponding immediate downward adjustments in selling prices had been seen in end-user markets, for instance, the sales of bottled LPG. During the year, the average gross margin of LPG business was approximately 11.65%, representing a mild drop as compared to that of approximately 12.67% of last year.

LPG業務全年錄得約64.0億港元的營業額，比對去年約75.2億港元的營業額，減少了約14.89%，主要是銷售量下跌及LPG的平均價格因環球油災下降了。

年內實現的毛利約7.46億港元，比對去年毛利約9.53億港元，下降了約21.72%。LPG價格受油災拖累已下降，但終端市場如瓶裝銷售並沒有即時相應向下調整銷售價錢。LPG業務年內平均的毛利率約為11.65%，比對去年約12.67%，只略為減少。

Sales

銷售

Sales category 銷售類別		Full year 2020 2020年全年	Full year 2019 2019年全年
Wholesalers 批發商		1,012,200 tonnes 1,012,200 噸	801,000 tonnes 801,000 噸
End-users 終端用戶		699,800 tonnes 699,800 噸	1,047,000 tonnes 1,047,000 噸
Total 總數		1,712,000 tonnes 1,712,000 噸	1,848,000 tonnes 1,848,000 噸

Impacted by COVID-19, the domestic demand had seen a downturn over the year, whereas the business of LPG for civilian usage and industrial customers had also correspondingly decreased, with the shrinkage in the volume of auto-gas refueling being relatively more prominent. In Guangzhou, the LPG auto-gas refueling market target buses and taxis as its core customers. Adhering to the government policies, all of the buses were required to switch to be running on liquefied natural gas or electric power, resulting into a drastic decrease in the number of LPG fueled buses,

因新冠疫情影響，這1年內國內需求減退，民用和工業客戶LPG業務相應減少，而汽車加氣量的縮減程度較大，廣州LPG汽車加氣市場主要的客戶是公車及計程車。公車因為政府政策問題，全部需要轉為應用液化天然氣或電動，造成了LPG公車數目大幅減少，直接造

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thus directly leading to a slash in LPG demand. On the other hand, the taxi industry was prone to serious underutilization as affected by the improper on-line car hiring services and COVID-19. In the circumstance that the demand for LPG from buses and taxis both declined due to different grounds, the ongoing shrinkage in the business volume of auto-gas refueling business had become unavoidable. During the year, there had been a number of refueling stations in Guangzhou being shut down, resulting into an allowance for impairment in respect of the goodwill and intangible assets having incurred at the acquisition of auto-gas refueling stations some years ago. Given the sluggish LPG sales in the Mainland China, the Group had devoted more wholesaling efforts in order to make up for the deficiency in sales to its end-users. It is part of the Group's belief that the sales volume contributed by its end-users will rise again following the subsidence of COVID-19.

3.2 Oil products business

Throughout the year of 2020, the Group achieved a total sales volume of approximately 3,924,000 tonnes of oil products in Hong Kong, the Mainland China and Singapore, representing a decline of around 30.14% as compared with approximately 5,617,000 tonnes last year.

Our oil products business recorded a revenue of approximately HK\$11.002 billion throughout the year, representing a contraction of approximately 42.97% as compared to that of nearly HK\$19.29 billion of last year, which was mainly due to the decreases in the average prices of oil products and sales volumes. The gross margins of oil products had narrowed to 2.04% (2019: 4.40%). A detailed analysis on the reasons for such is explained in the paragraph of "2.2 Gross profits".

成對LPG的需求下降。計程車市場則受到非正規載客服務及新冠疫情的影響而出現嚴重的開工不足。當公車與計程車對LPG的需求均因為不同原因而下降時，汽車加氣業務量的持續縮減變得無法避免，年內已經有數個廣州加氣站關閉，故數年前收購加氣站時產生的商譽及無形資產亦需要作出減值撥備。由於國內LPG銷情放緩，集團加大批發力度以彌補終端銷售不足，集團認為疫情過後終端客戶銷量會再次回升。

3.2 油品業務

2020年全年，集團在香港、國內及新加坡共錄得油品銷售量約3,924,000噸，比對去年約5,617,000噸，減少了約30.14%。

油品業務全年錄得約110.02億港元的營業額，比對去年約192.90億港元的營業額，下降了約42.97%，主要是油品平均價格及銷售量下跌引致，油品毛利率收窄至2.04%（2019年：4.40%），原因在「2.2毛利」一段已作出解釋。



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Sales

銷售

Sales category 銷售類別		Full year 2020 2020 年全年	Full year 2019 2019 年全年
Hong Kong/Singapore <i>Oil products</i>	香港／新加坡 <i>油品</i>	2,117,000 tonnes 2,117,000 噸	4,529,000 tonnes 4,529,000 噸
China <i>Oil products</i>	中國 <i>油品</i>	1,807,000 tonnes 1,807,000 噸	1,088,000 tonnes 1,088,000 噸
Total	總數	3,924,000 tonnes 3,924,000 噸	5,617,000 tonnes 5,617,000 噸

The impact of COVID-19 on global shipping businesses, coupled with the disequilibrium between the supply and the demand for oil products, altogether contributed to the diminishing sales volume in the overseas markets; in addition, with the Group's decision of its gradual withdrawal of resources invested in the oil products business since mid-year of last year, the sales volume of this business had entailed a corresponding reduction. Nonetheless, along with the recovery in oil products transactions amid the abatement of COVID-19 after March, the Group had reinforced its domestic trading of oil products to secure solid sales volume.

新冠疫情對環球航運業務的影響及油品供求失衡使海外市場銷售量下降，加上自年中開始集團決定逐漸減少在此業務投放資源，故此銷售量相應下降。國內在3月後新冠疫情放緩下油品交易回升，故此集團加強國內油品貿易以保持一定銷售量。

3.3 Electronic business

Throughout the year, the electronics business recorded a revenue amounting to approximately HK\$1,652,947,000 in total, that was a surge as compared to around HK\$982,736,000 of last year. To be in line with the Group's expectation on the rise in domestic demand at the beginning of the year, our order quantities had been lifted; however, because of the unpredicted advent of COVID-19, demands for our products both in the Mainland China and Southeast Asia had seen a drawback. For mitigating the risks associated with inventories, the Group had launched price cuts in its inventory sell-off, resulting into the recorded negative gross profits of approximately HK\$640 million.

3.3 電子業務

全年電子業務共錄得約1,652,947,000港元的營業額，比對去年約982,736,000港元的營業額大為上升，因年初集團預期內需增加，故此加大訂貨量，但不料其後因新冠疫情而使我們的產品於國內和東南亞的需求減低，集團因而需要降價銷售存貨減少存貨風險，故此錄得負毛利約6.4億港元。

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3.4 Other businesses

Hydrogen and NG auto-gas refueling station business — Despite the establishment of the hydrogen station in Guangzhou last year, the demand for hydrogen as an automobile power remained limited; however, with the vigorous efforts made by the government in promoting eco-friendly energies, the market demand for such is expected to soar in the future. In addition, the Group had also kick-started its plan to establish hydrogen refueling plants, however since the banks stopped supporting our Group, the Group was lack of working capital and decided to discuss with the investment partner to put aside this project. The NG business is still under development at present. We have screened our existing projects, and undertaken initiatives to axe projects which only have a slim chance of making profits to our Group. We will instead focus on devoting resources to nurture other potential projects, for instance, shifting our attention from our current cooperative NG projects with logistic companies, to the construction of refueling stations for striving for better investment returns.

Real estate business — Since the third quarter of 2019, the Group had launched sales of Block A and B of the apartment property located in Zhuhai, where more than 30 apartments had been successfully sold. In early 2020, a potential buyer had made an offer to acquire the entire Block B and E (office building); nonetheless, the social movements in Hong Kong later, coupled with the advent of COVID-19, altogether had delayed the sales plan. Following the abatement of the pandemic, the Group will set for redeploying its marketing strategies and models in hope of maximizing the profits netted from the sale of such prime property.

3.4 其他業務

氫氣及 NG 汽車加氣站業務 — 去年集團在廣州興建了一個氫氣站，但氫氣作為汽車動力的需求仍然有限。在政府大力推動環保能源下，未來市場需求有望大幅增長，所以集團亦開展了加氫廠興建的計劃，但銀行停止支付集團故此年內資金有限，集團決定跟合作方商議停止投資此項目，NG 目前仍然處於開發階段。我們已經從手上的項目中作出篩選，主動放棄機會渺茫的項目，集中資源去發展其他有潛質的項目，如與物流公司合作進行的 NG 項目，則會轉向加氣站的建設以爭取更高的投資回報。

房地產業務 — 珠海樓盤於2019年第三季開始銷售A棟及B棟公寓樓盤，並成功銷售約30多套公寓，2020年年初有潛在買家開價收購整棟B棟及E棟(辦公大樓)，但其後因香港社會運動及新冠疫情的關係，整體使銷售計劃延後，集團會待疫情減退後重新部署市場銷售策略模式，冀望將此優質樓盤出售為集團帶來最高利潤。



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4. Business Outlook

(Such outlook is based upon the success of the Group in proceeding with its debt restructuring and the plans will also be adopted to reflect the developing financial environments of the Group)

Over the past years, the Southern China region has always been the major markets of the Group; nevertheless, the fierce domestic competitions, as well as the ongoing trade repression by the United States, had altogether casted a shadow across the Chinese market, which may possibly deteriorate our operating environment. While there may be practical difficulties in avoiding such market risks, setting footholds in much more diversified markets can be one of the effective solutions to the Group.

In view of these, the Group laid out its development blueprint as early as in 2017, that was to expand its overseas businesses in a proactive manner. We will continue to adopt the same operating strategies to drive our developments with the use of our end-user markets, so as to ensure an exponential growth in our business volume. In the meantime, we are reviewing the Group's industry structure and operating model for the continuous improvements in the coordination between our industry and logistics chains. It is expected that such measures will enhance our operating efficiency and further lower our operating costs.

Given the global oil crash and a number of unfavorable factors for business operations during the first half of 2020, the future remains uncertain. At present, the Group is reviewing its development strategies, and in the meantime, it is committed to deploy its limited resources into its core businesses.

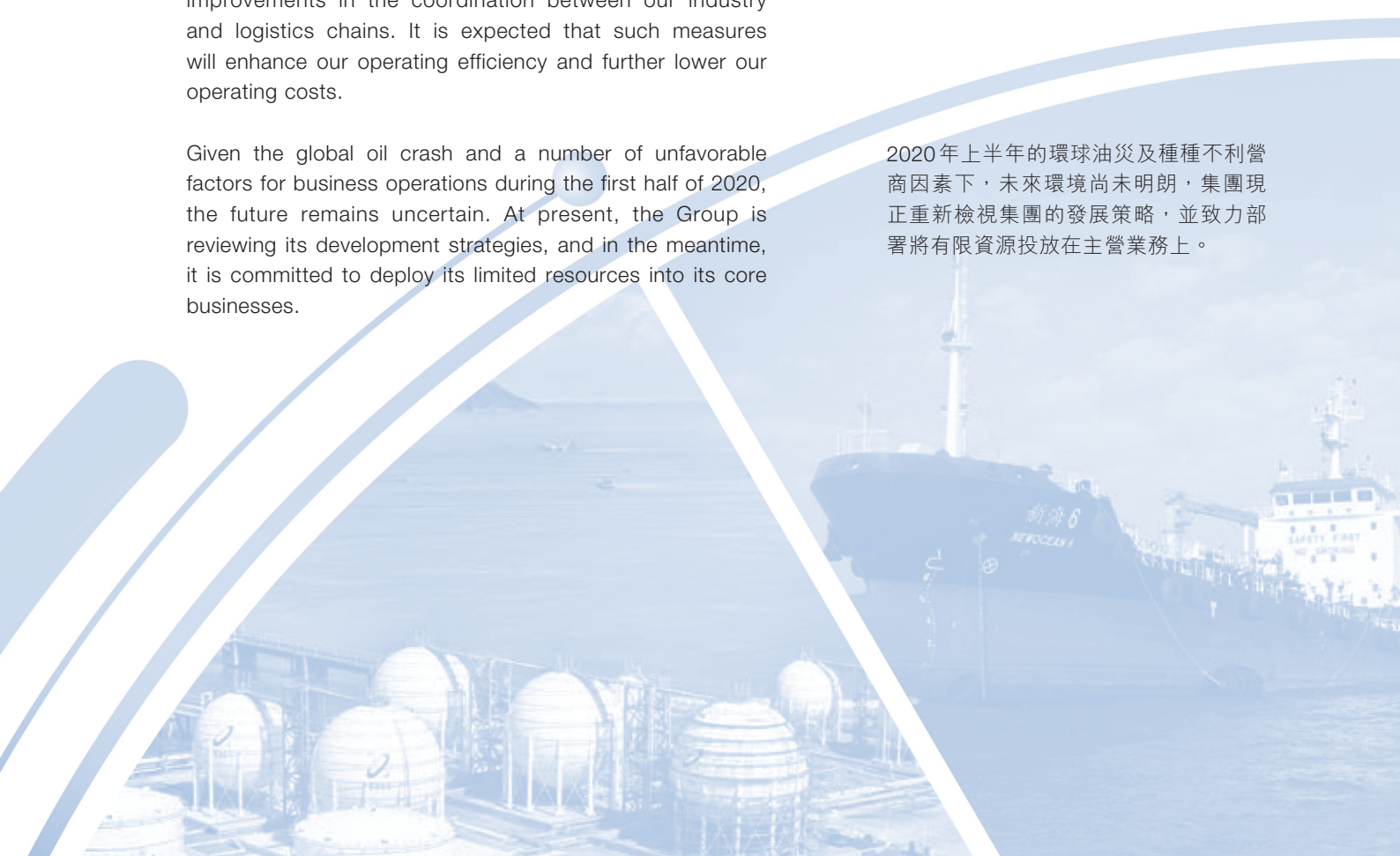
4. 業務前瞻

(此前瞻建基於本集團能否債務重組成功的基礎上，而該計劃亦會採納以反映本集團的財務發展環境)

過往集團的市場主要集中在中國華南一帶，但國內競爭激烈及美國不斷在貿易上的壓迫使國內市場不明朗，有可能使經營環境轉差，要迴避這個市場風險實際上是困難，但其中一個有效方法是集團開闢更多多元化的市場。

有見及此，集團於2017年已經制定了積極往外擴張的發展藍圖。我們會繼續沿用以終端帶動發展的經營策略，促進業務量快速增長。與此同時，我們正檢視集團的產業結構及經營模式，不斷完善身處的產業鏈及物流鏈，提高經營效率，進一步降低經營成本。

2020年上半年的環球油災及種種不利營商因素下，未來環境尚未明朗，集團現正重新檢視集團的發展策略，並致力部署將有限資源投放在主營業務上。



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LPG business — The retail markets located in the Southern China region (including Macau and Hong Kong) will remain as the core of our business.

- (1) While exploring opportunities for the further expansion in the end-user markets for our bottled LPG, we will strengthen our management of distributors, and give them stronger backing for the improvements of our sales volume, and thus our profitability.
- (2) We are actively seeking industrial users of LPG. When the emergence of new energies has already affected our business of auto-gas refueling for civilian usage, the volume of LPG for industrial usage skyrockets on a year-on-year basis, although the outbreak of COVID-19 had still pushed down the demand for such during the first half of 2020. The Group believes that such impact would only be temporary, thus our sales team in the Mainland China will step up their efforts to seek new industrial clients.
- (3) As to the expansion of our business to the overseas markets, we have begun wholesaling LPG to Africa two years ago. At present, we are in the search of suitable land parcels in Africa for the construction of LPG terminal gas plants and bottling plants. We aim to tap into the local end-user markets as soon as possible, which are expected to yield healthy return on capital.

Oil products business — Being all set for the significant scale-down of our oil products business, we are committed to focusing not only on the sales of products with high gross profits, but also on lowering our costs. When the costs of refueling business in Hong Kong are relatively high, the Group will step up its efforts to sell wholesale to our clients who are distributors, and to lease its existing oil tankers to wholesalers or list them for sale. As to our business in Singapore, certain extent of its marine bunkering business will remain, with oil products of relatively stable gross profits and high sulphur fuel oil being the key focus of the business. Meanwhile, the Group will take the occupancy of a small portion of the total leased capacity of 300,000 tonnes of floating storage unit, while the remaining part will be leased to third parties for cost saving purposes.

LPG 業務 — 仍然以中國華南地區(包括澳門及香港)的零售市場為核心

- (1) 我們正在尋找機會開發更多瓶裝LPG的終端市場，亦會加強對分銷商的管理和給予分銷商更多支援，以擴大銷售量及提高盈利。
- (2) 積極尋找LPG工業用戶，新能源影響民用加氣業務，但LPG工業用量則按年飆升，雖然2020年上半年因應新冠疫情而需求下降，但集團認為此乃短期影響，集團內地銷售團隊會加強力度尋找新的工業客戶。
- (3) 對於往海外市場的擴張，我們於兩年前已經開始向非洲進行LPG的批發銷售，現正在當地尋找合適的土地，建設LPG碼頭氣庫和充瓶廠，儘快導入當地利潤頗高的終端市場。

油品業務 — 油品業務將大幅收縮並著重高毛利的銷售產品及減低開支，香港加油業務成本略高，集團會致力批發給分銷商客戶，並將集團現有的運油船出租給批發商或出售，新加坡會維持一定的海上加油業務，主攻毛利相對穩定的高流油品。而租用品之300,000噸浮倉集團會佔用少部份，餘下的將會出租予第三方以減省成本。



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Electronic business — The Group recorded losses in this project amid the volatility in the market, thus the resources being invested in this business are expected to see significant decline.

New energy business — With the promotion of eco-friendly energies by the Chinese government, the Group will take its initiative to grow its hydrogen business, but will not allocate too much resources to this business line. Given the NG market in Guangdong is not ripe enough, the Group is only investing limited resources in the planning and construction of sales network at this stage.

Improvement on our industry chain — Vertical integration will be conducted.

(1) Once COVID-19 subsides, the Group will look for suitable investment partners to propel the proposed construction project of a refinery in Malaysia. We are confident that the products manufactured by the refinery upon its completion will contribute a significant part of the Group's annual oil and gas sales volume. From then, the Group's oil and gas business will be able to progress from being passively dependent on the supply from external sources, to be more genuinely self-sufficient.

(2) The completion of such vertical integration will enable the Group to reach its goal of bettering controls over costs under a low-risk and cost-saving ecosystem; and in the meantime, profoundly enhancing the Group's bargaining power on the international markets. It will also broaden our procurement channels, thus creating more sales opportunities to the Group.

We firmly believe that, the unceasing expansion of our end-user sales network in the Southern China region, along with the active growth of our sales markets overseas, as well as the vertical integration of our supply chain, are the three cornerstone attributes for the Group to secure a sustainable growth in business and an improvement in its profitability in a more effective way.

電子業務 — 市場的不穩定性使集團在此項目錄得虧損，集團因而會大幅縮減此項業務之資源投放。

新能源業務 — 因應環保能源在國內政府推廣，集團會繼續發展氫氣業務但不會投入太多資源。由於廣東NG市場尚未成熟，現時集團只投入少部份資源進行規劃及建構銷售網絡。

改善產業鏈 — 進行垂直整合

(1) 當新冠疫情減退後，集團會主動跟馬來西亞政府協商及尋找合適投資伙伴推動擬於馬來西亞建設的煉油廠項目。儘管集團因資金問題及各種不明朗因素先將已投資的款項作出全數撥備，但管理層會協商延續此項目及在來年回撥全數或部份投資撥備。我們相信煉油廠建成以後，集團每年的油氣銷售量之中，將有相當部分屬於煉油廠生產的產品。這樣，集團油氣業務大致上就可自給自足，而無需倚靠別人的供應。

(2) 若完成了這項垂直整合的工作，集團就可以在低風險減成本的環境下，達到有效控制成本的目的。與此同時，亦會大大加強集團在國際市場上討價還價的能力，拓闊了採購管道，並帶來更多新的銷售機會。

我們深信只有在華南地區繼續擴展終端銷售網路，同時積極開拓海外銷售市場，加上供應鏈的垂直整合，才可以更有效地推動集團長遠的業務增長和加強集團的盈利能力。



Management Discussion and Analysis 管理層之討論及分析

Responses from the Directors regarding the disclaimer of opinion set out in the Independent Auditor's Report for the year ended 31 December 2020

Disclaimer of opinion by the Auditor and the management position

Crowe (HK) CPA Limited (the "Auditor"), the independent auditor of the Company, stated in the Independent Auditor's Report (the "Independent Auditor's Report") contained in the 2020 Annual Report that they do not express an opinion on the consolidated financial statements of the Group due to the multiple uncertainties relating to going concern. Please refer to "Independent Auditor's Report" for details.

After considering the measures taken to mitigate liquidity burden on the Group, to maintain its operations, and to improve its financial situation as disclosed in Note 1A to the consolidated financial statements, the Directors are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from 31 December 2020. Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements of the Group on a going concern basis. Nevertheless, as stated in the Independent Auditor's Report, the Auditor was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Notwithstanding the explanation by the Directors to the Auditor, it is difficult for the Directors to provide such evidences that could be considered sufficient and appropriate unless and until the results of the measures are observable.

View of the Audit Committee

The Audit Committee reviewed the basis for disclaimer of opinion, the management's position concerning the basis for disclaimer of opinion, measures taken by the management to support the going concern assumptions in the preparation of the consolidated financial statements of the Group. Considering the measures by the management to mitigate liquidity burden, to maintain its operations, and to improve its the financial situation, the Directors and the Audit Committee agreed with the view of the management to adopt going concern assumptions in the preparation of the consolidated financial statements of the Group for the year ended 31 December 2020. The Audit Committee had also discussed with the Auditor with respect to the multiple uncertainties relating to going concern which led to its disclaimer of opinion. The Audit Committee agreed that the disclaimer of opinion could be removed upon the results of the measures are observable.

董事就截至 2020 年 12 月 31 日止年度獨立核數師報告所載之無法表示意見之回應

核數師之無法表示意見及管理層立場

本公司獨立核數師國富浩華(香港)會計師事務所有限公司(「核數師」)於2020年年報中所載的獨立核數師報告(「獨立核數師報告」)表示，由於本集團財務報表因持續經營存在多重不確定性，故此彼等並未就綜合財務報表發表意見。詳情請參閱「獨立核數師報告」。

經考慮綜合財務報表附註1A所披露，為減輕本集團的流動資金負擔、維持其營運及改善財務狀況而採取的措施後，董事認為本集團將有足夠的營運資金以履行其自2020年12月31日起未來十二個月到期的財務義務。因此，董事認為以持續經營為基礎編制本集團的綜合財務報表為恰當。然而，誠如獨立核數師報告所述，核數師未能取得足夠、適當的審計證據以提供審計意見之基礎。儘管董事向核數師作出解釋，惟董事仍難以提供被認為充分及適當的證據，除非且直至可觀察到措施的結果。

審計委員會之觀點

審核委員會審閱了無法表示意見的依據、管理層對無法表示意見的依據的立場、及管理層在編制本集團綜合財務報表時為支持持續經營假設而採取的措施。考慮到管理層為減輕流動資金負擔、維持其營運及改善其財務狀況而採取的措施，董事及審核委員會同意管理層之觀點，於編制本集團截至2020年12月31日止年度之綜合財務報表時採用持續經營假設。審核委員會亦與核數師討論有關持續經營的多重不確定性而導致其無法表示意見。審核委員會同意當可觀察到措施的結果時，可刪除無法表示意見。

Management Discussion and Analysis

管理層之討論及分析

Plan to resolve the disclaimer of opinion

As disclosed in Note 1A to the consolidated financial statements, the management of the Group have been taking active measures to mitigate the liquidity burden, to improve financial situation, and to maintain its operation. The Directors are confident that, soon after such measures progressively take effects, the financial condition of the Group will be restored, and thus, the multiple uncertainties relating to going concern will be addressed.

Final Dividend

The directors do not recommend the payment of any final dividend for the year ended 31 December 2020 (2019: Nil).

Annual General Meeting and Closure of Register of Members

The annual general meeting of the Company will be held on Monday, 9 August 2021. A notice convening the annual general meeting will be published and dispatched to the shareholders in due course in the manner required under the Listing Rules.

The Register of Members of the Company will be closed from Wednesday, 4 August 2021 to Monday, 9 August 2021 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting. In order to qualify for attendance and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Share Registrars, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 August 2021.

Contingent Liabilities

The Group had no significant contingent liabilities at 31 December 2020 and 2019.

Pledge of Assets

At 31 December 2020, apart from the pledged bank deposits of approximately HK\$385,129,000, the Group also pledged its oil vessels with carrying value of approximately HK\$83,184,000 to secure bank loans granted to the Group.

Employees and Employee Benefits

As at 31 December 2020, the Group employed 957 (2019: 1,222) full time employees in Hong Kong, Macau, Singapore and other regions in the Mainland China. The Group remunerated the employees based on their performance, experience and prevailing market practice. Employee benefits provided by the Group include a mandatory provident fund scheme and medical insurance scheme.

解決無法表示意見之計劃

誠如綜合財務報表附註1A所披露，本集團管理層一直採取積極措施以減輕流動資金負擔、改善財務狀況及維持營運。董事相信，於該等措施逐步生效後，本集團的財務狀況將盡快恢復，從而解決與持續經營相關的多重不確定性。

末期股息

董事會並不建議派發截至2020年12月31日止年度之末期股息(2019：無)。

股東週年大會及暫停辦理股份過戶登記

本公司謹訂於2021年8月9日(星期一)召開股東週年大會。股東週年大會通告將根據上市規則規定之形式刊發及寄送予股東。

本公司將於2021年8月4日(星期三)至2021年8月9日(星期一)(包括首尾兩日)暫停辦理股份過戶登記，以確定有權出席股東週年大會並於會上投票的股東資格。為符合資格出席應屆股東週年大會並於會上投票，股東務須將所有過戶文件連同有關股票交回本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東183號合和中心54樓，惟最遲須於2021年8月4日(星期三)下午4時30分前交回，以進行登記。

或然負債

截至2020年及2019年12月31日，本集團並無重大或然負債。

資產抵押

於2020年12月31日，除已抵押銀行存款約385,129,000港元外，本集團亦為獲得銀行借款而將賬面值約83,184,000港元之油船抵押。

僱員及僱員福利

截至2020年12月31日，本集團於香港、澳門、新加坡及中國其他地區僱用957(2019：1,222)名全職僱員。本集團按各員工之工作表現、經驗及當時市場情況酬報各員工。本集團之員工福利包括強制性公積金供款及醫療保險。

Corporate Governance Report

企業管治報告

The Company is committed to good corporate governance principles. Its Board recognises that an effective corporate governance framework and high governance standard are both essential to the Company's long-term development. Set out below is the corporate governance report prepared by the Board in accordance with Appendix 14 "Corporate Governance Code and Corporate Governance Report" of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Corporate Governance Practices

Throughout the year ended 31 December 2020 the Company applied the principles and complied with all code provisions as set out in the corporate governance code (the "CG Code") contained in Appendix 14 for the Listing Rules, save for a deviation from the provision governing tenure of non-executive directors mentioned below.

Provision A.4.1 of the CG Code provides that non-executive directors shall be appointed for specific term, subject to re-election. The Company deviated from this provision in that none of the non-executive directors are appointed for a fixed term, instead their tenure of office are governed by the provisions for retirement by rotation and re-election as provided in the byelaws of the Company (these provisions are described in the paragraph headed "Non-executive Directors" below). The board of directors believes that the fixing of the tenure of non-executive directors by way of provisions contained in the bye-laws, and the shareholders' right to re-elect retiring non-executive directors as contained in the bye-laws, will serve the long term interests of the Company. In the opinion of the Board, the measures adopted by the Company are no less exacting than those in the CG Code.

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all directors have confirmed that they have complied with the required standard as set out in the Model Code during the year.

本公司致力於奉行高質素的企業管治，並認為有效的企業管治架構及高標準的企業管治對於公司長遠發展至關重要。以下為董事會按照聯交所證券上市規則(「上市規則」)附錄14「企業管治守則及企業管治報告」制訂的企業管治報告。

企業管治常規

於截至2020年12月31日止整個年度內，本公司已採納及遵守上市規則附錄14所載之所有守則條文(「企業管治守則條文」)，惟下述有關非執行董事任期之規則除外。

企業管治守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司並無遵守此條文，本公司所有非執行董事均無指定任期，惟彼等之任期乃根據本公司之公司細則條文規定，並須依照有關細則告退，該等條款已載於下段之「非執行董事」一節內。董事會認為以公司細則之條款制定非執行董事任期而股東能保留重選連任非執行董事之權利可保障本公司之長遠利益。董事會認為本公司採用之方法並無較企業管治守則之規定寬鬆。

董事進行證券交易

本公司已採納上市規則附錄10所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易之操守準則。經過本公司作出特定查詢後，全體董事已確認彼等於年內均有遵守當中所要求之買賣標準。



Corporate Governance Report

企業管治報告

Board of Directors (the “Board”)

The Board currently comprises four executive directors and three independent non-executive directors. Biographical details of all directors of the Company are set out in the paragraph headed “Directors’ Profile” on page 4 to page 5. The current structure and composition of the Board have provided it with an appropriate mix of skills, knowledge, experience and diversity and the Board reviews its structure and composition from time to time to ensure that appropriate expertise and independence are maintained.

Membership of the Board during the year ended 31 December 2020 were as follows:

Executive Directors

Shum Siu Hung (*Chairman*)
 Shum Chun, Lawrence (*Managing Director*)
 Cen Ziniu
 Siu Ka Fai, Brian (*resigned on 23 August 2020*)

Independent Non-executive Directors

Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe

All directors have disclosed to the Company the number and nature of offices they held in public companies or organizations and other significant commitment, including the identity of the public companies or organizations and indication of the time involved. Managing Director Mr. Shum Chun, Lawrence is the son of Mr. Shum Siu Hung, Chairman of the Company and a cousin of Mr. Cen Ziniu, executive director of the Company. The Board establishes the strategic direction for the development of the Company and sets out the objectives of the management, with operational decisions and execution delegated to the management. The Board also approves annual budgets, major funding proposals and investment proposals, and oversees the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance. The Board is responsible for the corporate governance functions of the Group, including the development and review of the Group’s policy and practices on corporate governance.

董事會(「董事會」)

本公司現時之董事會由4名執行董事及3名獨立非執行董事組成。所有董事之簡介已載於第4至5頁「董事簡介」一節內。董事會現有的架構及組成已包含適當的技能組合、知識、經驗及多元化。董事會不時審閱其架構及組成，以確保維持適當的專業性及獨立性。

於2020年12月31日止之年度內，董事會會員為：

執行董事

岑少雄(主席)
 岑濬(董事總經理)
 岑子牛
 蕭家輝(於2020年8月23日辭任)

獨立非執行董事

張鈞鴻
 陳旭煒
 徐名社博士

所有董事已向本公司披露其參與公眾公司或機構的數量及性質及其他須參與之重大事務，包括公眾公司或機構的身份及所需的時間。董事總經理岑濬為本公司主席岑少雄先生之子，岑少雄主席亦為本公司執行董事岑子牛之堂兄。董事會設立本公司的策略性發展方向及制定管理目標，營運決定及執行則委任於管理層。董事會並批准年度預算、主要籌資提案及投資提案及檢查用於評估內部監控、風險管理、財務報告及遵守情況充分性的程序。董事會負責本集團的企業管治功能，包括發展及審閱本集團的企業管治政策及實行。



Corporate Governance Report 企業管治報告

With the assistance of the company secretary, Board meetings are initiated by the Chairman and all directors are consulted on the agenda. Procedures are established for all directors to have free access to board papers and related information, to review the Group's internal controls, and to have the services of the company secretary to ensure matters are transacted in the Board in accordance applicable rules and practices. Directors may seek independent professional advice upon reasonable request to discharge their duties. All committees of the Board have specific terms of reference clearly defining their respective powers and responsibilities and committee meetings are held as required under these terms of reference. All committees are required by their terms of reference to report to the Board in relation to their decisions or recommendations.

The following table shows the attendance of directors at meetings of the Board during the year ended 31 December 2020:

Name of director 董事姓名	Number of Meetings Attended 出席會議次數
<i>Executive Directors:</i>	
Shum Siu Hung (<i>Chairman</i>)	執行董事： 岑少雄(主席) 4/4
Shum Chun, Lawrence (<i>Managing Director</i>)	岑濬(董事總經理) 4/4
Cen Ziniu	岑子牛 4/4
Siu Ka Fai, Brian (<i>resigned on 23 August 2020</i>)	蕭家輝(於2020年8月23日辭任) 2/2
<i>Independent Non-executive Directors:</i>	
Cheung Kwan Hung, Anthony	獨立非執行董事： 張鈞鴻 4/4
Chan Yuk Wai, Benedict	陳旭煒 4/4
Dr. Xu Mingshe	徐名社博士 4/4

During the year, all directors received regular briefing and updates on the Group's business, operation and corporate governance matters. They also attended training relevant to the industry, regulatory updates or directors' duties to develop and refresh their knowledge and skills as listed company directors.

董事會會議由主席領導(並由公司秘書協助)，會議議程先與各董事諮詢。所有董事均可根據已設立的程序索閱董事會文件及相關資訊，審閱集團之內部監控及取得公司秘書的協助，確保董事會程序均遵守所有適用的規則及規例。董事能在合理的要求下尋求獨立專業意見以履行其職責。董事會轄下所有委員會均有訂立特定職權範圍，清楚列明委員會的權力及責任，並按照其職權範圍規定召開委員會會議。所有委員會均須按照其職權範圍規定向董事會匯報其決定或建議。

下表顯示截至2020年12月31日止年度內各董事於董事會會議之出席紀錄：

年內，所有董事已定期收到本公司業務的簡報及更新、日常營運及企業管治事宜。彼等亦已參加與行業相關、規則及規條的更新或董事職責的培訓，以發展及補充作為上市公司董事的知識及技能。



Corporate Governance Report 企業管治報告

Through participating in the Company's board meetings and committees meetings, and review of briefings and updates on the Company's business and affairs, all directors are able to make contribution required from them to the Board and to the development of the Company. The Company has received confirmation from each director that he has given sufficient time and attention to the affairs of the Company during the year under review. The Company has also received from the directors a record of training received by them during the year which is summarized as follows:

全體董事透過參與本公司的董事會會議及委員會會議、及審閱本公司的業務及事務之簡報及更新，能夠作出符合董事會及本公司發展對其所要求的貢獻。本公司已收到每位董事確認，於年內已對本公司的事務投入充足時間及專注。本公司亦已收到董事於年內接受培訓之紀錄，並總結如下：

Name of director 董事姓名		Type of Training Attended 出席培訓類型
<i>Executive Directors:</i>		
Shum Siu Hung (Chairman)	執行董事： 岑少雄(主席)	A, B
Shum Chun, Lawrence (Managing Director)	岑濤(董事總經理)	A, B
Gen Ziniu	岑子牛	A, B
<i>Independent Non-executive Directors:</i>		
Cheung Kwan Hung, Anthony	獨立非執行董事： 張鈞鴻	A, B
Chan Yuk Wai, Benedict	陳旭煒	A, B
Dr. Xu Mingshe	徐名社博士	A, B
<i>Notes:</i>		
A	Attending briefing and updates on rules and regulations related to corporate governance law and practice	A 出席與企業管治法及守則有關的規則及規條的簡報會
B	Reading of material and updates on the Group's operation and finance and on the industry generally	B 閱讀與本集團及相關行業的經營及財務更新之資料

Chairman and Managing Director

The roles of Chairman and Managing Director of the Company are separated by written guidelines adopted by the Board to ensure a clear division of responsibilities. The responsibilities of the Chairman include leadership of the Board, providing relevant information and mobilizing the collective resources of the directors in the Board's roles and functions. The Managing Director is responsible for leadership of the management, and for execution of business strategies and front-line execution.

主席及董事總經理

本公司的主席及董事總經理之職位已區分，董事會並訂立了一項書面指引以確保主席及董事總經理之間有著清晰的職責分工。主席的職責包括董事會的領導、提供相關資訊，及調動董事的集體資源以便更佳發揮董事會的功能。董事總經理的職責包括管理層的領導，實踐業務上的政策及於前線推動業務。

Corporate Governance Report 企業管治報告

Non-Executive Directors

As at the date of this report, three members of the Board are independent non-executive directors. The term of appointment of non-executive directors is governed by the Company's byelaws pursuant to which at each annual general meeting one-third of the directors of the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year.

The Company has received annual confirmation of independence from each of the independent non-executive directors in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive directors are independent within the definition of the Listing Rules.

During the year, arrangements were made for the non-executive directors to meet with the Chairman without the presence of the executive directors, to consider and discuss various matters in respect of the management of the Company.

Board Committees

The Company has set up three Committees in accordance with the CG Code, namely the Remuneration Committee, Nomination Committee and Audit Committee. In addition to the above 3 Committees, the Board has set up an Executive Committee comprising all executive directors on the Board. Under its terms of reference, the Executive Committee is responsible for the oversight of the management of the Group and the formulation of administrative guidelines.

非執行董事

於本報告日，董事會中有3位成員為非執行董事。非執行董事之任期均由公司的公司細則監管。公司細則規定本公司董事人數的1/3，或當人數非3或3的倍數時，則接近但不多於1/3的人數，需於每年的股東週年大會上告退，惟身為主席及／或董事總經理者不須輪值告退，且並不計入計算輪值告退的董事人數內。

本公司已接獲每位獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。

年內已安排非執行董事在沒有執行董事出席下與主席會面，以考慮及討論本公司管理方面的各項事宜。

董事委員會

董事會已按照企業管治守則設立了3個委員會，分別為薪酬委員會、提名委員會及審核委員會。除以上3個委員會外，董事會亦成立了由董事會中的所有執行董事組成的執行委員會。執行委員會的職權範圍主要為監管集團管理層及制定行政指引。



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Audit Committee

The Company has adopted terms of reference for the Audit Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Audit Committee comprises all independent non-executive directors as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe

The principal duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditor of the Company.

The Audit Committee has reviewed with the management the effectiveness of the internal audit function and the system of internal control covering all material controls, including financial, operational and compliance controls and risk management functions. Through direct communication and meetings with the management, the Audit Committee has reviewed the financial reporting of the Company, including the Company's interim and annual reports, and the financial position of the Company as disclosed in the financial reports, and it has also reviewed the engagement of external auditors and the effectiveness of the audit process.

The Audit Committee met 2 times during the year 2020 during which the following matters were reviewed and discussed:

- Auditing and financial reporting matters;
- Appointment and remuneration of external auditor;
- Non-auditing work of external auditor;
- Financial reporting process and risk management functions;
- Maintenance of the Group's internal control system;
- Review of interim results and audited financial statements;
- Review and monitor of the internal audit function; and
- Based on the Group's risk management function i.e policies and procedures, formulate the scope of internal audit work for 2020.

審核委員會

本公司所訂定的審核委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並已上載於本公司之網站。審核委員會由所有獨立非執行董事組成：

張鈞鴻(委員會主席)
 陳旭煒
 徐名社博士

審核委員會主要職責為確保財務報告及內部監控程序之客觀性及可信度，以及與本公司外聘的核數師保持良好關係。

審核委員會已與管理層對內部監控系統涉及的所有重要監控進行檢討，包括財務、營運及合規監控及風險管理功能。透過與管理層的直接溝通及會議，審核委員會已審閱本公司的財務報告，包括本公司於財務報告中披露的中期及年度報告，及財務狀況表，其亦已審閱外聘核數師的委聘及核數過程的有效性。

於2020年內審核委員會曾舉行2次會議，以審閱及討論以下事項：

- 核數及財務報告事宜；
- 委任外聘核數師及決定其酬金；
- 外聘核數師之非審核工作；
- 財務報告程序及危機管理功能；
- 維持本集團內部監控系統；
- 審閱中期業績及已審核之財務報表；
- 審閱及監控內部審核功能；及
- 根據本集團危機管理功能，如政策及程序，制訂2020年內部監控範圍。

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Attendance of each member of the Audit Committee at meetings during the year is as follows:

於年度內審核委員會每位成員出席次數如下：

Name of Member 成員姓名	Number of Meetings Attended 出席會議次數
Cheung Kwan Hung, Anthony (<i>Committee Chairman</i>) 張鈞鴻(委員會主席)	2/2
Chan Yuk Wai, Benedict 陳旭煒	2/2
Dr. Xu Mingshe 徐名社博士	2/2

Remuneration Committee

The Company has adopted terms of reference for the Remuneration Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Remuneration Committee comprises three independent nonexecutive directors and two executive directors as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence
Cen Ziniu

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of the executive directors and senior management. It takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of directors and senior management. The Remuneration Committee meets at least once a year to assess the performance and review the annual salaries and bonus of the senior executives.

During the year, the Remuneration Committee has assessed the performance of the executive directors, reviewed and discussed, among other matters, the Remuneration Policy of the Company and its implementation. 2 meetings of the Remuneration Committee were held in the year to review, among other things, the remuneration packages of the Chairman, the executive directors and senior executives.

薪酬委員會

本公司所訂定的薪酬委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並上載到本公司之網站。薪酬委員會由如下的3位獨立非執行董事及2位執行董事組成：

張鈞鴻(委員會主席)
陳旭煒
徐名社博士
岑濬
岑子牛

薪酬委員會負責確保正式及具透明度之薪酬政策制訂程序，以監管執行董事及高級管理層之薪酬組合。薪酬委員會考慮之因素包括可比較公司之薪金水平、各董事及高級管理人員所投入之時間及職責等。薪酬委員會每年最少舉行1次會議以評估表現及審閱高級管理人員每年之薪酬及獎金。

年內，薪酬委員會已評核執行董事的表現，檢討及討論(其中包括)本公司的薪酬政策及其執行。薪酬委員會於年內召開2次會議，以審閱主席及執行董事及高級行政人員之薪酬組合。



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Attendance of each member of the Remuneration Committee at meetings during the year is as follows:

於年度內薪酬委員會每位成員出席次數如下：

Name of Member 成員姓名		Number of Meetings Attended 出席會議次數
Cheung Kwan Hung, Anthony (<i>Committee Chairman</i>)	張鈞鴻(委員會主席)	2/2
Chan Yuk Wai, Benedict	陳旭煒	2/2
Dr. Xu Mingshe	徐名社博士	2/2
Shum Chun, Lawrence	岑濬	2/2
Cen Ziniu	岑子牛	2/2

Nomination Committee

The Company has adopted terms of reference for the Nomination Committee, which are in line with the principles of the CG Code and are posted on the Company's website. The Nomination Committee comprises three independent non-executive directors and two executive directors as follows:

Shum Siu Hung (*Committee Chairman*)
 Cheung Kwan Hung, Anthony
 Chan Yuk Wai, Benedict
 Dr. Xu Mingshe
 Shum Chun, Lawrence

The primary duties of the Nomination Committee are to review the size, structure and composition of the Board, identify suitably qualified individual for appointment to the Board, assess the independence of independent non-executive directors and to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors.

Board Diversity Policy

In selecting candidates for directorship of the Company, the Nomination Committee may make reference to certain criteria such as the Company's needs, the diversity on the Board, the integrity, experience, skills and professional knowledge of the candidate and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities.

提名委員會

本公司所訂定的提名委員會職權範圍，其內容與企業管治守則內所述的守則條文一致並上載到本公司網頁。提名委員會由如下的3位獨立非執行董事及2位執行董事組成：

岑少雄(委員會主席)
 張鈞鴻
 陳旭煒
 徐名社博士
 岑濬

提名委員會的主要職責為檢討董事會的大小、架構及組成，物色可獲委任進入董事會的適當合資格人士，評核獨立非執行董事的獨立性，並就董事的任命及董事的繼任安排，向董事會提供建議。

董事會成員多元化政策

於遴選本公司的候選董事時，提名委員會可參照若干標準，例如本公司的需求、董事會成員的多元化、候選人的誠信、經驗、技能及專業知識以及該候選人就履行本身職責及責任將會付出的時間及精神。



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The Company also recognizes and embraces the benefit of having a diverse Board to enhance the quality of its performance and hence the purpose of the Board diversity. To comply with the provision A.5.6 of the CG Code, a board diversity policy was adopted by the Company pursuant to which the Nomination Committee is responsible for monitoring the implementation of the board diversity policy and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience). The Nomination Committee shall report its findings and make recommendation to the Board. Such policy and objectives will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board.

Nomination Policy

1. Objective

- 1.1 The Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to board of directors for election as executive directors or non-executive directors of the Company to fill casual vacancies.
- 1.2 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

2. Selection Criteria

- 2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.
 - Reputation for integrity
 - Accomplishment and experience in the energy industry, in particular, in the liquefied petroleum gas ("LPG"), oil and other energy products markets
 - Commitment in respect of available time and relevant interest

本公司亦明白且深信董事會成員多元化對提升公司的表現質素裨益良多，因而達致董事會成員多元化之目的。為遵守企業管治守則第A5.6條守則條文的規定，本公司已採納董事會成員多元化政策，據此提名委員會負責監督董事會成員多元化的實施，並從多元化的角度評估董事會的組成，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識，以至行業及地區經驗。提名委員會應向董事會報告其監察結果及提出建議。該政策及目標將會不時檢討，以確保董事會有最理想的組合。

提名政策

1. 目的

- 1.1 提名委員會須向董事會提名適當人選，以供董事會考慮及向董事會推薦選任為本公司執行董事或非執行董事以填補臨時空缺。
- 1.2 提名委員會提名的人選數目可(按其認為適當)超過將於股東大會上委任或重新委任的董事人數，或超過需要填補的臨時空缺數目。

2. 甄選準則

- 2.1 提名委員會在評估人選時將參考以下因素：
 - 信譽
 - 於能源行業尤其是液化石油氣(「液化氣」)、油品及其他能源產品市場的成就及經驗
 - 可投入的時間及代表相關界別的利益

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- Diversity in all its aspect, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

- 2.2 Retiring non-executive directors, save for those who have served as non-executive directors for a period of 9 consecutive years, are eligible for nomination by the Board to stand for re-election at a general meeting. For the avoidance of doubt, (a) the 9-year period for determining the eligibility of an non-executive directors (including a retiring Government Appointed Director who opts for election) for nomination by the Board to stand for election at a general meeting would count from his/her date of first appointment as an non-executive directors until the date of the forthcoming annual general meeting when his/her current term of service will expire at the end of that meeting; and (b) an non-executive directors who has been serving on the Board for a period of 9 consecutive years or more may continue to hold office until expiry of his/her current term.
- 2.3 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as and executive directors or non-executive directors and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as executive directors or non-executive directors.
- 2.4 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

- 董事會各方面的多元化，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識和服務任期等方面

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名任何其認為適當的人士。

- 2.2 即將退任的非執行董事(已連續9年擔任非執行董事者除外)均合資格獲董事會提名在股東大會上再度參選董事。為免產生疑問，(a)決定一名非執行董事(包括即將退任政府委任董事職位而選擇參選者)是否合資格獲董事會提名在股東大會上參選的9年期限，乃由該董事首次獲委任為非執行董事之日起計，至即將舉行的股東周年大會的日期止(該董事的現有任期將於股東周年大會結束時屆滿)；及(b)已任職董事會連續9年或以上的非執行董事可繼續擔任該職位，直至其現有任期屆滿為止。
- 2.3 建議人選將會被要求按既定格式提交所需的個人資料，以及提交同意書，同意被委任為執行董事或非執行董事，並同意就其參選執行董事或非執行董事或與此有關的事情在任何文件或相關網站公開披露其個人資料。
- 2.4 提名委員會如認為有必要，可以要求候選人提供額外資料及文件。



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3. Nomination Procedures

- 3.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.
- 3.3 Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- 3.4 In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.
- 3.5 A candidate is allowed to withdraw his candidate at any time before the general meeting by serving a notice in writing to the company secretary.
- 3.6 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

3. 提名程序

- 3.1 提名委員會秘書須召開提名委員會會議，並邀請董事會成員提名人選（如有）供提名委員會開會前考慮。提名委員會亦可提名未獲董事會成員提名的人選。
- 3.2 如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要推薦候選人在股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。
- 3.3 在直至發出股東通函前，被提名人士不可假設其已獲董事會推薦在股東大會上參選。
- 3.4 為提供有關獲董事會提名在股東大會上參選的候選人資料及邀請股東提名人選，本公司將會向股東發出通函，列出股東遞交提名的期限。候選人的姓名、簡歷（包括資格及相關經驗）、獨立性、建議酬金及其他資料將根據適用的法律、規則及規例載於向股東發出的通函。
- 3.5 候選人可於股東大會舉行前任何時候向公司秘書發出書面通知退選。
- 3.6 董事會對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。

提名委員會將檢討提名政策（視適用情況而定），以確保本政策之有效。提名委員會將會討論任何可能須作出的修訂，再向董事會提出修訂的推薦建議，以供董事會考慮及批准。

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2 meetings of the Nomination Committee were held in the year to review and discuss the structure, diversity, size and composition (including the skills, knowledge and experience) of the Board and to assess the independence of independent nonexecutive directors of the Board. The Nomination Committee considers that all Board members possess the relevant skill and knowledge in the area of the business operation of the Group. The Nomination Committee also considers that an appropriate mix of skills, experience, knowledge, expertise and diversity on the Board is maintained and therefore no measurable objectives were proposed to the Board.

Attendance of each member of the Nomination Committee at meetings during the year is as follows:

Name of Member 成員姓名

Shum Siu Hung (*Committee Chairman*)
Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe
Shum Chun, Lawrence

岑少雄(*委員會主席*)
張鈞鴻
陳旭煒
徐名社博士
岑濬

Number of Meetings Attended 出席會議次數

2/2
2/2
2/2
2/2
2/2

提名委員會於年內召開2次會議，以審閱及討論董事會的架構、多元化、大小及組成(包括技能、知識及經驗)，亦評估董事會的獨立非執行董事的獨立性。提名委員會認為所有董事會成員對本集團業務營運範圍具備相關技術及知識。提名委員會亦認為董事會保持適當的技術、經驗、知識、專業及多元化，故此並無向董事會提出可計量目標。

於年度內提名委員會每位成員之出席次數如下：

Corporate Governance Function

The Board does not have a Corporate Governance Committee. The functions that would be carried out by a Corporate Governance Committee are performed by the Board as a whole and are as follows:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and

企業管治功能

董事會並無設立企業管治委員會。企業管治委員會的功能由全體董事會執行：

- 發展及審閱本公司的政策及企業管治常規；
- 審閱及監察董事及高級管理層的培訓及專業的可持續發展；
- 審閱及監察本公司的政策及遵守常規所規定的規則及規條；
- 發展、審閱及監察應用於僱員及董事的操守準則及合規手冊(如有)；及

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- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The Company's corporate governance policy is formulated with an emphasis on transparency and accountability to all shareholders of the Company. The Board strives to comply with the code provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of our operations with applicable laws and regulations.

During the year, all members of the Board have discussed and reviewed, among other things, the Company's policies and practices on corporate governance. They have also reviewed and monitored the training and continuous professional development of directors, and the Company's policies and practices on compliance with legal and regulatory requirements as well as its disclosure in the Corporate Governance Report. A code of conduct applicable to employees and directors setting out the standards of behaviour that the Company expects from them and the guidelines on how they should handle different situations in business dealings with the Group were formulated and adopted by the Board. The board also established written guidelines no less exacting than the Model Code for dealing in the Company's securities by employees of the Company, or directors or employees of the Company's subsidiary or holding companies, who are likely to possess inside information of the Group.

Internal Control

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness and for this purpose has maintained an internal audit function which is internally resourced and forms part of the Group's permanent establishment. The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The evaluation of the effectiveness of the Group's internal control is conducted by the internal audit function on an on-going basis, and the responsible personnel will directly report to the Audit Committee on any significant finding on internal controls.

- 審閱本公司有否遵從企業管治報告內的守則及披露事宜。

本公司的企業管治政策的制定乃強調對本公司全體股東的透明度及責任性。董事會致力遵從守則條文及定期審閱其企業管治政策，以維持高標準的業務及企業管治，並確保完全遵守運作上的所有適用法律及法規。

年內，董事會所有成員已討論及審閱(其中包括)本公司的政策及企業管治守則。彼等亦已審閱及監察董事的培訓及專業發展的持續性，及於企業管治報告內本公司法治及所需規定的政策及企業管治守則及其披露事項。本公司已制定並採用一份應用於僱員及董事的操守準則，訂明本公司所期望的行為標準，及如何處理業務上不同情況的指引。董事會亦已就本公司僱員(其職責有可能接觸到本集團的敏感資料)、或董事、或本集團附屬公司或投資公司的僱員買賣本公司股份制訂書面指引，內容與管治守則相若。

內部監控

董事會需負責本集團的內部監控系統及檢討其效能，及為此維持內部監控並由本公司內部資助及成為本集團永久的一部份。本公司的管理層已制定一套合適的政策、標準及程序，範圍包括運作監控、財務監控及風險監控，合理保證資產得到保護並免受未經授權的使用或處置；保持適當的會計紀錄；及確保財務資料的可靠性，以達致滿意程度的保證，防止欺詐或錯誤的情況出現。

評估本集團的內部監控由內部核數部門按持續基準進行，並有責任向審核委員會匯報有關內部監控的重要審閱結果。



Corporate Governance Report 企業管治報告

The Board considered that throughout the year 2020, the Company complied with the code provisions on internal controls as stipulated in the CG Code. During the year the Company conducted a full review of the effectiveness of the internal control system of the Group and discussed the assessment bases with the management. The Board considered that the existing internal control systems of the Group are effective.

Inside Information

The Company adopted a policy for disclosure of inside information which sets out guidelines for the release and control of inside information to ensure that the Company, its directors and employees meets the obligations for the handling and dissemination of inside information. A framework has been set up to assess whether any particular information is inside information, to ensure that any information considered to be inside information should be kept confidential before the relevant information is fully disclosed to the public, and to coordinate the disclosure of the information in accordance with the requirements of the Securities and Future Ordinance and. The Chairman, the Managing Director, executive directors responsible for the control of the Group's operation and the Head of Investors Relations are authorized as spokespersons of the Company.

Shareholders' Rights

Rights of shareholders of the Company are provide under, and are subject to applicable laws and regulations (which include the Bermuda Companies Act and the Listing Rules) and the bye-laws of the Company. Set out below is a brief summary of certain rights of the shareholders of the Company, which is for easy reference only. The relevant laws and regulations and the byelaws of the Company should be referred to for a full account of such shareholders' rights.

Convening Special General Meeting on Requisition

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 have the right to require an special general meeting (the "SGM") to be called by the Board by written requisition, duly signed by the shareholder(s) making the requisition and stating the purposes of the requisitioned SGM, deposited at the registered office of the Company.

董事會認為在2020年整個期間，本集團遵守企業管治守則中所述的內部監控守則條文。年內，本公司已為內部監控系統的有效性進行全面審閱，並與管理層商討評估基礎。董事會認為本集團現有的內部監控系統有效。

內部資料

本公司已採用披露內部資料之政策，指引各員工發放及控制內部資料，以確保本公司及其董事及僱員於處理及發放內部資料時達到其相關責任。本公司已成立框架以評估任何資料為內部資料，以確保任何被視為內部的資料在充份地披露予公眾前必須保密，並根據上市規則所要求的方法一致。主席、董事總經理及執行董事負責本集團營運控制，及投資者關係總監則被授權為本公司之發言人。

股東權利

本公司股東的權利已列出如下，並需按照適用的法例及法則(包括百慕達公司法及上市規則)及本公司的章程細則。以下列出本公司股東若干權利的摘要，僅供參考。該股東權利需參照相關法例及法則及本公司的章程細則的正式描述。

正式要求召開股東特別大會

股東於提交正式要求之日，持有不少於本公司已繳足股本1/10，並可在股東大會投票權者，將有權要求董事會召開股東特別大會(「股東特別大會」)，正式的書面要求必須由提交要求的股東正式簽署及列明股東特別大會的目的，並提交至本公司的註冊辦事處。



Corporate Governance Report 企業管治報告

If within 21 days of such deposit, the Board fails to convene such SGM, the shareholders making the requisition, or any of them representing more than one half of the total voting rights of all of them, may themselves convene an SGM, provided that the SGM so convened shall not be held after the expiration of 2 months from the date of deposit of the requisition.

Putting Forward Proposals at Shareholders' Meeting

Proposal may be made by shareholders in the form of resolutions proposed at an annual general meeting, or in the form of statements circulated to shareholders with respect to matter(s) referred to in any resolution or matter to be dealt with at any general meeting. Shareholders, representing at the date of deposit of the requisition not less than one-twentieth of the total voting rights or not less than 100 shareholders, may by written requisition request the Company to: (a) give to shareholders notice of any resolution which may properly be moved at the next annual general meeting of the Company, and which the requesting shareholders intend to move at that meeting; and (b) circulate to shareholders a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the next general meeting.

In the case of shareholders requesting the Company to give notice of a resolution, the written requisition must be deposited at the Company's registered office not less than 6 weeks before the date of the annual general meeting. In the case of any other requisition, the written requisition must be deposited at the Company's registered office at not less than 1 week before the date of the annual general meeting.

In order to notify the Company at the earliest opportunity of the deposit/intended deposit of a written requisition referred to in the above, a copy of the requisition may be delivered to the Company's principal place of business in Hong Kong at 23/F., The Sun's Group Centre, 200 Gloucester Road, Wanchai, Hong Kong or email to cosecdept@newoceanhk.com.

Proposing a Person for Election as Director

Procedures have been set up by the Company in accordance with the Bye-laws for shareholders of the Company to propose a person for election as a director. Details of the procedures are available on the Company's website.

如於提交該要求後21天內，董事會未能召開該股東特別大會，提出要求的該股東，或其任何代表總投票權多於一半的股東可召開股東特別大會，惟股東特別大會不能於提交正式要求2個月後召開。

於股東大會上提出建議

股東的建議可於股東週年大會中以提呈決議案的形式提出，或就將於任何股東大會中處理的決議案或事項，以陳述的形式傳閱予股東。如股東於提交正式要求之日持有不少於總投票權1/20或不少於100位股東，可以書面形式要求本公司(a)就相關決議案將於下屆本公司的股東週年大會提呈(該決議案應為適合於該週年大會中提呈，而提出建議之股東亦計劃進行該項提呈)一事向股東發出通告；及(b)向股東傳閱不多於1,000字之陳述，說明任何提出的決議或於下次股東大會商討之事宜。

如股東要求本公司就決議發出通告，該正式的書面通知必須於股東週年大會舉行之日不少於6星期前提交到本公司的註冊辦事處。如任何其他正式通知，則正式的書面通知必須於股東週年大會舉行之日不少於1星期前提交到本公司的註冊辦事處。

為儘早通知本公司上述有關書面請求的申請書／將予提交之申請書，申請書的副本可寄送至本公司香港的主要營業辦事處，地址為香港灣仔告士打道200號新銀集團中心23樓，或電郵至 cosecdept@newoceanhk.com。

股東提名人參選董事

本公司已按照章程細則訂立了一套既定程序，該本公司股東提名人參選董事。程序的詳情已於本公司之網站內可供查閱。



Corporate Governance Report

企業管治報告

Contacting the Board for Enquiries

Shareholders may contact the Board for enquiries in respect of the Company's information, to the extent such information can be made available to the public. Shareholders may at any time make enquiry in respect of the Company in writing at our head office in Hong Kong by post or facsimile via the numbers and email address provided on the Company's website or email to cosecdept@newoceanhk.com.

Investor Relations

The Company has adopted a Shareholders Communication Policy. The use and effectiveness of such policy will be monitored and reviewed regularly by the Board. The Company recognises the importance of shareholders' privacy and therefore will not disclose shareholders' information without their consent, unless required by law to do so.

To achieve equal access to information on the Company's latest major development, measures have been taken to ensure all necessary information and appropriate updates are made available to investors in a timely manner through corporate communications and other corporate publications on the Company's website under the column of "Investor Relations". Corporate communications required to be given under the Listing Rules, any applicable laws and corporate procedures will be provided to shareholders in plain language and in both English and Chinese versions to facilitate shareholders' understanding. Shareholders should direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 54/F., Hopewell Centre, 183 Queen's Road East, Hong Kong. For enquiry about the information of the Company, shareholders may contact the company secretary.

Shareholders are encouraged to participate in the Company's general meetings. Members of the Board will attend to answer their questions.

The Company has also posted its constitutional documents on its website and there was no significant change in them during the year under review.

詢問及聯絡董事會

股東可根據本公司之資料聯絡董事會，公眾可查閱該等資料。股東可隨時以書面形式並郵寄至本公司的香港總辦事處，或按照本公司網站所提供的傳真號碼及電郵地址，或直接電郵至 cosecdept@newoceanhk.com 向本公司作出查詢。

投資者關係

本公司已採用股東通訊政策。董事會定期監察及審閱該政策之用途及有效性。本公司已確認股東私隱的重要性，並不會於未獲得股東同意前披露股東的資料(除法例要求外)。

為了公平地讓大眾接觸本公司最新的重大發展，本公司已採用不同方法確保所有的必須資料及適當更新，透過企業傳訊及其他企業公佈形式，於本公司網站「投資者關係」一欄內及時發放。企業傳訊乃按照上市規則，及適用法例及企業程序，以簡單易明的語言(中文及英文版本)，使股東容易明白。股東可直接向本公司的股份過戶處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東183號合和中心54樓，查詢其有關股權的問題。如欲查詢本公司的資料，股東可與公司秘書聯絡。

本公司鼓勵各股東積極參與本公司的股東大會。董事會成員將會解答其查詢。

本公司亦已上載其公司法定文件到公司網站上。於本年度內，並無任何重大變更。



Corporate Governance Report 企業管治報告

Auditor's Remuneration

During the year, the remuneration paid/payable to the Company's auditor, Messrs. Crowe (HK) CPA Limited is set out as follows:

Services rendered 服務提供

Audit services	審計服務
Non-audit services	非審計服務

Total	合計
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核數師酬金

年內，已付／應付予本公司核數師國富浩華（香港）會計師事務所有限公司之費用如下：

Fees paid/payable 已付／應付費用

HK\$'000
千港元

3,400
400

3,800

Accountability and Audit

The directors acknowledge their responsibility for preparing the financial statements of the Group and ensuring that the financial statements are in accordance with statutory requirements and applicable accounting standards. The statement of the external auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on page 58.

責任承擔及核數

董事局確認編製本集團之財務報表，並確保財務報表符合法定要求及有關之會計準則為董事局之職責。外聘核數師之申報職責載述於本年報第58頁獨立核數師報告內。



Directors' Report 董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2020.

Principal Activities

The Company acts as an investment holding company. Particulars of the Company's principal subsidiaries are set out in note 43 to the consolidated financial statements.

During the year ended 31 December 2020, the Group was principally engaged in the sale and distribution of liquefied petroleum gas ("LPG") and natural gas ("NG"), oil products business and sales of electronic products.

Business Review

A review of the Group's business and the analysis using the financial key performance indicators are set out on pages 8 to 27 of the annual report under the heading "Management Discussion and Analysis". In summary, the Group's revenue from operations for the year was down by 30.99% reflecting the decrease in sales volume and the fall in average price of energy products compared with last year to approximately HK\$19,180 million. The total sales volume of energy products decreased by 24.50% to approximately 5,636,000 tons. Due to COVID-19 and the slump in global oil prices in first half year of 2020, the gross profit margin derived from oil bunkering business and electronic business has been substantially reduced or turned into gross margin. Thus the overall gross margin decreased to 1.0% as compared to 6.8% of last year. Loss for the year amounted to approximately HK\$3,716 million mainly due to drop in gross profit and additional impairment provisions for goodwill, other intangible assets, deposits paid, trade receivables, other receivables, inventories and property, plant and equipment etc. The basic loss per share from operations amounted to HK\$2.42. The equity attributable to owners of the Company decreased by 41.90% to approximately HK\$4,654 million.

董事會謹此提呈截至2020年12月31日止年度的年報及經審核綜合財務報表。

主要業務

本公司乃投資控股公司。本公司之主要附屬公司詳情載於綜合財務報表附註43。

於截至2020年12月31日止年度，本集團主要從事銷售及分銷液化石油氣（「液化氣」）、天然氣（「天然氣」）、油品業務及銷售電子產品。

業務回顧

本集團業務回顧及使用財務關鍵表現指數作出的分析載於本年報第8頁至第27頁「管理層討論及分析」一段。總括來說，年內業務收入約191.80億港元，與去年比較下跌了30.99%，反映銷售量下降及能源產品之平均價同樣下降。能源產品的總銷售量約為5,636,000噸，下跌24.50%。由於新型冠狀病毒疫情大爆發，及2020年上半年全球油價暴跌，海上加油業務及電子業務的毛利率大幅下跌，或轉為負毛利率。因此，整體毛利率與年比較下跌至1.0%。全年虧損約37.16億港元，主要因為毛利下降，及商譽、其他無形資產、已付按金、應收貿易賬款、其他應收賬款、存貨及物業、機器及設備等之額外減值虧損。來自業務每股基本虧損為2.42港元。本公司擁有人應佔權益為約46.54億港元，下降了41.90%。



Directors' Report

董事會報告

There are a number of principal risks and uncertainties facing the Group as follows: (i) COVID-19 imposed a lot of strict restrictions and quarantine policies in different countries including the PRC, Singapore and Malaysia etc. in which the Group has operations and investments; (ii) the Group is under debt restructuring and has going concern issue, the details are set out in Note 1A of the consolidated financial statements; (iii) the recent global economy is gloomy due to the trade war which has slowed down the economy growth in China; (iv) the fluctuation of the oil and LPG price in the global market; (v) PRC government's policies in promoting green energy such as NG and electricity; (vi) the substantial fluctuation in RMB exchange rates. The above is not intended to be an exhaustive list of all principal risks and uncertainties facing the Group. These may change over time as new risks and uncertainties emerge and others cease to be of concern. Looking ahead, the global economy will remain uncertain. However, as necessity goods, the rigid demand for energy products will continue to exist, thus LPG and oil products are still the core business for the Group. In order not to over concentrated on one single market, for the past few years the Group was actively expanding the sales network of our existing products in other countries i.e. Singapore and Malaysia. However since the Group is under debt restructuring, the internal resources is limited and the Group will focus more on business operation with higher return.

Particular of the major suppliers and customers of the Group are set out on page 49 of the annual report. The Directors are satisfied with the relationship with customers and suppliers. The Directors recognize the importance of having good working relationship with its staff as staff is the key assets to the Group. The Group has not experienced any significant problems with its staff nor significant labour disputes or industrial actions. The Group did not experience any significant staff turnover especially for the management level. The Directors believe that the Group has good working relationship with its staff as a whole. In respect of corporate social responsibility, our target is to commit to motivating the low-carbon growth of the industry, providing green energy for the developing of the whole society and taking into account the needs of our stakeholders, including impact on the environment and the communities in which we operate. The details of the above are set out in the Environmental Social and Governance Report for the year ended 31 December 2020 published on the Company's website www.newoceanhk.com.

本集團需面對下列若干主要風險及不確定因素：(i) 新冠疫情大爆發導致不同國家包括中國、新加坡及馬來西亞，均實施了嚴格的旅遊限制及檢疫政策，本集團於該等國家亦有業務及投資項目；(ii) 本集團正在進行債務重組並存在持續經營之不確性因素，詳情已載列於綜合財務報表附註1A；(iii) 由於貿易戰減緩了中國經濟增長，引致近期環球經濟低迷；(iv) 油品及液化氣在國際市場上之價格波動；(v) 中國政府推動綠色能源如天然氣及電力之政策；及(vi) 人民幣匯率大幅波動。上文所述將不擬為本集團所面對的所有風險及不確定因素之詳盡列表。這些情況將會隨時有所改變，新增風險及不確定因素將湧現而其他因素會同時削減而變得無關重要。展望未來，全球經濟仍未明朗。然而，作為必需品，對能源產品及電力的強硬需求仍然存在，故此LPG及油品仍為本集團主營業務。為避免過度集中於單一市場，過去數年本集團已主動就我們的現有產品於其他國家(如新加坡及馬來西亞)擴大銷售網絡。但，由於本集團正進行債務重組致內部資源有限，本集團將更專注於回報較高的業務。

本集團主要供應商及客戶的詳情載於本年報第49頁。董事滿意與客戶及供應商的關係。員工為本集團之重要資產，本集團深切了解與員工保持良好工作關係的重要性。本集團並無與員工發生任何重大問題及重大勞資糾紛或工業行動。本集團亦無任何重大的員工流失(尤其是管理層)。董事相信，整體而言，本集團與員工之間的工作關係十分良好。就企業社會責任而言，我們除了需要照顧持份者的需求外，更會致力減少集團營運對當時環境及社區所造成的影響。其中包括推行行業低碳排放及為整個社會的發展供應綠色能源。上述詳情已載列於截至2020年12月31日之環境、社會及管治報告中，該報告已刊載本公司之網頁 www.newoceanhk.com。



Directors' Report 董事會報告

Save and except for one deviation from the Corporate Governance Code as set out under Appendix 14 to the Listing Rules (the details of the deviation are set out on page 28 of the annual report), the Company has complied in all material respects with all relevant laws and regulations that have a significant impact on the Group.

Results and Appropriation

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 62 and 63.

The directors do not recommend the payment of dividend and propose that the profits for the year be retained.

Dividend Policy

The Company has adopted a dividend policy ("Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company, provided that the Group records a profit after tax and that the declaration and distribution of dividends does not affect the normal operations of the Group.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholder. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's operations, earnings, financial condition, cash requirements and availability, capital expenditure and future development requirements and other factors it may deem relevant at such time. Any payment of the dividend by the Company is also subject to any restrictions under the bye-laws of Bermuda, the memorandum of association of the Company and the shareholders.

The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific periods.

Five Years Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 248 of the annual report.

除一項偏離上市規則附錄14所載企業管治守則外(詳情載於本年報第28頁),本公司已遵守對本集團產生重大影響的所有相關法律及規例之所有重大方面。

業績及分派

本集團截至2020年12月31日止年度的業績,載於第62及63頁的綜合損益及其他全面收益表。

董事並不建議派付末期股息,並計劃保留年內溢利。

股息政策

本公司已採納股息政策(「股息政策」),據此,本公司可向本公司股東宣派及派發股息,惟本集團須錄得除稅後溢利,以及該股息之宣派及派發對本集團正常經營不構成影響。

支付任何股息的建議視乎董事會的絕對酌情權而定,任何末期股息之宣派須待股東批准後方可作實。在提議派發股息時,董事會亦應考慮本集團的業務、收益、財務狀況、現金的需求及可用量、資本支出及未來發展需要,以及彼於當時可能認為相關的其他因素。本公司支付任何股息亦須受百慕達細則、本公司組織章程及股東所規限。

股息政策將不時進行檢討,並不保證在任何特定時期內會建議或宣派股息。

5年財務概要

本集團於過往5年之業績、資產及負債摘要載於年報第248頁。



Directors' Report

董事會報告

Property, Plant and Equipment

During the year, the Group spend approximately HK\$130,415,000 (2019: HK\$8,430,000) on property, plant and equipment to expand and upgrade its LPG and oil plant. Details of the movements during the year in property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

Share Capital

Details of the movements in the share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

Purchase, sale or redemption of the Company's listed securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

Reserves of the Group and the Company

Details of the movements in the Group's reserves during the year are set out in the "Consolidated Statement of Changes in Equity" on page 66.

The Company has no reserves available for distribution to shareholders as at 31 December 2020:

物業、機器及設備

年內，本集團支出約130,415,000港元(2019：8,430,000港元)於物業、機器及設備上，以擴大及提升其液化氣庫及油庫。本集團於年內的物業、機器及設備之變動的詳情，載於綜合財務報表附註16。

股本

股本的變更詳情已載於綜合財務報表附註33。

購買、出售及贖回本公司之上市證券

於2020年12月31日止年度內，本公司或其任何附屬公司概無購買、出售及贖回本公司之上市證券。

本集團及本公司儲備

年內本集團儲備的變動詳情載於第66頁之「綜合權益變動表」內。

本公司於2020年12月31日已無可供分派予股東的儲備：

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
Contributed surplus	繳入盈餘	1,667	1,667
(Accumulated losses) retained profits	(累計虧損)保留溢利	(4,994,783)	133,044
		(4,993,116)	134,711

Directors' Report 董事會報告

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2020.

Major Customers and Suppliers

The largest customer of the Group by itself and the total of the five largest customers accounted for approximately 11% and 42% (2019: 7% and 30%) respectively of the Group's total turnover for the year, including discontinued operations.

The largest supplier of the Group by itself and the total of the five largest suppliers accounted for approximately 20% and 61% (2019: 16% and 55%) respectively of the Group's total purchase for the year.

At no time during the year did a director, an associate of a director, or a shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers or suppliers.

Charitable Donations

During the year, the Group made charitable donations amounting to approximately HK\$270,000.

根據百慕達1981年公司法(修訂本)，本公司之繳入盈餘可供分派。然而，倘出現下列情況，則本公司不得從繳入盈餘中宣派或派付股息或作出分派：

- (a) 本公司現時或於付款後無力償還到期債務；或
- (b) 本公司資產之可變現值因此低於其負債、已發行股本及股份溢價賬之總和。

優先購股權

本公司之公司細則及百慕達法例並無規定本公司於發行新股時須按持股比例給予現有股東優先購股權。

足夠公眾持股量

本公司於截至2020年12月31日止整個年度內已維持足夠公眾持股量。

主要客戶及供應商

年內，本集團的最大客戶本身及連同其後的五大客戶分別佔本集團總營業額(包括非持續業務)約11%及42%(2019: 7%及30%)。

年內，本集團最大供應商本身及連同其後的五大供應商分別佔本集團總採購額約20%及61%(2019: 16%及55%)。

於年內任何時間，本公司董事、董事的聯繫人士或就董事所知擁有本公司已發行股本5%以上的任何股東概無擁有本集團五大客戶或供應商任何權益。

慈善捐款

年內，本集團的慈善捐款約270,000港元。



Directors' Report 董事會報告

Directors

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

Executive directors:

Shum Siu Hung (*Chairman*)
Shum Chun, Lawrence (*Managing Director*)
Cen Ziniu
Siu Ka Fai, Brian (*Resigned on 23 August 2020*)

Independent non-executive directors:

Cheung Kwan Hung, Anthony
Chan Yuk Wai, Benedict
Dr. Xu Mingshe

In accordance with clauses 86 and 87 of the Company's by-laws, Mr. Shum Chun, Lawrence and Mr. Cen Ziniu, shall retire by rotation from office at the forthcoming annual general meeting of the Company. All directors retiring at the annual general meeting have offered themselves for re-election.

Directors' Service Contracts

No director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The term of office for each non-executive director is the period up to his retirement by rotation in accordance with the Company's bye-laws.

Directors' and Chief Executives' Interests in Shares and Underlying Shares

At 31 December 2020, the interests of certain directors and chief executives and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

董事

本公司於年內及截至本報告日的董事如下：

執行董事：

岑少雄(主席)
岑濬(董事總經理)
岑子牛
蕭家輝(於2020年8月23日辭任)

獨立非執行董事：

張鈞鴻
陳旭煒
徐名社博士

根據本公司之公司細則第86及87條，於即將舉行之本公司週年大會上執行董事岑濬先生及岑子牛先生須輪席退任。所有董事均合資格並願意膺選連任董事。

董事之服務合約

擬於即將舉行之股東週年大會膺選連任之董事概無訂立任何本集團不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

根據本公司之公司細則，每位非執行董事之任期為下任輪值告退止。

董事及主要行政人員於股份及相關股份中之權益

於2020年12月31日，董事及主要行政人員和彼等之聯繫人於本公司及其相聯法團之股份及相關股份中，擁有本公司須根據證券及期貨條例第352條規定記錄於按條例所述而存置之登記冊內權益，或根據香港上市公司董事進行證券交易之標準守則規定，須知會本公司及聯交所之權益如下：



Directors' Report 董事會報告

(a) Long positions of ordinary shares of HK\$0.10 each of the Company

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股股份	所佔本公司已發行股份百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	108,714,358	7.40
	Corporate interest (Note 1) 以公司權益持有(附註 1)	479,139,280	32.64
		587,853,638	40.04
Shum Chun, Lawrence 岑濬	Beneficial owner 實益擁有人	57,623,558	3.92
	Other (Note 2) 其他(附註 2)	71,870,892	4.90
		129,494,450	8.82

Notes:

- These represent the block of 479,139,280 shares beneficially owned by Uniocean Investments Limited ("Uniocean") which were held as corporate interest by Mr. Shum Siu Hung, and were the same block of shares as referred to in note 1 in the paragraph headed "Substantial Shareholders" below. Uniocean is owned as to 70% by Mr. Shum Siu Hung, 15% by Mr. Shum Chun, Lawrence, and 15% by Mr. Shum Ho, Neo, both are sons of Mr. Shum Siu Hung.
- These interests reflect 15% proportional interest of Mr. Shum Chun, Lawrence in the 479,139,280 shares held by Uniocean.

Other than disclosed above and nominee shares in certain subsidiaries held by certain directors in trust for the Group, none of the directors, chief executive nor their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2020.

(a) 本公司每股面值0.10港元普通股中之好倉

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股股份	所佔本公司已發行股份百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	108,714,358	7.40
	Corporate interest (Note 1) 以公司權益持有(附註 1)	479,139,280	32.64
		587,853,638	40.04
Shum Chun, Lawrence 岑濬	Beneficial owner 實益擁有人	57,623,558	3.92
	Other (Note 2) 其他(附註 2)	71,870,892	4.90
		129,494,450	8.82

附註：

- 該等股份乃指海聯控股有限公司(「海聯」)實益擁有之479,139,280股股份，並由岑少雄先生以公司權益持有，與下段「主要股東」附註1相同。海聯分別由岑少雄先生、岑濬先生及岑浩先生(彼等為岑少雄先生之兒子)持有70%、15%及15%。
- 該等權益乃指岑濬先生按比例在海聯所持有479,139,280股股份中的15%權益。

除上文所披露者及若干董事代表本集團以信託形式而於若干附屬公司持有之代理人股份外，於2020年12月31日，各董事、主要行政人員及彼等各自之聯繫人士並無擁有本公司或各聯營公司之證券權益或淡倉。

Directors' Report 董事會報告

Arrangements to Purchase Shares or Debentures

Other than disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors'/Controlling Shareholders' Interests in Contracts of Significance

Details of related party transactions during the year are set out in note 42 to the consolidated financial statements.

Save as disclosed above, no other transactions, arrangements and contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly in any contract, subsisted at the end of the year or at any time during the year.

Connected Transaction

The Group had the following transaction during the year ended 31 December 2020:

(A) Connected Transaction

On 9 December 2019, Sound Management Services Limited, a wholly owned subsidiary of the Company, entered into a lease agreement with Ever Lucky Limited ("Ever Lucky"), the renewal of the lease of office in Hong Kong for one year ended 31 December 2020 (the "Lease"). Ever Lucky is a connected company owned by Shum Ho, Neo, who is the son of Shum Siu Hung and Tong Shiu Ming, Shum Siu Hung is the executive director. The value of the right-of-use assets recognized under the Lease amounted to approximately HK\$4,560,000. The details of the Lease was set out in the announcement issued by the Company on 9 December 2019.

購買股份或債券之安排

除上文所披露者外，本公司、其控股公司或其任何附屬公司於年內任何時間均無訂立任何安排，使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

董事／控股股東於重大合約之權益

年內之關連交易詳情已載於綜合財務報表附註42。

除上文所披露外，本公司、其控股公司或其任何其附屬公司並無參與訂立本公司董事或董事之關連企業直接或間接於其中享有重大利益而於本年度終結時或在年內任何時間內有效之重大交易、安排及合約。

關連交易

本集團於截至2020年12月31日止年有以下交易：

(A) 關連交易

於2019年12月9日，本公司全資擁有之附屬公司新海管理服務有限公司，與恒福有限公司（「恒福」）簽訂一份租賃協議，以續租香港的辦公室一年至2020年12月31日止（「該租賃」）。恒福為岑少雄及唐小明之兒子（岑少雄為本公司執行董事）岑浩持有，故被視為本公司之關連公司。該租賃項下確認的使用權資產值約為4,560,000港元。該租賃之詳情已載於本公司在2019年12月9日刊發之公告內。



Directors' Report

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(B) Continuing Connected Transaction

On 2 November 2018, Baifuyang Macao Commercial Offshore Limited (“Baifuyang”), a wholly owned subsidiary of the Company had entered into a bareboat charter agreement with Link Harvest Enterprise Limited (“Link Harvest”), a company incorporated in Hong Kong and wholly owned by Mr. Shum Chun, Lawrence, managing director of the Company, for the lease of a very large crude carrier (“VLCC”) under the name “Astro Chorus” (subsequently changed the name to “New Global”) at the monthly rate of hire of US\$290,000 (equivalent to approximately HK\$2,256,200 per month) for a term of 36 months commencing from 1 December 2018. For the year ended 31 December 2020, the aggregate amount of the lease paid or payable to Link Harvest was US\$3,480,000 (equivalent to approximately HK\$27,074,000).

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to report on the Group’s continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued his unqualified letter containing his findings and conclusions in respect of the Group’s continuing connected transaction as disclosed above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange. The independent non-executive Directors confirm that the continuing connected transaction has been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms and in accordance with the terms of the relevant agreement governing such transaction that are fair and reasonable and in the interests of the Group and the shareholders as a whole.

(B) 持續關連交易

於2018年11月2日，本公司全資擁有之附屬公司百富洋澳門離岸商業服務有限公司(「百富洋」)與鑿豐創投企業有限公司(「鑿豐創投」)，一間於香港註冊成立並由本公司董事總經理岑濟先生全資擁有之公司，就租賃一艘名為Astro Chorus(隨後改名為「New Global」)的巨型油輪，以每月租金290,000美元(相等於每月租金2,256,200港元)訂立光船租賃協議，租期由2018年12月1日起計，為期36個月。截至2020年12月31日止年度，向鑿豐創投已付或應付租金總額為3,480,000美元(相等於約27,074,000港元)。

根據上市規則第14A.56條，董事會已聘請本公司核數師根據香港會計師公會頒佈之香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」及參考實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，進行了報告。本公司核數師已根據上市規則第14A.56條，就上述所披露之本集團的持續關連交易出具包含其調查結果及結論的無保留函件。核數師函件的覆本已由本公司提交聯交所。獨立非執行董事認為，該持續關連交易乃本集團訂立一般及日常業務過程中按正常商業條款訂立，並根據有關合約按公平合理且符合本公司及其股東之整體利益之條款訂立。



Directors' Report

董事會報告

Substantial Shareholders

As at 31 December 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Name of shareholder	Long/Short positions	Capacity	Number of issued ordinary shares held 所持本公司已發行普通股數目	Percentage of the issued share capital of the company 所佔本公司已發行股本百分比
股東姓名	好倉／淡倉	身份		
Uniocean 海聯	Long 好倉	Beneficial owner 實益擁有人	479,139,280	32.64
Tong Shiu Ming 唐小明	Long 好倉	Family interest (Note 1) 家族權益(附註1)	479,139,280	32.64
	Long 好倉	Family interest (Note 2) 家族權益(附註2)	108,714,358	7.40
Yam Tak Cheung 任德章	Long 好倉	Interest of controlled corporation (Note 3) 受控制公司權益擁有(附註3)	83,000,000	5.65
Wong Tseng Hon 黃振漢	Long 好倉	Beneficial owner 實益擁有人	74,082,000	5.05

Notes:

- These represent the same block of 479,139,280 shares held as corporate interest by Mr. Shum Siu Hung, spouse of Ms. Tong Shiu Ming as referred to in note 1 under section (a) of the paragraph headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" above, and were deemed to be the family interest of Ms. Tong Shiu Ming.
- These represent the same block of 108,714,358 shares held beneficially by Mr. Shum Siu Hung, spouse of Ms. Tong Shiu Ming as referred to in the paragraph headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" above, and were deemed to be the family interest of Ms. Tong Shiu Ming.
- 83,000,000 shares of the Company are held by Integrated Asset Management (Asia) Limited ("Integrated Asset"). Mr. Yam Tak Cheung owned 100% of Integrated Asset and was deemed to be the controlling shareholder of Integrated Asset.

主要股東

於2020年12月31日，根據本公司依照證券及期貨條例第336條規定須設立之主要股東登記冊所示，除若干董事及主要行政人員於上文所披露之權益之外，下列股東知會本公司擁有本公司已發行股本之有關權益及淡倉：

附註：

- 該等股份乃指唐小明女士之配偶岑少雄先生，通過公司權益持有之479,139,280股股份，(見「董事及主要行政人員於股份及相關股份中之權益」(a)段附註1)，並被視為唐小明女士以家族權益持有。
- 該等股份與唐小明女士之配偶岑少雄先生實益擁有之108,714,358股股份相同(見「董事及主要行政人員於股份及相關股份中之權益」)，並被視為唐小明女士以家族權益持有。
- 83,000,000股股份乃由本匯資產管理(亞洲)有限公司(「本匯」)擁有。任德章先生持有本匯100%股份權益，因而被視為本匯之控股股東。

Directors' Report 董事會報告

Emolument Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Disclosure Pursuant to Rule 13.18 of the Listing Rules

On 25 August 2016, the Company entered into a facility agreement for a term loan facility of US\$150,000,000 for the purpose of refinancing of any existing indebtedness of any member of the Group and financing the general working capital requirements of the Group. The loan to be made to the Company upon utilization of the facility will be repayable in four instalments, 10% of the utilized amount is repayable on the date which falls 30 months after the date of first drawdown, 10% of the utilized amount is repayable on the date which falls 36 months after the date of first drawdown, 10% of the utilized amount is repayable on the date which falls 42 months after the date of first drawdown, and the remaining 70% of the utilized amount is repayable on the date which falls 48 months after the date of the first drawdown.

On 26 April 2017, Sound Agents Limited ("Sound Agents"), a wholly owned subsidiary of the Group, entered into the facility agreement for a revolving short term advance facility up to HK\$150,000,000 or the equivalent in other major foreign currencies for financing the Group's general working capital requirements. The loan advance to be made to Sound Agents upon utilization of the facility will be repayable in six months and the loan advance is subjected to revolve for another six months upon each repayment date.

薪酬政策

本集團員工之薪酬政策乃由薪酬委員會根據彼等之績效、資格及能力制訂。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場統計數字後釐訂。

根據上市規則第 13.18 條之披露

於2016年8月25日，本公司簽訂定期貸款協議，就本集團籌措一般營運資金及向本集團任何成員公司的任何現有債務提供再融資，提供金額150,000,000美元貸款。提供予本公司之貸款將於動用該貸款後分4期償還，於首提款日起計第30個月償還10%的貸款金額、於首提款日起計第36個月償還10%的貸款金額、於首提款日起計第42個月償還10%的貸款金額，及於首提款日起計第48個月償還餘下70%的貸款金額。

於2017年4月26日，本集團全資擁有之附屬公司新海代理人有限公司(「新海代理人」)訂立短期循環貸款協議，就籌措本集團一般營運資金，提供金額最多150,000,000港元或其他主要外幣等值之貸款。提供予新海代理人之貸款將於動用該貸款後6個月償還，而該貸款可於每個還款日續期至另外6個月後償還。



Directors' Report

董事會報告

On 28 May 2018, the Company entered into a facility agreement for a term loan facility with two tranches: tranche A of US\$145,000,000 (equivalent to approximately HK\$1,128,000,000) and tranche B of HK\$195,000,000 for the purpose of refinancing of any existing indebtedness of any member of the Group and financing the general working capital requirements of the Group. The loan to be made to the Company upon utilization of the facility will be repayable in four instalments, 10% of the utilized amount is repayable on the date which falls 30 months after the date of first drawdown, 10% of the utilized amount is repayable on the date which falls 36 months after the date of first drawdown, 10% of the utilized amount is repayable on the date which falls 42 months after the date of first drawdown, and the remaining 70% of the utilized amount is repayable on the date which falls 48 months after the date of first drawdown.

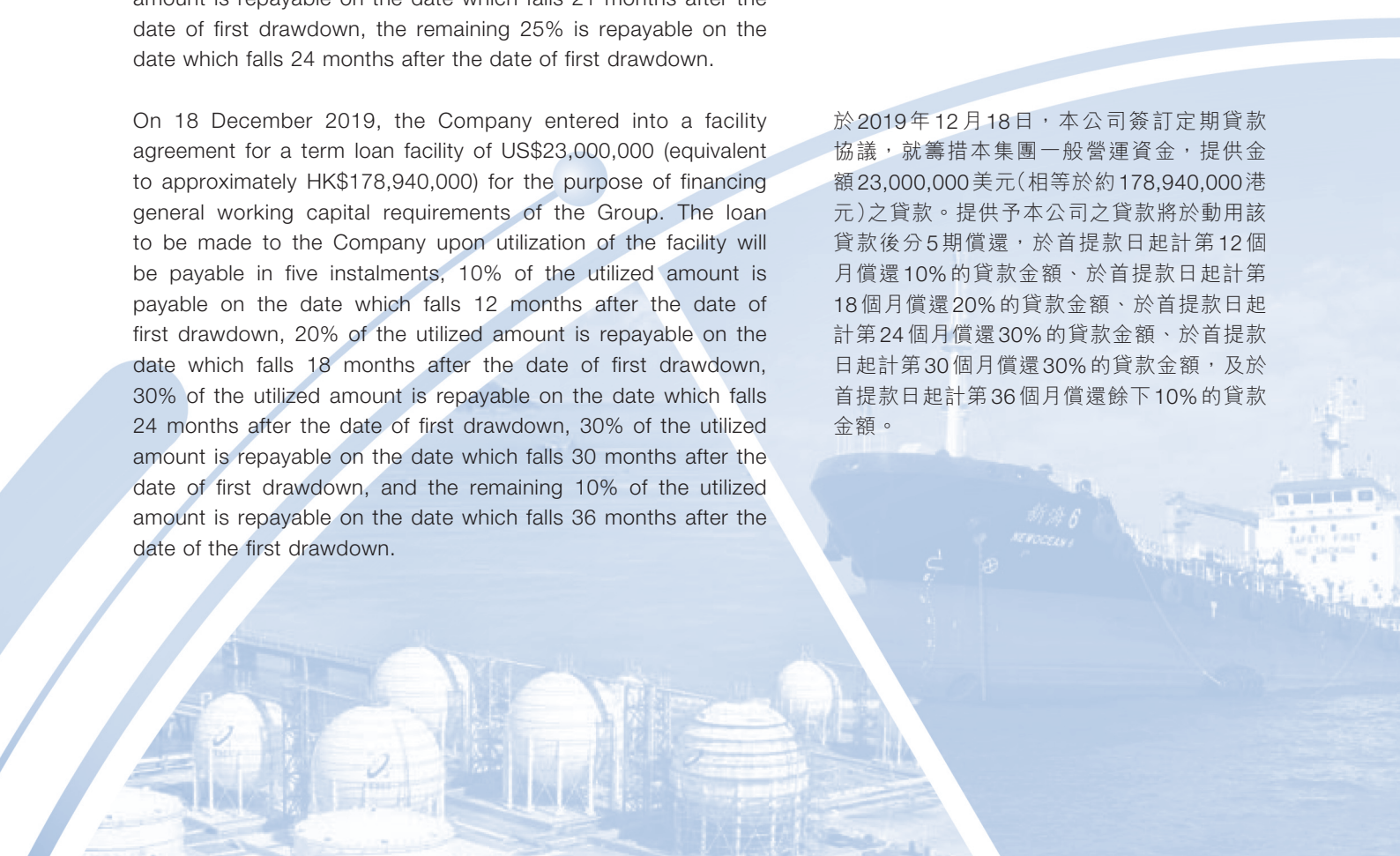
On 30 August 2018, the Company entered into a facility agreement for a term loan of HK\$130,000,000 for the purpose of financing the general working capital requirement of the Group. The loan to be made to the Company will be repayable in four instalments, 25% of the utilized amount is repayable on the date which falls 15 months after the date of first drawdown, 25% of the utilized amount is repayable on the date which falls 18 months after the date of first drawdown, 25% of the utilized amount is repayable on the date which falls 21 months after the date of first drawdown, the remaining 25% is repayable on the date which falls 24 months after the date of first drawdown.

On 18 December 2019, the Company entered into a facility agreement for a term loan facility of US\$23,000,000 (equivalent to approximately HK\$178,940,000) for the purpose of financing general working capital requirements of the Group. The loan to be made to the Company upon utilization of the facility will be payable in five instalments, 10% of the utilized amount is payable on the date which falls 12 months after the date of first drawdown, 20% of the utilized amount is repayable on the date which falls 18 months after the date of first drawdown, 30% of the utilized amount is repayable on the date which falls 24 months after the date of first drawdown, 30% of the utilized amount is repayable on the date which falls 30 months after the date of first drawdown, and the remaining 10% of the utilized amount is repayable on the date which falls 36 months after the date of the first drawdown.

於2018年5月28日，本公司簽訂定期貸款協議，就本集團籌措一般營運資金及向本集團任何成員公司的任何現有債務提供再融資提供定期貸款。該貸款分為兩部份：(A)部份為金額145,000,000美元(相等於約1,128,000,000港元)，及(B)部份為金額195,000,000港元之貸款。提供予本公司之貸款將於動用該貸款後分4期償還，於首提款日起計第30個月償還10%的貸款金額、於首提款日起計第36個月償還10%的貸款金額、於首提款日起計第42個月償還10%的貸款金額，及於首提款日起計第48個月償還餘下70%的貸款金額。

於2018年8月30日，本公司訂立貸款協議，就籌措本集團一般營運資金，提供金額130,000,000港元之貸款。提供予本公司之貸款分4期償還，於首提款日起計第15個月償還25%的貸款金額、於首提款日起計第18個月償還25%的貸款金額、於首提款日起計第21個月償還25%的貸款金額，及於首提款日起計第24個月償還餘下25%的貸款金額。

於2019年12月18日，本公司簽訂定期貸款協議，就籌措本集團一般營運資金，提供金額23,000,000美元(相等於約178,940,000港元)之貸款。提供予本公司之貸款將於動用該貸款後分5期償還，於首提款日起計第12個月償還10%的貸款金額、於首提款日起計第18個月償還20%的貸款金額、於首提款日起計第24個月償還30%的貸款金額、於首提款日起計第30個月償還30%的貸款金額，及於首提款日起計第36個月償還餘下10%的貸款金額。



Directors' Report 董事會報告

Under the above facility agreements, in the event the Shum Family (comprising certain family members and relatives of Mr. Shum Siu Hung, Chairman of the Company as set out in the facility agreements) cease to remain as the largest shareholder and maintains less than 30% shareholdings of the Company, the facilities available to the Company will be cancelled and all outstanding amounts will then become immediately due and payable.

As at 31 December 2020 the Shum Family beneficially own approximately 43.97% in aggregate of the issued share capital of the Company.

Auditor

The consolidated financial statements of the Group for the years ended 31 December 2018 and 2019 were audited by Messer. Deloitte Touche Tohmatsu.

On 29 April 2021, Crowe (HK) CPA Limited was appointed by the Board to fill in the causal vacancy following the resignation of Messer. Deloitte Touche Tohmatsu and the consolidated financial statements of the Group for the year ended 31 December 2020 were audited by Crowe (HK) CPA Limited.

Crowe (HK) CPA Limited will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe (HK) CPA Limited as auditor will be proposed at the forthcoming annual general meeting of the Company.

根據上述貸款協議，假如岑氏家族(按照貸款協議所述，包括本公司主席岑少雄先生與數位家庭成員及其親屬)未能保持為本公司最大股東，及擁有本公司少於30%已發行股本，該貸款將會被取消，所有未償金額將會即時到期並需即時償還。

於2020年12月31日，岑氏家族實益持有本公司已發行股本共約43.97%。

核數師

本集團截至2018年及2019年12月31日止年度的綜合財務報表由德勤•關黃陳方會計師事務所審核。

於2021年4月29日，董事會委任國富浩華(香港)會計師事務所有限公司為核數師，以填補德勤•關黃陳方會計師事務所辭任的空缺，本集團截至2020年12月31日止年度之綜合財務報表由國富浩華(香港)會計師事務所有限公司審核。

國富浩華(香港)會計師事務所有限公司於即將舉行之週年股東大會輪席退任，並符合資格及願意膺選連任。本公司會在即將舉行之週年股東大會上提呈一項決議案，以重選國富浩華(香港)會計師事務所有限公司為核數師。

On behalf of the Board
Shum Siu Hung
Chairman

Hong Kong, 28 June 2021

承董事會命
主席
岑少雄

香港，2021年6月28日

Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF NEWOCEAN ENERGY HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of NewOcean Energy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 62 to 247, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to form an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

Multiple Uncertainties Relating to Going Concern

As set out in Note 1A to the consolidated financial statements, the Group incurred a net loss of HK\$3,715,896,000 during the year ended 31 December 2020. As at the same date, out of the Group's current borrowings of HK\$6,620,843,000, HK\$4,202,627,000 were overdue. In addition, based on the financial position of the Group as at 31 December 2020, the Group was not in compliance with certain restrictive financial covenants and certain borrowings of the Group contain cross-default terms, causing borrowings of the Group of HK\$2,418,216,000 as at 31 December 2020 to become immediately repayable in accordance with the respective loan agreements whereas the Group only had cash and cash equivalents of HK\$873,742,000 as at 31 December 2020.

致新海能源集團有限公司各股東

(於百慕達註冊成立之有限公司)

無法表示意見

本核數師(以下簡稱「我們」)受聘審核載列於第62至247頁的新海能源集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，其中包括於2020年12月31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，包括主要會計政策概要。

我們未能對綜合財務報表發表意見。誠如我們的報告中無法表示意見之基準部分所述的事項之重要性，我們未能對綜合財務報表發表審核意見。在其他方面，我們認為綜合財務報表已按照香港公司條例的披露要求適當編制。

無法表示意見之基準

與持續經營相關的多重不確定性

如綜合財務報表附註1A所載，截至2020年12月31日止年度，貴集團錄得淨虧損3,715,896,000港元。截至同日，貴集團流動借款6,620,843,000港元中，4,202,627,000港元已逾期。此外，根據貴集團於2020年12月31日的財務狀況，貴集團未能遵守若干限制性的財務承諾，且貴集團若干借款包含交叉違約條款，導致貴集團於2020年12月31日2,418,216,000港元借款將根據各自的貸款協議需立即償還，而貴集團於2020年12月31日僅擁有現金及現金等同項目873,742,000港元。



Independent Auditor's Report 獨立核數師報告

These conditions, together with other matters described in Note 1A to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, to refinance its operations and to restructure its debts which are set out in Note 1A to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) whether the Group can obtain the necessary and relevant approval for the scheme of arrangement as described in Note 1A to the consolidated financial statements; (ii) whether the Group is able to negotiate with the relevant banks for the renewal or extension of repayment of the bank borrowings, including those overdue principal and interests; (iii) whether the Group is able to obtain waivers from complying with certain restrictive financial covenants and due payments of loan principal and interests pursuant to the cross-default terms for certain borrowings; (iv) whether the Group can successfully implement its operation plan to generate cash flows from its operations; (v) whether the Group can obtain additional sources of financing to finance its business as and when needed to restore the Group's business activities to a more desirable scale; (vi) whether the Group can successfully collect its outstanding receivables by taking active measures in addition to/in lieu of litigation; and (vii) whether the Group can successfully take measures to down size the oil products business to reduce operating cost and to generate additional cash through disposal of certain core and non-core asset items and sales of Zhuhai commercial properties development, which requires executing definitive agreement with the potential buyers and obtaining the necessary approvals from the regulatory authorities and shareholders.

上述情況連同綜合財務報表附註1A中描述的其他事項，表明了存在重大的不確定性，可能對本集團持續經營的能力產生重大懷疑。

貴公司董事已採取多項措施以改善貴集團的流動資金及財務狀況、為其營運再融資及重組其債務，詳情載於綜合財務報表附註1A。綜合財務報表以持續經營為編制基礎，其有效性取決於該些措施的結果，該等措施存在多種不確定性，包括(i)貴集團是否能夠獲得必要及相關的安排計劃(如綜合財務報表附註1A所述的安排)；(ii)貴集團能否與相關銀行協商續期或延期償還銀行借款，包括逾期本金及利息；(iii)貴集團是否能夠根據若干借款的交叉違約條款，獲得豁免遵守某些限制性財務承諾，以及到期支付貸款本金及利息；(iv)貴集團能否成功實施其經營計劃，從其經營活動中產生現金流量；(v)貴集團能否在需要時獲得額外融資為其業務提供資金，以將貴集團的業務活動恢復至更理想的規模；(vi)貴集團是否能夠通過採取代替訴訟的積極措施成功收回其未償還的應收款項；及(vii)貴集團能否成功採取措施縮減油品業務規模以降低經營成本，並通過出售若干核心及非核心資產項目以及出售珠海商業物業發展產生額外現金，這需要與潛在買方簽署最終協議，並獲得監管機構及股東的必要批准。



Independent Auditor's Report 獨立核數師報告

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

Other Matter

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by another auditor who expressed an unqualified opinion on those statements on 8 April 2020.

Responsibilities of 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

若貴集團未能實現上述計劃及措施，則可能無法持續經營，將不得不進行調整，將貴集團資產的賬面價值減至其可收回金額，為可能產生的任何進一步負債做好準備，並將非流動資產和非流動負債重新分類為流動資產和流動負債。該等調整的影響並未反映在綜合財務報表中。

其他事項

本集團截至2019年12月31日止年度的綜合財務報表已由另一名核數師審計，該核數師於2020年4月8日對該等報表發表無保留意見。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責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」）及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督貴集團的財務報告過程。



Independent Auditor's Report 獨立核數師報告

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 28 June 2021

Chan Wing Fai
Practising Certificate Number P07327

核數師就審計綜合財務報表承擔的責任

我們的責任是根據香港會計師公會頒佈的香港審計準則(「香港會計準則」)對貴集團的綜合財務報表進行審計，並出具審計報告。然而，由於我們的報告中「無法表示意見之基礎」部份所述之事項，我們無法獲得充分且適當的審計證明，以對該等綜合財務報表發表審計意見之基礎。

根據香港會計師公會的職業會計師道德守則(「守則」)，我們獨立於貴集團，並根據守則履行了我們的其他道德責任。

執業會計師
國富浩華(香港)會計師事務所有限公司
香港，2021年6月28日

陳穎輝
執業證書編號 P07327



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 2020

截至2020年12月31日止年度

			2020	2019
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	5	19,179,843	27,791,913
Cost of sales	銷售成本		(18,984,205)	(25,909,656)
Gross profit	毛利		195,638	1,882,257
Other gains and losses	其他所得及虧損	7	(84,658)	(40,854)
Other income	其他收入	7	168,602	62,450
Selling and distribution expenses	銷售及分銷支出		(509,968)	(529,277)
Administrative expenses	行政支出		(380,732)	(383,325)
Finance costs	融資成本	8	(282,706)	(358,485)
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項之減值虧損	9	(1,140,944)	(8,000)
Impairment losses on goodwill and other intangible assets	商譽及其他無形資產之減值虧損		(790,386)	—
Impairment losses on property, plant and equipment	物業、機器及設備之減值虧損		(84,000)	—
Impairment losses on deposits paid and prepayments	已付訂金及預付款項之減值虧損		(827,000)	—
Impairment losses on right-of-use assets	使用權資產之減值虧損		(31,000)	—
Share of profits of joint ventures	分佔合營企業溢利		3,473	2,091
Share of profit of an associate	分佔一家聯營公司溢利		849	358
(Loss) profit before taxation	除稅前(虧損)溢利	11	(3,762,832)	627,215
Taxation	稅項	10	46,936	(20,105)
(Loss) profit for the year	年內(虧損)溢利		(3,715,896)	607,110
Other comprehensive income (expense)	其他全面收入(支出)			
Item that will not be reclassified to profit or loss:	不會重新分類到損益表之項目:			
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生之匯兌差額		542,503	(203,182)
Item that may be reclassified to profit or loss:	或會重新分類到損益表之項目:			
Exchange differences arising on translation of foreign operations	因換算外國業務產生之匯兌差額		(337,839)	105,228
Other comprehensive income (expense) for the year, net of income tax	年內其他全面收入(支出)(扣除所得稅)		204,664	(97,954)
Total comprehensive (expense) income for the year	年內總全面(支出)收入		(3,511,232)	509,156

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 2020
截至2020年12月31日止年度

			2020	2019
		NOTE	HK\$'000	HK\$'000
		附註	千港元	千港元
(Loss) profit for the year attributable to:	應佔年內(虧損)溢利：			
Owners of the Company	本公司擁有人		(3,558,546)	642,175
Non-controlling interests	非控制權益		(157,350)	(35,065)
			(3,715,896)	607,110
Total comprehensive (expense) income attributable to:	應佔總全面(支出)收入：			
Owners of the Company	本公司擁有人		(3,355,819)	544,192
Non-controlling interests	非控制權益		(155,413)	(35,036)
			(3,511,232)	509,156
Basic and diluted (loss) earnings per share	每股基本及攤薄(虧損)盈利	15	(HK\$2.42)	HK\$0.44



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020

截至2020年12月31日

			2020	2019
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	16	2,438,159	2,254,174
Right-of-use assets	使用權資產	17	461,596	559,486
Goodwill	商譽	18	144,864	766,973
Other intangible assets	其他無形資產	19	—	178,202
Interest in an associate	一家聯營公司權益	20	7,977	6,689
Interests in joint ventures	合營企業權益	21	12,361	19,265
Deposits paid and prepayments	已付按金及預付款項	22	116,609	693,407
Deferred tax assets	遞延稅項資產	34	878	821
			3,182,444	4,479,017
Current assets	流動資產			
Inventories	存貨	23	865,602	1,410,456
Trade receivables	應收貿易賬款	24	3,957,749	4,778,317
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	24	1,398,027	2,429,078
Amount due from an associate	應收一家聯營公司款項	25	7,830	6,716
Derivative financial instruments	衍生財務工具	44	13,775	6,606
Properties held for sales	持有待售物業	23	20,000	146,841
Properties under development for sales	待售發展中物業	26	1,118,570	766,253
Pledged bank deposits	已抵押銀行存款	27	385,129	360,218
Bank balances and cash	銀行結餘及現金	27	873,742	2,288,684
			8,640,424	12,193,169
Current liabilities	流動負債			
Trade payables	應付貿易賬款	28	44,387	974,192
Other payables and accrued charges	其他應付賬款及應計費用	28	318,468	211,974
Contract liabilities	合約負債	29	93,522	78,909
Lease liabilities	租賃負債	30	50,974	57,868
Amount due to an associate	應付一家聯營公司款項	31	10,411	9,480
Amount due to a joint venture	應付一家合營企業款項	31	—	5,576
Derivative financial instruments	衍生財務工具	44	25,180	9,787
Tax liabilities	稅務負債		108,813	117,100
Borrowings secured by pledged bank deposits — repayable within one year	由已抵押銀行存款擔保的借款 — 須於一年內償還	32	328,487	328,487
Borrowings secured by other assets — repayable within one year	由其他資產擔保的借款 — 須於一年內償還	32	21,209	12,529
Borrowings unsecured — repayable within one year	無擔保的借款 — 須於一年內償還	32	6,271,147	5,340,256
			7,272,598	7,146,158

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020
截至2020年12月31日

			2020	2019
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Net current assets	流動淨資產		1,367,826	5,047,011
Total assets less current liabilities	總資產減流動負債		4,550,270	9,526,028
Capital and reserves	資本及儲備			
Share capital	股本	33	146,812	146,812
Share premium and other reserves	股份溢價及其他儲備		4,507,047	7,862,866
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,653,859	8,009,678
Non-controlling interests	非控制權益		(196,856)	(35,554)
Total equity	總權益		4,457,003	7,974,124
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項	34	15,185	64,280
Borrowings secured by other assets — repayable over one year	由其他資產擔保的借款 — 須於一年後償還	32	—	21,302
Borrowings unsecured — repayable over one year	無擔保借款 — 須於一年後償還	32	—	1,351,836
Lease liabilities	租賃負債	30	78,082	114,486
			93,267	1,551,904
			4,550,270	9,526,028

The consolidated financial statements on pages 62 to 247 were approved and authorised for issue by the Board of Directors on 28 June 2021 and are signed on its behalf by:

董事會已於2021年6月28日審批及授權印發第62至247頁之綜合財務報表，並由下列董事代表簽署：

Shum Siu Hung
岑少雄
DIRECTOR
董事

Shum Chun, Lawrence
岑濶
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2020

截至2020年12月31日止年度

		Attributable to owners of the Company 本公司之擁有人應佔											
		Share capital	Share premium	Special reserve	Statutory surplus reserves	Exchange reserve	Contributed surplus accounts	Other reserve	Capital redemption reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	法定盈餘儲備	匯兌儲備	撥入盈餘賬	其他儲備	資本贖回儲備	保留溢利	總權益	非控制權益	總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note i) (附註i)	HK\$'000 千港元 (Note ii) (附註ii)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note iii) (附註iii)	HK\$'000 千港元
At 1 January 2019	於2019年1月1日	146,812	1,415,719	122,085	68,523	(146,599)	1,667	(127)	1,228	5,856,178	7,465,486	(23,604)	7,441,882
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	-	642,175	642,175	(35,065)	607,110
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	-	-	(204,729)	-	-	-	-	(204,729)	1,547	(203,182)
Exchange differences arising on translation of foreign operations	因換算為外國業務產生匯兌差額	-	-	-	-	106,746	-	-	-	-	106,746	(1,518)	105,228
Total comprehensive (expense)/ income for the year	年內全面(支出)/收益總額	-	-	-	-	(97,983)	-	-	-	642,175	544,192	(35,036)	509,156
Appropriations	分派	-	-	-	3,578	-	-	-	-	(3,578)	-	-	-
Capital contribution from a non-controlling interest of a subsidiary	一家附屬公司的非控制權益出資	-	-	-	-	-	-	-	-	-	-	23,086	23,086
At 31 December 2019	於2019年12月31日	146,812	1,415,719	122,085	72,101	(244,582)	1,667	(127)	1,228	6,494,775	8,009,678	(35,554)	7,974,124
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(3,558,546)	(3,558,546)	(157,350)	(3,715,896)
Exchange differences arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	-	-	554,238	-	-	-	-	554,238	(11,735)	542,503
Exchange differences arising on translation of foreign operations	因換算為外國業務產生匯兌差額	-	-	-	-	(351,511)	-	-	-	-	(351,511)	13,672	(337,839)
Total comprehensive income/(expense) for the year	年內全面收益(支出)總額	-	-	-	-	202,727	-	-	-	(3,558,546)	(3,355,819)	(155,413)	(3,511,232)
Appropriations	分派	-	-	-	3,447	-	-	-	-	(3,447)	-	-	-
Purchases of equity interests from a non-controlling interest of a subsidiary	向一家附屬公司的非控制權益收購股權權益	-	-	-	-	-	-	-	-	-	-	(5,889)	(5,889)
At 31 December 2020	於2020年12月31日	146,812	1,415,719	122,085	75,548	(41,855)	1,667	(127)	1,228	2,932,782	4,653,859	(196,856)	4,457,003

Notes:

- (i) The special reserve of the Group represents the difference between the share capital, share premium and capital redemption reserve of the Group's former ultimate holding company whose shares were exchanged for the Company's shares and the nominal amount of the share capital issued by the Company pursuant to a scheme of arrangement dated 14 April 1999.
- (ii) The statutory surplus reserves represent enterprise development and general reserve funds appropriated from the profit after taxation of subsidiaries established in the People's Republic of China (the "PRC") in accordance with the PRC laws and regulations.
- (iii) The Group has no material non-controlling interests and therefore the relevant information is not disclosed.

附註:

- (i) 本集團之特別儲備指其股份換取本公司股份之本集團前最終控股公司之股本、股份溢價及資本贖回儲備，與本公司根據1999年4月14日訂立之債務償還安排計劃而發行股份之面值之差額。
- (ii) 法定盈餘儲備指根據中華人民共和國(「中國」)之法律及規例中國成立之附屬公司除稅後溢利所分派之企業發展及一般儲備基金。
- (iii) 本集團並無重大非控制權益，故此並無披露相關資料。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020
截至2020年12月31日

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
OPERATING ACTIVITIES	經營業務		
(Loss) profit before taxation	除稅前(虧損)溢利	(3,762,832)	627,215
Adjustments for:	調整:		
Share of profits of joint ventures	分佔合營企業溢利	(3,473)	(2,091)
Share of profit of an associate	分佔一家聯營公司溢利	(849)	(358)
Finance costs	融資成本	282,706	358,485
Interest income	利息收入	(69,715)	(20,697)
Loss (gain) on fair values changes of derivative financial instruments	衍生財務工具公平值改變之虧損(所得)	124,780	(9,561)
Depreciation of property, plant and equipment	物業、機器及設備折舊	131,682	151,641
Depreciation of right-of-use assets	使用權資產折舊	70,215	57,888
Net loss on disposal and written off of property, plant and equipment and other assets	出售及撇銷物業、機器及設備及其他資產虧損淨額	122,801	10,303
Gain on deemed disposal of a joint venture	被視為出售一家合營企業所得	—	(9,218)
Impairment losses on	減值虧損		
— trade receivables	— 應收貿易賬款	746,944	8,000
— other financial assets subject to expected credit losses	— 受預期信用虧損影響的其他財務資產	394,000	—
Impairment losses on	減值虧損		
— goodwill	— 商譽	642,481	—
— other intangible assets	— 其他無形資產	147,905	—
— property, plant and equipment	— 物業、機器及設備	84,000	—
— right-of-use assets	— 使用權資產	31,000	—
— deposits paid and prepayments	— 已付按金及預付款項	827,000	—
Write down of inventories	存貨撥備	349,000	—
Amortisation of other intangible assets	其他無形資產攤銷	40,020	40,170
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	157,665	1,211,777
Decrease in inventories	存貨減少	197,817	309,445
Decrease (increase) in trade receivables	應收貿易賬款減少(增加)	91,266	(67,542)
Decrease (increase) in other receivables, deposits and prepayments	其他應收賬款、按金及預付款項減少(增加)	1,086,856	(211,809)
(Increase) decrease in amount due from an associate	應收一家聯營公司款項(增加)減少	(612)	4,105
Decrease in amount due from a joint venture	應收一家合營企業款項減少	—	2,036
Increase in properties under development for sales	待售發展中物業增加	(285,021)	(56,839)
Decrease in properties held for sales	持有待售物業減少	136,996	—

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020

截至2020年12月31日

		2020	2019
	NOTE 附註	HK\$'000 千港元	HK\$'000 千港元
(Decrease) increase in trade payables	應付貿易賬款(減少)增加	(933,817)	124,609
Increase (decrease) in other payables and accrued charges	其他應付賬款及應計費用增加(減少)	75,099	(111,667)
Increase (decrease) in contract liabilities	合約負債增加(減少)	8,513	(67,987)
Increase (decrease) in amount due to an associate	應付一家聯營公司款項增加(減少)	259	(4,782)
Decrease in amount due to a joint venture	應付一家合營企業款項減少	(5,614)	(2,939)
(Increase) decrease in derivative financial instruments	衍生財務工具(增加)減少	(116,503)	7,517
Cash generated from operations	經營產生現金額	412,904	1,135,924
Income tax paid	已付所得稅	(12,899)	(22,709)
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營業務產生現金淨額	400,005	1,113,215
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	65,024	20,960
Net cash inflow on acquisition of subsidiaries	收購附屬公司現金流入淨額	35	(18,086)
Purchases of property, plant and equipment	購置物業、機器及設備	(450,775)	(97,067)
Payments for right-of-use assets	支付使用權資產	—	(1,390)
Dividend received from a joint venture	從一家合營企業收取股息	11,229	—
Payments for rental deposits	支付租賃按金	(3,176)	(3,783)
Placement of pledged bank deposits	存放已抵押銀行存款	—	(124,343)
Proceeds on disposal of property, plant and equipment	出售物業、機器及設備所得	39,298	51,356
Increase in deposits paid	已付按金之增加	(163,568)	(458,096)
Deposits refunded	退還按金	—	7,981
Loan advances to independent third parties	向獨立第三方貸款	(452,193)	(3,501)
Repayment of loan advances from independent third parties	獨立第三方償還貸款	12,610	6,034
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(941,551)	(619,935)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020
截至2020年12月31日

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(226,996)	(364,155)
New borrowings raised	籌得新借款	16,133,309	24,160,395
Repayment of borrowings	償還借款	(16,580,653)	(24,276,596)
Repayments of lease liabilities	償還租賃負債	(50,959)	(42,205)
Payment on purchase of equity interest interest from a non-controlling interest of a subsidiary	從一家附屬公司的非控制 權益收購股權權益	(5,889)	—
Capital contribution from non-controlling interest of a subsidiary	一家附屬公司的非控制 股東出資	—	23,086
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(731,188)	(499,475)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目減少淨額	(1,272,734)	(6,195)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動之影響	(142,208)	(918)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及等同現金項目	2,288,684	2,295,797
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及等同現金項目	873,742	2,288,684
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金項目結餘分析		
Bank balances and cash	銀行結餘及現金	873,742	2,288,684

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

1. GENERAL INFORMATION

NewOcean Energy Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate and immediate holding company is Uniocean Investments Limited (“Uniocean”), a company incorporated in the British Virgin Islands. The ultimate controlling shareholder is Shum Siu Hung. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activities of the Company and its subsidiaries (the “Group”) are the sales and distribution of liquefied petroleum gas (“LPG”) and natural gas (“NG”), sales of oil products, sales of electronic products and property dealing and development.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is different from the Company’s functional currency of Renminbi (“RMB”). The directors of the Company adopted HK\$ as presentation currency. For the convenience of the financial statements users, the consolidated financial statements are presented in HK\$, as the Company’s shares are listed on the Stock Exchange.

1. 一般資料

新海能源集團有限公司(「本公司」)乃於百慕達註冊成立之獲豁免有限責任公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。其最終及直接控股公司為海聯控股有限公司(「海聯」)，一間於英屬處女島註冊成立之公司。最終控股股東為岑少雄。本公司之註冊辦公室地址及主要營業地址已於年報內的公司資料中披露。

本公司及其附屬公司(「本集團」)乃投資控股公司。本集團之主要業務為銷售及分銷液化石油氣(「液化氣」)及天然氣(「天然氣」)、銷售油品、銷售電子產品及物業交易及發展。

綜合財務報告以港元(「港元」)表示，有別於本公司戶口的功能貨幣人民幣(「人民幣」)。本公司董事採用港元作為呈列貨幣。由於本公司之股份於聯交所上市，為方便綜合財務報告使用者，本集團之業績及財務狀況以港元(「港元」)表示。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR AND BASIS OF PREPARATION

Significant events and transactions in the current year

In mid- April 2020 there was news about the oil industry (as defined below) which caused unexpected and drastic moves of certain banks, cumulated in the freezing of credit provided to the Group and multiple demands for early repayment. Moreover, due to the global COVID-19 pandemic and the big slump in oil prices in the year 2020, the Group's business operations during the year were seriously affected, especially the oil bunkering business in Hong Kong and Singapore and the electronic business in the People's Republic of China (the "PRC"). As a consequence, the gross profit margin derived from oil bunkering business and electronic business had been substantially reduced as compared to last year or in certain cases turned into gross loss margin. On top of the foregoing, due to the continued weak energy demand throughout the year arising from the global lockdown, the Group had experienced undue delay in collection of trade and other receivables, inventories were sold at price below purchase costs and contracting of sales volume in different business units. In certain cases, the buyers used various pretexts to avoid their payment obligations and the Group had to resort to litigation to recover the amounts due and incurred substantial legal and other costs and expenses. Whilst the Group has been vigorously pursuing the trade debtors and any other parties involved and expects to fully recover all overdue payments together with compensation for the Group's losses and damages, the Group provided impairment losses on trade and other receivables and write down on inventories for the year ended 31 December 2020. Due to the uncertainties of the oil market and the Group's internal resources re-allocation, the management decided to concentrate the resources on the Group's profitable business units, as a consequence, impairment had been made for goodwill, intangible assets, property, plant and equipment and right-of-use assets related to business units that the management decided to downsize to certain extent. Particulars of impairment assessments related to goodwill, intangible assets, property, plant and equipment and right-of-use assets are disclosed in notes 18, 19, 16 and 17 respectively.

1A. 於本年度之重大事項及交易及編製基準

於本年度之重大事項

於2020年4月中，由於油品行業中存在一些消息(定義見下文)，本集團受到大部份銀行未能預計的全面凍結貸款及要求本集團提前償還貸款的衝擊，而且亦遇上全球新型冠狀病毒大流行以及2020年油價暴跌，本集團年內的業務營運受到嚴重影響，尤其是香港及新加坡的海上加油業務以及中華人民共和國(「中國」)的電子業務。因此，來自海上加油業務及電子業務的毛利率與去年相比已大大降低，或在某些情況下已變為毛虧損率。除上述因素外，因為全球封鎖，全年能源需求持續疲弱，本集團在收回應收貿易賬款及其他應收賬款方面受到了過度的拖延、以低於採購成本價格出售貨物及不同業務單位銷售量收縮。在某些情況下，買方以各種藉口避免了付款的義務，而本集團唯有作出訴訟以追回欠款，因此導致大量法律及其他費用及支出。儘管本集團一直在積極追討應收貿易賬款及任何其他牽涉的相關人士，並期望全額收回所有逾期款項以及對本集團的損失及損害作出賠償，但本集團必須就截至2020年12月31日止年度的應收貿易賬款作出減值虧損及存貨撥備。由於石油市場的不確定性及本集團的內部資源重新分配，管理層已決定將資源集中於本集團有利可圖的業務單位，因此，對管理層決定縮減規模至某個程度的業務單位有關的商譽、無形資產及物業、機器及設備及使用權資產已作出減值。與商譽、無形資產、物業、機器及設備及使用權資產相關的減值評估詳情分別附註18、19、16及17披露。

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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Significant events and transactions in the current year (Continued)

The Group's property project centrally located in Gongbei, Zhuhai comprises 3 office blocks, 2 condo blocks and 3-storey mall with underground parking, having a total floor space of about 81,790 square metres. Construction of the building structure and most of the fitting out work have been completed in 2019. The project targets the Greater Bay Area Market as well as international corporations. Shortly after a sales drive of the property started and certain overseas buyers had been identified, travel restrictions were imposed in China and neighbouring countries due to the COVID-19 epidemic. As a consequence during the year of 2020, the Group was unable to benefit from the expected cash inflow generated from its property sales.

Apart from the above, in mid-April 2020, a major oil trader in Singapore, Hin Leong Trading (Pte.) Ltd. ("Hin Leong") was placed under judicial management by the Singapore courts (the "Hin Leong Incident") reportedly due to, among other things, defaults in payment of its loans to various banks and financial institutions. The Hin Leong Incident has had an immediate ripple-effect on the oil industry, as banks in both Singapore and Hong Kong have apparently become very concerned that there could be further defaults by oil traders as oil prices drop and accordingly began to tighten their credit lines to other oil traders in the market, including the Group. As a result of that and despite that the Group has no business or other connection with Hin Leong whatsoever, the banks still represented to freeze their credit facilities granted to the Group and demanded for early repayment of their loans. Given that the business of the Group is heavily relied on the support of these credit facilities granted by the bank, and that the COVID-19 epidemic had halted pre-sale of property in the Zhuhai commercial development schedule for the first half year of 2020 as reported above, the Group has experienced liquidity pressure resulting in the Group being unable to settle substantial amounts of bank trust receipts loans when they fall due. Further during the second half year of 2020, because the Group was unable to meet the financial covenants of its term loan facilities, the Group's term loans became immediate repayable.

1A. 於本年度之重大事項及交易及編製基準(續)

於本年度之重大事項(續)

集團的物業項目位於珠海拱北中心，包括3個辦公大樓、2個公寓大樓及3層高的購物中心(連地下停車場)，總建築面積約為81,790平方米。建築結構的施工及大部份裝修工作已於2019年完成。該項目針對大灣區市場以及國際企業。於開始銷售該物業並確定了某些海外買家後不久，由於新型冠狀病毒疫情，中國及周邊國家實施了群眾聚集限制。因此於2020年，本集團無法從物業銷售預期產生的現金流中得益。

除此之外，於2020年4月中旬，新加坡的主要石油貿易商興隆貿易(私人)有限公司(簡稱「興隆」)由新加坡法院進行司法管理(「興隆事件」)。據報導，主要由於拖欠多家銀行及金融機構的貸款所致。興隆事件立即對石油業產生連鎖反應，剛好油價大跌，新加坡及香港的銀行紛紛擔心石油交易商可能進一步違約，因此開始對市場上的其他石油貿易商(包括本集團)收緊其信貸額度。故此，儘管本集團與興隆沒有任何業務或其他聯繫，本集團仍然受到銀行停止本集團的信貸及要求提前還貸。鑑於本集團的業務在很大程度上依賴於銀行提供該等信貸額度的支持，並且新型冠狀病毒疫情已在2020年上半年中止了珠海商業開發時間表中的房地產預售。如上文所述，本集團承受流動資金壓力，導致本集團無法在到期時償還大量銀行信託收據借款。此外，在2020年下半年，由於本集團無法滿足其定期貸款額度的財務要求，因此本集團的定期貸款變為應予即時償還。

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For the year ended 31 December 2020
截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Basis of preparation of the consolidated financial statements

The Group incurred a net loss of approximately HK\$3,715,896,000 for the year ended 31 December 2020. The Group had current and non-current bank borrowings of approximately HK\$5,614,127,000 and HK\$1,006,716,000 respectively, totalling HK\$6,620,843,000 of which HK\$4,202,627,000 were overdue, while the Group maintained its pledged bank deposits of HK\$385,129,000, and bank balances and cash of HK\$873,742,000 totalling HK\$1,258,871,000. Given that the Group incurred a net loss for the year ended 31 December 2020, the Group could not fulfil certain bank covenants relating to certain bank loans and other bank loans with cross-default terms of HK\$2,418,216,000 causing such bank loans became immediate repayable as at 31 December 2020. After the reclassification, the net current assets of the Group had been reduced from approximately HK\$5,047,011,000 as at 31 December 2019 to approximately HK\$1,367,826,000 as at 31 December 2020. The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

1A. 於本年度之重大事項及交易及編製基準(續)

綜合財務報表編製基準

本集團於截至2020年12月31日止年度錄得淨虧損約3,715,896,000港元。本集團的流動及非流動銀行借款分別約為5,614,127,000港元及1,006,716,000港元，合共6,620,843,000港元，其中4,202,627,000港元已逾期。本集團總計維持其已抵押銀行存款385,129,000港元、銀行結餘及現金873,742,000港元，總額1,258,871,000港元。鑑於本集團截至2020年12月31日止年度出現淨虧損，本集團無法履行與某些銀行借款有關的某些銀行契約，由於交叉違約而導致的銀行借款及其他銀行借款為2,418,216,000港元，(其中1,006,716,000港元為非流動部分)需重新分類，並於2020年12月31日止的綜合財務狀況表中列為流動負債。重新分類後，本集團的流動資產淨值已從截至2019年12月31日約5,047,011,000港元減少至2020年12月31日止年度約1,367,826,000港元。該等情況表明存在重大不確定性，可能對本集團持續經營的能力產生重大懷疑。上述情況顯示表明存在重大不確定性，可能對本集團的持續經營能力產生重大懷疑。



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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Basis of preparation of the consolidated financial statements (Continued)

Measurement on resolving the Group's liquidity burden

The directors of the Company (the "Directors") are of the opinion that the Group will have sufficient working capital to meet its financial obligation as and when they fall due for the next twelve months from 31 December 2020 after taking into consideration of the followings:

- i) Actively negotiating with individual banks to release the limitation imposed and extend the existing banking facilities to the Group;
- ii) Engaged an international firm of accountants as its financial adviser to conduct an independent review of the up-to-date financial position of the Group with a view to facilitate the negotiations with banks for debt restructuring;
- iii) Negotiating with banks on a proactive basis to arrange and agree on a debt restructuring plan with a non-legal binding debt restructuring term sheet signed with several bank creditors in September 2020 (the "September Term Sheet");

1A. 於本年度之重大事項及交易及編製基準(續)

綜合財務報表編製基準(續)

解決本集團流動性負擔之措施

本公司董事(「董事」)認為，經考慮以下事項後，本集團有足夠的營運資金以履行其自2020年12月31日起的未來12個月到期的財務責任：

- i) 積極與借款人進行協商以解除所施加的限制，並擴展本集團現有的銀行融資；
- ii) 聘請一家國際會計師事務所為其財務顧問，對最新的財務狀況進行獨立審查，促進與銀行就債務重組進行商談；
- iii) 積極與銀行協商，於2020年9月與若干銀行債權人簽訂一份不具法律約力的債務重組條款書(「9月條款書」)以安排及同意債務重組計劃；



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綜合財務報表附註

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截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Basis of preparation of the consolidated financial statements (Continued)

- iv) Submitted applications to (i) the High Court of Hong Kong Special Administrative Region (the “Hong Kong High Court”) and (ii) the Supreme Court of Bermuda (the “Bermuda Supreme Court”) in December 2020 for the Company to convene meetings of the bank creditors for approving debt restructuring schemes of the Company and Sound Agents Limited (“Sound Agents”, a wholly owned subsidiary of the Company) (together the “Court Scheme”). As stated in the court scheme announcements, issued by the Company, orders to convene scheme meetings (the “Scheme Meetings”) were granted by the Hong Kong Court and the Bermuda Court on 10 December 2020 and 11 December 2020 (Bermuda Time) respectively. However, as the Company and Sound Agent Limited have been engaged in ongoing discussion with some of the major scheme creditors, which may in turn have implications over the terms of the Court Scheme, at each of the Scheme Meetings a resolution was approved to adjourn the Scheme Meetings. After the adjournment of the Scheme Meetings and following discussion between the Company and the major scheme creditors, on 12 April 2020 the Company applied to, and was granted leave by the Courts to withdraw the Court Scheme in order to prepare the New Court Scheme. The New Court Scheme contemplates that all Scheme Claims will be restructured into a global loan facility provided by the Scheme Creditors to the Group, with the Company as the borrower and Sound Agents as the guarantor. The Company’s lawyers were then instructed to revise the court documents for the New Court Scheme to reflect the change and to resume the relevant applications to Hong Kong Court and the Bermuda Court. The Directors are optimistic that the Court Scheme will bring about a successful restructuring of the Group’s off-shore bank loans since over 75% scheme creditors have been proactively negotiating the debt restructure and preparing necessary documents in order to support to the Court Scheme in principle, and that active steps are taken to finalise the terms for the bank lenders to seek final approval; and

1A. 於本年度之重大事項及交易及編製基準(續)

綜合財務報表編製基準(續)

- iv) 向(i)香港特別行政區高等法院(以下簡稱「高等法院」)及(ii)百慕達高等法院(以下簡稱「百慕達高等法院」)提交申請。於2020年12月，由本公司召集銀行債權人會議，以批准本公司及新海代理人有限公司(「新海代理人」，本公司之全資附屬公司)的債務重組計劃(統稱為「法院計劃」)。誠如由本公司發出法院計劃公告所述，香港法院及百慕達法院已頒令分別於2020年12月10日及2020年12月11日(百慕達時間)召開計劃會議(「計劃會議」)。然而，由於本公司及新海代理人持續與若干主要計劃債權人進行商討，法院計劃的條款可能順應加以調整，因此每個計劃會議中已通過決議案押後計劃會議。計劃會議押後及經過本公司與主要計劃債權人商討後，本公司已於2020年4月12日向法院申請撤回法院計劃，以準備新法院計劃。新法院計劃預期所有計劃債權將重組為由計劃債權人向本集團提供的全球貸款融資，本公司作為借款人；而新海代理人作為擔保人。本公司之律師隨後被指示修改新法院計劃的法院文件，以反映該等變更及恢復向香港法院及百慕達法院申請。已有超過75%之計劃債權人正在積極商討債務重組，及準備所需文件以原則上支持法院計劃，並已採取積極步驟向銀行尋求批准以最終敲定該計劃的條款，故董事對法院計劃將使本集團的離岸銀行貸款成功重組感到樂觀；及

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綜合財務報表附註

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截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Basis of preparation of the consolidated financial statements (Continued)

- v) At the same time while the above measures are taken to mitigate the liquidity burden on the Group, the following measures were taken to maintain its operation and improve its financial situation.
- carrying out the Group's business operations with credit facilities granted by financial institutions and internal available cash. The profit generated from the operation is used to finance the ongoing operations the scale of which is adjusted according to the availability of resources;
 - taking other active measures to recover debts in addition to/in lieu of litigation to expedite collections of outstanding receivables;
 - intensifying the sales effort of the Zhuhai commercial development through brokers so that sales can be resumed as soon as possible;
 - taking measures to down size the oil products business to reduce operating cost and to generate additional cash through disposal of non-core asset items for the purpose of repayment to banks and/or additional working capital; and
 - to exploring means to raise working capital to restore the Group's business activities to a more desirable scale.

1A. 於本年度之重大事項及交易及編製基準(續)

綜合財務報表編製基準(續)

- v) 在採取上述措施緩解本集團流動性壓力的同時，亦採取了以下措施以維持其營運並改善其財務狀況：
- 利用財務機構已授予的授信及內部可用現金開展集團的業務營運。該業務產生的利潤用於為正在進行的業務提供資金，該業務的規模根據資源的可用性進行調整；
 - 除了／代替訴訟外，採取其他積極措施以加快催收尚欠應收賬款的速度以收回款項；
 - 通過代理人加大珠海商業發展的銷售力度，以便在許可的情況下盡快恢復銷售；
 - 採取措施縮小油品業務的規模以降低運營成本，並通過出售非核心資產項目產生更多現金，以支付給銀行及／或增加營運資金；及
 - 開展增加營運資金的方法，將本集團的業務活動恢復至更理想的規模。



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綜合財務報表附註

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截至2020年12月31日止年度

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT YEAR PERIOD AND BASIS OF PREPARATION (Continued)

Basis of preparation of the consolidated financial statements (Continued)

- vi) According to valuations conducted for the purposes of the Court Scheme, the total market value of the Group's certain assets exceeds the amount to be repaid under the Court Scheme. The Company has potential buyers for major items of these assets and commenced negotiation with these buyers. In general, the price of non-binding offers received from these buyers are equal to or above the valuation.
- vii) As evidenced by the fact that the Group recorded a revenue of approximately HK\$19,180 million with a gross profit of HK\$196 million during the year despite the adverse conditions stated above, the Group remains under effective management and the core strength of the Group remains unaffected.

Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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

1A. 於本年度之重大事項及交易及編製基準(續)

綜合財務報表編製基準(續)

- vi) 根據為法院計劃目的而進行的評估，本集團若干資產的總市值超過了根據法院計劃應償還的金額。本公司已為該等資產的主要項目確定了潛在買家，並開始與該等買家進行商談。一般情況下，已經從該等買家收到了相當於或高於估值價格的不具約束力的要約。
- vii) 儘管出現上述的不利情況，本集團於年內錄得約191.80億港元之收入及1.96億港元的毛利。證明本集團仍處於有效管理之下，核心實力仍然穩固。

因此，董事認為以持續經營為基礎以編製綜合財務報表為恰當。

倘本集團未能持續經營，則必須進行調整以將資產價值減至其可收回金額，為可能產生的進一步負債作準備，並分別把非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整之影響並未反映在綜合財務報表中。



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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in HKFRS Standards* and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for Group’s annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current year had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

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」)

於本年度強制生效的經修訂香港財務報告準則

於本年度，本集團編製綜合財務報表時首次應用由香港會計師公會(「香港會計師公會」)頒布之自本集團2020年1月1日或之後開始之年度期間強制生效的「提述香港財務報告準則概念框架的修訂」及下列香港財務報告準則修訂本：

香港會計準則第1號及香港會計準則第8號之修訂本	重大的定義
香港財務報告準則第3號之修訂本	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革

於本年度應用提述香港財務報告準則概念框架的修訂及經修訂香港財務報告準則並無對本集團本年度及過往年度財務表現及狀況及／或該等綜合財務報表所載披露產生重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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2. APPLICATION OF NEW AND AMENDMENTS TO 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 amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendment to HKFRS 16	Covid-19-Related Rent Concessions ⁴
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ⁶
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2 ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and liabilities arising from a Single Transaction ¹
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 — 2020 ²

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)

已頒布但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒布但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約及相關修訂本 ¹
香港財務報告準則第16號之修訂本	與新型冠狀病毒相關租金減免 ⁴
香港財務報告準則第16號之修訂本	2021年6月30日後的2019冠狀病毒相關租金寬減 ⁶
香港財務報告準則第3號之修訂本	概念框架的提述 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本	利率基準改革 — 第二階段 ⁵
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業間資產出售或注資 ³
香港會計準則第1號之修訂本	負債分類為流動或非流動及相關香港詮釋第5號(2020年)之修訂本 ¹
香港會計準則第1號及香港財務報告準則作業準則第2號之修訂本	會計政策披露 ¹
香港會計準則第8號之修訂本	會計估計的定義 ¹
香港會計準則第12號之修訂本	與單項交易產生的資產及負債有關之遞延稅項 ¹
香港會計準則第16號之修訂本	物業、機器及設備 — 擬定用途前之所得款 ²
香港會計準則第37號之修訂本	虧損性合約 — 履行合約之成本 ²
香港財務會計準則之修訂本	2018年至2020年香港財務報告準則之年度改進 ²

Notes to the Consolidated Financial Statements

綜合財務報表附註

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023.
- ² Effective for annual periods beginning on or after 1 January 2022.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 June 2020.
- ⁵ Effective for annual periods beginning on or after 1 January 2021.
- ⁶ Effective for annual periods beginning on or after 1 April 2021.

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decision made by the primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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)

已頒布但尚未生效之新訂及經修訂香港財務報告準則(續)

- ¹ 於2023年1月1日或之後開始之年度期間生效。
- ² 於2022年1月1日或之後開始之年度期間生效。
- ³ 於稍後決定之日期或其後開始之年度期間生效。
- ⁴ 於2020年6月1日或之後開始之年度期間生效。
- ⁵ 於2021年1月1日或之後開始之年度期間生效。
- ⁶ 於2021年4月1日或之後開始之年度期間生效。

本公司董事預期應用新訂及修訂的香港財務報告準則將不會對本集團可預見將來之綜合財務報表有重大影響。

3. 綜合財務報表之編製基準及主要會計政策

3.1 綜合財務報表之編製基準

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。就編製綜合財務報表而言，若該信息被合理預期會影響主要用戶的決定，則該信息將被視為重要信息。此外，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟如下文所載之會計政策所解釋，財務工具乃於各報告期末按公平值計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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 leasing transactions that are accounted for in accordance with HKFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.1 綜合財務報表之編製基準 (續)

歷史成本一般以交換貨品及服務所付出代價之公平值為基準。

公平值為於計量日期市場參與者間按有序交易出售資產所收取或轉讓負債所支付之價格，而不論該價格為直接可觀察或使用其他估值技術估計得出。於估計資產或負債之公平值時，倘該等市場參與者於計量日期為資產或負債定價時將考慮資產或負債之特點，則本集團會考慮該等特點。於此等綜合財務報表中作計量及／或披露用途之公平值乃按該基準釐定，惟屬於香港財務報告準則第16號入賬之租賃交易與公平值相似但並非公平值（例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值）之計量除外。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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.

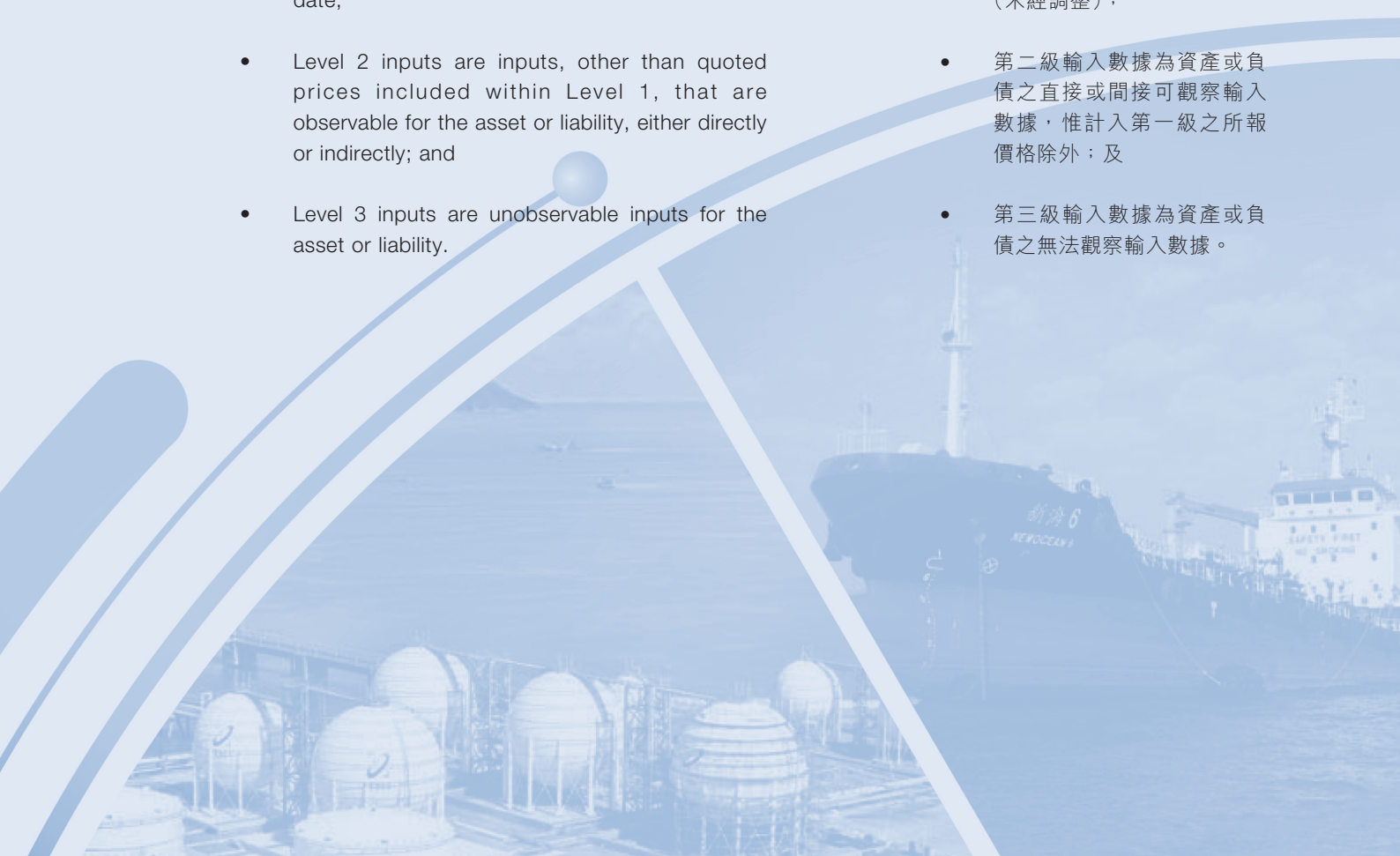
3. 綜合財務報表之編製基準及主要會計政策(續)

3.1 綜合財務報表之編製基準(續)

非財務資產的公平值計量考慮了市場參與者通過以最高及最佳用途使用該資產，或將其出售予將以其最高及最佳用途使用該資產的另一個市場參與者，而產生經濟利益的能力。

此外，就財務報告而言，公平值計量乃分類為第一級、第二級或第三級，乃按公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體而言之重要性劃分，載述如下：

- 第一級輸入數據為實體於計量日期在活躍市場可取得之相同資產或負債之所報價格（未經調整）；
- 第二級輸入數據為資產或負債之直接或間接可觀察輸入數據，惟計入第一級之所報價格除外；及
- 第三級輸入數據為資產或負債之無法觀察輸入數據。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies

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 and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策

綜合基準

綜合財務報表包括本公司及本公司控制之實體以及其附屬公司之財務報表。本公司於以下情況擁有控制權：

- 對投資對象擁有權力；
- 承受或享有自其參與投資對象業務所產生可變回報之風險及利益；及
- 有能力使用其權力影響其回報。

倘事實及情況顯示一項或多項上文所列之三項控制權元素出現變動，則本集團會重新評估其是否控制投資對象。

當本集團取得附屬公司之控制權時開始合併附屬公司賬目，並於本集團失去附屬公司之控制權時終止合併。特別是，於年內收購或出售之附屬公司之收入及開支乃自本集團取得控制權當日直至本集團終止控制附屬公司當日，計入綜合損益及其他全面收益表中。

損益及其他全面收益之各個項目乃撥歸本公司擁有人及非控制權益。附屬公司之全面收益總額乃撥歸本公司擁有人及非控制權益，即使此舉將導致非控制權益出現虧絀結餘。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

All 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.

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

Changes in the Group's interests in existing subsidiaries

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合基準(續)

於有需要時，附屬公司之財務報表會作出調整，以令其會計政策與本集團其他成員公司所採納者保持一致。

所有集團內公司間之資產及負債、權益、收入、開支及與本集團成員公司間交易有關之現金流量乃於綜合入賬時全數撤銷。

附屬公司之非控制權益與本集團實體分開呈列，為現時的擁有權權益持有人於附屬公司清盤時可按比例應佔有關附屬公司的資產淨值。

本集團於現有附屬公司之權益變動

倘本集團於附屬公司之權益變動並無導致本集團失去對有關附屬公司之控制權，則此權益變動將會以股本交易入賬。本集團權益的相關組成部分及非控股權益的賬面值已予調整，以反映其於附屬公司的相對權益變動，包括根據本集團及非控股權益的比例權益在本集團與非控股權益之間重新分配相關儲備。

經調整之非控股權益金額與已支付或已收取代價之公平值金額間之任何差額乃直接於權益確認，並撥歸本公司擁有人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

Changes in the Group's interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. 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 carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred 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 HKFRS 9 Financial Instruments ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合基準(續)

本集團於現有附屬公司之權益變動(續)

倘本集團失去附屬公司之控制權，該附屬公司之資產及負債及非控股權益(如有)將終止確認。收益或虧損將於損益獲確認，計算方式為將(i)所收代價之公平值及任何留存利息之公平值之總額減去(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債之先前賬面金額。先前就該附屬公司而於其他全面收益獲確認之所有金額之入賬方式，乃猶如本集團已直接處置該附屬公司之相關資產或負債(即按適用之香港財務報告準則所指明/允許之方式而獲重新分類至損益或轉移至另一權益類別)。於喪失控制權當日在前附屬公司保留的任何投資的公平值，將根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)確認及計量被視為其後入賬首次確認的公平值，或(如適用)首次確認於聯營公司或合營企業投資初步確認之成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions

Optional concentration test

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

Asset acquisitions

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購

可選集中度測試

自2020年4月1日起，本集團可選擇於逐項交易的基礎上進行可選的集中度測試，其允許簡化就收購的一系列活動及資產是否屬於業務所作出的評估。若購入總資產的所有公平價值大部分集中在單一可識別資產或一組類似可識別資產中，則符合集中度測試。評估中的總資產不包括現金和現金等值項目、遞延稅項資產及因遞延稅項負債的影響而產生的商譽。若符合集中度測試，則確定該組活動及資產不屬於業務而不需作進一步評估。

資產收購

倘本集團收購並不構成業務的資產及負債組別，則本集團識別及確認所收購個別可識別資產及所承擔負債，方式為按各自公平價值將購買價分配至金融資產及金融負債，餘下購買價結餘其後分配至其他可識別資產及負債，基準為其於購買日期的相對公平價值。該交易不會產生商譽或議價收購收益。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions (Continued)

Business combinations

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

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併或資產收購 (續)

業務合併

收購業務使用收購法列賬。於業務合併中轉讓之代價乃按公平值計量，而公平值乃按本集團所轉讓資產、本集團向被收購者前擁有人承擔之負債，及本集團為交換被收購者控制權而發行股權於收購日期之公平值之總和計算。收購相關成本一般在產生時於損益中確認。

除若干確認豁免外，所收購可識別資產及所承擔負債必須符合財務報表編製及呈報框架中的資產及負債定義(由2010年10月頒佈之財務報告概念框架取代)。

於收購日期，已收購可識別資產及已承擔可識別負債乃按公平值確認。

- 遞延稅項資產或負債，及與僱員福利安排有關的資產或負債，分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 根據香港財務報告準則第5號「持作出售的非流動資產及已終止的經營業務」分類為待出售的資產(或出售組合)根據該準則計量；及

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

- 除租賃期於收購日12個月內完結或低價值資產的租賃外，於收購日所獲得的租賃協議，其租賃負債按未付的租賃付款現值(如香港財務報告準則第16號所界定)確認和計量。使用權資產的確認和計量金額與其相關的租賃負債相同，與市場條款比較並調整以反映其租賃的有利或不利的條件。

商譽是以所轉讓代價、於被收購者之任何非控制權益金額，及收購者以往持有之被收購者股權(如有)之公平值之總和，超出所收購可識別資產與所承擔可識別負債於收購日期之淨值後之差額計算。倘經重新評估後，所收購之可識別資產與所承擔之可識別負債之淨額高於所轉讓之代價、於被收購者之任何非控制權益金額以及收購者以往持有之被收購者權益(如有)之公平值之總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨值之非控制權益，可初步按公平值或非控制權益分佔被收購者可識別資產淨值之已確認金額比例計算。計量基準視乎每項交易而作出選擇。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions (Continued)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e., the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

當本集團用以業務合併時的代價包括或然代價安排，該或然代價於收購日以公平值計量作為業務合併代價的一部分。屬於計量期內調整的或然代價公平值變動予以對應商譽作追溯調整。計量期間調整為於計量期間(收購日期起計不超過一年)就收購日期已經存在之事實及情況獲得額外資訊而引致之調整。

不屬於計量期內調整的或然代價，其隨後的會計處理取決於該或然代價的分類。屬於權益分類的或然代價不會於隨後報告日重新計量，其於之後清算時計入權益。屬於資產或負債分類的或然代價會於隨後報告日，按公平值重新計量並計入損益中的溢利或虧損。

當業務合併分階段達至，本集團於被收購者原已持有的權益會以收購日(即本集團取得控制之日)的公平值重新計量，如有溢利或虧損，則計入損益或其他全面收益(如適用)。於收購日前產生並按香港財務報告準則第9號計量及確認於其他全面收益的被收購者權益，按本集團直接出售該等原有權益之基礎入賬。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

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

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併或資產收購 (續)

如於業務合併發生的報告期末，合併的首次計算仍未完成，本集團以初步數字報告未完成計算的項目。在計量期內(如上)取得收購日已存在的事項或情況的更新資訊，如果該等資訊會改變收購日已確認的數值，則相關初步數值會作出追溯性的調整，也會確認額外的資產或負債。

商譽

收購業務產生之商譽乃按於收購業務當日(見上述會計政策)確立之成本減任何累計減值虧損(如有)列賬。

就減值測試而言，商譽乃被分配到本集團各現金產生單位(或現金產生單位之組別)，預期彼等從合併之協同效應中受益，並代表了為內部管理的監測商譽的最底水平，而不大於營運分類。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Goodwill (Continued)

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

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

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

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 those policies.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

商譽(續)

已獲分配商譽之現金產生單位(或現金產生單位之組別)每年或於單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個呈報期之收購所產生之商譽而言，商譽已獲分配之現金產生單位(或現金產生單位之組別)於該呈報期末之前進行減值測試。當可收回金額少於該單位之賬面值，則減值虧損首先被分配，並削減分配到任何商譽之賬面值，其後以單位(或現金產生單位之組別)各資產之賬面值為基準按比例分配到該單位之其他資產。

出售相關現金產生單位或現金產生單位(「現金生單位」)組別內任何的現金產生單位時，商譽之應佔金額在釐定出售損益之金額時計算在內。當集團於現金產生單位(或現金產生單位組別內之一個現金產生單位)內出售一項業務時，已出售的商譽金額乃根據所出售業務(或現金產生單位)的相對價值及所保留現金產生單位(或現金產生單位之組別)的部分計算。

本集團有關收購一家聯營公司及合營公司所產生之商譽之政策載述如下。

投資於聯營公司及合營企業

聯營公司為本集團可對其行使重大影響力之實體。重大影響為有權參與受投資方之財務及營運決策，惟並非控制或共同控制該等決策。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates and joint ventures (Continued)

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the 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 associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate 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. Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate 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 obligations or made payments on behalf of the associate or joint venture.

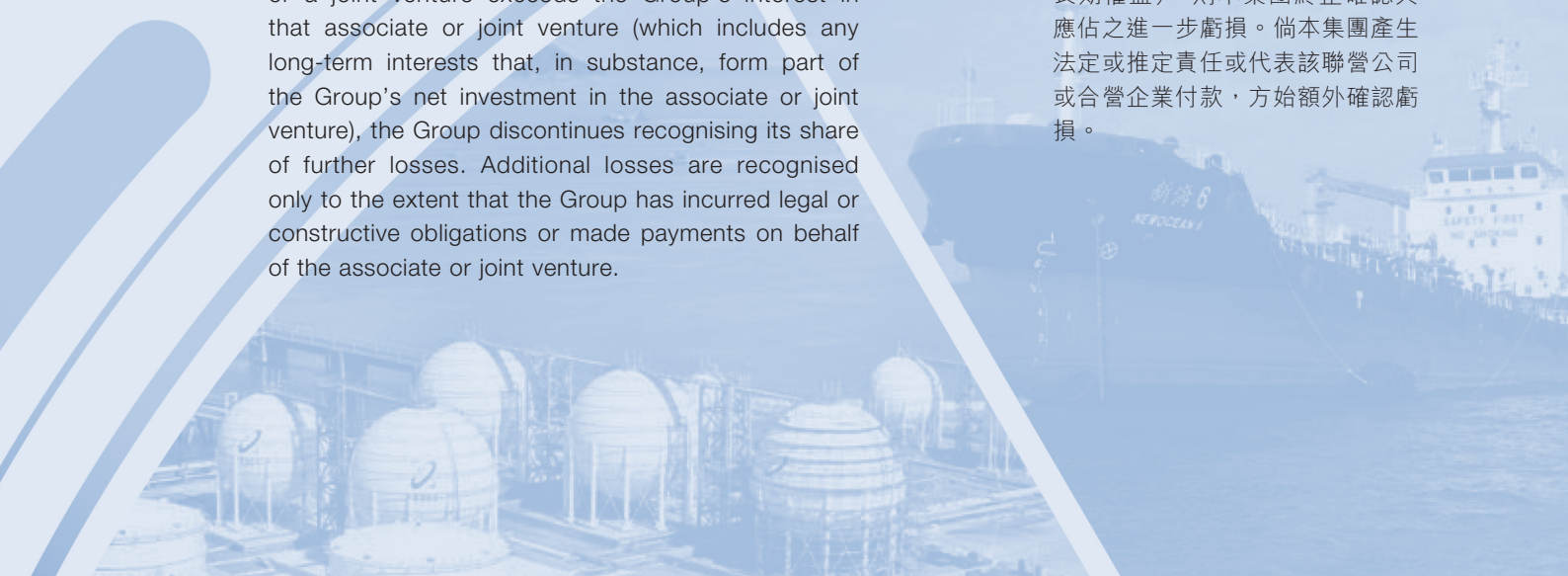
3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

投資於聯營公司及合營企業(續)

合營企業為一項共同安排，據此，對安排擁有共同控制權之訂約方對該安排之資產淨值享有權利。共同控制指按照合約協定對安排共同享有控制權，共同控制權僅在相關活動要求共同享有控制權之訂約方作出一致同意之決定時存在。

聯營公司及合營企業之業績及資產與負債採用權益會計法計入綜合財務報表。本集團類似交易和類似情況下之事項，用於權益會計法之聯營公司及合營企業之財務報表以統一會計政策編製。根據權益法，於聯營公司或合營企業之投資初步按成本於綜合財務狀況表列賬，並於其後作出調整，以確認本集團應佔聯營公司或合營企業之損益及聯營公司或合營企業之其他全面收益。除損益及其他全面收益外，聯營公司或合營企業之淨資產變動將不會入賬，除非該等變動導致本集團持有之權益變動。倘本集團應佔聯營公司或合營企業之虧損超出其於該聯營公司或合營企業之權益(包括實際組成本集團於該聯營公司或合營企業投資淨值其中部份之任何長期權益)，則本集團終止確認其應佔之進一步虧損。倘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，方始額外確認虧損。



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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant 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 in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, 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 is not allocated to any asset, including goodwill, that forms 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.

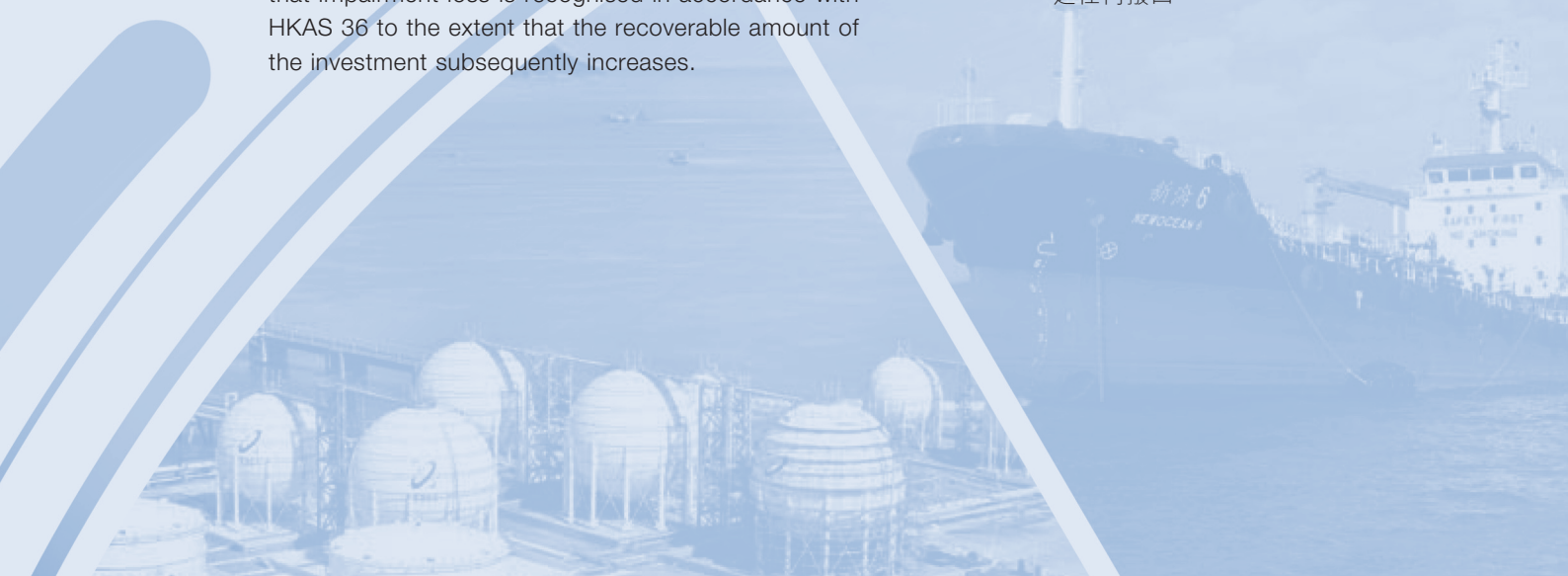
3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

投資於聯營公司及合營企業(續)

於聯營公司或合營企業之投資乃自投資對象成為聯營公司或合營企業當日起按權益法入賬。在收購聯營公司或合營企業之投資時，任何投資成本大於本集團應佔投資對象可識別資產及負債之公平淨值之差額乃確認為商譽，並已計入投資之賬面值。任何本集團應佔可識別資產及負債之公平淨值大於投資成本之差額，乃於重新評估後在收購投資期間即時於損益中確認。

本集團評估是否有客觀證據證明一家聯營公司或合營企業的權益出現減值。當客觀證據存在時，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」作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公平值減銷售成本之較高者)與其賬面值作比較。任何已確認之減值虧損構成投資賬面值之一部份。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之任何撥回。



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For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates and joint ventures (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant 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) upon disposal/partial disposal of the relevant associate or joint venture.

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 interests.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

投資於聯營公司及合營企業(續)

當本集團不再對聯營公司或對合營企業的共同控制具有重大影響時，將其列為對被投資方全部權益的處置，其產生的損益計入當期損益。當本集團保留於前聯營公司或合營企業的權益且保留權益為香港財務報告準則第9號範圍內的財務資產時，本集團於該日以公平值計量保留權益，並將公平值視為其公平值在初步確認上。聯營公司或合營企業的賬面價值與任何保留權益的公平值以及出售聯營公司或合營企業相關權益的任何收益之間的差額，計入出售聯營公司的損益或合營企業。此外，本集團根據與聯營公司或合營企業直接出售相關資產或負債所需的相同基礎，將之前在與該聯營公司或合營企業相關的其他綜合收益中確認的所有金額入賬。因此，若該聯營公司或合營企業之前在其他綜合收益中確認的溢利或虧損將在出售相關資產或負債時重新分類至損益，則在出售/部分出售相關聯營公司或合營企業時，本集團將溢利或虧損從權益重新分類至損益(作為重分類調整)。

當對聯營公司的投資變為對合營企業的投資，或對合營企業的投資變為對聯營公司的投資時，本集團繼續採用權益法核算。不存在因所有者權益發生此類變化而重新計量公平值的情況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates and joint ventures (Continued)

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, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e., when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

投資於聯營公司及合營企業(續)

當本集團減少對聯營公司或合營企業的所有者權益，但本集團繼續採用權益法核算時，本集團將原已在其他綜合收益中確認的溢利或虧損的比例重新分類至損益。若在出售相關資產或負債時該收益或損失將重新分類為損益，則所有者權益將會減少。

倘一家集團實體與本集團之聯營公司或合營企業進行交易(例如銷售或貢獻資產)，則本集團之綜合財務報表確認與該聯營公司或合營企業交易所產生之損益時，僅限於該聯營公司或合營企業與本集團以外之權益。

客戶合約收入

當本集團符合履約義務時確認收入，即當貨品或服務按特定的履約義務轉移並由客戶「控制」時。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers

(Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e., only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收入(續)

控制權隨時間轉移，而倘符合其中一項以下標準，則收入乃參照完成相關履約責任的進度按時間確認。

- 客戶於本集團履約時同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建及增加客戶於本集團履約時控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團有強制執行權以收取迄今已履約部分的款項。

否則，於客戶獲得明確貨品或服務的控制權時確認收入。

合約資產指本集團就本集團已向客戶轉讓的貨品或服務而收取代價的權利，有關權利並非無條件，並須根據香港財務報告準則第9號金融工具評估減值。相反，應收款項須指本集團收取的無條件權利，即只須待時間過去代價即須到期支付。

合約責任指本集團將貨品或服務轉移予客戶而本集團就此自客戶已收取代價(或應收代價金額)的責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收入(續)

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間確認收入：衡量完全履行義務之進度

輸出方法

完全履行義務之進度採用輸出方法計量，即在直接計量至今已轉移予客戶的商品或服務，相對於合同項下承諾的剩餘商品或服務之價值的基礎上確認收入，為最為描述本集團在轉移商品或服務控制權之業績。

作為一種實際的權宜之計，倘本集團有權收取與本集團至今已完成的業績價值直接對應的金額，則本集團按本集團有權開具發票的金額確認收入。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (that is, the Group is a principal) or to arrange for those goods or services to be provided by the other party (that is, the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

For certain commodities, the sales price is determined on a provisional basis at the date of sale as the final selling price is subject to movements in market prices up to the date of final pricing, normally ranging within 60 days after initial booking (provisionally priced sales). Revenue from such contracts is initially recognised based on relevant prices at the time of delivery and subsequently adjusted as appropriate. All revenue from these contracts, both that recognised at the time of delivery and that from post-delivery price adjustments, is disclosed as revenue from contracts with customers.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收入(續)

委託人與代理人

當另一方從事向客戶提供商品或服務，本集團釐定其承諾之性質是否為提供指定商品或服務本身之履約義務(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團之履行義務為安排另一方提供指定的商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就佣金之金額於轉移的時間點(即其他方獲得個別商品或服務的控制權時)確認收入。

就若干商品而言，銷售價格在其銷售當天臨時確定，原因是最終銷售價格會受截至最終定價日的市場價格變動而有所影響，一般在初始預訂後60天內(暫定價格銷售)。該類合同的收入最初根據交付時的相關價格確認，隨後則酌情進行調整。來自該些合同的所有收入，包括在交付時確認的收入及來自交付後價格調整的收入，均披露為來自與客戶的合同的收入。

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綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就首次應用日期或之後訂立或修訂的合約而言，本集團根據香港財務報告準則第16號項下定義於開始、修訂或購入日期(如適用)評估合約是否屬租賃或包含租賃。除非合約中的條款及條件隨後出現變動，否則不會重新評估有關合約。作為可行權宜方法，可將具有類似特徵的租賃組合，前提是本集團能夠合理預計該組合對財務報表的影響不會顯著不同於該組合中的單項租賃。

本集團作為承租人

將代價分攤至合同各組成部分

倘合同包含一個租賃成分以及一個或多個額外的租賃或非租賃組成部分，則本集團應基於租賃組成部分的相關單獨價格及非租賃組成部分的單獨價格總和，將合同中的對價在各租賃組成部分之間進行分攤。

本集團亦採用可行權宜方法，不將非租賃組成部分與租賃組成部分分開，而是將租賃組成部分和任何相關的非租賃組成部分作為單個租賃組成部分進行會計處理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of certain properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

短期租賃和低價值資產租賃

本集團對從租賃日開始日租賃期為12個月或更短的租賃及不包含購買選擇權的租賃若干物業應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用該項豁免。短期租賃和低價值資產租賃的付款額在租賃期內採用直線法確認為費用。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前的任何已付租賃款項，減任何已收取租賃優惠；
- 本集團發生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定的狀態而產生的成本估計。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

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綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of inventory are presented within “properties under development for sales”.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自租賃期開始日至使用壽命結束的期間內計提折舊。

否則，使用權資產應按估計使用壽命和租賃期兩者中的較短者以直線法計提折舊。本集團將使用權資產作為單獨項目於綜合財務狀況表中呈列。符合存貨定義的使用權資產列示在「待售發展中物業」中。

可退回租賃按金

已支付的可退回租賃按金根據香港財務報告準則第9號「財務工具」(「香港財務報告準則第9號」)進行核算，並且按公允價值進行初始計量。初始確認時的公允價值調整視為額外租賃付款並計入使用權資產的成本。

租賃負債

在租賃期開始日，本集團應當按該日尚未支付的租賃付款額現值確認及計量租賃負債。在計算租賃付款額的現值時，如果不易於確定租賃的內含利率，本集團則使用租賃期開始日的增量借款利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

租賃付款額包括：

- 固定付款項目(包括實質上的固定付款額)，減去任何應收的租賃激勵措施金額；
- 基於指數或利率的可變租賃付款，於開始日期使用指數或利率初始計量；
- 剩餘價值擔保項下本集團預期應付的款項；
- 購買選擇權的行使價(倘本集團合理確定行使該選擇權)；及
- 就終止租賃支付的罰款(倘租期反映本集團行使該選擇權以終止該租賃)。

租賃期開始日之後，租賃負債通過利息增加和租賃付款額進行調整。

倘出現以下情況，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

- 租賃付款因進行市場租金調查後市場租金／擔保剩餘價值項下預付付款變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團在綜合財務狀況表中將租賃負債呈列為單獨項目。

租賃修訂

本集團於下列情況下將租賃變更入賬為獨立租賃：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest 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.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

本集團通過對相關使用權資產進行相應調整，以對租賃負債及出租人的租賃獎勵進行重新計量。當經修訂合約包含租賃部分以及一個或多個額外租賃或非租賃部分時，本集團根據租賃部分的相對獨立價格及非租賃部分的總獨立價格，將經修訂合約中的代價分配至各個租賃部分。

本集團作為出租人

租賃分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

融資租賃下應收承租人的款項於開始日期確認為應收款項，其金額等於租賃淨投資，並使用各個租賃中隱含的利率計量。初始直接成本（製造商或經銷商出租人產生的直接成本除外）包括在租賃淨投資的初始計量中。利息收入分配至會計期間，以反映本集團有關租賃的未償還淨投資的固定定期收益率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Classification and measurement of leases (Continued)

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃分類及計量(續)

經營租賃的租金收入在相關租賃期限內按照直線法確認為損益。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支(根據公平值模型計量的投資物業除外)。

由本集團一般業務過程中產生的租金收入乃呈列為收入。

分配代價至合約組成部分

當合約同時包括租賃及非租賃部分，本集團應用香港財務報告準則第15號分配代價至合約中的租賃及非租賃部分。非租賃組成部分根據其相對獨立銷售價格與租賃組成部分分開。



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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

可退還的租賃按金

已收的可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認對公平值作出的調整被視為來自承租人的額外租賃付款。

分租

當本集團為中間出租人時，它將總租賃和分租作為兩個單獨的合同進行核算。轉租參照主要租賃產生的使用權資產，而不是相關資產，分類為融資租賃或經營租賃。

租賃修改

不屬於原始條款及條件一部分的租賃合同對價的變化作為租賃修改入賬，包括通過減免或減少租金提供的租賃獎勵。

本集團將經營租賃修改自修改生效日期起作為新租賃入賬，即與原租賃相關的任何預付或應計租賃付款，作為新租賃的部分租賃款項。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purpose other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、機器及設備

除在建工程外，物業、機器及設備為有形資產，用於生產或提供貨物或服務，或作行政樓宇用途之樓宇乃於綜合財務狀況表按成本值扣減其後累計折舊及累計減值虧損(如有)入賬。

作日後生產、供應或行政用途的物業按成本減任何已確認減值虧損。成本包括直接歸因於將資產移至此使其能夠以管理層預期的方式運作所必需的地點和條件的直接成本，以及對於符合條件的資產而言，根據本集團會計政策資本化的借貸成本。該等資產作擬定用途時，將與其他物業資產以相同基準開始計算折舊。

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初始確認時的相對公平值的比例分配。在相關付款能可靠分配的範圍內，作為經營租賃入賬的租賃土地權益以「使用權資產」或「預付租賃款」的形式列示。在綜合財務狀況表中，當對價不能在非租賃建築部分和相關租賃土地的未分割權益之間可靠分配時，整個物業將分類為物業、廠房和設備。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. For vessels, the residual value of each vessel is equal to the product of its light weight tonnage and estimate scrape rate.

Vessel components costs include the cost of major components which are usually replaced or renewed at dry dockings. The Group capitalises dry docking costs as they are incurred and depreciates these costs using the straight-line method over their estimated useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are recognised in profit or loss during the reporting period in which they are incurred.

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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

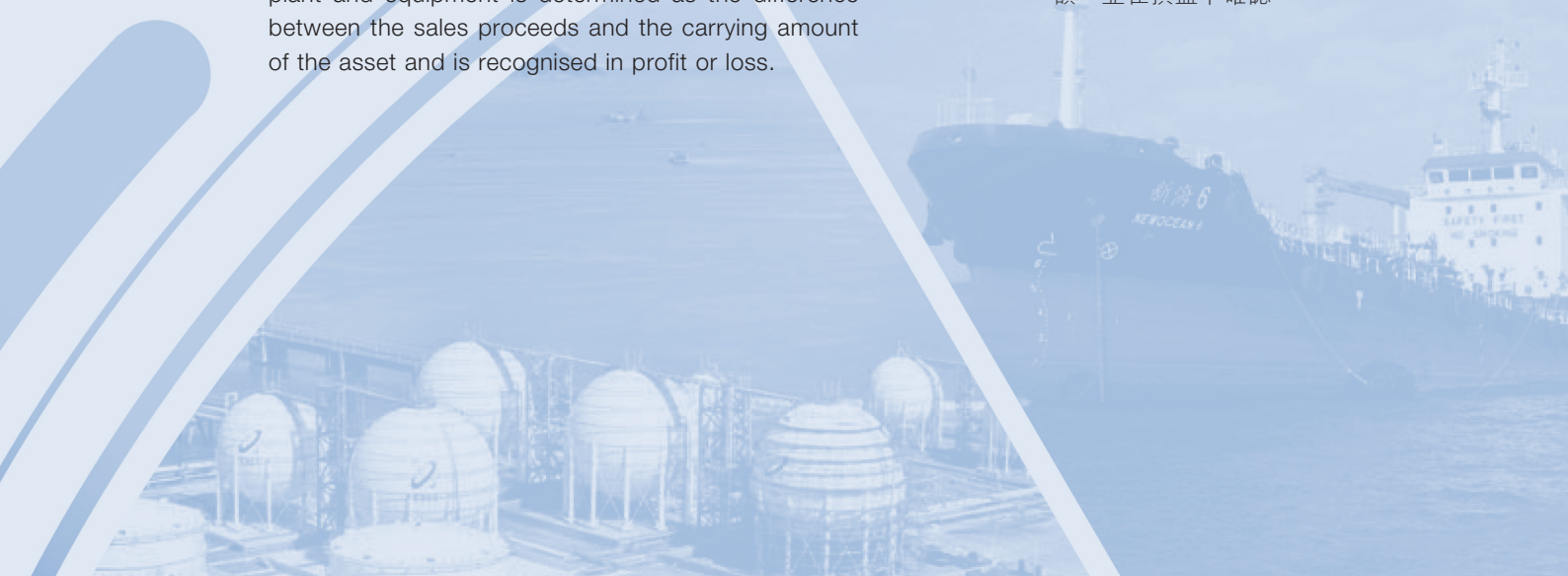
3.2 主要會計政策(續)

物業、機器及設備(續)

折舊以直線法計入折舊，以便在估計的可使用年限內以及在考慮其估計殘值後沖銷在建資產以外的資產成本。估計可使用年期，殘值和折舊方法在每個報告期末進行複核，估計的任何變化的影響均基於預期。對於船舶，每艘船的殘值等於其輕噸位與估計刮擦率的乘積。

船舶部件成本包括通常在幹船塢更換或更新的主要部件的成本。本集團將產生的干塢成本資本化，並在其估計使用壽命內使用直線法對這些成本進行折舊。入賬為獨立資產的任何組成部分的賬面值於更換時取消確認。其他所有維修及保養成本乃於其產生的報告期間內自損益確認。

物業，廠房及設備項目在出售時或預期繼續使用該資產不會帶來未來經濟利益時終止確認。終止確認該資產產生的任何損益，確定為該資產的銷售收入與賬面價值之間的差額，並在損益中確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Properties under development for sale

Properties for/under development for sale which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties for/under development/properties for sales are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties for/under development for sales are transferred to properties for sale upon completion.

Properties held for sales

Properties held for sales are stated at the lower of cost and net realisable value.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

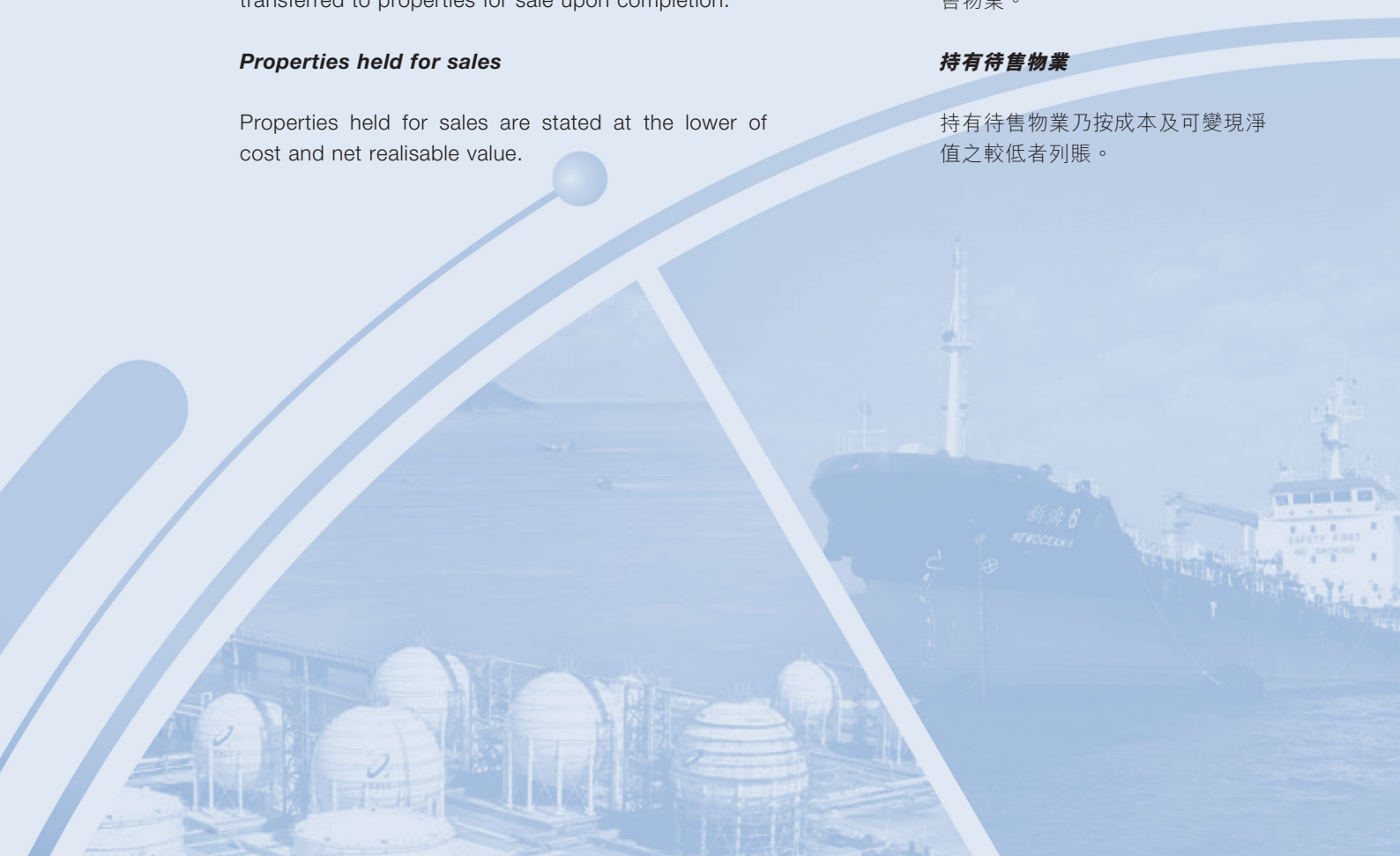
待售發展中物業

擬於發展完成後出售的待售／在售發展中的物業被分類為流動資產。除採用《香港財務報告準則》第16號時根據使用權資產的會計政策以成本模型計量的租賃土地部分外，待售／在售中的物業／待售物業以成本與淨值兩者中的較低者列賬。可實現的價值。成本根據特定的確定基礎確定，包括分配已發生的相關發展支出以及在適當情況下資本化的借貸成本。可變現淨值指物業的估計售價減估計完成成本及進行銷售所需的成本。

待售發展中物業於完成後轉移至待售物業。

持有待售物業

持有待售物業乃按成本及可變現淨值之較低者列賬。



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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful life less impairment losses, if any (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

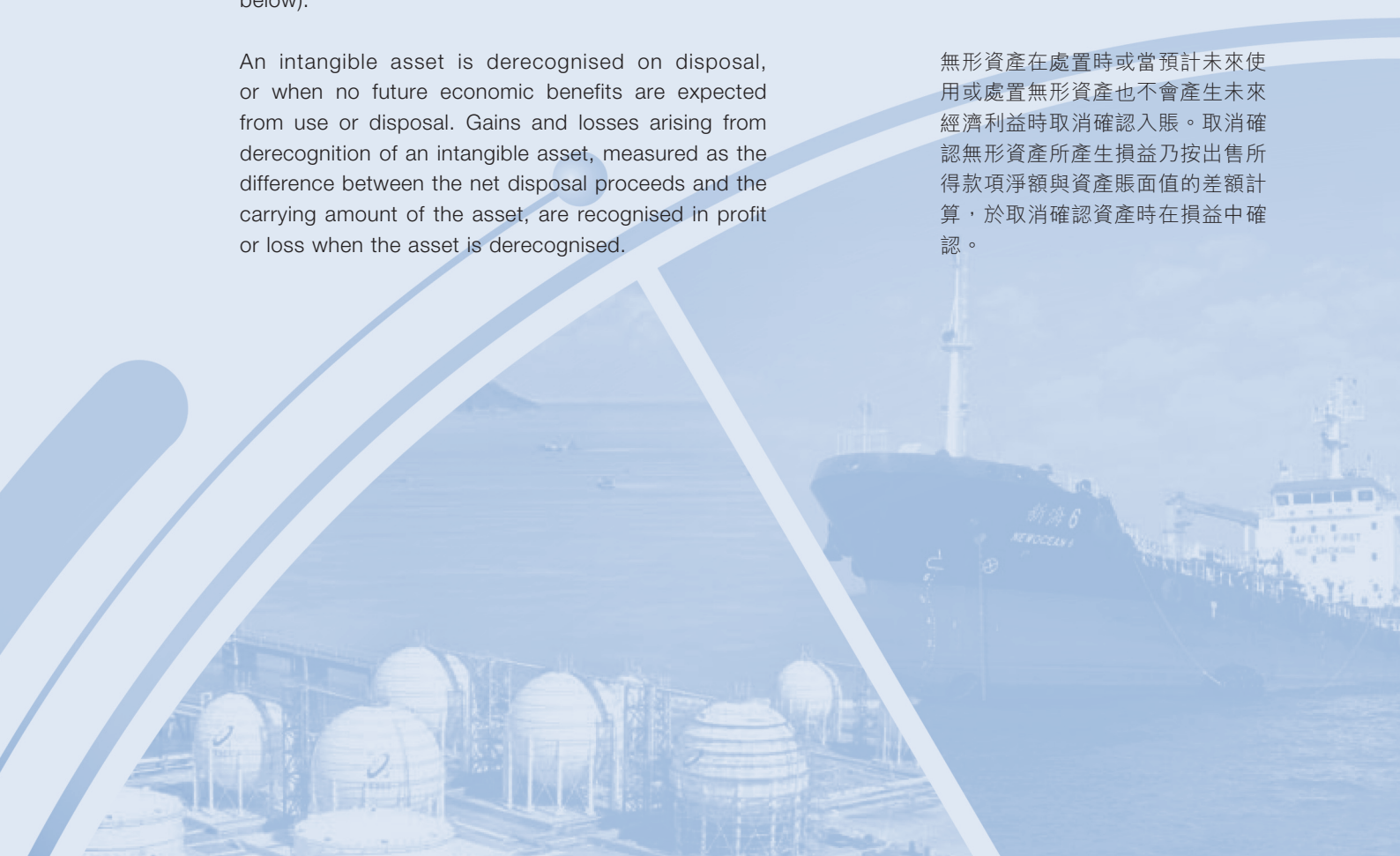
無形資產

在業務合併中收購之無形資產

在業務合併中收購之無形資產與商譽分開確認，並初步按其於收購日期之公平值(被視為其成本)確認。

有限年期之無形資產在被初次確認後，將會以成本價減去累計攤銷及累計減值虧損來呈報。有限年期之無形資產，將根據估計可使用年期減去減值虧損(如有)，採用直線攤銷方法來處理(可參考下文有關有形資產及無形資產之減值虧損會計政策)。

無形資產在處置時或當預計未來使用或處置無形資產也不會產生未來經濟利益時取消確認入賬。取消確認無形資產所產生損益乃按出售所得款項淨額與資產賬面值的差額計算，於取消確認資產時在損益中確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

除商譽外，物業、機器及設備、使用權資產及無形資產之減值(可參考上文之商譽會計政策)

在呈報期末，本集團會評估具有有限可使用年期之有形與無形資產之價值來決定這些資產有沒有減值虧損。倘出現任何有關指示，將估計相關資產之可收回金額以釐定減值虧損(如有)程度。

物業、機器及設備、使用權資產及有形資產之不可收回金額乃個別估計，倘無法估計個別資產之可收回金額，本集團將估計該資產所屬現金產生單位之可收回金額。

在測試現金產生單位的減值時，公司資產在可以建立合理及一致的分配基礎時將分配至相關現金產生單位，否則將其分配至最小的現金產生單位組，以建立合理及一致的分配基礎。可收回金額按公司資產所屬的現金產生單位或現金產生單位組釐定，並與相關現金產生單位或現金產生單位組的賬面值進行比較。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the CGU or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

除商譽外，物業、機器及設備、使用權資產及無形資產之減值(可參考上文之商譽會計政策)(續)

可收回金額為公平值減銷售成本與使用價值之間之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至現值，該貼現率應反映目前市場評估之貨幣時間值及該資產未經調整之未來現金流量估計有關之特定風險。

可收回金額為公平值減銷售成本與使用價值之間之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至現值，該貼現率應反映目前市場評估之貨幣時間值及該資產(或現金產生單位)未經調整之未來現金流量估計有關之特定風險。如某資產(或現金產生單位)之回收價值乃估計為低於其(或現金產生單位)賬面值，其賬面值便會被減少至其回收值。於分配減值虧損時，會首先分配減值虧損以減低任何商譽(如有)之賬面值並按照單位中每項資產金額按比例計算到其他資產。資產的賬面值不會減少至低於其最高公平值減出售成本(如可計算)、其可用價值(如可確定)及零。則原本已分配給該資產的減值虧損金額按比例分配給該現金產生單位的其他資產。減值虧損將會即時於損益確認。

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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provisions

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. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

除商譽外，物業、機器及設備、使用權資產及無形資產之減值(可參考上文之商譽會計政策)(續)

當減值虧損其後需要回撥，資產(或現金產生單位或一個組別的現金產生單位)之賬面值將會被增加至重新評估之可回收值，但增加後之賬面值，不能超過假如該資產(或現金產生單位或一個組別的現金產生單位)於過往年度從沒有確認減值虧損之賬面值。減值虧損回撥會即時於損益確認。

存貨

存貨按成本及可變現淨值兩者之較低者入賬。存貨成本乃按先進先出法釐定。可變現淨值指存貨之估計售價減所有完成之估計成本及進行銷售所需之成本。

撥備

當本集團因過往事件承擔現有(法定或推定)責任，且本集團有可能需要清償能可靠地估計金額的責任時，則會確認有關撥備。

確認為撥備的金額乃於報告期末，經計及有關責任的風險及不確定因素後，對清償現有責任所需代價的最佳估計。當撥備以估計清償現有責任的現金流量計量時，其賬面值為該等現金流量的現值(於金錢時間價值影響屬重大的情況下)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for 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 disposal or partial disposal of the Group's interests in associates/joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (that is, HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case the exchange rates at the date of 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. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之現行匯率確認。於呈報期末，以外幣定值之貨幣項目均按當日之適用匯率重新換算。按外幣過往成本計算之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額均於彼等產生期內於損益確認，惟應收或應付海外業務之貨幣項目兌換差額，而其既無計劃結算或不大可能結算(因此構成海外業務淨投資之一部分)，並初步於其他全面收入內確認及於出售或部份出售本集團於合營企業/聯營公司的權益時，從股本重新分類至損益之情況除外。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於呈報期末之現行匯率換算為本集團之列賬貨幣(即港元)。收入及支出項目乃按該年度之平均匯率進行換算，除非匯率於該年內出現大幅波動則作別論，於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃按匯兌儲備(於適用情況下應計入非控制權益)之標題於其他全面收益確認。

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綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e., partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences arising from the translation of the Company's functional currency, RMB, to the presentation currency, HK\$, are recognised directly in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate). Such exchange differences accumulated in exchange reserve are not reclassified to profit or loss subsequently.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation before 1 January 2005 is treated as non-monetary foreign currency items of the acquirer and reported using the historical cost prevailing at the date of acquisition.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

於出售海外經營業務(即出售本集團於海外經營業務之全部權益,或出售涉及失去擁有海外經營業務之附屬公司之控制權,或部份出售擁有海外經營業務之共同安排或聯營公司之權益,而保留權益成為財務資產)時,本公司擁有人應佔的所有累計匯兌差額重新計入損益。

此外,倘出售一間附屬公司之部份並未導致本集團失去對該附屬公司之控制權,則按 比例將累計外匯差額重新歸入非控股權益,而並不於損益內確認。對於所有其他部份出售(即部份出售聯營公司而並無造成本集團失去重大影響力),則按此比例將累計外匯差額重新分類至損益。

將本公司功能貨幣人民幣換算為呈列貨幣港元所產生的匯兌差額於其他全面收益中確認,並於換算儲備項下的權益中累計(歸屬於非控股權益)(視情況而定)該等於匯兌儲備中的匯兌累計差額不會在損益後重新分類。

對於在2005年1月1日之前收購海外業務而產生的可識別資產的商譽和公平值調整被視為收購方的非貨幣性外幣項目,並採用收購日的現行歷史成本進行報告。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Provisions

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. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

於2005年1月1日前於收購海外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按於呈報期末之適用匯率進行換算。產生之匯兌差額乃於其他全面收益內確認。

撥備

當本集團因過去事件而負有現時義務(法律上或建設上)，且該義務的金額為可信時，本集團很可能需要履行該義務。

確認為撥備的金額乃在報告期末清償現時義務所需代價的最佳估計，並考慮到有關義務的風險及不確定性。當一項撥備使用估計以清償現時義務的現金流量計量時，其賬面值為該等現金流量的現值(當貨幣時間價值的影響為重大時)。



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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant 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. For properties under development for which revenue is recognised over time, the Group ceases to capitalise borrowing costs as soon as the properties are ready for the Group's intended sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

借貸成本

關於購買、建造或生產合資格資產，而該資產需要一段較長的時間才能達到其預計用途或銷售狀態，其直接應計之借貸成本，均應資本化計入為此等資產成本。直至該等資產大致上已達至其預計用途或銷售狀態時，該等借貸成本便應停止資本化計入。

於相關資產準備作擬定用途或出售後，任何尚未償還的特定借貸計入一般借貸以計算一般借貸的資本化率。特定借貸用於合資格資產之支出之前用作短暫投資所賺取之投資收入於可予撥充資本之借貸成本中扣除。

所有其他借貸成本於產生期間確認為損益。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

政府補助

政府補助不予確認，直至有合理保證，本集團將符合政府補助隨附之條件，以及將收獲補助後，方會確認。

政府補助於本集團將補助擬補償的相關成本確認為費用的期間內有系統地計入損益。特別是，當獲取政府補助的首要條件為本集團須購買、建造或以其他方式收購非流動資產，則相關的政府補助在綜合財務狀況表內確認為一項遞延收益，並按系統及合理基準，在相關資產的使用年限內計入損益。

政府補助如與作為已產生費用或損失之補償的應收收入有關，或意在向本集團提供即時財務支持且無未來相關成本，則於變為應收的期間在損益內確認。該等補助於「其他收入」項下呈列。

以低於市場水平的利率計息的政府貸款優惠視作政府補貼，按已收所得款項與貸款按現行市場利率計算的公允值之間的差額計量。



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綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation

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

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

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項

所得稅支出為當期應付稅項加上遞延稅務之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利由於其他年度之應課稅收入或可扣稅支出，以及毋須課稅或不獲扣稅之項目，因而與除稅前溢利(虧損)之數額不同。本集團之即期稅項負債乃按呈報期末已實行或大致上已實行之稅率計算。

遞延稅務為基於資產負債在綜合財務報表之帳面值與計算應課稅溢利之相關稅基之間之暫時性差額。如出現應課稅暫時差額，一般一律確認為遞延稅務負債。遞延稅務資產一般於有可能出現可利用該等可扣稅暫時差額之應課稅溢利時就所有可扣稅暫時差額確認。然而，若暫時差額是基於商譽或因一項既不影響應課稅亦不影響會計溢利之交易(業務合併除外)而首次確認其他資產及負債所導致，則不會確認有關遞延稅務資產和負債。此外，遞延稅務並不會確認如暫時性為首次確認商譽而產生。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax 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.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅務負債乃按因於附屬公司及聯營公司之投資及合營企業權益相關之應課稅暫時性差額而確認，惟倘本集團可控制撥回暫時性差額及該暫時性差額很大可能不會於可見將來撥回則除外。因與有關投資和權益有關之可扣減暫時性差額而產生之遞延稅務資產，僅於可能產生足夠應課稅溢利以動用暫時性差額之利益並且預期可於可見將來撥回而確認。

遞延稅務資產之賬面值在呈報期末檢討。如應課稅溢利不大可能足以恢復全部或部份資產，則會作出撇減。

遞延稅務資產及負債按償還負債或變現資產之期間內預期適用之稅率(根據呈報期末已實施或實際實施之稅率(及稅法))計算。

遞延稅務負債及資產之計量反映按照本集團所預期方式，於呈報期末收回或結算其資產及負債之賬面值將出現之稅務後果。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Retirement benefits cost

Payments to defined contribution retirement benefit plans such as state-managed retirement benefits scheme and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先確定減稅額應歸屬於使用權資產還是租賃負債。

對於扣除稅項歸因於租賃負債的租賃交易，本集團對整個租賃交易採用香港會計準則第12號「所得稅」的要求。與使用權資產和租賃負債有關的臨時差異以淨額評估。對於租賃負債的本金部分，使用權資產的折舊額超過租賃付款額，導致可扣除的暫時性差異淨額。

當有法律上可執行的權利將流動資產抵銷流動負債時，以及當他們與同一稅務機關徵收的所得稅有關。

即期及遞延稅務於損益確認，惟倘其與於其他全面收益或直接於權益確認之項目有關，在這種情況下，即期及遞延稅務亦於其他全面收益或直接於權益確認。倘即期稅項或遞延稅務產生自業務合併之初步確認，則有關稅項影響乃計入業務合併之會計處理。

退休福利成本

國營退休福利計劃及強制性公積金計劃於僱員提供服務以致彼等有權獲得供款時確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

3. 綜合財務報表之編製基準及主要會計政策(續)

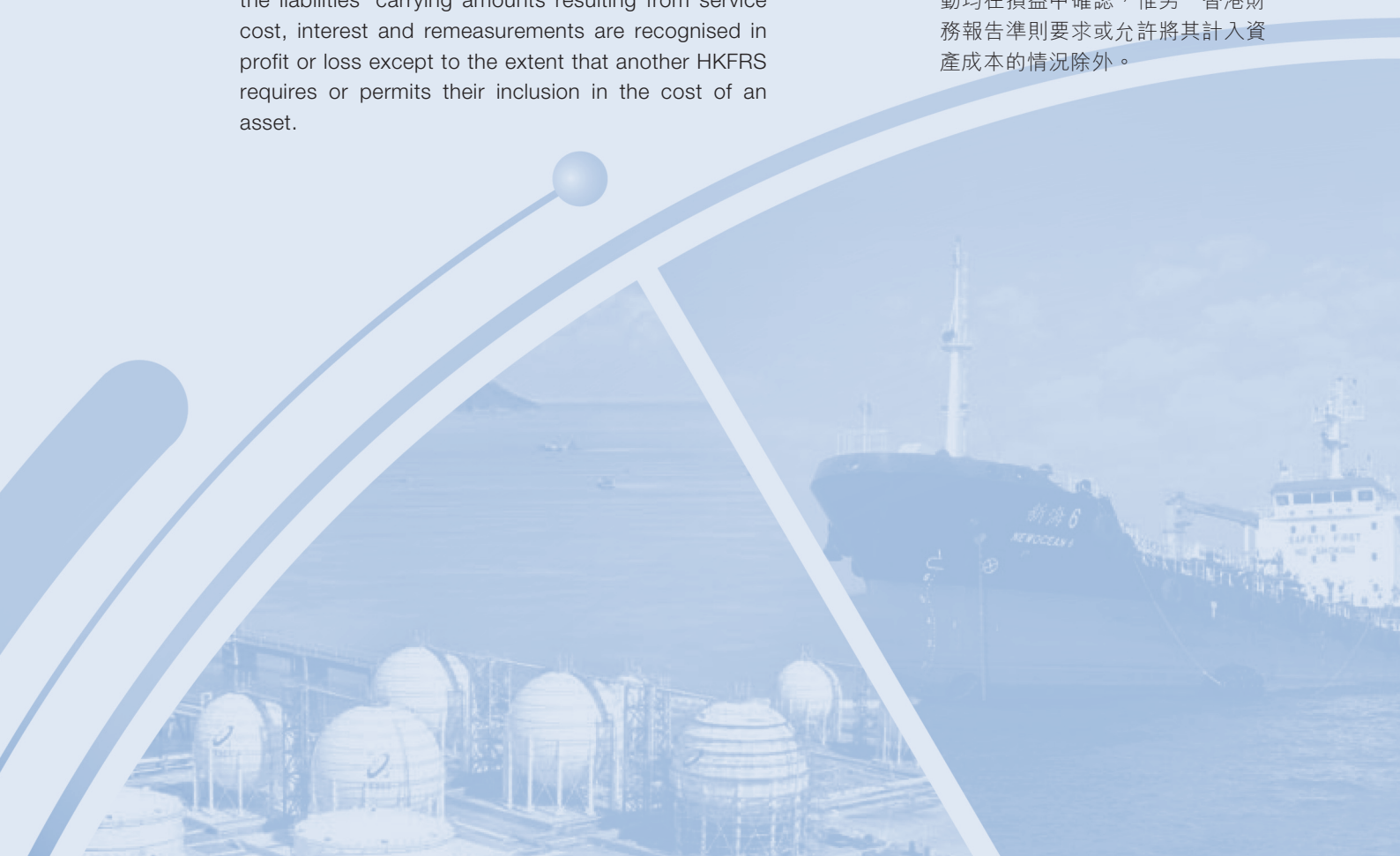
3.2 主要會計政策(續)

短期僱員福利

短期僱員福利於僱員提供有關服務時按預期支付的福利未貼現金額確認。所有短期僱員福利確認為開支，除非另一香港財務報告準則規定或允許將福利計入資產成本內。

負債於扣除已付任何金額後就僱員應計福利(如工資及薪金、年假及病假)確認。

就其他長期僱員福利確認的負債，按截至報告日本集團就僱員提供的服務預計將產生的未來現金流出的現值計量。因服務成本、利息及重新計量而導致負債賬面值的任何變動均在損益中確認，惟另一香港財務報告準則要求或允許將其計入資產成本的情況除外。



Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers, including trade related amounts due from an associate and a joint venture, which are initially measured in accordance with HKFRS 15. 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 ("FVTPL")) 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.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具

財務資產及財務負債乃於集團實體成為工具合同條文之訂約方時確認。所有按常規方式購買或出售財務資產均按交易日基準確認和終止確認。常規方式購買或出售是指購買或出售需要在市場法規或慣例規定的時間範圍內交付資產的財務資產。

財務資產及財務負債按公平值初步確認，惟與客戶合約產生的應收貿易款項，包括應收聯營公司及一家合營企業與貿易相關之款項根據香港財務報告準則第15號初步計量。收購或發行財務資產及財務負債直接應佔之交易成本(於損益按公平值計算之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購於損益表按公平值計算之財務資產或財務負債直接應佔之交易成本即時於損益內確認。



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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

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

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

財務工具 (續)

實際利息法乃計算財務資產或財務負債之攤銷成本及按有關期間攤分利息收入及利息支出之方法。實際利率乃將估計日後現金收入及支出(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按財務資產及財務負債之預期使用年期，或較短期間(倘合適)實際折現初步確認時之賬面淨值之利率。

財務資產

財務資產之分類及其後計量

滿足以下條件其後按攤銷成本計量的財務資產：

- 以收取合約現金流量為目的而持有資產之經營模式；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

滿足以下條件其後按FVTOCI計量的財務負債：

- 以達到合約現金流量及銷售為目的而持有資產之經營模式；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他財務資產其後於損益按公平值計算。

(i) 攤銷成本及利息收入

利息收入採用實際利率法，按攤銷成本計量的財務資產確認。利息收入的計算方法乃將實際利率應用於財務資產的賬面總額，但隨後發生信用減值的財務資產除外(見下文)。對後來成為信用減值的財務資產而言，利息收入通過將實際利率應用於下一報告期間財務資產的攤銷成本確認。若已信用減值之財務工具的信用風險改善，使財務資產不再信用減值，則通過將報告期初的實際利率應用於財務資產的賬面總額確認利息收入。

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綜合財務報表附註

For the year ended 31 December 2020

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)*Financial assets* (Continued)(ii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, loan advances, deposits paid and other receivables, amounts due from an associate and a joint venture, pledged bank deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)*財務資產*(續)

(ii) 於損益按公平值計算之財務資產

不符合以攤餘成本或FVTOCI計量或指定為FVTOCI的財務資產以損益按公平值計算。

以公平值計量且其變動計入當期損益的財務資產於每個報告期末以公平值計量，公平值變動計入當期損益。於損益內確認的收益或虧損淨額包括該財務資產所賺取的任何股息或利息，並於按公平值計入損益之「其他所得及虧損」中呈列。

財務資產減值

本集團根據財務資產的預期信貸虧損(「預期信貸虧損」)模式進行減值評估(包括應收貿易賬款、其他應收款項、應收一間聯營公司及一間合營企業之款項、已抵押銀行存款及銀行存款)確認預期信貸虧損的虧損撥備。預期信貸虧損之金額於各報告日期更新，以反映自初始確認後信用風險的變化。



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綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

存續預期信貸虧損指將相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致之存續預期信貸虧損部分。評估乃根據本集團的歷史信用虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團通常就應收貿易賬款確認存續預期信貸虧損。

對於所有其他工具，本集團計量的虧損準備等於12個月預期信貸虧損，除非自初始確認後信用風險顯著增加，本集團確認存續預期信貸虧損。是否應確認存續預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。



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For the year ended 31 December 2020

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(i) 信用風險顯著增加

於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期財務工具發生之違約風險與初始確認日起財務工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

特別是，在評估信用風險是否顯著增加時，會考慮以下資料：

- 財務工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信用風險指標的顯著惡化，如信貸利差大幅增加，債務人的信用違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(i) 信用風險顯著增加(續)

- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30天，則自初始確認以來信用風險已顯著增加，除非本集團有合理且可支持之資料證明。

本集團定期監控用於識別信貸風險是否大幅增加之標準的有效性，並於適當時對其作出修訂，以確保該標準能夠於款項逾期前識別信貸風險的大幅增加。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

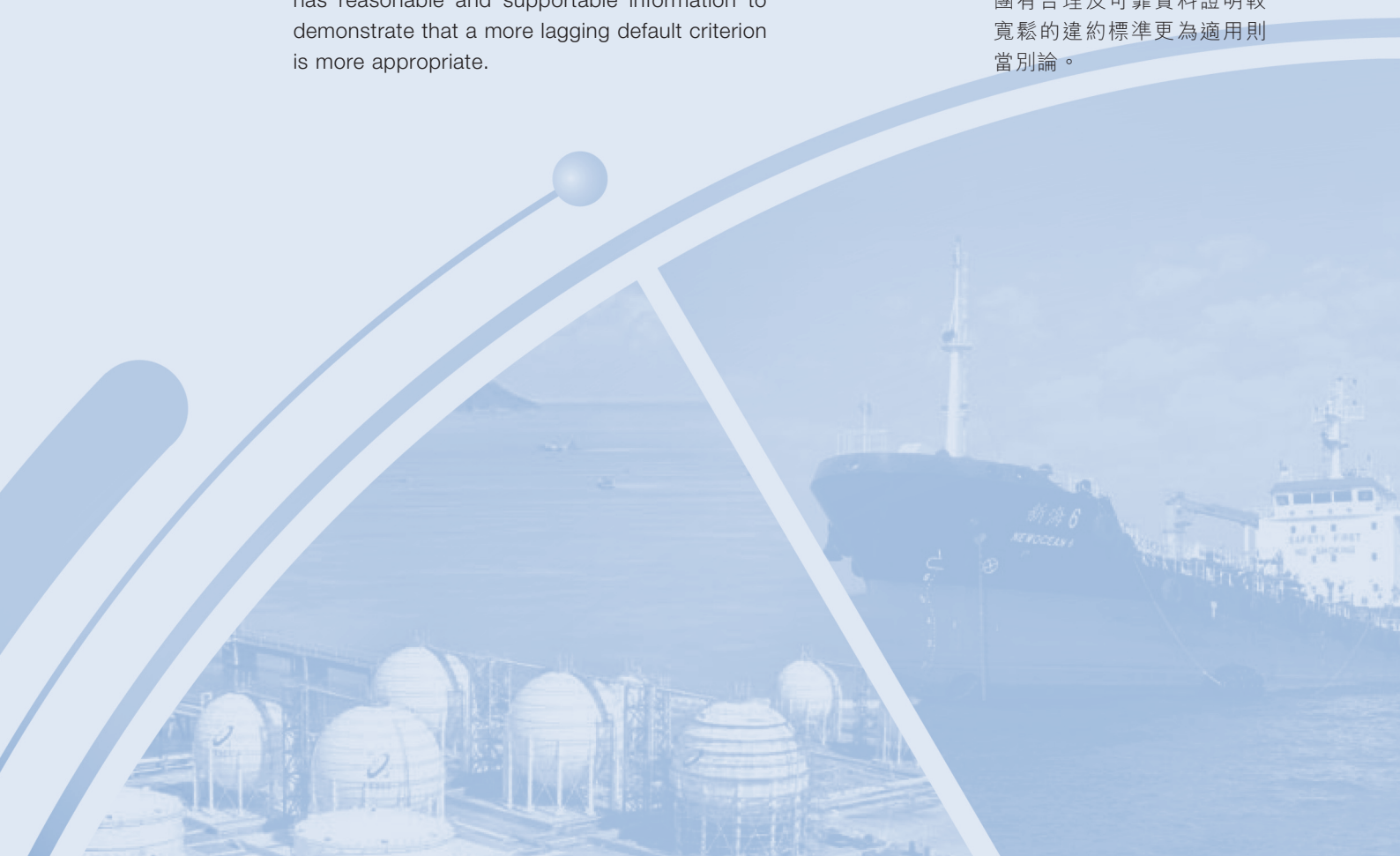
財務資產(續)

財務資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，倘有內部資料或由外部資源獲取的資料顯示債務人可能無法向債權人(包括本集團)全額付款(不計及由本集團持有的任何抵押品)，則本集團認為已發生違約事件。

不論上述情況，倘金融資產已逾期超過90日，則本集團認為已產生違約，除非本集團有合理及可靠資料證明較寬鬆的違約標準更為適用則當別論。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(iii) 信貸減值的財務資產

倘發生一項或多項事件對財務資產的估計未來現金流量造成不利影響，則該財務資產出現信貸減值。財務資產信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人存在重大財務困難；
- (b) 違反合約，如拖欠或逾期事件；
- (c) 基於與借款人財務困難相關的經濟或合約理由，借款人的放款人向借款人授出放款人於其他情況下不會考慮的優惠條件；
- (d) 借款人可能將進入破產或其他財務重組程序；
- (e) 由於財務困難導致該金融資產的活躍市場不再存在；或
- (f) 以大幅折價購買或發起財務資產，以反映已發生的信用損失。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

*Financial instruments (Continued)**Financial assets (Continued)**Impairment of financial assets (Continued)*

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

*財務工具(續)**財務資產(續)**財務資產減值(續)*

(iv) 撇銷政策

本集團於有資料表明交易對手處於嚴重財務困難且無實際恢復可能(例如交易對手已進行清算或進入破產程序)時撇銷財務資產。撇銷之財務資產仍可根據本集團收回程序經考慮適用法律意見後強制執行。撇銷構成一項終止確認。任何其後收回款項於損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率根據經前瞻性資料調整的過往數據進行評估。預期信貸虧損的估計反映以發生的各自違約風險作為加權數值而確定的無偏概率加權金額。本集團使用可行權宜方法，使用撥備矩陣估計應收貿易款項的預期信貸虧損，當中考慮過往信貸虧損經驗，並就無需付出過多成本或努力即可獲得的前瞻性資料作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade and other receivables and loan advances are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

一般而言，預期信貸虧損乃是根據合約應付本集團的所有合約現金流與本集團預期將收取的所有現金流量之間的差額，並按初步確認時釐定的實際利率貼現。利息收入乃按實際利率法基礎確認為債務工具。

應收貿易賬款之存續預期信貸虧損乃經考慮逾期資料及有關信貸資料(如前瞻性宏觀經濟資料)後集體考慮。

就集體評估而言，本集團在制定分組時考慮以下特點：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信用評級(如有)。

分組由管理層定期檢討，以確保各組別的組成部分繼續具有類似的信貸風險特點。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

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 transfer nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay, if the Group retains substantially all the risks and rewards of ownerships of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務資產(續)

財務資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

利息收入基於財務資產的總賬面值計算，除非財務資產已信貸減值，在此情況下，利息收入基於財務資產的攤銷成本計算。

本集團藉調整所有財務工具的賬面值於損益確認減值收益或虧損，惟應收貿易賬款、按金及其他應收款項則透過虧損撥備賬確認相應調整除外。

取消確認財務資產

本集團僅於資產收取現金流量之合約權利屆滿，或資產被轉讓而本集團已轉讓該項資產擁有權之絕大部份風險及回報時，方會取消確認有關資產。倘本集團既無轉讓或保留已轉讓資產擁有權之大部份風險及回報並繼續控制轉移的財務資產，倘本集團保留所轉移財務資產所有權的大部份風險及回報，本集團確認其在資產中的保留權益及可能需要支付的金額的相關負債，則本集團會繼續確認該等財務資產，並確認已收所得款項為抵押借貸。

於取消確認以攤銷成本計量的財務資產時，該項資產賬面值與已收及應收代價之差額，將於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued 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 Company are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務負債及權益

分類為債項或權益

債務及股本工具乃根據合同安排之性質與財務負債及股本工具之定義分類為財務負債或權益。

股本工具

股本工具乃證明實體於扣減所有負債後之資產中擁有剩餘權益之任何合同。本集團發行之股本工具按扣除直接發行成本之已收取所得款項確認。

永續工具，包括本集團並無交付現金或其他財務資產的合約責任，或本集團可自行決定無限期推遲支付分派及贖回本金額的永續工具均分類為權益工具。

購回本公司本身股本工具乃直接於權益中予以確認及削減。本集團並無就購買、出售、發行或註銷其本身股本工具而於損益內確認任何盈利或虧損。

財務負債

所有財務負債其後均使用實際利率法或按公平值按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities (other than derivative financial liabilities) including trade payables, other creditors and accrued charges, amounts due to an associate and a joint venture and borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 綜合財務報表之編製基準及主要會計政策(續)

3.2 主要會計政策(續)

財務工具(續)

財務負債及權益(續)

財務負債按攤銷成本

財務負債(衍生財務負債除外)包括應付貿易賬款、其他應付賬款及應計費用、應付一家聯營公司和合營企業款項及借款於其後採用實際利息法按攤銷成本計算。

取消確認財務負債

當及僅當本集團之責任獲解除、註銷或屆滿時，本集團方取消確認財務負債。獲取消確認之財務負債之賬面值與已付或應付代價間差額於損益確認。

衍生財務工具

衍生工具初步均按訂立衍生工具合約當日之公平值確認，其後按於呈報期末之公平值重新計算。所產生之盈虧於損益確認。

抵銷財務資產及財務負債

僅當本集團目前具有抵消已確認金額的法律可執行權利時，財務資產及財務負債才會互相抵消，並在綜合財務狀況表中列報淨金額，並計劃以淨額結算，或同時變現資產及清償負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the basis as set out in note 1A to the consolidated financial statements.

4. 關鍵會計判斷及估計不確定性之主要來源

在應用附註3所述之本集團會計政策中，本公司之董事須對無現成數據之資產與負債賬面值作出判斷、估計及假設。該等估計及相關之假設乃基於過去經驗及其他被認為有關之因素作出。真正結果可能與該等估計有別。

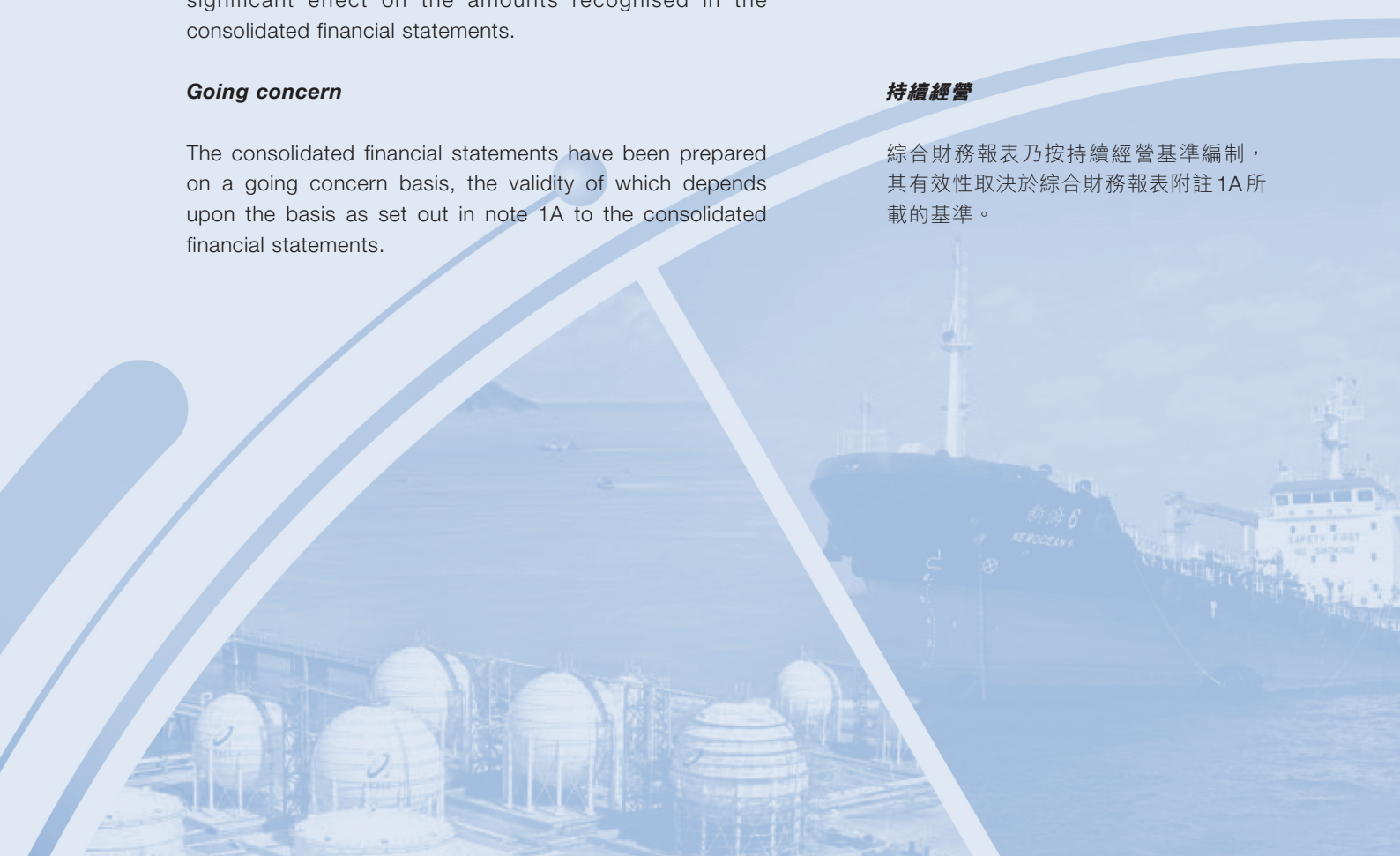
該等估計及相關之假設會不時檢討。對會計估計作出之修訂將在對估計作出修訂之期間(若該修訂僅影響該期間)或修訂期間及未來期間(若該修訂影響現時及未來期間)予以確認。

應用會計政策時的關鍵判斷

下文乃本公司董事於應用本集團會計政策之過程中所作出對於綜合財務報表已確認金額具有最重大影響之關鍵判斷，惟該等涉及估計者除外(見下文)。

持續經營

綜合財務報表乃按持續經營基準編制，其有效性取決於綜合財務報表附註1A所載的基準。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Critical judgements in applying accounting policies

(Continued)

Determination on lease term of contracts with renewal options

The Group applies judgement to determine the lease term for lease contracts in which it is a lessee that include renewal option, specifically, the leases relating to offices, retail stores, warehouse, staff dorm and vessels. The assessment of whether the Group is reasonably certain to exercise renewal options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised. Re-assessment is performed upon the occurrence of either a significant event or a significant change in circumstances that is within the control of lessee and that affects the assessment. When assessing reasonable certainty, the Group considers all relevant facts and circumstances including economic incentives/penalties for exercising or not exercising the options. Factors considered include:

- contractual terms and conditions for the optional periods compared with market rates (e.g. whether the amount of payments in the optional periods is below the market rates);
- the extent of leasehold improvements undertaken by Group; and
- costs relating to termination of the lease (for example, relocation costs, costs of identifying another underlying asset suitable for the Group's needs).

During the year ended 31 December 2020, the exercise of the renewal option, which is detailed in note 17, resulted in an additional amount of HK\$12,143,000 of right-of-use assets and lease liabilities recognised.

4. 關鍵會計判斷及估計不確定性之主要來源

應用會計政策時的關鍵判斷(續)

具有續約權的合同租賃期之決定

本集團運用判斷來確定其作為承租人的租賃合同的租賃期，其中包括續租權。具體而言，涉及辦公室、零售店、倉庫、員工宿舍及油船的租賃。評估本集團是否可以合理確定行使續租權會影響租賃期，從而顯著影響已確認的租賃負債和使用權資產的金額。在承租人控制範圍內並影響評估的重大事件或情況發生重大變化時進行重新評估。在評估合理確定性時，本集團考慮所有相關事實和情況，包括經濟激勵／罰款行使或不行使期權。考慮的因素包括：

- 可選期間的合同條款和條件與市場匯率相比(例如可選期間的付款金額是否低於市場匯率)；
- 集團進行的租賃改善程度；及
- 與終止租賃相關的成本(例如搬遷成本、識別另一項適合本集團需要的相關資產的成本)。

於截至2020年12月31日止年度，行使附註17詳述的續租權導致額外確認使用權資產及租賃負債的金額12,143,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Critical judgements in applying accounting policies

(Continued)

Principal versus agent consideration (principal)

The Group engages in trading of LPG, oil and electronic products. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods. The Group has inventory risk. When the Group satisfies the performance obligation, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

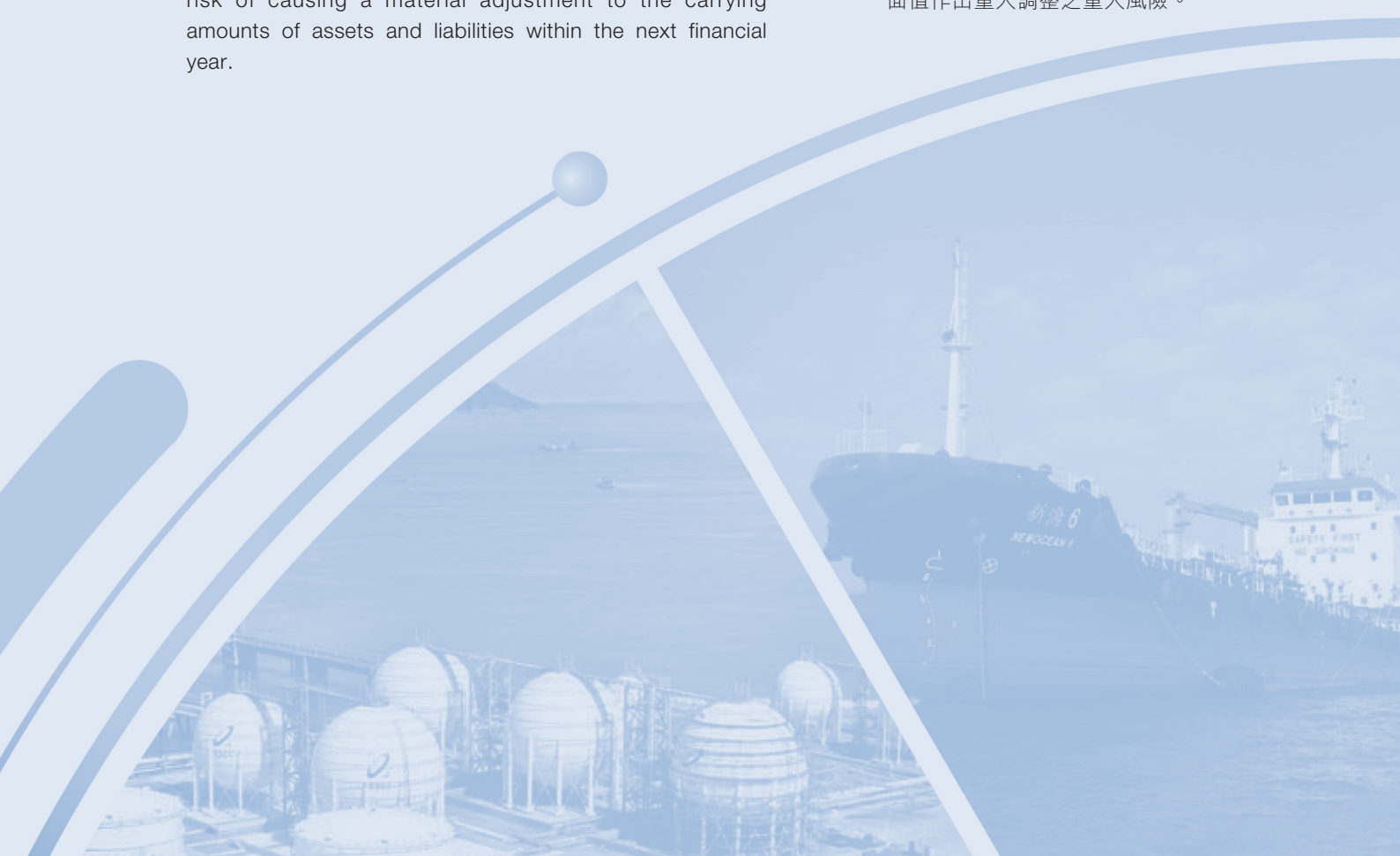
應用會計政策時的關鍵判斷(續)

委託人與代理人代價(委託人)

本集團從事液化氣、油品及電子產品的貿易。本集團綜合考慮本集團主要負責履行向客戶提供商品的承諾等指標後得出結論，本集團作為該等交易的委託人，在特定商品轉讓給客戶之前對其進行控制。本集團存在存貨風險。當本集團履行履約義務時，本集團按照合同規定的預期有權收取的總對價金額確認交易收入。

估計不確定性之主要來源

以下為對未來事件之主要假設，及其他估計不確定性之主要來源於呈報期末有導致下一財政年度內對資產及負債之賬面值作出重大調整之重大風險。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment assessment on non-current assets

In considering the impairment losses that may be required for certain of the Group's non-current assets which mainly include property, plant and equipment, right-of-use assets, intangible assets, goodwill and deposits paid and prepayment, the recoverable amount of the asset need to be determined. The recoverable amount is the higher of its fair value less cost of disposal and value in use. It is difficult to precisely estimate fair value because quoted market prices for these assets may not be readily available. In determining the value in use, the Group uses all readily available information in determining expected cash flows generated by the CGU to which the asset belongs and they are discounted to their present value, which requires significant judgements. Notwithstanding that the Group has used all available information to make this estimation, inherent uncertainty exists and actual write-offs may be higher or lower than the amount estimated.

Provision of ECL for financial assets

The Group uses provision matrix to calculate ECL for trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with credit-impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 36 and 24 respectively.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

非流動資產的減值評估

在考慮本集團若干非流動資產(主要包括物業、機器及設備、使用權資產、無形資產、商譽以及已付按金及預付款項)可能需要的減值損失時,資產的可收回金額需要確定。可收回金額為其公平值減出售成本與使用價值兩者中的較高者。由於該些資產的市場報價可能不易獲得,因此難以準確估計公平值。在釐定使用價值時,本集團使用所有現有資料以釐定資產所屬現金產生單位產生的預期現金流量,並將其折現至其現值,這需要作出重大判斷。儘管本集團已使用所有可用信息作出此估計,惟存在固有不确定性,實際撇銷可能高於或低於估計金額。

財務資產之預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款的預期信貸虧損。撥備率基於內部信用評級作為具有類似損失模式的各種債務人的分組。撥備矩陣基於本集團的歷史違約率,並考慮了無需過度成本及努力即可獲得的合理且可支持的前瞻性信息。在每個報告日,均會重新評估歷史觀察到的違約率,並考慮前瞻性信息的變化。此外,會單獨評估含有信用減值的應收賬款的預期信貸虧損。

預期信貸虧損的提供對估計的變化較為敏感。有關預期信貸虧損及本集團應收貿易賬款的資料分別於附註36及24披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Impairment allowances on other receivables

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's internal credit grading model, which assigns probabilities of default to the individual grades;
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;
- The segmentation of financial assets based on risk characteristics of the customers and by product types when their ECL is assessed on a collective basis;
- Development of ECL models, including the various formulas and the choice of inputs over determination of the period over which the entity is exposed to credit risk based on the behavioural life of the credit exposures, loss given default and collateral recovery of the credit exposures;
- Determination of associations between macroeconomic scenarios and, economic inputs, and the effect on probabilities of default, exposures at default and losses given default; and

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

其他應收賬款減值撥備

香港財務報告準則第9號項下就所有類別的財務資產的減值虧損計量均要求作出判斷，特別是於釐定減值虧損及評估信貸風險的顯著上升時須估計未來現金流量及抵押品價值的數額及時間。該等估計由多項因素引起，而其變動可導致不同程度撥備的變動。

本集團的預期信貸虧損計量為複雜模型的輸出結果，並且連帶多項有關不同輸入值選擇及該等相互依賴性的潛在假設。被視為會計判斷及估計的預期信貸虧損模型的元素包括：

- 本集團的內部信貸評級模型，其將違約機會率分配至個別等級；
- 本集團評估信貸風險是否已顯著增加致使財務資產的撥備應按全期預期信貸虧損基準計量及定性評估的標準；
- 當財務資產的預期信貸虧損是按綜合基準評估時則金融資產依據客戶風險特性及產品種類按組合劃分；
- 制定預期信貸虧損模型，包括根據信貸風險行為週期、違約損失率及收回信貸風險抵押品的情況，釐訂實體面對信貸風險的期間所用的不同算式及輸入值選擇；
- 釐定宏觀經濟情況與經濟輸入值之間的聯繫性，以及違約可能性的影響、違約風險及違約損失；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

Impairment allowances on other receivables

(Continued)

- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

Properties under development for sales ("PUD") under inventories of properties

As explained in note 3.2, the properties are stated at the lower of cost and net realisable value (the "NRV"). The directors of the Company make significant judgments in determining the estimated selling prices of the properties and the estimation of future costs to completion of the properties, where applicable.

Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the NRV of the properties by reference to the estimated market prices of the properties, which takes into account a number of factors including the recent prices of similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC. The directors of the Company estimate the future cost to completion of the properties, where applicable, by reference to the actual development cost of the Group's completed projects, adjusted by certain current market data.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

其他應收賬款減值撥備(續)

- 對前瞻性宏觀經濟情形之選擇及彼等概率加權，將經濟輸入值導入至預期信貸虧損模型。

本集團政策為根據實際損失經驗定期檢視其模式，並於有需要時作出調整。

物業存貨項下待售發展中物業(「待售發展中物業」)

如附註3.2所解釋，該等物業以成本及可變現淨值(「可變現淨值」)兩者中較低者列賬。本公司董事於釐定該等物業的估計售價及估計完成該等物業的未來成本(如適用)時作出重大判斷。

基於本公司董事的經驗及目標物業的性質，本公司董事參考該等物業的估計市場價格(計及若干因素，包括相同項目內相似物業類型或相似物業的近期價格以及中國的現行及預測房地產市況)以釐定該等物業的可變現淨值。本公司董事參考本集團已完成項目的實際開發成本並就若干現時市場數據調整後估計完成該等物業的未來成本(如適用)。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

5. REVENUE

Revenue represents the fair value of amounts received and receivable for goods sold by the Group to outside customers, less sales related taxes.

A. For the year ended 31 December 2020

Disaggregation of revenue from contracts with customers

Type of goods and services	商品及服務種類	Sales and distribution of LPG 銷售及分銷液化氣	Oil products business 油品業務	Sales of electronic products 銷售電子產品	Sales of properties 物業銷售	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Sales and distribution of LPG	銷售及分銷液化氣					
Wholesalers	批發商	3,621,974	-	-	-	3,621,974
End users	終端用戶	2,782,957	-	-	-	2,782,957
		6,404,931	-	-	-	6,404,931
Oil products business	油品業務					
Sale of oil products	銷售油品	-	10,987,845	-	-	10,987,845
Provision of agency services	提供代理人服務	-	14,620	-	-	14,620
		-	11,002,465	-	-	11,002,465
Sales of electronic products	銷售電子產品					
Integrated circuit	綜合電路板	-	-	1,629,208	-	1,629,208
Mobile phones	手機	-	-	23,739	-	23,739
		-	-	1,652,947	-	1,652,947
Sales of properties	物業銷售	-	-	-	119,500	119,500
Total	合計	6,404,931	11,002,465	1,652,947	119,500	19,179,843
Geographical markets, based on shipment destination	地區市場，按貨物目的地					
Mainland China	中國	5,276,105	5,370,992	1,652,947	119,500	12,419,544
Hong Kong	香港	28,512	2,026,933	-	-	2,055,445
Singapore	新加坡	6,553	3,461,080	-	-	3,467,633
Others (Note)	其他(附註)	1,093,761	143,460	-	-	1,237,221
Total	合計	6,404,931	11,002,465	1,652,947	119,500	19,179,843
Timing of revenue recognition	確認為收入的時間					
A point in time	一個時間點	6,404,931	11,002,465	1,652,947	119,500	
Over time	隨着時間	-	-	-	-	
Total	合共	6,404,931	11,002,465	1,652,947	119,500	

Note: Other countries represented mainly countries in the Asia Pacific (excluding Singapore) and United Arab Emirates.

附註：其他國家主要指亞太地區(不包括新加坡)及阿拉伯聯合酋長國。

5. 收入

收入乃指本集團向外界客戶出售貨品所收取及應收取之金額(減有關稅項)。

A. 截至2020年12月31日止年度

來自合約客戶的收入分析

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

5. REVENUE (Continued)

5. 收入(續)

B. For the year ended 31 December 2019

B. 截至2019年12月31日止年度

Disaggregation of revenue from contracts with customers

來自合約客戶的收入分拆

Type of goods and services	商品及服務種類	Sales and distribution of LPG 銷售及分銷液化氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售電子產品 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Sales and distribution of LPG	銷售及分銷液化氣				
Wholesalers	批發商	2,960,096	—	—	2,960,096
End users	終端用戶	4,559,130	—	—	4,559,130
		7,519,226	—	—	7,519,226
Oil products business	油品業務				
Sale of oil products	銷售油品	—	19,277,227	—	19,277,227
Provision of agency services	提供代理人服務	—	12,724	—	12,724
		—	19,289,951	—	19,289,951
Sales of electronic products	銷售電子產品				
Integrated circuit	綜合電路板	—	—	842,703	842,703
Mobile phones	手機	—	—	140,033	140,033
		—	—	982,736	982,736
Total	合計	7,519,226	19,289,951	982,736	27,791,913
Geographical markets, based on shipment destination	地區市場，按貨物目的地				
Mainland China	中國	5,768,379	6,780,893	982,736	13,532,008
Hong Kong	香港	28,270	4,567,109	—	4,595,379
Singapore	新加坡	—	6,859,173	—	6,859,173
Others (Note)	其他(附註)	1,722,577	1,082,776	—	2,805,353
Total	合計	7,519,226	19,289,951	982,736	27,791,913

Note: Other countries represented mainly countries in the Asia Pacific (excluding Singapore) and United States.

附註：其他國家主要指亞太地區(不包括新加坡)及美國。

Timing of revenue recognition	確認為收入的時間				
A point in time	一個時間點	7,519,226	19,289,951	982,736	
Over time	隨着時間	—	—	—	
Total	合共	7,519,226	19,289,951	982,736	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

5. REVENUE (Continued)

C. For the year ended 31 December 2020 and 2019

Performance obligation for contracts with customers

The Group recognises revenue from the sales and distribution of LPG, oil products and electronic products in the period that the performance obligations are satisfied which refers to delivery of the goods to the destination specified by the customers. The destination may be a vessel on which the goods are shipped or destination port or the customer's premises. Performance obligation are satisfied at a point in time once control of the goods has been transferred to the customers and the customers have obtained control on the goods through their ability to direct other use of and obtain substantially all the benefits from the goods. Transportation and other related activities that occur before customers obtain control of the related goods are considered as fulfilment activities. The payment of the transaction price for the sales and distribution of LPG to certain end-users is due immediately at the point the customer purchases the goods. Other than that, the credit period granted to customers ranges from 0 to 180 days upon delivery for the revenue streams of sales and distribution of LPG, oil products and electronic products.

Revenue arising from the sale of properties held/developed for sale in the ordinary course of business is recognised when legal assignment is completed, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

5. 收入(續)

C. 截至2020及2019年12月31日止年度日止年度

與客戶簽訂合同的履約義務

本集團於履行合約責任期間確認液化氣、油品、電子產品及物業的銷售及分銷收入，該等履約責任指貨品交付至客戶指定的目的地。目的地可以是貨物運輸的船隻或目的地港口或客戶的地方。一旦貨物的控制權轉移給客戶，當貨權移交予客戶，由其控制並從中獲得重大利益，即為完成履約義務。在客戶獲得對相關商品的控制之前發生的運輸和其他相關活動被視為履約活動。對若干銷售及分銷液化氣終端用戶，於客戶購買商品時立即到期並依交易價格付款。除此之外，銷售及分銷液化氣、油品及電子產品所授予客戶之信用期為交貨後介乎30至180天。

在正常業務過程中出售持有／開發用於銷售的物業所產生的收入在法定轉讓完成時確認，即客戶有能力指導使用該物業並獲得大部份所有財產的剩餘利益。



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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

5. REVENUE (Continued)

C. For the year ended 31 December 2020 and 2019 (Continued)

Performance obligation for contracts with customers (Continued)

The Group recognised revenue from the provision of agency services when the Group satisfies its promise to arrange for the goods to be provided by the suppliers to the customers and in the amount of any fee or commission to which the Group is entitled for arranging the goods to be provided to the end customers. Performance obligations are satisfied at a point in time once control of the goods has been transferred to customers.

Contracts with customers with unsatisfied performance obligations, including sales and distribution of LPG, oil products and electronic products, have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

As at 31 December 2020, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing pre-completion sales contracts for properties under development for sales is HK\$47,475,000 (2019: HK\$29,557,000). The Group will recognise the expected revenue in future when or as the work is completed and the properties are assigned to the customers, which is expected to occur over the next 12 months (2019: next 12 months).

5. 收入(續)

C. 截至2020及2019年12月31日止 年度日止年度(續)

與客戶簽訂合同的履約義務(續)

當本集團履行承諾，安排供應商向客戶提供貨品，以及本集團為安排貨物而交換的任何費用或佣金的金額時，確認提供代理服務的收入。一旦貨物的控制權轉移給客戶，履約義務便會完成。

與未完成履約義務的客戶簽訂合同，包括液化氣、油品及電子產品的銷售和分銷，原預期持續為期一年或更短。根據香港財務報告準則第15號的准許，分配至該等未獲滿足合約的交易價格並未披露。

於2020年12月31日，分配至本集團現有待售發展中物業完工前銷售合同項下剩餘履約義務的交易價格總額為47,475,000港元(2019: 29,557,000港元)。本集團將在未來工作完成時或在將物業分配給客戶時確認預期收入，預計將在未來12個月(2019: 未來12個月)發生。



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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

6. SEGMENT INFORMATION

Information reported to the Chairman of the Company, being the chief operating decision maker (“CODM”), for the purpose of resources allocation and assessment of segment performance focuses on nature and location of the goods being sold. These revenue streams and the basis of the internal reports about components of the Group are regularly reviewed by the CODM in order to allocate resources to segments and to assess their performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group is currently organised into the following major operating segments, each of which represents an operating and reportable segment of the Group:

1. Sales and distribution of LPG — This segment derives its revenue from the selling of LPG to various customers including industrial customers, auto-gas operators, overseas wholesale customers, bottled LPG end-users and auto-gas end-users.
2. Oil products business — This segment derives its revenue from the selling of oil products, including revenue from oil products in which the Group acts as an agent.
3. Sales of electronic products — This segment derives its revenue from the trading of electronic products such as integrated circuit and mobile phones.
4. Sales and distribution of NG — In prior years, the Group began to venture into sales and distribution of NG industry which was still at preliminary stage, the segment information reported below includes assets related to the sales and distribution of NG business. The NG business is still in development stage and no revenue was contributed during the year. Thus, the segment information reported below only includes assets and liabilities related to the sales and distribution of NG industry.

6. 分類資料

就資源分配及分類表現評估而向本公司主席(即主要經營決策者(「主要經營決策者」)呈報之資料集中於出售貨品之性質及地點。主要經營決策者定期審閱該等收入來源及有關本集團各部份內部報告之基礎，以分配資源予各分類及評估其表現。於達致本集團之呈報分類時，並無合計主要經營決策者所識別之營運分類。

本集團現已組織以下主要營運分類，其各自為本集團之營運及呈報分類：

1. 銷售及分銷液化氣 — 此分類由銷售液化氣予不同客戶，包括工業客戶、汽車加氣營運商、海外批發客戶、瓶裝液化氣終端用戶及汽車加氣終端用戶產生收入。
2. 油品業務 — 此分類由銷售油品，包括由本集團作為代理人的油品所產生之收入。
3. 銷售電子產品 — 此分類由銷售電子產品，即綜合電路板及手機產生收入。
4. 銷售及分銷天然氣 — 於過往年度內，本集團開始涉足銷售及分銷天然氣業務，但仍屬初步階段。下列為呈報之分類資料(包括銷售及分銷天然氣業務相關之資產)。天然氣業務仍在發展階段，故年內並未為集團帶來收入。以下呈報之分類資料只包括與銷售及分銷天然氣業務相關的資產及負債。



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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 December 2020

		Sales and distribution of LPG 銷售及分銷液化氣	Oil products business 油品業務	Sales of electronic products 銷售電子產品	Total 合共
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分類收入	6,404,931	11,002,465	1,652,947	19,060,343
Segment loss	分類虧損	(33,641)	(2,002,071)	(657,954)	(2,693,666)
Share of profits of joint ventures	分佔合營企業溢利	3,473	—	—	3,473
Share of profit of an associate	分佔一家聯營公司溢利	849	—	—	849
		(29,319)	(2,002,071)	(657,954)	(2,689,344)
Other income	其他收入				69,715
Loss from property dealing and development in the PRC	中國物業交易及發展之虧損				(136,996)
Impairment losses on other receivables	其他應收賬款減值虧損				(352,000)
Central administration costs	中央管理成本				(61,143)
Directors' emoluments	董事酬金				(7,578)
Impairment losses on deposits paid and prepayments	已付按金及預付款項之減值虧損				(178,000)
Changes in fair values of derivative financial instruments	衍生財務工具公平值之改變				(124,780)
Finance costs	融資成本				(282,706)
Group's loss before tax	本集團除稅前虧損				(3,762,832)

6. 分類資料(續)

分類收入及業績

以下為按呈報分類及營運分類劃分之本集團收入及業績析。

截至2020年12月31日止年度



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2019

		Sales and distribution of LPG 銷售及 分液化氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售 電子產品 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment revenue	分類收入	7,519,226	19,289,951	982,736	27,791,913
Segment profit	分類溢利	523,905	413,889	80,994	1,018,788
Share of profits of joint ventures	分佔合營企業溢利	2,091	—	—	2,091
Share of profits of an associate	分佔一家聯營公司溢利	358	—	—	358
		526,354	413,889	80,994	1,021,237
Other income	其他收入				22,003
Central administration costs	中央管理成本				(56,286)
Directors' emoluments	董事酬金				(10,815)
Changes in fair values of derivative financial instruments	衍生財務工具公平值之改變				9,561
Finance costs	融資成本				(358,485)
Group's profit before tax	本集團除稅前溢利				627,215

There are no segment revenue and segment results from NG business.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. All of the segment revenue reported above is from external customers, joint ventures or an associate. Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of interest income, certain other income (loss) from property dealing and development in the PRC, impairment losses on other receivables, central administration costs, directors' emoluments, impairment loss on deposit paid, changes in fair values of derivative financial instruments and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

6. 分類資料(續)

分類收入及業績(續)

截至2019年12月31日止年度

天然氣業務並無分類收入及業績。

上文所呈報之所有分類(虧損)收入均來自外部客戶、合營企業或一家聯營公司。分類(虧損)溢利指各分類未分配利息收入、中國物業交易及發展之若干其他收入(虧損)、其他應收款項之減值虧損、中央管理成本、董事酬金、已付按金之減值虧損、衍生財務工具公平值之改變及融資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
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6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

The total reportable segment revenue can be reconciled to the revenue as presented in consolidated statement of profit or loss and other comprehensive income as follows:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Total reportable segment revenue	可呈報分類總收入	19,060,343	27,791,913
Add: Revenue from property dealing and development in the PRC	加：中國物業交易及發展之收入	119,500	—
		19,179,843	27,791,913

The Group has a subsidiary engaged in the property dealing and development in the PRC and the revenue generate from this business is included as the consolidated revenue of the Group. There was no property sold for the year ended 31 December 2019. The operating result and other financial information of this subsidiary are not included in the segment reporting by the CODM for the purpose of resources allocation and performance assessments.

6. 分類資料(續)

分類收入及業績(續)

可呈報分類總收入可與綜合損益及其他全面收益表中列出的收入進行對帳，如下所示：

本集團之一間附屬公司於中國從事物業交易及發展，此項業務所產生的收入已包括入本集團的綜合收入。截至2019年12月31日止年度並無出售任何物業。此附屬公司之營業業績及其他財務資料並無包含於分類報告中經主要經營決策者審閱，以作資源分配及表現評估。



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綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segment:

Segment assets

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分液化氣	3,524,464	4,122,900
Sales and distribution of NG	銷售及分銷天然氣	18,545	47,549
Oil products business	油品業務	4,270,158	7,676,846
Sales of electronic products	銷售電子產品	362,416	456,622
Total segment assets	總分類資產	8,175,583	12,303,917
Deferred tax assets	遞延稅務資產	878	821
Pledged bank deposits	已抵押銀行存款	385,129	360,218
Bank balances and cash	銀行結餘及現金	873,742	2,288,684
Derivative financial instruments	衍生財務工具	13,775	6,606
Properties under development for sales	待售發展中物業	1,118,570	766,253
Properties held for sales	持有待售物業	20,000	146,841
Other unallocated assets	其他未分配資產	1,235,191	798,846
Consolidated assets	綜合資產	11,822,868	16,672,186

6. 分類資料(續)

分類資產及負債

以下為按營運分類劃之本集團資產及負債分析：

分類資產



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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

Segment liabilities

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分液化氣	292,673	717,687
Sales and distribution of NG	銷售及分天然氣	—	5,576
Oil products business	油品業務	212,110	676,065
Sales of electronic products	銷售電子產品	114	114
Total segment liabilities	總分類負債	504,897	1,399,442
Derivative financial instruments	衍生財務工具	25,180	9,787
Tax liabilities	稅務負債	108,813	117,100
Deferred tax liabilities	遞延稅務負債	15,185	64,280
Borrowings	借款	6,620,843	7,054,410
Other unallocated liabilities	其他未分配負債	90,947	53,043
Consolidated liabilities	綜合負債	7,365,865	8,698,062

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments (other than deferred tax assets, pledged bank deposits, bank balances and cash, derivative financial instruments, certain deposits paid, certain other receivables, properties under development for sales, properties held for sales and certain property, plant and equipment); and
- all liabilities are allocated to reportable segments (other than current and deferred tax liabilities, borrowings, derivative financial instruments and certain other payables).

The Group has allocated goodwill to the relevant segments as segment assets.

6. 分類資料(續)

分類資產及負債(續)

分類負債

就監控分類表現及於分類間分配資源而言：

- 所有資產乃分配至呈報分類(遞延稅務資產、已抵押銀行存款、銀行結餘及現金、衍生財務工具、若干已付按金、若干其他應收賬款、待售發展中物業、持有待售物業及若干物業、機器及設備除外)；及
- 所有負債乃分配至呈報分類(即期及遞延稅務負債、借款、衍生財務工具及若干其他應付款除外)。

本集團已將商譽分配至有關分類作為分類資產。

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6. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 December 2020

	Sales and distribution of LPG 銷售及分銷液化氣	Sales and distribution of NG 銷售及分銷天然氣	Oil products business 油品業務	Sales of electronic products 銷售電子產品	Unallocated 未分配	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measure of segment loss or segment assets:						
Addition to non-current assets (Note)	145,206	—	17,358	—	546,561	709,125
Depreciation of property, plant and equipment	88,783	—	42,443	—	456	131,682
Depreciation of right-of-use assets	12,262	—	48,284	—	9,669	70,215
Amortisation of other intangible assets	22,898	—	17,122	—	—	40,020
Loss on disposal and written off of property, plant and equipment	10,221	—	112,580	—	—	122,801
Impairment losses on						
— trade receivables and other receivables	177,303	—	591,641	20,000	352,000	1,140,944
— goodwill and other intangible assets	368,364	—	422,022	—	—	790,386
— deposits paid and prepayment	—	—	649,000	—	178,000	827,000
— right-of-use assets	4,000	—	27,000	—	—	31,000
— Property, plant and equipment	14,000	—	70,000	—	—	84,000
Write down of inventories	—	—	—	349,000	—	349,000

6. 分類資料(續)

其他分類資料

截至2020年12月31日止年度



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綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2019

		Sales and distribution of LPG 銷售及 分銷液化氣 HK\$'000 千港元	Sales and distribution of NG 銷售及 分銷天然氣 HK\$'000 千港元	Oil products business 油品業務 HK\$'000 千港元	Sales of electronic products 銷售 電子產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:	計量分類溢利或分類資產時計入 之金額:						
Addition to non-current assets (Note)	添置非流動資產(附註)	33,818	—	505,100	—	56,726	595,644
Addition of goodwill	添置商譽	32,108	—	—	—	—	32,108
Depreciation of property, plant and equipment	物業、機器及設備之折舊	100,684	—	50,177	—	780	151,641
Depreciation of right-of-use assets	使用權資產折舊	14,045	—	34,357	—	9,486	57,888
Amortisation of other intangible assets	其他無形資產攤銷	23,050	—	17,120	—	—	40,170
Loss (gain) on disposal and written off of property, plant and equipment	出售及撇銷物業、機器及設備之 虧損(所得)	29,107	—	(18,804)	—	—	10,303
Gain on deemed disposal of a joint venture	被視為出售一家合營企業所得	(9,218)	—	—	—	—	(9,218)
Impairment losses on — trade receivables	減值虧損 — 應收貿易賬款	—	—	8,000	—	—	8,000

Note: Non-current assets excluded deferred tax assets.

附註：非流動資產不包括遞延稅項資產。

6. 分類資料(續)

其他分類資料(續)

截至2019年12月31日止年度

Notes to the Consolidated Financial Statements

綜合財務報表附註

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6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are principally located in Hong Kong (country of domicile), Macau, Singapore, Malaysia and the PRC.

Information about the Group's revenue from external customers is presented based on shipment destination. Information about the Group's non-current assets is presented based on the geographical location of the assets:

		Revenue from external customers		Non-current assets (Note a) 非流動資產 (附註a)	
		外部客戶收入			
		2020	2019	2020	2019
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Hong Kong (country of domicile)	香港(主要營運地區)	2,055,445	4,595,379	128,724	681,761
The PRC (excluding Hong Kong)	中國(不包括香港)	12,419,544	13,532,008	2,963,676	3,642,232
Singapore	新加坡	3,467,633	6,859,173	86,617	150,636
Other countries (Note b)	其他國家(附註b)	1,237,221	2,805,353	2,549	3,567
Total	合計	19,179,843	27,791,913	3,181,566	4,478,196

Notes:

- (a) Non-current assets excluded deferred tax assets.
- (b) Other countries represented mainly other countries in the Asia Pacific (excluding Singapore), United States and Kenya.

6. 分類資料(續)

地區資料

本集團之經營業務主要位於香港(主要營運地區)、澳門、新加坡、馬來西亞及中國。

本集團外部客戶收入資料以貨物目的地呈列。本集團非流動資產之資料以資產地理位置呈列如下：

附註：

- (a) 非流動資產不包括遞延稅務資產。
- (b) 其他國家主要代表亞太地區(不包括新加坡)、美國及肯亞。

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6. SEGMENT INFORMATION (Continued)

Information about major customers

During the year ended 31 December 2020, two customers (2019: None) contributed over 10% of the total sales of the Group.

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Oil	油品		
Customer A	客戶 A	2,098,258	N/A*
Customer B	客戶 B	2,026,348	N/A*

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6. 分類資料(續)

有關主要客戶之資料

於截至2020年12月31日止年度內，兩名(2019：無)客戶貢獻本集團銷售總額10%以上之收入。

以下客戶貢獻本集團銷售總額10%以上之收入：

* 相應收入對本集團總收入的貢獻不超過10%。



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7. OTHER GAINS AND LOSSES AND OTHER INCOME

7. 其他所得及虧損及其他收入

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Net loss on disposal and written off of property, plant and equipment and other assets	出售及撇銷物業、機器及設備及其他資產之虧損淨額	(122,801)	(10,303)
Changes in fair values of derivative financial instruments	衍生財務工具公平值之改變	(124,780)	9,561
Gain on deemed disposal of a joint venture (note 35(iii))	被視為出售一家合營企業所得(附註35(iii))	—	9,218
Net exchange gain (loss)	匯兌淨額所得(虧損)	162,923	(49,330)
Other losses	其他虧損	(84,658)	(40,854)
Interest income for financial assets at amortised costs	按攤銷成本計算的財務資產利息收入	69,715	20,697
Income from provision of transportation services	提供運輸服務之收入	10,760	11,305
Government subsidy	政府補貼	9,921	2,495
Rental income	租賃收入	58,860	12,063
Others	其他	19,346	15,890
Other income	其他收入	168,602	62,450



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8. FINANCE COSTS

8. 融資成本

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Interests on bank trust receipts loans and other loans	銀行信託收據借款及其他借款之利息	115,072	154,949
Interests on bank loans pledged with RMB bank deposits	以人民幣銀行存款抵押之借款利息	12,866	10,149
Interests on other bank borrowings	其他銀行借款利息	146,601	185,167
Interests on lease liabilities	租賃負債利息	8,167	8,220
		282,706	358,485

9. IMPAIRMENT LOSSES ON TRADE AND OTHER RECEIVABLES

9. 應收貿易賬款及其他應收款項之減值虧損，扣除撥回

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Impairment losses recognised on:	已確認減值虧損：		
Trade receivables	應收貿易賬款	746,944	8,000
Other receivables	其他應收賬款	394,000	—
		1,140,944	8,000

Details of impairment assessment are set out in note 36.

減值評估之詳情已載列於附註36。



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10. INCOME TAX EXPENSE

The amount of taxation (credit)/ charged to the consolidated statement of profit or loss and other comprehensive income represents:

10. 所得稅項支出

於綜合損益及其他全面收益表內(計入)扣除之稅項金額包括：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Current tax	即期稅項		
Hong Kong	香港	354	11,499
Other regions in the PRC	中國其他地區	6,138	24,459
		6,492	35,958
Over provision in respect of prior years	過往年度超額撥備		
Hong Kong	香港	(2,466)	—
		4,026	35,958
Deferred tax (note 34)	遞延稅項(附註34)		
Current year	本年度發生	(50,962)	(15,853)
		(46,936)	20,105

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of a qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, starting from 2018, the Hong Kong Profits Tax of a qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

2018年3月21日，香港立法會通過了2017年稅務(修訂)(第7號)條例草案(「條例草案」)，該條例草案引入了雙層利得稅稅率制度。該法案於2018年3月28日簽署成為法律，並於次日在憲報刊登。根據雙層利得稅制度，合資格集團實體的首2百萬港元利潤將按8.25%徵稅，而超過2百萬港元的利潤則須按16.5%徵稅。不符合雙層利得稅稅率制度的集團實體的利潤將繼續按16.5%的固定稅率徵稅。

因此，從2018年起，合資格集團實體的香港利得稅按估計應課稅溢利的首2百萬港元按8.25%計算，而估計應課稅溢利超過2百萬港元按16.5%計算。

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10. INCOME TAX EXPENSE (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both year, except for certain subsidiaries which qualified as Small Low-Profit Enterprise in PRC and entitled to a concessionary tax rate at 5%.

The Group's subsidiaries established in Macao, other than those holding an offshore company license which are exempted from paying Complementary Tax (Profit Tax) under Decree-Law No. 58/99/M (Macao Offshore Regime), are taxed at 12% on the estimated assessable profits for the years ended 31 December 2020 and 2019.

The Group's subsidiaries established in Singapore are taxed at 17% on the estimated assessable profits for the years ended 31 December 2020 and 2019.

The Group is not subject to any taxation under the jurisdiction of Bermuda and the British Virgin Islands for the years ended 31 December 2020 and 2019.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

10. 所得稅項支出(續)

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司兩年適用之稅率為25%。若干獲得中國小型微利企業資格的附屬公司可享有5%的優惠稅率除外。

本集團在澳門成立的附屬公司，除持有離岸公司牌照的附屬公司根據第58/99/M號法令(澳門離岸制度)免繳補充稅(利得稅)外，按截至2020年12月31日及2019年12月31日止年度的估計應課稅溢利12%的稅率徵稅。

本集團於新加坡成立的附屬公司按截至2020年12月31日及2019年12月31日止年度的估計應課稅溢利17%徵稅。

截至2020年12月31日及2019年12月31日止年度，本集團無須繳納百慕達及英屬處女島管轄下的任何稅項。

其他司法管轄區產生的稅項按相關司法管轄區的現行稅率計算。



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10. INCOME TAX EXPENSE (Continued)

Taxation for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 所得稅項支出(續)

年內稅項可與綜合損益及其他綜合收益表中的除稅前(虧損)溢利進行調節，如下所示：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) profit before taxation	除稅前(虧損)溢利	(3,762,832)	627,215
Tax at the domestic tax rate 25%	按本地稅率25%計算之稅項	(940,708)	156,804
Tax effect of expenses not deductible for tax purpose	不可扣除支出之稅務影響	1,007,672	113,474
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(98,901)	(44,479)
Tax effect of profit which are exempted from tax	免稅溢利之稅務影響	(135,999)	(224,244)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	169,024	40,903
Tax effect of deductible temporary differences not recognised	未確認可扣除暫時性差額之影響	5,417	—
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之可扣減暫時性差額	—	(3,171)
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(15,109)	(11,468)
Effect of different tax rate of group entities operating in jurisdictions other than PRC	本集團實體於中國以外之其他國家經營之不同稅率之影響	(35,701)	(7,549)
Income tax at concessionary rate	按優惠稅率計算之所得稅	(165)	(165)
Over provision in respect of prior years	過往年度超額撥備	(2,466)	—
Taxation for the year	本年度稅項	(46,936)	20,105

The domestic tax rate (which is the PRC enterprise income tax rate) in the jurisdiction where the operation of the Group is substantially based is used.

使用之稅率為本集團主要經營地管轄權區內之本地稅率(即中國企業所得稅稅率)。

Details of the deferred tax assets and liabilities are set out in note 34.

遞延稅務資產及負債詳情載於附註34。

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11. (LOSS) PROFIT BEFORE TAXATION

11. 除稅前(虧損)溢利

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
(Loss) profit before taxation has been arrived at after charging (crediting):	除稅前(虧損)溢利已扣除(計入)下列項目：		
Amortisation of other intangible assets (included in selling and distribution expenses)	其他無形資產攤銷(包括在銷售及分銷支出內)	40,020	40,170
Write down of inventories (included in cost of sales)	存貨撥備(包括在銷售成本內)	349,000	—
Auditor's remuneration	核數師酬金		
— audit services	— 審核服務	3,400	3,800
— non-audit services	— 非審核服務	400	1,517
		3,800	5,317
Depreciation of property, plant and equipment	物業、機器及設備折舊	131,682	151,641
Depreciation of right-of-use assets	使用權資產折舊	70,215	57,888
Gross rental income from leasing of warehouses and oil vessels	租賃倉庫及油船之總金收入	(58,860)	(12,063)
Less: Direct operating expenses	減：直接營運支出	30,246	4,296
		(28,614)	(7,767)
Staff costs	僱員成本		
Directors' fees (note 12)	董事袍金(附註12)	390	390
Directors' other emoluments (note 12)	董事其他酬金(附註12)	7,188	10,425
Contributions to retirement benefits schemes excluding HK\$66,000 (2019: HK\$88,000) included in directors' emoluments	除66,000港元(2019: 88,000港元)已計入董事酬金之退休福利計劃供款	6,248	10,906
Staff salaries and bonus	員工薪金及獎金	145,863	150,436
		159,689	172,157

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 7 (2019: 9) directors and chief executive were as follows:

12. 董事及主要行政人員酬金

已付或應付予7位(2019: 9位)董事各人之酬金如下:

2020

	Executive Directors 執行董事				Independent Non-Executive Directors 獨立非執行董事			Total 2020 合計 2020
	Shum Siu Hung 岑少雄	Shum Chun, Lawrence 岑澹	Cen Ziniu 岑子牛	Siu Ka Fai, Brian (Mr. Siu) 蕭家輝 (蕭先生)	Cheung Kwan Hung, Anthony 張鈞鴻	Chan Yuk Wai, Benedict 陳旭偉	Xu Mingshe 徐名社	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees 袍金	-	-	-	-	150	120	120	390
Other emoluments 其他酬金								
Salaries and other benefits 薪金及其他福利	3,000	960	1,470	1,692	-	-	-	7,122
Contributions to retirement benefits scheme 退休福利計劃供款	18	18	18	12	-	-	-	66
Total emoluments 酬金總額	3,018	978	1,488	1,704	150	120	120	7,578

2019

	Executive Directors 執行董事				Independent Non-Executive Directors 獨立非執行董事					Total 2019 合計 2019
	Shum Siu Hung 岑少雄	Shum Chun, Lawrence 岑澹	Cen Ziniu 岑子牛	Mr. Siu 蕭家輝 (蕭先生)	Chiu Sing Chung, Raymond (Mr. Chiu) 趙承忠 (趙先生)	Wang Jian (Mr. Wang) 王堅 (王先生)	Cheung Kwan Hung, Anthony 張鈞鴻	Chan Yuk Wai, Benedict 陳旭偉	Xu Mingshe 徐名社	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note b) (附註b)	HK\$'000 千港元 (note c) (附註c)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees 袍金	-	-	-	-	-	150	120	120	390	
Other emoluments 其他酬金										
Salaries and other benefits 薪金及其他福利	3,000	1,120	1,605	2,290	1,740	582	-	-	-	10,337
Contributions to retirement benefits scheme 退休福利計劃供款	18	18	18	18	8	8	-	-	-	88
Total emoluments 酬金總額	3,018	1,138	1,623	2,308	1,748	590	150	120	120	10,815

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Notes:

- (a) The disclosed emoluments of Mr. Siu represents the emoluments received and receivable before his resignation on 23 August 2020.
- (b) The disclosed emoluments for Mr. Chiu represents the emoluments received and receivable before his retirement on 5 June 2019.
- (c) The disclosed emoluments for Mr. Wang represents the emolument received and receivable before his resignation on 1 October 2019.

No director or chief executive waived any emoluments during both years.

The executive directors' remuneration shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' remuneration shown above were mainly for their services as director of the Company.

Mr. Shum Siu Hung is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

12. 董事及主要行政人員酬金(續)

附註：

- (a) 蕭先生的已披露薪酬乃代表其於2020年8月23日辭任前已收及應收的薪酬。
- (b) 趙先生的已披露薪酬乃代表其於2019年6月5日退休前已收及應收的薪酬。
- (c) 王先生的已披露薪酬乃代表其於2019年10月1日辭任前已收及應收的薪酬。

於兩年內並無董事放棄任何酬金。

上述披露之執行董事酬金主要關於彼等管理本公司及本集團事務之服務。

上述披露之獨立非執行董事酬金主要關於彼等作為本公司董事之服務。

岑少雄先生亦為本公司之主要行政人員，其上述披露之酬金已包括其作為主要行政人員所提供之服務。



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13. EMPLOYEES' EMOLUMENTS

The five highest paid employees of the Group during the year included three directors (2019: three directors), details of whose remuneration are set out in note 12. Details of the remuneration for the year of the remaining two (2019: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
Salaries and allowances	薪金及津貼	3,978	4,435
Contributions to retirement benefits scheme	退休福利計劃供款	36	36
		4,014	4,471

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2020	2019
Their emoluments were within the following bands	其酬金介乎以下範圍		
HK\$1,500,001 to HK\$2,000,000	1,500,001 至 2,000,000 港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 至 2,500,000 港元	1	—
HK\$2,500,001 to HK\$3,000,000	2,500,001 至 3,000,000 港元	—	1

No emoluments were paid by the Group to the directors or the above individual as an inducement to join or upon joining the Group or as compensation for loss of office.

14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during 2020, nor had any dividend been proposed since the end of the reporting period (2019: HK\$nil).

13. 僱員酬金

年內本集團最高薪人士包括3位董事(2019: 3位董事)，其酬金已載於附註12。其餘年內兩位(2019: 2位)最高薪人士並不是本公司的董事或主要行政人員，其酬金如下：

並非為本公司董事之最高薪人士的酬金界乎以下範圍：

本集團並無向董事或上述個別人士支付酬金，作為邀請其加入或加入本集團後之獎勵，或作為失去職位之補償。

14. 股息

於2020年內並無向本公司普通股之股東派發或建議派發股息，自截至報告期末，亦無派發或建議派發任何股息(2019: 無)。

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15. BASIC (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to the owners of the Company is based on the following data:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) earnings	(虧損)盈利		
(Loss) earnings for the purposes of basic (loss) earnings per share ((loss) profit for the year attributable to the owners of the Company)	計算每股基本(虧損)盈利所採用之(虧損)盈利(本公司擁有人應佔年內(虧損)溢利)	(3,558,546)	642,175

15. 每股基本(虧損)盈利

本公司之擁有人應佔每股基本(虧損)盈利乃按下列數據計算：

		2020	2019
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	計算每股基本(虧損)盈利所採用之普通股加權平均數	1,468,124,216	1,468,124,216

No diluted (loss) earnings per share is presented as there are no potential ordinary shares in issue during the years ended 31 December 2020 and 2019.

於截至2020年及2019年12月31日止期間，由於年內概無發行潛在股份，故無呈列每股攤薄(虧損)盈利。



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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、機器及設備

		Construction in progress	Buildings	Leasehold improvements	Plant and machinery	Gas and oil plant and facilities	Pumps and equipment for gas and oil	Furniture, fixtures and equipment	Motor vehicles	Oil vessels	Total
		在建工程	樓宇	租賃物業 裝修	機器及設備	氣庫及 油庫及設施	氣泵及設備	傢私、 裝置及設備	汽車	油船	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST	成本										
At 1 January 2019	於2019年1月1日	542,880	40,395	15,238	3,061	1,561,639	384,222	22,660	62,533	623,952	3,256,580
Acquisition on acquisition of a subsidiary (note 35)	收購一家附屬公司所得 (附註35)	143	409	—	—	3,159	578	21	157	—	4,467
Additions	添置	76,731	—	736	—	1,803	6,627	1,511	4,808	4,851	97,067
Disposals and write-off	出售及撇銷	(2,064)	—	—	—	(25,046)	(40,490)	(765)	(8,915)	(34,494)	(111,774)
Exchange realignment	匯兌調整	(23,626)	(928)	(71)	(70)	(15,087)	(7,784)	(135)	(882)	(8,625)	(57,208)
At 31 December 2019	於2019年12月31日	594,064	39,876	15,903	2,991	1,526,468	343,153	23,292	57,701	585,684	3,189,132
Additions	添置	307,795	7,526	77	43	124,472	5,943	2,649	2,270	—	450,775
Disposals and write-off	出售及撇銷	—	—	(188)	—	(54,901)	(51,677)	(733)	(6,595)	(152,390)	(266,484)
Exchange realignment	匯兌調整	41,071	3,223	210	209	73,811	17,947	1,148	2,326	14,763	154,708
At 31 December 2020	於2020年12月31日	942,930	50,625	16,002	3,243	1,669,850	315,366	26,356	55,702	448,057	3,528,131
DEPRECIATION AND IMPAIRMENT	折舊及減值										
At 1 January 2019	於2019年1月1日	—	27,533	10,946	1,496	443,733	231,319	17,411	39,464	76,958	848,860
Provided for the year	年內撥備	—	2,783	2,334	154	70,250	30,259	3,163	6,921	35,777	151,641
Eliminated on disposals and write-off	於出售及撇銷時抵銷	—	—	—	—	(18,071)	(20,565)	(730)	(4,321)	(6,428)	(50,115)
Exchange realignment	匯兌調整	—	(666)	(15)	(36)	(7,505)	(4,901)	(296)	(677)	(1,332)	(15,428)
At 31 December 2019	於2019年12月31日	—	29,650	13,265	1,614	488,407	236,112	19,548	41,387	104,975	934,958
Provided for the year	年內撥備	—	2,983	2,662	158	75,764	16,376	1,792	4,372	27,575	131,682
Eliminated on disposals and write-off	於出售及撇銷時抵銷	—	—	(188)	—	(20,667)	(36,816)	(717)	(6,198)	(39,799)	(104,385)
Impairment loss recognised in profit or loss	已於損益確認減值虧損	—	—	—	—	6,000	7,000	—	1,000	70,000	84,000
Exchange realignment	匯兌調整	—	2,235	(584)	121	24,526	13,306	381	848	2,884	43,717
At 31 December 2020	於2020年12月31日	—	34,868	15,155	1,893	574,030	235,978	21,004	41,409	165,635	1,089,972
CARRYING VALUES	賬面值										
At 31 December 2020	於2020年12月31日	942,930	15,757	847	1,350	1,095,820	79,388	5,352	14,293	282,422	2,438,159
At 31 December 2019	於2019年12月31日	594,064	10,226	2,638	1,377	1,038,061	107,041	3,744	16,314	480,709	2,254,174

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum.

Buildings	Over the term of the lease
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Plant and machinery	4% to 33 $\frac{1}{3}$ %
Gas and oil plant and facilities	Over the shorter of the lease term of coast use right and land use right, or 25 years
Pumps and equipment for gas and oil	10% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	15% to 16 $\frac{2}{3}$ %
Motor vehicles	16 $\frac{2}{3}$ % to 33 $\frac{1}{3}$ %
Oil vessels	3% to 11%

The buildings of HK\$15,757,000 (2019: HK\$10,226,000) are situated outside Hong Kong, in the PRC.

The gas and oil plant under construction of HK\$84,686,000 (2019: HK\$74,402,000) are situated outside Hong Kong, in the PRC.

As at 31 December 2020, oil vessels with carrying values of approximately HK\$83,184,000 (2019: HK\$89,880,000) have been pledged as security for bank borrowings (note 32).

16. 物業、機器及設備(續)

除在建工程外，上述物業、機器及設備項目，乃按下列年利率以直線法折舊。

樓宇	按租約年期
租賃物業裝修	20%至33 $\frac{1}{3}$ %
機器及設備	4%至33 $\frac{1}{3}$ %
氣庫及油庫及設施	按海岸使用權及土地使用權租約年期或25年期之較短者
氣及油品之氣泵及設備	10%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	15%至16 $\frac{2}{3}$ %
汽車	16 $\frac{2}{3}$ %至33 $\frac{1}{3}$ %
油船	3%至11%

15,757,000港元(2019: 10,226,000港元)的樓宇乃位於中國(香港境外)。

84,686,000港元(2019: 74,402,000港元)的在建氣庫及油庫乃位於中國(香港境外)。

於2020年12月31日，賬面值約83,184,000港元(2019: 89,880,000港元)的油船已抵押作為銀行借貸的抵押品(附註32)。



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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment testing on property, plant and equipment

The following table shows the impairment provision on property, plant and equipment of relevant CGUs and the segments to which the CGUs belong:

		Sales and distribution of LPG 31 December 2020 銷售及分銷 液化氣 2020年 12月31日	Oil products business 31 December 2020 油品業務 2020年 12月31日	Total 31 December 2020 合共 2020年 12月31日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
CGU1	現金產生單位 1	14,000	—	14,000
CGU2	現金產生單位 2	—	70,000	70,000
		14,000	70,000	84,000

For the year ended 31 December 2020, an impairment provision of HK\$84,000,000 (2019: Nil) is made. The Group determined the recoverable amount of the oil vessels based on the vessels' fair values less costs of disposal, using market comparison approach by reference to recent sales prices of similar assets within the same industry, adjusted for differences such as remaining useful lives. Accordingly the carrying amount of the vessels was written down to their recoverable amount of HK\$282,422,000 with an impairment loss of HK\$70,000,000 recognised in the consolidated statement of profit or loss and other comprehensive income. The fair value on which the recoverable amount is based on is categorised as a Level 3 measurement. The remaining impairment provision of HK\$14,000,000 is related to the property, plant and equipment of a LPG bottling plant in Shenzhen, which is under a lawsuit which may lead to discontinuance of the business operation in the near future, and the recoverable amount of such assets based on value in use are approximately HK\$Nil.

16. 物業、機器及設備(續)

物業、機器及設備之減值測試

下表顯示相關物業、機器及設備現金產生單位之減值撥備及現金產生單位所屬之分類：

截至2020年12月31日止年度，已作出84,000,000港元(2019：無)的減值撥備。參考近期市場比較法與行業同類資產的銷售價格，根據剩餘使用壽命等差異進行調整，本集團確定油船的可收回金額基於船舶的公平值減去出售成本。因此，船舶的賬面值已減至其可收回金額282,422,000港元，綜合損益及其他綜合收益表已確認減值虧損70,000,000港元。可收回金額之公平值乃按照分類為第三級之計量為基礎。剩餘撥備14,000,000港元則與深圳液化氣充瓶廠之物業、機器及設備相關，該充瓶廠正面對訴訟，並可能會導致終止未來的業務營運且根據使用價值計算，該等資產的可收回金額約為零港元。

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17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leasehold lands	Coastline	Buildings	Gas and oil plant and facilities	Oil vessels	Total
		租賃土地	海岸	樓宇	氣庫及 油庫及設施	油船	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2020	於2020年1月1日						
Carrying amount	賬面值	372,942	3,960	3,374	47,114	34,206	461,596
As at 31 December 2019	於2019年12月31日						
Carrying amount	賬面值	416,879	4,420	2,039	61,016	75,132	559,486
For the year ended 31 December 2020	截至2020年12月31日 止年度						
Depreciation charge	折舊支出	16,670	721	2,292	7,603	42,929	70,215
For the year ended 31 December 2019	截至2019年12月31日 止年度						
Depreciation charge	折舊支出	16,972	775	1,603	9,019	29,519	57,888

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
Expense relating to short-term leases	與短期租賃相關之支出	74,262	83,089
Total cash outflow for leases (Note 1)	租賃現金流出總額(附註1)	59,126	133,514
Additions to right-of-use assets (Note 2)	添置使用權資產 (附註2)	12,143	40,481

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17. RIGHT-OF-USE ASSETS (Continued)

Note 1: Amount includes payments of principal and interest portion of lease liabilities, short-term leases and payments of lease payments on or before lease commencement date (including leasehold lands). These amounts was presented in operating, investing or financing cash flows.

Note 2: Amount includes right-of-use assets resulting from new leases entered, business combination, lease modification, reassessment/exercise of extension/termination options, payments for leasehold land, excluding those classified as investment properties.

For both years, the Group leases offices, leasehold land, coast, building, gas and oil plant and facilities, oil vessels and LPG stations for its operations. Lease contracts are entered into for fixed term of 13 months to 15 years (2019: 13 months to 15 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with a total carrying amount of approximately HK\$170,165,000 (2019: HK\$169,521,000) for which the Group is in the process of obtaining.

The Group regularly entered into short-term leases for offices, oil vessels, leasehold land and LPG stations. As at 31 December 2020, the portfolio of short-term leases committed is similar to the portfolio of short-term leases entered for which the short-term lease expense was disclosed as above.

17. 使用權資產(續)

附註1: 金額包括租賃負債的本金及利息部分的支付、短期租賃以及租賃開始日或之前的租賃付款(包括租賃土地)。該等金額可在經營、投資或融資現金流量中呈列。

附註2: 金額包括因簽訂新租賃、業務合併、租賃修改、重新評估/行使延期/終止選擇權、租賃土地的付款而產生的使用權資產，不包括分類為投資性房地產的資產。

在兩個年度中，本集團均租賃辦公室、租賃土地、海岸、樓宇、氣庫及油庫及設施、油船及液化氣站進行經營。簽訂租賃合約的固定期限為13個月至15年(2019: 13個月至15年)。租賃條款乃根據個別情況協商確定，其中包含各種不同的條款及條件。本集團在確定租賃期限及評估不可撤銷的期限時，採用合約的定義並確定合約可強制執行的期限。

本集團已取得所有租賃土地的土地使用權證，但總賬面值為170,165,000港元(2019: 169,521,000港元)的租賃土地除外。

本集團定期為辦公室、油船及液化氣站訂立短期租賃。於2020年12月31日，已承諾的短期租賃投資組合與上述所披露的短期租賃支出所涉及的短期租賃投資組合相似。



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18. GOODWILL

18. 商譽

		HK\$'000 千港元
COST	成本	
At 1 January 2019	於2019年1月1日	742,051
Exchange realignment	匯兌調整	(7,186)
Arising on acquisition of a business through purchase of additional interest in a joint venture (note 35)	透過購入一家合營企業的額外權益收購一項業務而產生 (附註35)	32,108
At 31 December 2019	於2019年12月31日	766,973
Exchange realignment	匯兌調整	20,372
At 31 December 2020	於2020年12月31日	787,345
IMPAIRMENT	減值	
At 1 January 2019, 31 December 2019	於2019年1月1日及2019年12月31日	
Impairment recognised in the year	年內確認減值	642,481
At 31 December 2020	於2020年12月31日	642,481
CARRYING VALUES	賬面值	
At 31 December 2020	於2020年12月31日	144,864
At 31 December 2019	於2019年12月31日	766,973

For the purposes of impairment testing, goodwill set out above has been allocated to eleven (2019: eleven) individual CGUs, comprising various subsidiaries in segments in relation to the sales and distribution of LPG and oil products segment.

The list of CGU for which the carrying amount of goodwill is significant has been allocated to is as follows:

就減值測試而言，上文所載之商譽已分配至11個(2019：11個)有關銷售及分銷液化氣及油品分類包括多個附屬公司個別現金產生單位。

已分配持重大賬面值的商譽之現金產生單位清單如下：



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18. GOODWILL (Continued)

Impairment testing on goodwill

Goodwill by CGUs after impairment

Segment		分類		2020	2019
				HK\$'000	HK\$'000
				千港元	千港元
CGU3	LPG	現金產生單位 3	液化氣	—	183,751
CGU4	Oil	現金產生單位 4	油品	—	372,022
CGU5	Oil	現金產生單位 5	油品	46,545	96,545
CGU6	LPG	現金產生單位 6	液化氣	33,927	32,201

For impairment testing on above CGUs, the recoverable amounts of these units have been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period with key assumptions listed as below:

		2020		2019	
		Pre-tax discount rate	Long-term growth rate	Pre-tax discount rate	Long-term growth rate
		稅前貼現率	長期增長率	稅前貼現率	長期增長率
		%	%	%	%
CGU3	現金產生單位 3	12.25	—	11.79	—
CGU4	現金產生單位 4	12.54	—	14.26	—
CGU5	現金產生單位 5	15.21	—	15.19	—
CGU6	現金產生單位 6	13.68	3.00	15.21	—

Pre-tax discount rate applied reflects the current market assessments of the time value of money and the risks specific to each of the CGUs.

The long-term growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry.

18. 商譽(續)

商譽之減值測試

現金產生單位減值後之商譽

對於上述現金產生單位的減值測試而言，該等單位的可收回金額已根據使用價值計算確定。該計算使用基於管理層批准涵蓋 5 年期間的財務預算現金流預測，主要假設如下：

應用稅前貼現率反映了當前市場對貨幣時間價值及每個現金產生單位特定風險評估。

長期增長率基於相關行業的增長預測，不超過相關行業的平均長期增長率。

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18. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

Goodwill by CGUs after impairment (Continued)

Other key assumptions for the value in use calculations relate to the estimation of budgeted sales and gross margin, which is based on the unit's past performance and management's expectations for the market development. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the Covid-19 pandemic may progress and evolve and volatility in financial markets.

The following table shows the impairment loss recognised for goodwill and the recoverable amount of relevant CGUs:

		Sales and distribution of LPG 31 December 2020 銷售及分銷 液化氣 2020年 12月31日	Oil products business 31 December 2020 油品業務 2020年 12月31日	Total 31 December 2020 合共 2020年 12月31日	Recoverable amount of 31 December 2020 於2020年 12月31日之 可收回金額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		Impairment provision 減值撥備	Impairment provision 減值撥備	Impairment provision 減值撥備	Recoverable amount 可收回金額
CGU1	現金產生單位 1	24,000	—	24,000	—
CGU3	現金產生單位 3	196,459	—	196,459	109,221
CGU4	現金產生單位 4	—	372,022	372,022	—
CGU5	現金產生單位 5	—	50,000	50,000	56,792
		220,459	422,022	642,481	166,013

18. 商譽(續)

商譽之減值測試(續)

現金產生單位減值後之商譽(續)

使用價值計算的其他主要假設與預算銷售額及毛利率的估計有關，該估計基於單位的過往業績及管理層對市場發展的預期。現金流量預測、增長率及貼現率已在2020年12月31日重新評估，由於Covid-19大流行如何發展及演變以及財務市場的波動導致本年度的估計不確定性較高。

下表顯示相關商譽及可收回金額現金產生單位之減值虧損：

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18. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

Goodwill by CGUs after impairment (Continued)

For the year ended 31 December 2020, the management of the Group determined that there were total impairment of approximately HK\$642,481,000 on the goodwill of four CGUs. CGU3 is related to auto gas stations in Guangzhou, given that the LPG business were replaced by NG buses or electronic buses in recent years, the sales volume of this CGU was significantly reduced and impairment of HK\$196,459,000 is required. CGU 1 is related to a LPG bottling plant in Shenzhen, the CGU is under a lawsuit which may lead to discontinuance of the business in this CGU in the near future and impairment of HK\$24,000,000 is made accordingly. The remaining two impaired CGUs (are CGU4 and CGU5), related to oil products business in Hong Kong, since the Group is under debt restructuring and the management decided to reallocate the Group's resources to other higher profitable CGUs, the business size of marine and on-land bunkering in Hong Kong was largely scaled down and therefore impairment loss of HK\$422,022,000 has to be provided accordingly.

During the year ended 31 December 2020, management of the Group determines that there is no impairment on CGU 6. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of CGU 6 to exceed its recoverable amount.

18. 商譽(續)

商譽之減值測試(續)

現金產生單位減值後之商譽(續)

截至2020年12月31日止年度，本集團管理層確認4個現金產生單位商譽之減值總額約為642,481,000港元。現金產生單位3與廣州的汽車加氣站相關，鑑於近年來液化氣業務已被天然氣巴士或電動巴士取代，該現金產生單位的銷售量大幅下跌並需作出196,459,000港元的減值。現金產生單位1與深圳一家液化氣充瓶廠相關，該現金產生單位正面對訴訟並有可能在未來終止其業務，故此已作出24,000,000港元減值。其餘兩個已減值現金產生單位為現金產生單位4及現金產生單位5與香港的油品業務相關，由於本集團正進行債務重組，且管理層決定把集團資源重新分配到較高利潤之現金產生單位，故此香港海上及陸上加油業務規模將大幅收縮，並需作出422,022,000港元的減值虧損。

截至2020年12月31日止年度，本集團管理層確定現金產生單位6並沒有減值。管理層認為，任何該等假設的任何合理可能變化不會導致現金產生單位6的賬面金額超過其可收回金額。



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19. OTHER INTANGIBLE ASSETS

19. 其他無形資產

		Distribution network 分銷網絡	Business license 營業執照	Leasing agreements 租賃協議	Customer relationships 客戶關係	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST						
At 1 January 2019	於2019年1月1日	332,253	27,063	13,874	102,722	475,912
Exchange adjustments	匯兌調整	(7,589)	(539)	(317)	—	(8,445)
At 31 December 2019	於2019年12月31日	324,664	26,524	13,557	102,722	467,467
Exchange adjustments	匯兌調整	18,983	1,594	938	—	21,515
At 31 December 2020	於2020年12月31日	343,647	28,118	14,495	102,722	488,982
AMORTISATION AND IMPAIRMENT						
At 1 January 2019	於2019年1月1日	154,590	16,608	13,874	68,480	253,552
Charge for the year	年內支出	21,769	1,281	—	17,120	40,170
Exchange adjustments	匯兌調整	(3,823)	(317)	(317)	—	(4,457)
At 31 December 2019	於2019年12月31日	172,536	17,572	13,557	85,600	289,265
Charge for the year	年內支出	21,625	1,273	—	17,122	40,020
Impairment recognised for the year	年內確認減值	139,686	8,219	—	—	147,905
Exchange adjustments	匯兌調整	9,800	1,054	938	—	11,792
At 31 December 2020	於2020年12月31日	343,647	28,118	14,495	102,722	488,982
CARRYING VALUES						
At 31 December 2020	於2020年12月31日	—	—	—	—	—
At 31 December 2019	於2019年12月31日	152,128	8,952	—	17,122	178,202

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19. OTHER INTANGIBLE ASSETS (Continued)

The distribution network, the business licenses, the leasing agreements, customer relationships were acquired from third parties in business combinations.

For the year ended 31 December 2020, impairment losses of HK\$147,905,000 (2019: Nil) has been provided for the intangible assets contained in the CGU that operate the auto gas stations in Guangzhou and the impairment of the intangible assets, the related goodwill and recoverable amount of which are set out in note 18.

The above intangible assets have finite useful lives. Such intangible assets were amortised on a straight-line basis over the following periods:

Distribution network	10 to 15 years
Business license	5 to 15 years
Leasing agreements	5 to 10 years
Customer relationships	6 years

Impairment testing on intangible assets

The following table shows the impairment provision on intangible assets of relevant CGUs and the segment to which the CGU belong:

		Sales and distribution of LPG 2020 銷售及分銷液化氣 2020年	Total 31 December 2020 合共 2020年 12月31日
		HK\$'000 千港元	HK\$'000 千港元
CGU 3	現金產生單位3	147,905	147,905

Details are set out in note 18.

19. 其他無形資產(續)

分銷網絡、營業執照、租賃協議及客戶關係乃在業務合併中向第三方購入。

於截至2020年12月31日止年度，對在廣州經營汽車加氣站的現金產生單位所含無形資產已作出減值虧損撥備147,905,000港元(2019：無)，無形資產減值及相關商譽與其可收回金額已載列於附註18。

上述無形資產具有有限可使用年期。該等無形資產以直線法在以下期間攤銷：

分銷網絡	10至15年
營業執照	5至15年
租賃協議	5至10年
客戶關係	6年

無形資產之減值測試

下表顯示相關無形資產現金產生單位之減值撥備及現金產生單位所屬之分類：

詳情已載列於附註18。

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20. INTEREST IN AN ASSOCIATE

20. 聯營公司權益

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Cost of interest in unlisted associate	非上市聯營公司權益成本		
At 1 January	於1月1日	6,689	6,483
Share of net profit, other comprehensive income and dividend	分佔溢利淨額、其他全面收益及股息	1,288	206
At 31 December	於12月31日	7,977	6,689

As at 31 December 2020 and 2019, the Group had interest in the following associate:

於2020年及2019年12月31日，本集團於以下主要聯營公司持有權益：

Name of entity	Form of entity	Country of registration	Principal place of operation	Class of shares held	Proportion of nominal value of issued capital held by the Group		Principal activity
					本集團所持已發行股本面值比例	2020	
實體名稱	實體形式	註冊成立國家	主要營業地點	所持股份類別	2020	2019	主要活動
珠海港新海能源有限公司 ("珠海港新海") (Note)	Limited liability Company	PRC	PRC	Registered capital	50	50	Sales and distribution of energy products
珠海港新海能源有限公司 ("珠海港新海") (附註)	有限責任公司	中國	中國	註冊資本			銷售及分銷能源產品

Note: 珠海港新海 was established on 5 February 2015. 新海能源(珠海)有限公司, a wholly owned subsidiary of the Company, owns 50% of the ownership interests in 珠海港新海 and the remaining 50% is owned by 珠海城市管道燃氣有限公司("珠海城市管道"). However, according to the memorandum of association of 珠海港新海, 珠海城市管道 has the right to appoint 3 out of 5 executive directors, and major decisions about the relevant activities are determined at board level through voting by simple majority. Thus, 珠海城市管道 has over 50% voting power and thus has control over the board of directors in 珠海港新海. Accordingly, 珠海港新海 is treated as an associate of the Company.

附註：珠海港新海於2015年2月5日成立。本公司全資擁有之附屬公司新海能源(珠海)有限公司，持有珠海港新海50%之權益，而餘下之50%權益由珠海城市管道燃氣有限公司(「珠海城市管道」)持有。然而，根據珠海港新海之章程，珠海城市管道有權任命5位執行董事的其中3位，有關活動之重要決定由董事會層面通過投票以少數服從多數作出。因此，珠海城市管道於董事會決定相關活動時擁有超過50%投票權並從而擁有珠海港新海董事會之控制權，故此珠海港新海被視為本公司之聯營公司。

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20. INTEREST IN AN ASSOCIATE (Continued)

Summarised financial information of an associate

Summarised financial information in respect of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs. The associate is accounted for using the equity method in these consolidated financial statements.

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
珠海港新海	珠海港新海		
Current assets	流動資產	26,270	59,938
Non-current assets	非流動資產	70	110
Current liabilities	流動負債	(10,386)	(46,670)
Revenue	收入	882,760	859,857
Profit for the year	年內溢利	1,698	716
Other comprehensive income for the year	年內其他全面收入	878	(304)
Total comprehensive income for the year	年內全面收入總額	2,576	412

20. 聯營公司權益(續)

聯營公司之財務資料概要

本集團各聯營公司之財務資料概要載於下文。下述財務資料概要為根據香港財務報告準則編製之聯營公司財務報表所列示之金額。所有此等聯營公司已採用權益法於此等綜合財務報表入賬。

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20. INTEREST IN AN ASSOCIATE (Continued)

Summarised financial information of an associate

(Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Net assets	資產淨值	15,954	13,378
Proportion of the Group's ownership interest in 珠海港新海	本集團所佔珠海港新海之擁有權益比例	50%	50%
Carrying amount of the Group's interest in 珠海港新海	本集團於珠海港新海之權益賬面值	7,977	6,689

20. 聯營公司權益(續)

聯營公司之財務資料概要(續)

上述財務資料概要與於綜合財務報表中確認之聯營公司權益賬面值之對賬如下：



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21. INTERESTS IN JOINT VENTURES

21. 合營企業權益

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
Interest of unlisted in joint ventures	非上市合營企業權益		
At 1 January	於1月1日	19,265	27,995
Share of net profits and other comprehensive income for the year	分佔年內淨溢利及其他全面收入	4,325	1,623
Dividend paid by a joint venture	由合營企業支付股息	(11,229)	—
Deemed disposal upon acquisition of additional equity interest in a joint venture (note 35(iii))	於收購一家合營企業的額外股份權益時被視為出售(附註35(iii))	—	(10,353)
At 31 December	於12月31日	12,361	19,265

As at 31 December 2020 and 2019, the Group had interests in the following joint ventures:

於2020年及2019年12月31日，本集團於以下合營企業持有權益：

Name of entity 實體名稱	Form of business structure 業務架構形式	Country of incorporation 註冊成立國家	Principal place of operation 主要營業地點	Fully paid up registered capital 已繳足註冊資本	Proportion of nominal value of registered capital held by the Group 本集團所持已發行股本面值比例		Nature of business 業務性質
					2020	2019	
廣州龍騰潤宇能源有限公司(「龍騰」) (Note a)	Limited liability Company	PRC	PRC	RMB10,000,000	30%	30%	Sales and distribution of NG
廣州龍騰潤宇能源有限公司(「龍騰」) (附註a)	有限責任公司	中國	中國	10,000,000人民幣			銷售及分銷天然氣

Note a: 50% of registered capital of 龍騰 is owned by 廣東新海潤宇能源有限公司(「廣東新海潤宇」) in which 60% of ownership interests is owned by 深圳寶潤燃氣有限公司, a wholly-owned subsidiary of the Group. Thus, the effective ownership interests of the Group in 龍騰 is 30% (2019: 30%). Under the term of memorandum and articles of association of 龍騰, major decisions about the relevant activities requires unanimous consent by the Group and the other shareholder. Thus, 龍騰 is classified as a joint venture of the Group.

附註a：龍騰50%的註冊資本由廣東新海潤宇能源有限公司(以下簡稱「廣東新海潤宇」)持有，其中60%的股權由廣東新海潤宇能源有限公司全資附屬公司深圳寶潤燃氣有限公司擁有。因此，本集團於龍騰的實際擁有權為30%(2019: 30%)。根據龍騰的組織及章程細則，有關活動的重大決策須經本集團及其他股東一致同意。因此，龍騰被分類為本集團的合營企業。

The summarised financial information in respect of the Group's interests in joint ventures which is accounted for using the equity method is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

本集團以權益會計法入賬之合營企業權益財務資料概要載列如下。下述財務資料概要為根據香港財務報告準則編製之合營企業財務報表所列表之金額。

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21. INTERESTS IN JOINT VENTURES (Continued)

21. 合營企業權益(續)

龍騰

龍騰

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	28,234	42,027
Non-current assets	非流動資產	—	918
Current liabilities	流動負債	(3,511)	(4,415)
Revenue	收入	44,323	52,698
Profit for the year	年內溢利	6,945	19,655
Other comprehensive income (expense) for the year	年內其他全面收入(支出)	1,705	(711)
Total comprehensive income for the year	年內全面收益總額	8,650	18,944
Dividend received from 龍騰 during the year	年內由龍騰收取之股息	11,229	—

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21. INTERESTS IN JOINT VENTURES (Continued)

龍騰 (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Net assets	資產淨值	24,723	38,530
Proportion of the Group's ownership interest in 龍騰	本集團所佔龍騰之擁有權益比例	50%	50%
Carrying amount of the Group's interest in 龍騰	本集團於龍騰之權益賬面值	12,361	19,265

22. DEPOSITS PAID AND PREPAYMENTS

The amount included deposits of approximately RMB80,072,000 (equivalent to approximately HK\$95,474,000) (2019: RMB79,971,000 (equivalent to approximately HK\$89,186,000)) paid for a potential acquisition of investment projects. The Group applies 12-month ECL basis to measure the ECL of these balances and there had been no significant increase in credit risk since initial recognition. The Group has not entered into any formal sales and purchase agreement as at 31 December 2020 and 31 December 2019. The remaining amount mainly represents the deposits paid for the purchase of property, plant and equipment, of which HK\$Nil (2019: approximately HK\$570,515,000) was paid for the property, plant and equipment in relation to a refinery construction project in Malaysia. In addition, during the year ended 31 December 2020, the Group paid a deposit of RMB150,000,000 (equivalent to approximately HK\$178,000,000) for another investment project in relation to construction of a hydrogen manufacturing plant in the PRC.

21. 合營企業權益(續)

龍騰(續)

上述財務資料概要與綜合財務報表中確認之合營企業權益賬面值之對賬如下：

22. 已付按金及預付款項

此金額包括就一個潛在收購的投資項目支付了80,072,000人民幣的按金(相等於約95,474,000港元)(2019: 79,971,000人民幣, 相等於約89,186,000港元)。本集團應用12個月的預期信貸虧損基準以計算該等餘額之預期信貸虧損, 首次應用以來並無顯著增加信貸風險。於2020年12月31日及2019年12月31日, 本集團並無簽訂任何正式的買賣協議。餘額主要代表購置物業、機器及設備所支付的按金, 其中零港元(2019: 約570,515,000港元)已就馬來西亞煉油廠建設項目的物業、機器及設備支付。此外, 於截至2020年12月31日止年度, 本集團就另一項有關在中國建造氫製造廠的投資項目支付了按金人民幣150,000,000元(相等於約178,000,000港元)。

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22. DEPOSITS PAID AND PREPAYMENTS (Continued)

Given that the Group is under debt restructuring, the Board of Directors of the Company considered that the Group is short of capital resources to further invest in the above-mentioned projects, thus the management decided to discontinue the projects and impairment losses of approximately HK\$788,000,000 was provided during the year ended 31 December 2020 (2019: Nil).

22. 已付按金及預付款項(續)

鑑於本集團正在進行債務重組，本公司董事會認為本集團缺乏進一步投資於上述項目的資金資源，因此管理層決定終止該項目並於截至2020年12月31日止年度(2019年：無)內作出減值虧損約788,000,000港元。

23. INVENTORIES AND PROPERTIES HELD FOR SALES

23. 存貨及持有待售物業

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Inventories	存貨		
LPG	液化氣	22,962	63,106
Oil products	油品	736,340	1,068,350
Electronic products	電子產品	106,300	279,000
		865,602	1,410,456

The cost of inventories sold and cost of properties sold charged to the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020 amounted to approximately HK\$18,635,205,000 (2019: HK\$25,909,656,000). As at 31 December 2020, there was a significant decrease in the net realisable value of electronic products that is, integrated circuit due to the impact of Covid-19 pandemic, leading to the demand became outdated. As a result, a write down of inventories of HK\$349,000,000 had been recognised and included in cost of sales for the year ended 31 December 2020 (2019: Nil).

截至2020年12月31日止年度內，自綜合損益及其他全面收益表扣除之已售存貨成本及已售物業約為18,635,205,000港元(2019：25,909,656,000港元)。於2020年12月31日，由於Covid-19大爆發的影響，年內需求變得過時，導致電子產品(即綜合電路板)之可變現淨值大幅下跌。故此，已確認349,000,000港元的存貨撥備，並包括在截至2020年12月31日止年度的銷售成本內(2019：無)。



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24. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

24. 應收貿易賬款、其他應收賬款、按金及預付款項

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Trade and bills receivables — contracts with customers	應收貿易賬款及應收票據 — 客戶應收賬款	4,769,693	4,843,317
Less: Allowance for credit losses	減：信用虧損撥備	(811,944)	(65,000)
		3,957,749	4,778,317
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	1,398,027	2,429,078
Total	合計	5,355,776	7,207,395

The Group allows an average credit period of 0 to 180 days (2019: 30 to 180 days) to its trade debtors. The following is an aged analysis of trade and bills receivables net of allowance for credit loss at the end of the reporting period presented based on the invoice date or good delivery date, which approximated the respective revenue recognition dates:

本集團對其應收貿易賬款之平均信貸期為0天至180天(2019：30天至180天)。於報告期末已扣除信貸虧損撥備之應收貿易賬款及應收票據賬齡分析按發票日期或貨物交付日(相近收入確認日期)呈列如下：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	0至30天	455,904	1,831,419
31 to 60 days	31至60天	654,981	1,441,278
61 to 90 days	61至90天	1,003,010	1,172,028
91 to 180 days	91至180天	1,587,548	295,969
Over 180 days	超過180天	256,306	37,623
		3,957,749	4,778,317

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24. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Included in trade and bills receivables, there are bills amounting to approximately HK\$10,150,000 (2019: HK\$29,782,000) which are held by the Group for future settlement of trade balances. All bills received by the Group are with a maturity period of less than one year.

As at 31 December 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$1,633,692,000 (2019: HK\$76,671,000) which were past due as at the reporting date. As at 31 December 2020, the past due balances which were past due for 90 days or more were fully impaired. Out of the past due balances as at 31 December 2019, approximately HK\$50,110,000 had been past due for 90 days or more and was not considered as in default due to the management's historical experience on the settlement pattern or record from these debtors are satisfactory and the good business relationship with these debtors. The Group did not hold any collateral over these balances.

Included in other debtors, deposits and prepayments, were advances payments to suppliers of approximately HK\$1,048,590,000 (2019: HK\$2,138,870,000) in relation to the purchase of LPG and oil products to be delivered within one year commencing from the date of the respect signed purchase contract. During the year ended 31 December 2020, an impairment loss of HK\$39,000,000 for the trade deposit was recognised for a supplier which was put into liquidation in 2021.

As at 31 December 2020, other debtors included loan advances to independent third parties of approximately HK\$108,007,000 (2019: HK\$62,117,000). The loan advances carried fixed interest rates ranging from 4% to 13% per annum (2019: 4% to 13% per annum) and were repayable within one year. Except for those which had been determined as credit-impaired or there is significant increase in credit risk since initial recognition, the Group applied 12-month ECL basis to measure the ECL of these balances. During the year ended 31 December 2020, an impairment loss of HK\$394,000,000 (2019: Nil) for loan advances was recognised.

Details of impairment assessment of trade and other receivables for the year ended 31 December 2020 and 2019 are set out in note 36.

24. 應收貿易賬款、其他應收賬款、按金及預付款項(續)

包括在應收貿易賬款及應收票據內，本集團持有約10,150,000港元(2019：29,782,000港元)之票據以用作未來貿易結餘結算。本集團已收取的所有票據均需於一年內交付。

於2020年12月31日，本集團之應收貿易賬款餘額中，總賬面值約1,633,692,000港元(2019：76,671,000港元)之應收賬款於報告結算日已過期。於截至2020年12月31日，已過期90天或以上的已過期的餘額已全數減值。於截至2019年12月31日已過期的餘額中，其中約50,110,000港元已過期90天或以上，管理層參考到該等債務人結算模式的歷史經驗及過往紀錄令人滿意和與該等債務人之友好商業關係，並不認為需要視為違約。本集團並無持有任何關於該等餘額之抵押品。

其他應收賬款、按金及預付款項中包括已付供應商貿易按金約1,048,590,000港元(2019：2,138,870,000港元)，涉及購買液化氣及油品並於簽訂購買合約起計一年內交付。於截至2020年12月31日止年度，為2021年被清盤的供應商確認貿易按金減值虧損39,000,000港元。

於2020年12月31日，其他應收賬款包括提供予獨立第三方約108,007,000港元(2019：62,117,000港元)之貸款。貸款以固定年利率介乎4%至13%(2019：年利率4%至13%)定息，並於一年內償還。除被釐定為信貸減值或自首次應用後信貸風險顯著增加外，本集團應用12個月的預期信貸虧損基準以計算該等餘額之預期信貸虧損。截至2020年12月31日止年度，已確認貸款的減值虧損394,000,000港元(2019：無)。

截至2020年及2019年12月31日止年度應收貿易賬款及其他應收賬款減值評估之詳情已於附註36中披露。

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25. AMOUNT DUE FROM AN ASSOCIATE

Amount due from an associate was of trade nature and aged within 90 days based on invoice date as at 31 December 2020 and 2019. A credit period of 90 days was granted to the associate. The balance was neither past due nor impaired at the end of the reporting period.

25. 應收一家聯營公司款項

應收一家聯營公司款項之貿易性質按截至2020年及2019年12月31日止之發票日期計算的賬齡為90天以內。本集團向一家聯營公司及一家合營企業授予90天之信貸期。所有結餘於報告期末均未逾期或減值。

26. PROPERTIES UNDER DEVELOPMENT FOR SALE

26. 待售發展中物業

		HK\$'000 千港元
COST	成本	
At 1 January 2019	於2019年1月1日	724,928
Additions	添置	56,840
Exchange adjustments	匯兌調整	(15,515)
At 31 December 2019	於2019年12月31日	766,253
Additions	添置	299,579
Exchange adjustments	匯兌調整	52,738
At 31 December 2020	於2020年12月31日	1,118,570

In the opinion of the management, the properties under development for sale is expected to be realised within twelve months after the end of the reporting period. The properties under development for sales is situated in the PRC.

管理層認為，待售發展中物業預期將會在報告期末後12個月內變現。待售發展中物業之賬面值位於中國之土地。



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27. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH

The amounts represent deposits pledged to banks to secure banking facilities granted to the Group. The deposits were pledged to secure short-term bank loans, and are therefore classified as current assets. The pledged bank deposits carried at a fixed interest rate of 1.1% (2019: 1.65%) per annum and will be released upon settlement of the relevant bank borrowings.

The bank balances carried interest at market rates which ranged from 0.001% to 3.1% (2019: 0.001% to 3.45%) per annum.

As at 31 December 2020, the pledged bank deposits and bank balances and cash of approximately HK\$1,205,256,000 (2019: HK\$1,716,557,000) were denominated in RMB which is not freely convertible into other currencies. Included in the Group's pledged bank deposits and bank balances, were approximately HK\$2,636,000 (2019: HK\$83,552,000) denominated in USD/HK\$ and approximately HK\$6,895,000 (2019: HK\$4,529,000) denominated in RMB and approximately HK\$3,957,000 (2019: HK\$7,181,000) denominated in Singapore Dollar ("SGD"), which are not the functional currencies of the relevant group entities.

Included in bank balance is HK\$9,364,000 (2019: approximately RMB11,518,000 (equivalent to approximately HK\$12,845,000) being deposits received from pre-sale of properties which can only be applied in the settlement of purchase consideration by customers of completed units in the specific development.

27. 已抵押銀行存款、銀行結餘及現金

該款項指抵押予銀行作為本集團獲授銀行融資之擔保之存款。該等存款已抵押作為短期銀行借款之擔保，故分類為流動資產。已抵押銀行存款按固定年利率1.1% (2019: 1.65%) 計息，並將於有關銀行借款清還時解除。

銀行結餘按介乎0.001%至3.1% (2019: 0.001%至3.45%)之市場年利率計息。

於2020年12月31日，已抵押銀行存款及銀行結餘及現金約1,205,256,000港元(2019: 1,716,557,000港元)以人民幣定價，並不可自由轉換為其他幣值。本集團之已抵押銀行存款及銀行結餘中，約2,636,000港元(2019: 83,552,000港元)以美元/港元定價，約6,895,000港元(2019: 4,529,000港元)以人民幣定價，及約3,957,000港元(2019: 7,181,000港元)以新加坡元(「新加坡元」)定價，該等貨幣並非相關集團實體之功能貨幣。

銀行結餘中包括預售物業所得的約9,364,000港元(2019: 約11,518,000人民幣(相等於約12,845,000港元)按金，只可用於客戶在特定時間內完成單位的購買對價結算。



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28. TRADE PAYABLES, OTHER PAYABLES AND ACCRUED CHARGES

The age analysis of trade payables presented based on invoice date is as follows:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	0至30天	23,238	866,247
31 to 60 days	31至60天	—	86,927
61 to 90 days	61至90天	6	—
91 to 180 days	91至180天	5	73
Over 180 days	超過180天	21,138	20,945
		44,387	974,192

The credit period of trade payables ranged from 90 to 180 days.

The remaining balances mainly represented the other tax payable, construction payable and amounts outstanding for daily operation costs.

28. 應付貿易賬款、其他應收賬款及應計費用

應付貿易賬款齡分析按發票日期呈列如下：

應付貿易賬款之信貸期介乎90天至180天。

餘額主要代表其他應付稅項、應付建造款項及日常營運成本尚欠金額。



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29. CONTRACT LIABILITIES

29. 合約負債

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Sales and distribution of LPG	銷售及分銷液化氣	33,006	18,727
Oil products business	油品業務	13,041	30,625
Pre-sales proceeds received from sales of properties	物業銷售中獲得的預售收益	47,475	29,557
		93,522	78,909

The amounts as at 31 December 2020 related to contracts in which the related goods were expected to be transferred within 12 months and hence were classified as current liabilities. The Group typically receives a deposit ranging from 10% to 20% of the contract value for the sales and distribution of LPG and oil products when the sale and purchase agreement is entered into, while the amount of deposits may vary depending on the business relationship with the customers. Pre-sale proceeds received are expected to be recognised as revenue in the next year.

The following table shows how much of revenue recognised relates to carried-forward contract liabilities.

截至2020年12月31日之金額關乎合同內之相關貨品會預期在12月個月內交付，故分類為流動負債。本集團在簽訂買賣協議時，通常會收取銷售及分銷液化氣及油品合約價值介乎10%至20%的訂金，而訂金金額則視乎與客戶關係而有異。預計收到的預售收益將在來年確認為收入。

下表顯示本年度確認之收入中有多少與結轉合同負債有關。

		Sales and distribution of LPG	Oil products business
		銷售及分銷液化氣	油品業務
		HK\$'000	HK\$'000
		千港元	千港元
For the year ended 31 December 2020	截至2020年12月31日止年度		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	確認的收入包括在年初的合約負債餘額中	2,453	11,745
For the year ended 31 December 2019	截至2019年12月31日止年度		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	確認的收入包括在年初的合約負債餘額中	28,387	121,389

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29. CONTRACT LIABILITIES (Continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

— Sales of properties

The Group receives deposits from customers when they sign the sale and purchase agreement. However, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. The deposits and advance payment arrangement result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

In addition, the Group considers the advance payment arrangement contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant group entities. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

29. 合約負債(續)

影響已確認合同負債金額的典型付款條件如下：

— 銷售物業

本集團在客戶簽訂買賣協議時收取保證金。然而，視乎市場情況，本集團可能會向客戶提供較上市銷售價格的折扣，前提是客戶同意在施工仍在進行期間提前支付代價的餘額。訂金及預付款安排導致合約負債在整個物業建造期間確認，直至客戶取得已竣工物業的控制權。

此外，本集團認為預付款項安排包含重大融資成分，因此考慮到相關集團實體的信用特徵，根據貨幣時間價值的影響調整代價金額。由於此項應計增加了建造期間合同負債的金額，因此增加了已完工物業的控制權轉移給客戶時確認的收入金額。



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30. LEASE LIABILITIES

30. 租賃負債

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	50,974	57,868
Within a period of more than one year but not more than two years	超過一年但不多於兩年之期限	11,617	49,296
Within a period of more than two years but not more than five years	超過兩年但不多於五年之期限	29,544	28,465
Within a period of more than five years	超過五年之期限	36,921	36,725
		129,056	172,354
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下12個月內之應償還的應付金額	(50,974)	(57,868)
Amount due for settlement after in 12 months shown under non-current liabilities	非流動負債項下12個月後應償還的應付金額	78,082	114,486

The weighted average incremental borrowing rates applied to lease liabilities ranged from 4.35% to 6.85% (2019: from 4.35% to 6.85%).

適用於租賃負債的加權平均增量借款利率範圍為4.35%至6.85% (2019：介乎4.35%至6.85%)。

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

下列為相關集團實體的功能貨幣以外的貨幣計價之租賃義務：

		SGD	Malaysian Ringgit ("MYR")
		新加坡幣	馬來西亞令吉 (「令吉」)
		HK\$'000	HK\$'000
		千港元	千港元
As at 31 December 2020	截至2020年12月31日	502	40,089
As at 31 December 2019	截至2019年12月31日	583	30,786

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31. AMOUNTS DUE TO AN ASSOCIATE AND A JOINT VENTURE

The amounts were unsecured, interest-free and repayable on demand.

31. 應付一家聯營公司及一家合營企業款項

金額為無抵押、免息及須應要求償還。

32. BORROWINGS

32. 借款

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Bank trust receipts loans	銀行信託收據借款	3,274,648	3,158,688
Bank loans (pledged by RMB bank deposits)	銀行借款(以人民幣存款作抵押)	328,487	328,487
Bank loans (pledged by other assets)	銀行借款(以其他資產作抵押)	21,209	33,831
Bank and other loans	銀行及其他借款	2,996,499	3,533,404
		6,620,843	7,054,410
Repayable within one year shown under current liabilities	流動負債項下所示須於一年內償還		
Borrowings secured by pledged bank deposits	已抵押銀行存款擔保的借款	328,487	328,487
Borrowings secured by other assets	其他資產擔保的借款	21,209	12,529
Borrowings unsecured	無擔保的借款	6,271,147	5,340,256
		6,620,843	5,681,272
Repayable over one year shown under non-current liabilities	非流動負債項下所示須於一年後償還		
Borrowing secured — more than one year, but not exceeding two years	已擔保的借款 — 超過一年但不多於兩年	—	12,145
Borrowing unsecured — more than one year, but not exceeding two years	無擔保的借款 — 超過一年但不多於兩年	—	264,620
Borrowings secured — more than two years, but not exceeding five years	已擔保的借款 — 超過兩年但不多於五年	—	9,157
Borrowings unsecured — more than two years, but not exceeding five years	無擔保的借款 — 超過兩年但不多於五年	—	1,087,216
		—	1,373,138
		6,620,843	7,054,410

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32. BORROWINGS (Continued)

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		2020	2019
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借款	2.05% to 4.78%	2.51% to 5.35%
Variable-rate borrowings	浮息借款	0.85% to 6.17%	2.47% to 6.35%

The Group's borrowings that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

		USD/HK\$ 美元／港元
		HK\$'000 千港元
As at 31 December 2020	於2020年12月31日	2,582,840
As at 31 December 2019	於2019年12月31日	2,766,540

During the year, in respect of a bank loan with a carrying amount of HK\$4,202,627,000 as at 31 December 2020, the Group breached certain of the terms of the bank covenants, which primarily related to the debt-equity ratio of the Group. On the discovery of the breach, the directors of the Company informed lenders and commenced renegotiations of the terms of the loans with the relevant bankers. As at 31 December 2020, those negotiations had not been concluded. Since the lenders have not agreed to waive their right to demand immediate payment as at the end of the reporting period, the loans have been classified as a current liability as at 31 December 2020. Up to the date of approval for issuance of the consolidated financial statements, the negotiations are still in progress. The directors of the Company are confident that their negotiations with the lenders will ultimately reach a successful conclusion. In any event, should the lenders call for immediate repayment of the loan, the directors of the Company believe that adequate alternative sources of finance are available to ensure that there is no threat to the continuing operations of the Group.

32. 借款(續)

本集團借款之實際利率(相當於合約利率)範圍如下：

本集團之借款以非相關集團實體功能貨幣之貨幣定價，載列如下：

年內，就一項於2020年12月31日賬面值為4,202,627,000港元的銀行契約而言，本集團違反了銀行貸款的若干條款，主要與本集團的負債權益比率有關。發現違規行為後，本公司董事通知借款方並開始與相關銀行重新協商貸款條款。截至2020年12月31日，該等談判尚未結束。由於借款人於報告期末未同意放棄要求立即付款的權利，該貸款已於2020年12月31日分類為流動負債。直至批准發出本綜合財務報告之日，協商仍在進行中。本公司董事相信，與借款人的商談將最終取得圓滿成功。在任何情況下，倘借款人要求立即償還貸款，本公司董事相信有足夠的替代財務來源可確保本集團的持續經營不會受到威脅。

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33. SHARE CAPITAL

33. 股本

		Number of shares 股份數目	Amount 金額
			HK\$'000 千港元
Ordinary shares of HK\$0.10 each (2019: HK\$0.10 each)	每股面值0.10港元之普通股 (2019: 每股0.10港元)		
Authorised share capital: At 1 January 2019, 31 December 2019 and 31 December 2020	法定股本: 於2019年1月1日、 2019年12月31日及 2020年12月31日	20,000,000,000	2,000,000
Issued and fully paid share capital: At 1 January 2019, 31 December 2019 and 31 December 2020	已發行及繳足股本: 於2019年1月1日、 2019年12月31日及 2020年12月31日	1,468,124,216	146,812

34. DEFERRED TAXATION

34. 遞延稅務

The following is the analysis of the deferred tax balances for financial reporting purposes:

以下為作財務呈報用途之遞延稅務結餘分析：

		2020	2019
		HK\$'000 千港元	HK\$'000 千港元
Deferred tax assets	遞延稅務資產	878	821
Deferred tax liabilities	遞延稅務負債	(15,185)	(64,280)
		(14,307)	(63,459)

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34. DEFERRED TAXATION (Continued)

The following are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the current and prior year:

34. 遞延稅務(續)

於年內及過往呈報年度，本集團已確認之重大遞延稅務負債(資產)及相關變動如下：

		Accelerated tax depreciation 加速稅項折舊	Tax losses 稅項虧損	Other intangible assets 其他無形資產	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於2019年 1月1日	34,994	(1,231)	46,690	80,453
Credit to profit for the year (Note 10)	於年內溢利入賬 (附註10)	(10,090)	—	(5,763)	(15,853)
Exchange adjustments	匯兌調整	(555)	410	(996)	(1,141)
At 31 December 2019	於2019年 12月31日	24,349	(821)	39,931	63,459
(Credit) to loss for the year (Note 10)	於年內虧損(入 賬)(附註10)	(9,219)	—	(41,743)	(50,962)
Exchange adjustments	匯兌調整	55	(57)	1,812	1,810
At 31 December 2020	於2020年 12月31日	15,185	(878)	—	14,307

At the end of the reporting period, the Group had estimated unutilised tax losses of approximately HK\$1,070,825,000 (2019: HK\$455,165,000) available for offset against future profits. Deferred tax asset had been recognised in respect of approximately HK\$3,512,000 (2019: HK\$3,284,000) for such losses. No deferred tax asset had been recognised in relation to remaining balances of approximately HK\$1,067,313,000 (2019: HK\$451,881,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses was approximately HK\$14,604,000 (2019: HK\$4,456,000) will expire before the year 2023 (2019: year 2022). Other losses may be carried forward indefinitely.

於呈報期末，本集團估計可供抵銷未來溢利之未動用稅項虧損約為1,070,825,000港元(2019: 455,165,000港元)。已就約3,512,000港元(2019: 3,284,000港元)確認遞延稅務資產。由於日後之溢利來源難以預測，故並無就餘下結餘約1,067,313,000港元(2019: 451,881,000港元)確認遞延稅務資產。約14,604,000港元(2019: 4,456,000港元)之未確認稅項虧損將於2023年(2019: 2022年)前到期。其他虧損則可無限期結轉。

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34. DEFERRED TAXATION (Continued)

As at 31 December 2020, the Group had deductible temporary differences of approximately HK\$61,888,000 (2019: HK\$40,220,000) in respect of accelerated depreciation allowance. No deferred tax asset had been recognised in relation to such deductible temporary differences as it was not probable that taxable profit would be available against which the deductible temporary differences could be utilised.

Under the EIT Law of PRC, withholding tax will be imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$752,592,000 (2019: HK\$807,779,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not be reversed in the foreseeable future.

35. ACQUISITION OF A BUSINESS THROUGH PURCHASE OF ADDITIONAL INTEREST IN A JOINT VENTURE

On 2 April 2019, BFY, a wholly owned subsidiary of the Company, entered into a sales and purchase Agreement, pursuant to which an independent third party agreed to sell, and BFY agreed to purchase additional 51% equity interest of 橋新 (the "Acquisition"). The principal business of 橋新 is sales and distribution of bottled LPG. The consideration for the Acquisition was RMB18,000,000 (equivalent to approximately HK\$20,373,000). The directors of the Company considered that the Acquisition will expand the Group's bottled LPG business in the Guangzhou province.

The remaining 49% equity interest of 橋新 is owned by the Group through BFY. The acquisition was completed on 31 May 2019, on which date control in 橋新 was passed to the Group. Since then, 橋新 ceased to be a joint venture of the Group and become a wholly-owned subsidiary of the Company.

34. 遞延稅務(續)

截至2020年12月31日，有關加速折舊撥備中，本集團有可扣稅暫時差額約61,888,000港元(2019：40,220,000港元)。由於本公司可利用可扣稅暫時差額以抵銷日後出現之應課稅溢利之可能性不大，故並無就該等可扣稅暫時差額確認遞延稅務資產。

根據中國所得稅法，由2008年1月1日起，中國附屬公司所賺取之溢利而宣派之股息須繳付預扣稅。本集團並無就應計入中國附屬公司之累計盈利之暫時差額752,592,000港元(2019年：807,779,000港元)於綜合財務報表內計提遞延稅務撥備，此乃由於本集團可控制撥回暫時差額之時間，而且暫時差額可能不會於可見將來撥回。

35. 透過購入一家合營企業的額外權益而收購一項業務

於2019年4月2日，本公司全資擁有附屬公司百富洋訂立了一份買賣協議。據此，一獨立第三方同意出售及百富洋同意購入橋新額外51%的股份權益(「收購」)。橋新的主要業務為銷售及分銷瓶裝液化氣。該項收購之代價為18,000,000人民幣(相等於約20,373,000港元)。本公司董事認為此項收購將擴大本集團在廣州市的瓶裝液化氣業務。

橋新餘下的49%股份權益由本集團透過百富洋持有。該項收購於2019年5月31日完成，於當日本集團得到橋新的控制權。故此，橋新由本集團之合營企業變更為本公司全資擁有之附屬公司。



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35. ACQUISITION OF A BUSINESS THROUGH PURCHASE OF ADDITIONAL INTEREST IN A JOINT VENTURE (Continued)

The fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

35. 透過購入一家合營企業的額外權益而收購一項業務(續)

於收購日，本集團確認獲得資產及承擔負債的公平值：

		HK\$'000 千港元
Non-current assets	非流動資產	
Property, plant and equipment	物業、機器及設備	4,467
Current assets	流動資產	
Inventories	存貨	1,353
Trade debtors	應收貿易賬款	714
Other debtors, deposits and prepayments (Note iii)	其他應收賬款、按金及預付款項 (附註iii)	108
Amounts due from the Group	應收本集團之款項	2,932
Bank balances and cash	銀行結餘及現金	2,287
		7,394
Current liabilities	流動負債	
Trade creditors	應付貿易賬款	171
Other creditors and accrued charges	其他應付賬款及應計費用	1,280
Amounts due to the Group	應付本集團之款項	2,574
		4,025
Net assets at Acquisition date	收購日淨資產	7,836
Goodwill on Acquisition (Note i)	收購的商譽(附註i)	32,108
Fair value of previously held 49% equity interest of 橋新 (Note ii)	先前持有橋新49%股份權益的公平值 (附註ii)	(19,571)
Consideration transferred	已轉移代價	20,373
Satisfied by:	以下列方式支付：	
Cash consideration paid	已付現金代價	(20,373)
Cash and cash equivalent acquired	獲得現金及現金等同項目	2,287
Net cash outflow in respect of the Acquisition of 橋新	有關收購橋新之現金流出淨額	(18,086)

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35. ACQUISITION OF A BUSINESS THROUGH PURCHASE OF ADDITIONAL INTEREST IN A JOINT VENTURE (Continued)

Notes:

- (i) None of the goodwill is expected to be deductible for tax purpose. The goodwill arising on the acquisition of 橋新 was attributed to the anticipated profitability of its sales and distribution of bottled LPG business. No identifiable intangible assets acquired and recognised separately from goodwill at the acquisition date.
- (ii) The gain on deemed disposal of previously held 49% equity interest of 橋新 of approximately HK\$9,218,000 was remeasured as the excess of the fair value of the 49% equity interest of 橋新 of approximately HK\$19,571,000 at 31 May 2019 over the carrying amount of 49% equity interest previously held in 橋新 of approximately HK\$10,353,000 at 31 May 2019 in accordance with HKFRS 3 (Revised) Business Combination. Pursuant to agreements entered into between BFY and the joint venture partners of 橋新 in year 2006 and 2015, the whole acquisition of 橋新 has been subcontracted to BFY until the Acquisition date.
- (iii) The receivable acquired (which principally comprised other debtors) with a fair value of approximately HK\$108,000 at the date of acquisition had a commitment with gross contractual amounts of approximately HK\$15,599,000. The best estimate at acquisition date of the 橋新 cash flow not expected to be collected amount of approximately HK\$15,491,000.
- (iv) The acquisition cost is insignificant.

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 December 2019 is approximately HK\$1,631,000 attributable to the acquisition of 橋新. Revenue of 橋新 included in the Group's revenue for the year ended 31 December 2019 amounted to approximately HK\$18,337,000.

Had these business combinations been effected at 1 January 2019, the revenue of the Group would have been approximately HK\$27,795,319,000 and the profit for the year would have been approximately HK\$591,342,000. The directors consider these 'proforma' numbers represent an approximate measurement of the performance of the combined group on an annualised basis and to provide a reference point for comparison in future periods.

35. 透過購入一家合營企業的額外權益而收購一項業務(續)

附註：

- (i) 預計商譽不會因稅務目的而扣除。收購橋新產生的商譽乃由於其銷售和分銷瓶裝液化氣業務的預期盈利能力而產生。於收購日期，並無與商譽分開收購及確認的可識別無形資產。
- (ii) 視作出售之前持有橋新的49%股份權益之收益約為9,218,000港元，乃根據香港財務報告準則第3號(經修訂)業務合併於2019年5月31日橋新49%股份權益之公平值約19,571,000港元減去於2019年5月31日，之前持有橋新的49%股份權益約10,353,000港元。根據2006年及2015年百富洋與橋新的合營企業伙伴訂立之協議，橋新的整個營運已外判予百富洋，直至收購日止。
- (iii) 於收購日，所獲得的應收款項(主要包括其他應收賬款)的公平值約為108,000港元，合約總金額約為15,599,000港元。於收購日，橋新現金流量的最佳估計預期不會收回，約為15,491,000港元。
- (iv) 收購成本並不重大。

收購對本集團業績之影響

截至2019年12月31日止年度之溢利包括歸屬於收購橋新約1,631,000港元。計入本集團截至2019年12月31日止年度收益的橋新收益約為18,337,000港元。

倘該等業務合併於2019年1月1日生效，本集團的收入將約為27,795,319,000港元，而年內溢利將約為591,342,000港元。董事認為該等備考數字代表合併集團以年度為基礎之表現的近似計量，並為將來期間提供參考點以作比較。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt and reserves, which includes lease liabilities and the borrowings as disclosed in notes 30 and 32 respectively, and equity attributable to owners of the Company, comprising issued share capital, share premium, reserves and retained profits.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risks associated with capital. The Group will balance its overall capital structure through new share issues, payment of dividends and the raising of bank borrowings or the repayment of the existing bank borrowings.

The Group's overall strategy remains unchanged during the year.

Categories of financial instruments

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	財務資產		
Amortised cost	攤銷成本	5,591,515	7,737,840
Derivative financial instruments	衍生財務工具	13,775	6,606
Financial liabilities	財務負債		
Amortised cost	攤銷成本	7,098,483	8,420,065
Derivative financial instruments	衍生財務工具	25,180	9,787

36. 資本風險管理及財務工具

資本風險管理

本集團之資本管理目標是確保本集團內各實體將可以持續方式經營，同時透過適當平衡負債與權益結構為股東帶來最大回報。本集團之整體策略與上年度保持不變。

本集團資本架構乃由債項及儲備(包括分別於附註30及32披露之租賃負債及借款)及本公司擁有人應佔權益(包括已發行股本、股份溢價、儲備及保留溢利)所組成。

本集團管理層按計及資本成本及與資本有關之風險持續檢討資本架構。本集團將透過發行新股、支付股息及增加銀行借款或償還現有之銀行借款以平衡其整體資本架構。

年內本集團整體策略保持不變。

財務工具之類別

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**

The Group's major financial instruments include bank balances and cash, pledged bank deposits, trade receivables, other debtors, deposits, amounts due from (to) an associate, amounts due to a joint venture, trade payables, other creditors and accrued charges, borrowings, lease liabilities and derivative financial instruments. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk(i) *Currency risk*

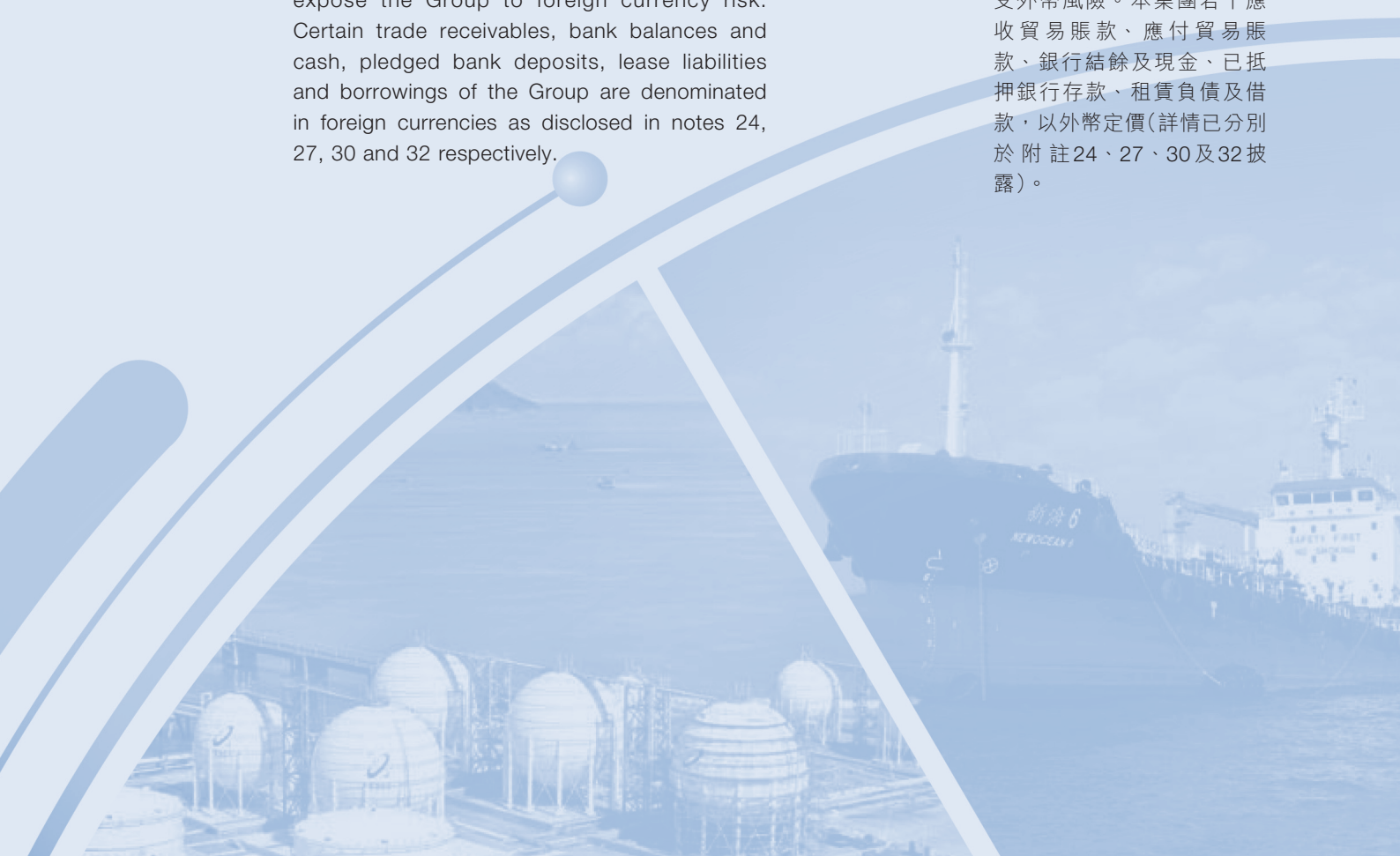
- (a) Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain trade receivables, bank balances and cash, pledged bank deposits, lease liabilities and borrowings of the Group are denominated in foreign currencies as disclosed in notes 24, 27, 30 and 32 respectively.

36. 資本風險管理及財務工具 (續)**財務風險管理目標及政策**

本集團之主要財務工具包括銀行結餘及現金、已抵押銀行存款、應收貿易賬款、其他應收賬款、按金、應收／付一家聯營公司款項、應收／付一間合營企業款項、應付貿易賬款、其他應付賬款及應計費用、借款及衍生財務工具。該等財務工具之詳情於各附註披露。下文載列與該等財務工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

市場風險(i) *貨幣風險*

- (a) 本公司若干附屬公司有以外幣計值之買賣，令本集團承受外幣風險。本集團若干應收貿易賬款、應付貿易賬款、銀行結餘及現金、已抵押銀行存款、租賃負債及借款，以外幣定價(詳情已分別於附註24、27、30及32披露)。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Market risk (Continued)

(i) Currency risk (Continued)

(a) (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2020	2019	2020	2019
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
USD (against RMB)	美元兌人民幣影響	2,636	83,552	2,582,840	2,766,540
RMB (against USD)	人民幣兌美元影響	6,895	4,529	10	—
SGD (against USD)	新加坡元兌美元影響	3,957	7,181	502	583
MYR (against USD)	令吉兌美元影響	557	—	40,089	30,786

During the year ended 31 December 2020 and 2019, the management entered into several derivative contracts to reduce the exposure to currency risk. As at 31 December 2020, the Group had outstanding foreign exchange derivative contracts with an aggregate notional amount of approximately USD130,500,000 for HK\$ (2019: approximately USD309,000,000 for HK\$). The details of the derivative financial instruments are disclosed in note 44.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

(a) (續)

本集團以外幣列值之貨幣資產及貨幣負債於呈報期末之賬面值如下：

截至2020年及2019年12月31日止年度，管理層已訂立數份衍生合約以減低貨幣風險。於2020年12月31日，有總名義金額約130,500,000美元之尚未結算港元(2019：約309,000,000美元之尚未結算港元)之外匯衍生合約。衍生財務工具之詳情已於附註44披露。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

- (b) In addition, as at 31 December 2020, a number of subsidiaries of the Group with USD/HK\$ as functional currency had intragroup balances that are denominated in RMB and with RMB as functional currency have intragroup balances that were denominated in USD/HK\$, with a net debit balance of HK\$3,384,580,000 (2019: a net debit balance of HK\$446,943,000) or vice versa, which exposed the Group to foreign currency risk.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

- (b) 此外，於2020年12月31日，本集團若干以美元／港元為功能貨幣的附屬公司，其集團內結餘以人民幣定價，及以人民幣為功能貨幣之附屬公司其集團內結餘以美元／港元定價，淨借額3,384,580,000港元(2019年：淨借額港幣446,943,000元)或相反貨幣定值，使本集團承受外幣風險。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

- (a) Since the exchange rate of HK\$ is pegged with USD, the Group's currency risk mainly arose from the exchange rate of USD against RMB or USD against SGD and vice versa. The following table details the Group's sensitivity to a 5% increase and decrease in USD against RMB and USD against SGD, and a 5% increase and decrease in the RMB/USD and SGD/USD spot rate and forward exchange rate. The 5% represents management's assessment of the reasonably possible change in the RMB/USD and SGD/USD exchange rate and the RMB/USD and SGD/USD forward exchange rate. The sensitivity analysis below does not include the derivative contracts of USD for HK\$ as at 31 December 2020 and 2019 because the management expected any reasonable possible change in the USD/HK\$ forward exchange rate would be immaterial. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and derivative financial instruments and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates or their fair value at the end of the reporting period for a 5% change in forward exchange rate. For monetary assets and liabilities, positive number below indicates an decrease/increase in post-tax loss/profit where RMB and SGD strengthen 5% against USD. For a 5% weakening of RMB and SGD against the relevant currency, there would be an equal and opposite impact on the loss/profit and the balances below would be negative. For derivative financial instruments, a negative number below indicates a increase/decrease in post-tax loss/profit where RMB strengthen 5% against USD/HKD. For a 5% weakening of RMB the relevant currency, there would be an equal and opposite impact on the loss/profit and the balances below would be positive.

36. 資本風險管理及財務工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析

- (a) 由於港元之匯率與美元掛鈎，本集團的貨幣風險主要來自美元兌人民幣及美元兌新加坡元，反之亦然。下表詳列本集團在美元兌人民幣或美元兌新加坡元上升及下跌5%及人民幣／美元及新加坡元／美元現貨價及遠期匯率上升及下跌5%之敏感度。5%代表管理層對人民幣／美元及新加坡元／美元匯率及人民幣／美元及新加坡元／美元遠期匯率之合理可能變動評估。由於管理層預期美元／港元遠期匯率之合理可能變動接近零，故以下的敏感度分析並未包括以港元結算之美元交割遠期合約於2020年及2019年12月31日。敏感度分析僅包括未結算之外幣列值貨幣項目及衍生財務工具；並於呈報期末對其換算作出5%匯率變動之調整，或於呈報期末對其公平值作出5%遠期匯率變動之調整。就貨幣資產及負債而言，倘人民幣及新加坡元兌美元上升5%，則如下正數表示除稅後虧損／溢利減少／增加。倘人民幣及新加坡元兌有關貨幣下跌5%，則會對虧損／溢利產生相等及相反之影響，且以下結餘將為負數。就衍生財務工具而言，倘人民幣兌美元／港元上升5%，則如下負數表示除稅後虧損／溢利增加／減少。倘人民幣兌有關貨幣下跌5%，則會對虧損／溢利產生相等及相反之影響，且以下結餘將為正數。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

	USD against RMB impact 美元兌人民幣影響		RMB against USD impact 人民幣兌美元影響		SGD against USD impact 新加坡元兌美元影響		MYR against USD impact 令吉兌美元影響	
	2020	2019	2020	2019	2020	2019	2020	2019
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Decrease/increase in loss/profit for the year (Note) – monetary assets and liabilities	107,724	100,269	333	195	143	275	1,641	1,278

Note: This is mainly attributable to the exposure outstanding on bank balances, payables, lease liabilities and borrowings denominated in USD, RMB, SGD or MYR and derivative financial instruments as at year end.

- (b) The following table details the sensitivity of a 5% (2019: 5%) increase and decrease in USD/HK\$ against RMB in respect of the Group's foreign currency exposure on intergroup balances. 5% (2019: 5%) is the sensitivity rate used by the management in the assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding intra group balance denominated in RMB between subsidiaries of the Group and adjusts its translation at the year end for a 5% change in RMB rates. A positive number below indicates a decrease/increase in post-tax loss/profit for the year where RMB strengthens 5% against USD/HK\$.

36. 資本風險管理及財務工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析 (續)

附註：這主要是於年末按美元、人民幣、新加坡元或令吉定價之未償還銀行結餘、應付賬款、租賃負債及借款以及衍生財務工具帶來之風險。

- (b) 就本集團之集團間結餘承受之外幣風險而言，下表詳列美元／港元兌人民幣上升及下跌5% (2019：5%)之敏感度。5% (2019：5%)為管理層評估匯率合理可能變動使用之敏感度比率。敏感度分析僅包括本集團附屬公司之間以人民幣定值之未償還結餘金額，並於年末對其換算作出5%人民幣匯率變動之調整。倘人民幣兌美元／港元上升5%，則如下正數表示年內除稅後虧損／溢利減少／增加。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

(b) (Continued)

For a 5% (2019: 5%) weakening of RMB against USD/HK\$, there would be an equal and opposite impact on the post-tax loss/profit for the year below:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
(Decrease) increase in post-tax loss/profit for the year	年內除稅後虧損/溢利 (減少)增加	149,898	49,108

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

(b) (續)

倘人民幣兌美元/港元下跌5%(2019: 5%)，則會對以下年內除稅後虧損/溢利產生相等及相反之影響：

管理層認為，由於年末風險並不反映年內之風險，故敏感度分析並不代表固有外匯風險。

Notes to the Consolidated Financial Statements

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**
(Continued)**Market risk** (Continued)

(ii) Interest rate risk

The Group's bank loans have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on variable-rate bank loans which bear interest at prevailing market rates. In addition, the Group has exposure to fair value interest rate risk through the impact of the rate changes on pledged bank deposits and borrowings which are at fixed interest rates. As at 31 December 2020 and 2019, the loans receivable included in other debtors exposed the Group to fair value interest rate risk as the loans receivable were at fixed interest rate. The Group's fair value interest rate risk relates primarily to fixed-rate borrowings (see note 32 for details of these borrowings), loan advances included in other debtors (see note 24 for details of these loans advances) and derivative financial instruments including pay fixed and receive floating interest rate swaps (see note 44 for details of these derivative financial instruments). The purpose of the Group to enter non deliverable cross currency interest swap is to reduce the cash flow interest rate risk but does not fulfill the hedge accounting requirement.

In the opinion of management of the Group, the expected change in interest rates will not have a significant impact on the interest income or bank balances and hence sensitivity analysis is not presented.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR and HIBOR arising from the Group's variable rate borrowings and partially set off by the derivative financial instruments including pay fixed and receive floating interest rate swaps.

36. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**市場風險** (續)

(ii) 利率風險

因以現行市場利率計息之浮息銀行借款之市場利率波動，本集團之銀行借款帶有現金流量利率風險。此外，利率改變對定息之已抵押銀行存款及借款構成影響，因此本集團亦須面對公平值利率風險。於2020年及2019年12月31日，由於應收貸款按固定利率計息，故本集團計入其他應收賬款之應收貸款亦面對公平值利率風險。本集團之公平值利率風險主要涉及定息借款（該等借款之詳情請見附註32）、計入其他應收賬款之貸款（該等貸款之詳情請見附註24）及衍生財務工具，包括定息支付及浮息收取掉期（該等衍生財務工具之詳情請見附註44）。本集團訂立不可交割交叉貨幣利率掉期之目的是降低現金流量利率風險，但並不符合對沖會計要求。

本集團管理層認為，預期利率變動不會對銀行結餘的利息收入產生重大影響，故並無呈列敏感度分析。

本集團之財務負債利率風險詳情載於本附註流動資金風險管理一節。本集團之現金流量利率風險主要集中於本集團浮息借款產生之倫敦銀行同業拆息及香港銀行同業拆息之波動，並被衍生財務工具（包括定息支付及浮息收取掉期）抵銷。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the Group's exposure to interest rates for variable-rate borrowings, excluding the exposure from the bank borrowings offset by the derivative financial instruments of pay fixed and received floating interest rate swaps. The analysis is prepared assuming the amount of outstanding balances at the end of the reporting period was outstanding for the whole year. A 50 basis points increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2020 would increase/decrease by HK\$26,154,000 (2019: the Group's profit decrease/increase by HK\$26,728,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings, excluding the exposure from the bank borrowings offset by the derivative financial instruments that pay fixed and received floating interest rate swaps.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析

以下敏感度分析乃按本集團浮息借款利率風險(不包括被衍生財務工具(包括定息支付及浮息收取掉期)抵銷之銀行借款風險)釐定。分析乃假設於呈報期末未償還之結餘金額於全年均未償還而作出。50個基點之增減代表管理層對利率之合理可能變動作出之評估。

倘利率增/減50個基點且所有其他可變因素維持不變，本集團截至2020年12月31日止年度之虧損將增加/減少26,154,000港元(2019：本集團之溢利減少/增加26,728,000港元)，這主要由於本集團之浮息銀行借款面對利率風險(不包括被衍生財務工具(包括定息支付及浮息收取掉期)抵銷之銀行借款風險)。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**
(Continued)**Market risk** (Continued)

(iii) Price risk

The Group is engaged in the sale and distribution of LPG and oil products and thus exposed to the risk arising from the fluctuation of the commodities price in the market. The Group entered into a number of commodities swap contracts during the year ended 31 December 2020 and 2019 to reduce certain commodities price risk. As at 31 December 2020, the Group has outstanding commodities swap contracts for LPG and oil products with aggregate notional amounts of approximately USD33,692,000 (2019: approximately USD1,840,000) respectively. The details of these derivative financial instruments are disclosed in note 44.

Sensitivity analysis

The sensitivity analysis below has been determined based on the outstanding commodities swap contracts as at 31 December 2020. If the prices of LPG and oil had been 5% higher/lower, the Group's post-tax loss for the year would decrease/increase by approximately HK\$10,944,000 (2019: the Group's post-tax profit increase/decrease by approximately HK\$598,000) as a result of changes in fair value of the commodities swap contracts.

36. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**市場風險** (續)

(iii) 價格風險

本集團主要從事銷售及分銷液化氣及油品，故此會面對由市場商品價格波動而產生之風險。截至2020年及2019年12月31日止年度，本集團已訂立若干商品掉期合約以減低商品價格風險。於2020年12月31日，有總名義金額約33,692,000美元液化氣及油品尚未結算之商品掉期合約(2019：約1,840,000美元)。該等衍生財務工具之詳情已於附註44披露。

敏感度分析

下文所述之敏感度分析乃根據於2020年12月31日尚未到期之商品掉期合約釐定。倘若液化氣及油品之價格上升/下跌5%，本集團年內之稅後虧損將減少/增加約10,944,000港元(2019：除稅後溢利將增加/減少約598,000港元)，此乃由於商品掉期合約之公平值改變所致。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 December 2020, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with certain loan advances are mitigated because they are secured over a property and a cruise. The Group has significant concentration risk on certain customers and the loan advance to several entities.

Trade receivables assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. The Group only accepts bills issued or guaranteed by reputable PRC bankers if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed or discounted bills is insignificant. Under HKFRS 9, the Group applies simplified approach on trade receivables to provide for ECL prescribed by HKFRS 9. To measure the ECL, trade receivables are assessed individually for credit-impaired debtors and for debtors with significant balance by reference to past default experience and current past due exposure of the debtor, and an analysis of the debtor's current financial position, and collectively using a provision matrix for the remaining balances, which is grouped based on shared credit risk characteristics and the historical observed default rates adjusted for forward-looking estimates that is available without undue costs or effort. As part of the Group's credit risk management, the Group applies internal credit rating for its customers and the average loss rates for the year ended 31 December 2020 ranged from 0.2% to 6.6% (2019: 0.2% to 6.0%).

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

於2020年12月31日，因對方不履行責任而令本集團蒙受財務損失之最高信貸風險來自各自於綜合財務狀況表載列之已確認財務資產之賬面值。本集團並無持有任何抵押品或其他信貸增強措施以彌補其與財務資產相關的信貸風險，惟與某些借款預付款以一所物業及郵輪為抵押相關的信貸風險因而減輕。本集團在一些客戶及向數家實體提供之貸款上面對重大之集中風險。

與客戶訂立合約產生的應收貿易款項資產

為減輕信貸風險，本集團管理層已委派一個團隊負責確定信用額度、信用審批及其他監控程序，以確保採取跟進行動來收回過期賬款。本集團於接納任何新客戶前會先以內部信貸評分系統以評估潛在客戶之信貸質素，並設定其信貸額度。客戶應估的額度及評分會於每年審閱兩次。本集團僅在應收賬款以票據結算時才接受由中國知名銀行發行或擔保的票據，因此，本集團管理層認為背書或貼現票據產生的信用風險並不重大。根據香港會計準則第39號，減值虧損按無法收回的金額計算。按照香港財務報告準則第9號，本集團對應收貿易賬款採用簡化法計算香港財務報告準則第9號規定的預期信貸虧損。為計量預期信貸虧損，應收貿易賬款參考過往違約經驗及債務人當前逾期風險，以及信貸減值債務人及債務人當前財務狀況的平均值，個別評估具有重大結餘的債務人，而餘額則集體地使用撥備矩陣評估，根據所分攤的信貸風險特徵及可觀察的歷史違約率根據前瞻性估計進行調整分類，減少不必要的成本及努力。作為本集團之信貸風險管理一部份，本集團為其客戶採用內部信貸評級，截至2020年12月31日，平均損失率介乎0.2%至6.6% (2019: 0.2%至6.0%)。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**
(Continued)**Credit risk and impairment assessment** (Continued)

Trade receivables assets arising from contracts with customers (Continued)

As at 31 December 2020, the top ten largest trade receivables amounted to approximately HK\$3,902,640,000 (2019: HK\$3,641,161,000) and comprised around 91.3% (2019: 75.2%) of the Group's trade receivables before impairment provisions. The following table shows the analysis of the top ten largest trade receivables by their business nature and location etc.:

36. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**信貸風險及減值評估** (續)

與客戶訂立合約產生的應收貿易款項資產(續)

於2020年12月31日，首10位最大應收貿易賬款約為3,902,640,000港元(2019：3,641,161,000港元)，佔本集團的應收貿易賬款約91.3%(2019：75.2%)。下表顯示首10位應收貿易賬款以其業務性質及地區之分析：

		Customers included in the top ten individual largest trade receivables 包括在首十位個別最大應收貿易賬款之客戶				Locations 地區 2020 and 2019 2020 及 2019
		Number 數目		% of the total trade receivables 總應收貿易賬款百分比		
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2020 HK\$'000 千港元	2019 HK\$'000 千港元	
Sales of LPG	銷售液化氣	4	3	32.2	29.2	PRC, Thailand, HK and others 中國、泰國、香港及其他 PRC, Thailand, HK and others 中國、泰國、香港及其他 Thailand 泰國
Sales of oil products	銷售油品	5	6	52.7	42.3	
Sales of electronic products	銷售電子產品	1	1	6.4	3.7	
		10	10	91.3	75.2	

Notes to the Consolidated Financial Statements

綜合財務報表附註

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables assets arising from contracts with customers (Continued)

Most of the customers of the Group are large wholesalers or trading companies in the PRC, Thailand, Hong Kong or overseas. The management of the Group considers that the credit risk on amounts due from these customers is insignificant after considering their historical settlement records, credit qualities and financial position of the counterparties.

Loan advances and deposits paid and other receivables

Before granting loan advances, the management of the Group obtains an understanding of to the credit background of the debtors and undertakes an internal credit approval process. The management of the Group has taken into account the economic outlook of the industries in which the debtors operate and reviews the recoverable amount of each loan receivable at the end of each reporting period to ensure that adequate impairment losses is recognised for irrecoverable debts. The management closely monitored the subsequent settlement of the individual loan and assessed impairment with reference to the fair value of the collateralised cruise and residential properties located in Hong Kong. Also, the management might request for highly liquid collaterals in order to minimise the exposure of credit risk. In this regard, the directors considered that the Group's credit risk is significantly reduced. During the year ended 31 December 2020, an additional impairment losses of HK\$394,000,000 (2019: HK\$445,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

與客戶訂立合約產生的應收貿易款項資產(續)

本集團大部份客戶為中國、泰國、香港及海外之大型批發或貿易公司。本集團之管理層經考慮交易方的過往結算紀錄、信用質素及財務狀況後，認為該等客戶結欠金額之信貸風險並不重大。

貸款及已付按金及其他應收賬款

在授予貸款之前，本集團管理層已了解債務人的信貸背景並進行內部信貸審批程序。本集團管理層已考慮到債務人經營所在行業的經濟前景及於每個報告期末檢討各應收貸款的可收回金額，以確保就不可收回債務確認足夠減值虧損。管理層密切監察個別貸款的後續結算，並參考位於香港的抵押郵輪及住宅物業的公平值減值評估。此外，管理層可能會要求高流動性抵押品，以盡量減少信貸風險。就此而言，董事認為本集團的信貸風險已大幅減少。截至2020年12月31日止年度內，於綜合損益及其他全面收益表確認額外減值虧損394,000,000港元(2019：445,000港元)。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Amounts due from an associate

For amounts due from an associate, in order to minimise the credit risk, the management of the Group continuously monitors the settlement status and the level of exposure to ensure that follow-up action is taken to recover overdue debts. In the opinion of the management of the Group, the risk of default by this counterparty is not significant and the Group assessed that the 12m ECL on these balances was insignificant for the year ended 31 December 2019 and 2020 and thus no impairment loss was recognised.

Pledged bank deposits and bank balances and cash

Credit risk on pledged bank deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收一家聯營公司款項

就應收一家聯營公司款項而言，為減低信貸風險，本集團之管理層一直監察結算狀態及風險程度，以確保就收回逾期債務採取跟進安排。本集團之管理層認為，合約方之違約風險並不顯著，本集團就12個月預期信貸虧損之結餘進行評估。評估乃按照於2020年及2019年12月31日止年度而作出，故此並無確認減值虧損。

已抵押銀行存款及銀行結餘及現金

因交易方為國際信用評級機構授予具有高信用等級並信譽良好的銀行，故已抵押銀行存款及銀行結餘的信用風險有限。本集團根據外部信用評級機構公佈的信用評級等級參考違約概率及違約損失，對已抵押銀行存款及銀行結餘進行了12個月的預期信貸虧損評估。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團之內部信貸評級包含以下類別：

Internal credit rating 內部信貸評級	Description 描述	Trade receivables/ loan receivables 應收貿易賬款/ 應收借款	Other financial assets/other items 其他財務資產/ 其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易方違約風險較低，並且沒有任何逾期金額	Lifetime ECL — not credit-impaired 存續預期信貸虧損 — 非信貸減值	12m ECL 12個月預期信貸虧損
Medium risk 中風險	Debtor frequently repays after due dates but usually settle in full 債務人經常在到期日後償還，但會全數償還	Lifetime ECL — not credit-impaired 存續預期信貸虧損 — 非信貸減值	12m ECL 12個月預期信貸虧損
High risk 高風險	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自透過內部開發的信息或外部資源，於首次確認以來，信貸風險顯著增加	Lifetime ECL — not credit-impaired 存續預期信貸虧損 — 非信貸減值	Lifetime ECL — not credit-impaired 存續預期信貸虧損 — 非信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據表明該資產已被信貸減值	Lifetime ECL — credit-impaired 存續預期信貸虧損 — 信貸減值	Lifetime ECL — credit-impaired 存續預期信貸虧損 — 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人處於財政困難，本集團認為並無可收回的機會	Amount is written off 已撇銷金額	Amount is written off 已撇銷金額

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

36. 資本風險管理及財務工具(續)

Financial risk management objectives and policies
(Continued)

財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

下表詳列本集團之財務資產根據預期信貸虧損評估項下所面對之信貸風險：

	Notes 附註	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12m or lifetime ECL 12個月或存續預期信貸虧損	Gross carrying amount 賬面總值	
					2020	2019
					HK\$'000 千港元	HK\$'000 千港元
Financial assets at amortised cost 按攤銷成本計算之財務資產						
Trade receivables – contracts with customers 應收貿易賬款 – 與客戶訂立合約	24	– 不適用	(Note 1) (附註1)	Lifetime ECL (not credit impaired and assessed individually) 存續預期信貸虧損(非信貸減值及個別評估)	3,510,725	248,552
				– High risk – 高風險	101,109	8,868
				– Medium risk – 中風險	597,007	4,552,759
				– Low risk – 低風險	4,208,841	4,810,179
	24	– 不適用	(Note 1) (附註1)	Lifetime ECL (not credit impaired and assessed in provision matrix) 存續預期信貸虧損(非信貸減值及以撥備矩陣評估)	5,852	6,138
	24	– 不適用	(Note 1) (附註1)	Credit impaired 信貸減值	555,000	27,000
Loan advances 貸款	24	– 不適用	(Note 2) (附註2)	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(非信貸減值及個別評估)	6,420	70,334
	24	– 不適用	(Note 2) (附註2)	Lifetime ECL (not credit impaired) 存續預期信貸虧損(非信貸減值)	445,729	–
	24	– 不適用	(Note 2) (附註2)	Lifetime ECL (credit impaired) 存續預期信貸虧損(信貸減值)	109,858	51,783
Deposits paid and other receivables 已付按金及其他應收賬款	22 and 24 22及24	– 不適用	(Note 2) (附註2)	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(非信貸減值及個別評估)	259,058	241,789
Amounts due from an associate 應收一家聯營公司款項	25	– 不適用	(Note 2) (附註2)	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(非信貸減值及個別評估)	7,830	6,716
Pledged bank deposits 已抵押銀行存款	27	Aa1 不適用	– 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(非信貸減值及個別評估)	385,129	360,218
Bank balances and cash 銀行結餘及現金	27	Aa2 to Baa1 Aa2至Baa1	– 不適用	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(非信貸減值及個別評估)	873,742	2,288,684

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for receivables with significant outstanding balances or credit-impaired, the Group determines the expected credit losses on these items grouped by internal credit rating and past due status.
- For loan advances, deposits paid and other receivables, amounts due from an associate, pledged bank deposits, and bank balances and cash, except for balances are credit-impaired, the Group has applied the 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL.

The estimated loss rates are estimated based on historical credit loss experience of the debtors and are adjusted for forward-looking information (for example, the economics growth rates which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The internal credit rating categories are regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

For loan receivables, the management of the Group makes individual assessment on the recoverability of loan advances to independent third parties based on historical settlement records, any cash flows that are expected from the realisation of the collateral and also forward-looking information starting from 1 January 2019 and 31 December 2019 and 2020.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：

- 就應收貿易賬款而言，本集團已應用香港財務報告準則第9號簡化方法以計量存續預期信貸虧損之虧損準備。除有重大未償還之結餘金額或已信貸減值的應收賬款外，本集團根據內部信貸評級及過期狀態以確定該等項目之預期信貸虧損。
- 就貸款、已付按金及其他應收款項、應收一家聯營公司款項、已抵押銀行存款和銀行結餘及現金而言，除已信貸減值之結餘外，本集團已應用12個月預期信貸虧損確認存續預期信貸虧損(除於首次確認後信貸風險顯著增加)。

估計虧損率乃按照債務人的歷史信用虧損經驗估計，並以前瞻性資料作出調整(例如：可反映債務人所經營之行業之一般經濟狀況的經濟增長率)，以減低不必要的成本及努力。本集團之管理層使用該前瞻性資料以評估報告日的現況及預測方向。本集團之管理層將會定期審閱內部信貸評級類別，以確保更新有關特定債務人的相關資料。

就應收貸款而言，本集團之管理層根據過往結算紀錄、變現抵押品所預期的任何現金流，及自2019年1月1日及2019年及2020年12月31日之前瞻性資料，向一獨立第三方借款作出可收回之個別評估。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (not credit- impaired) 存續預期 信貸虧損 (非信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 存續預期 信貸虧損 (信貸減值) HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 January 2019	截至2019年1月1日	30,000	27,000	57,000
Changes due to financial instruments recognised as at 1 January:	因截至1月1日確認之財務工具之改變：			
— Impairment losses reversed	— 減值虧損轉回	(28,757)	—	(28,757)
New financial assets originated	新財務資產的起源	36,757	—	36,757
As at 31 December 2019	截至2019年12月31日	38,000	27,000	65,000
Changes due to financial instruments recognised as at 1 January:	因截至1月1日確認之財務工具之改變：			
— Impairment losses reversed	— 減值虧損轉回	(25,878)	—	(25,878)
New financial assets originated	新財務資產的起源	244,822	528,000	772,822
As at 31 December 2020	截至2020年12月31日	256,944	555,000	811,944

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示根據簡化方法已確認的應收貿易賬款之存續預期信貸虧損變動。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the reconciliation of loss allowance that has been recognised for loan advances, deposits paid and other receivables.

		12m ECL	Lifetime ECL (not credit- impaired) 存續預期 信貸虧損 (非信貸減值)	Lifetime ECL (credit- impaired) 存續預期 信貸虧損 (信貸減值)	Total
		12個月 預期信貸虧損 HK\$'000 千港元	存續預期 信貸虧損 (非信貸減值) HK\$'000 千港元	存續預期 信貸虧損 (信貸減值) HK\$'000 千港元	合計 HK\$'000 千港元
As at 1 January 2019	截至2019年1月1日	11,513	—	48,487	60,000
Changes due to financial instruments recognised as at 1 January:	因截至1月1日確認之財務工具之改變：				
— Transfer to credit impaired	— 轉移至信貸減值	(3,296)	—	3,296	—
As at 31 December 2019	截至2019年12月31日	8,217	—	51,783	60,000
Changes due to financial instruments recognised as at 1 January:	因截至1月1日確認之財務工具之改變：				
— Transfer to credit impaired	— 轉移至信貸減值	(15,899)	—	15,899	—
— Impairment losses recognised	— 已確認減值虧損	8,493	—	42,176	50,669
— Impairment losses reversed	— 減值虧損轉回	(96)	—	—	(96)
New financial assets originated	新財務資產的起源	215	343,212	—	343,427
As at 31 December 2020	截至2020年12月31日	930	343,212	109,858	454,000

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示貸款、已付按金及其他應收賬款之已確認虧損準備之對賬。

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**
(Continued)**Credit risk and impairment assessment** (Continued)

As at 31 December 2020, loan advances with a gross carrying amount of HK\$109,858,000 (2019: HK\$51,783,000) was identified as credit-impaired financial assets following a significant financial difficulty of counterparties. During the year ended 31 December 2020, an additional net impairment losses of HK\$394,000,000 (2019: HK\$ Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income.

During the year ended 31 December 2020, the Group reversed HK\$25,878,000 (2019: HK\$28,757,000) impairment losses for trade receivables due to the settlement from trade debtors.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants. Given that the Group has breached several loan covenants as at 31 December 2020, a number of creditor banks demanded a reduction or limitation of the documentary and other short term credit extended to the Group. The details are set out in note 1A.

As at 31 December 2020, the Group has undrawn short term borrowing facilities amounting to HK\$ Nil (2019: approximately HK\$4,707,386,000).

36. 資本風險管理及財務工具 (續)**財務風險管理目標及政策** (續)**信貸風險及減值評估** (續)

截至2020年12月31日，因交易對方有重大財務困難，貸款中之109,858,000港元(2019：51,783,000港元)確認為信貸減值。截至2020年12月31日止年度內，於綜合損益及其他全面收益表中確認額外淨減值虧損394,000,000港元(2019：無)。

截至2020年12月31日止年度，由於已收回應收貿易賬款，本集團已轉回25,878,000港元(2019：28,757,000港元)應收貿易款項減值虧損。

流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠之現金及等同現金價值數額，以為本集團之業務營運提供資金並減輕現金流量波動之影響。管理層監控銀行借款之使用情況及確保遵守借款契約。鑑於本集團於2020年12月31日已違反多項貸款契約，若干銀行債權人要求減少或限制向本集團提供的信用證及其他短期信貸。詳情已載列於附註1A。

於2020年12月31日，本集團並無未提取短期借款信貸(2019：約為4,707,386,000港元)。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest at floating rates, the undiscounted amount is derived from interest rate carries at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash (inflows) outflows on derivative instruments that will be settled on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團非衍生財務負債之餘下合約之到期期限。下表乃基於本集團於須償還財務負債之最早日期之未折現現金流量而編製。下表包括利息及本金之現金流量。倘利息流量是以浮動利率計算，則未貼現金額以呈報期末之利率推算。

此外，下表詳列本集團衍生財務工具之流動資金分析。該表已根據以淨值結算之衍生工具未貼現合約現金流淨值(流入)流出編製。當應付款項並非固定時，所披露金額已參考於呈報期末之收益曲線所呈現之預期利率釐定。本集團衍生財務工具之流動資金分析乃按照合約到期日編製，原因是管理層認為合約到期日對理解衍生工具之現金流量之時間至關重要。



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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

36. 資本風險管理及財務工具(續)

Financial risk management objectives and policies
(Continued)

財務風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

Liquidity risk table

流動資金風險表

	Weighted average effective interest rate	Within 1 year	1 year to 2 years	2 years to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 December 2020
	加權平均實際利率	1年內	1年至2年	2年至5年	超過5年	總未貼現現金流量	於2020年12月31日之賬面值
	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2020							
Non-derivative financial liabilities	非衍生財務負債						
Trade payables	應付貿易賬款	—	44,387	—	—	44,387	44,387
Other creditors	其他應付賬款	—	293,786	—	—	293,786	293,786
Amount due to an associate	應付一家聯營公司之款項	—	10,411	—	—	10,411	10,411
Fixed interest rates borrowings	定息借款	4.47%	357,757	—	—	357,757	356,476
Variable interest rate borrowings	浮息借款	4.38%	6,321,507	—	—	6,321,507	6,264,367
Lease liabilities	租賃負債	4.81%	53,458	14,063	34,741	46,554	129,056
			7,081,306	14,063	34,741	46,554	7,176,664
							7,098,483
Derivatives – net settlement	衍生工具 – 結算淨額						
Commodities swaps contracts inflow	商品掉期合約流入		(100)	—	—	(100)	(100)
Non-deliverable cross currency interest swap contracts outflow	不可交割交叉貨幣利率掉期合約流出		8,121	3,384	—	11,505	11,505

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Liquidity risk (Continued)

Liquidity risk table (Continued)

		Weighted average effective interest rate	Within 1 year	1 year	2 years to	Over	Total undiscounted cash flows	Carrying amount at 31 December 2019 於2019年 12月31日 之賬面值
				to 2 years	5 years	5 years		
		加權平均 實際利率	1年內	1年至2年	2年至5年	超過5年	總未貼現 現金流量	
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2019	2019							
Non-derivative financial liabilities	非衍生財務負債							
Trade payables	應付貿易賬款	—	974,192	—	—	—	974,192	974,192
Other creditors	其他應付賬款	—	204,052	—	—	—	204,052	204,053
Amount due to an associate	應付一家聯營公司之款項	—	9,480	—	—	—	9,480	9,480
Amount due to a joint venture	應付一家合營企業之款項	—	5,576	—	—	—	5,576	5,576
Fixed interest rates borrowings	定息借款	4.04%	655,683	—	—	—	655,683	652,443
Variable interest rate borrowings	浮息借款	5.22%	5,156,334	346,233	1,126,346	—	6,628,913	6,401,967
Lease liabilities	租賃負債	4.02%	57,597	55,162	40,764	50,787	204,310	172,354
			7,062,914	401,395	1,167,110	50,787	8,682,206	8,420,065
Derivatives – net settlement	衍生工具 – 結算淨額							
Commodities swaps contracts outflow	商品掉期合約流出		830	—	—	—	830	830
Non-deliverable cross currency interest swap contracts (inflow) outflow	不可交割交叉貨幣利率掉期合約(流入)流出		26	206	85	—	317	317
Foreign exchange option contracts outflow	外幣期權合約流出		2,034	—	—	—	2,034	2,034

36. 資本風險管理及財務工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

流動資金風險表(續)

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36. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Fair value

The fair value of financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis and or dealer quotes for similar instruments.

- the fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of derivative financial instruments is determined based on a discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

The details of fair value measurements of financial instruments that are measured at fair value on a recurring basis are further set out in note 46.

36. 資本風險管理及財務工具(續)

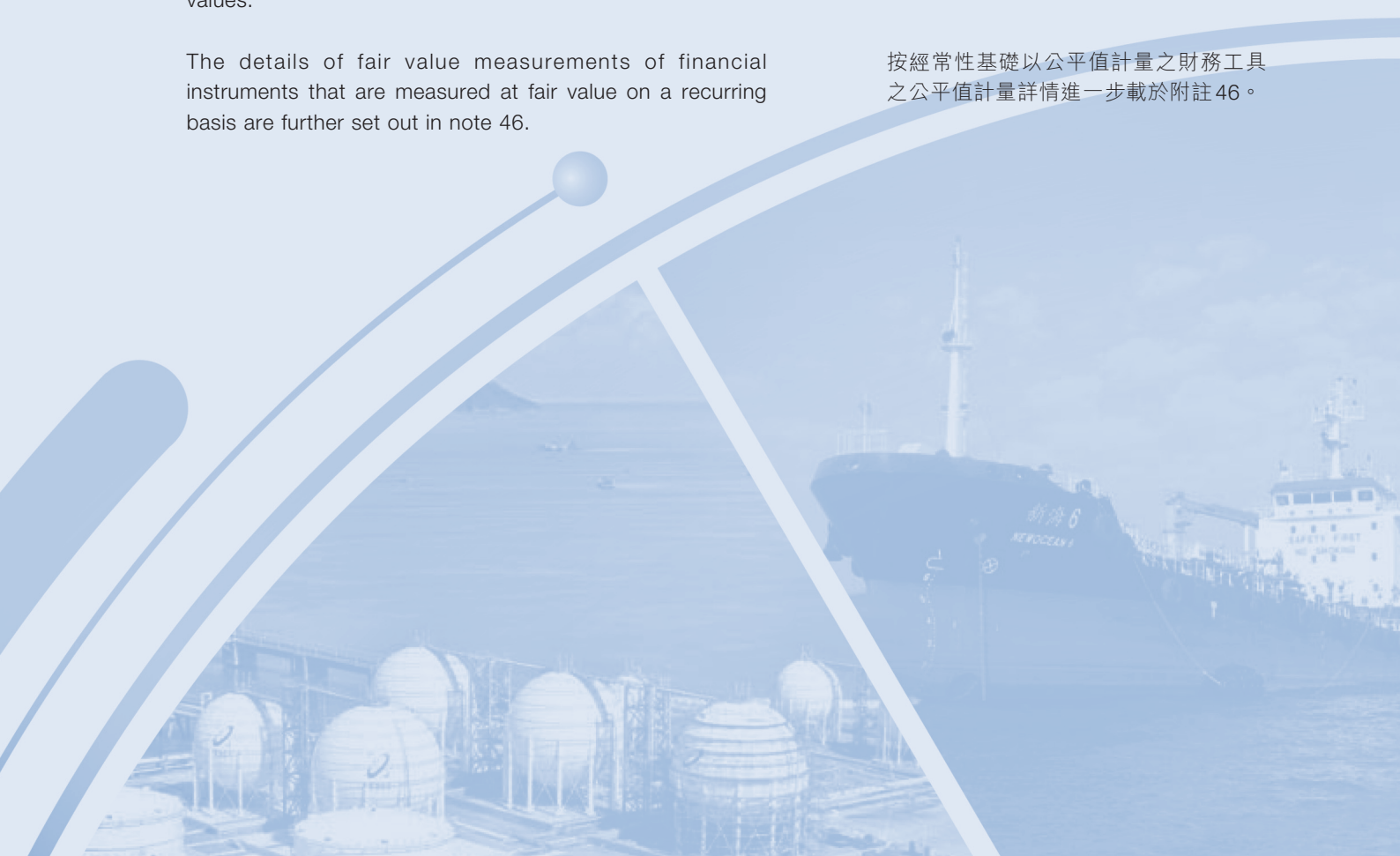
公平值

財務資產及財務負債之公平值(衍生工具除外)乃按折現現金流量分析及或同類工具商家報價根據公認定價模式釐定。

- 按標準條款及條件並於活躍流動市場買賣之財務資產之公平值參考所報市場買價而釐定；及
- 衍生財務工具公平值乃使用貼現現金流釐定，以非可選衍生工具之期限適當之收益率曲線計算，而可選衍生工具則以期權定價模式計算。

董事認為於綜合財務報表中按攤銷成本記賬之財務資產及財務負債之賬面值與其公平值相若。

按經常性基礎以公平值計量之財務工具之公平值計量詳情進一步載於附註46。



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37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those 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.

Reconciliation of liabilities arising from financing activities

		Borrowings	Lease liabilities	Interest payable (included in other payable)	Total
		借款	租賃負債	應付利息 (包括在其他應付款項中)	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2020	於2020年1月1日	7,054,410	172,354	6,997	7,233,761
Financing cash flows	融資現金流	(447,344)	(59,126)	(218,829)	(725,299)
Non-cash changes	非現金變動				
Interest expense	利息支出	—	8,167	274,539	282,706
New lease entered	訂立新租約	—	12,143	—	12,143
Modification	修訂	—	(14,258)	—	(14,258)
Exchange realignment	匯兌重整	13,777	9,776	—	23,553
At 31 December 2020	於2020年 12月31日	6,620,843	129,056	62,707	6,812,606

37. 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量或將來現金流量於本集團綜合現金流量表分類為融資活動現金流量。

融資活動產生之負債對賬



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37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)**Reconciliation of liabilities arising from financing activities** (Continued)

		Borrowings	Lease liabilities	Interest payable (included in other payable) 應付利息 (包括在其他應付款項中)	Total
		借款	租賃負債	應付利息	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於2019年1月1日	7,173,371	187,304	12,667	7,373,342
Financing cash flows	融資現金流	(116,201)	(50,425)	(355,935)	(522,561)
Non-cash changes	非現金變動				
Interest expense	利息支出	—	8,220	350,265	358,485
New lease entered	訂立新租約	—	39,091	—	39,091
Exchange realignment	匯兌重整	(2,760)	(11,836)	—	(14,596)
At 31 December 2019	於2019年 12月31日	7,054,410	172,354	6,997	7,233,761

37. 融資活動產生之負債對賬 (續)**融資活動產生之負債對賬** (續)**38. CONTINGENT LIABILITIES**

The Group had no significant contingent liabilities at 31 December 2020 and 2019.

38. 或然負債

於2020年及2019年12月31日，本集團並無重大或然負債。



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39. LEASE COMMITMENTS

The Group as lessor

All of the Groups oil vessels and warehouse held by the Group for rental purposes have committed lessees for the next one to five years.

Undiscounted lease payment receivable on leases are as follows:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	29,829	6,296
In the second to fifth year inclusive	第二至五年內(包括首尾兩年)	18,792	10,500
		48,621	16,796

40. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of purchase of gas plant and machinery and oil vessels

有關購入氣庫、機器及油船的已訂約但未於綜合財務報表撥備之資本開支

Capital expenditure authorised for but not contracted and provided in the consolidated financial statements in respect of acquisition of investment projects

有關收購投資項目的已獲授權但未訂約及未於綜合財務報表撥備之資本開支

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of purchase of gas plant and machinery and oil vessels	有關購入氣庫、機器及油船的已訂約但未於綜合財務報表撥備之資本開支	724,454	440,948
Capital expenditure authorised for but not contracted and provided in the consolidated financial statements in respect of acquisition of investment projects	有關收購投資項目的已獲授權但未訂約及未於綜合財務報表撥備之資本開支	32,649	33,489

39. 租賃承擔

本集團作為出租人

本集團所有的油船及倉庫都已承諾在未來一到五年內承租。

應收未貼現的租賃款項如下：

40. 資本承擔

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of purchase of gas plant and machinery and oil vessels

有關購入氣庫、機器及油船的已訂約但未於綜合財務報表撥備之資本開支

Capital expenditure authorised for but not contracted and provided in the consolidated financial statements in respect of acquisition of investment projects

有關收購投資項目的已獲授權但未訂約及未於綜合財務報表撥備之資本開支

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of purchase of gas plant and machinery and oil vessels	有關購入氣庫、機器及油船的已訂約但未於綜合財務報表撥備之資本開支	724,454	440,948
Capital expenditure authorised for but not contracted and provided in the consolidated financial statements in respect of acquisition of investment projects	有關收購投資項目的已獲授權但未訂約及未於綜合財務報表撥備之資本開支	32,649	33,489

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41. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group and each employee employed in Hong Kong are required to make a contribution of 5% on the employees' monthly relevant income with a maximum monthly contribution of HK\$1,500 per person from June 2014 onward.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefits scheme operated by the PRC government. The subsidiaries are required to contribute fixed percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

As prescribed by the Central Provident Fund ("CPF") Board of Singapore, the Group's employees employed in Singapore who are Singapore Citizens or Permanent Residents are required to join the CPF scheme. From 1 January 2018 onwards, the Group's contribution rates of the eligible employees' salaries remain the same, with each employee's qualifying salary capped at SGD\$6,000 (equivalent to approximately HK\$35,000) per month.

The total expense recognised in profit or loss of HK\$6,314,000 (2019: HK\$10,994,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

41. 退休福利計劃

本集團為其於香港之全體合資格僱員設有強制性公積金計劃。該計劃之資產與本集團資產分開持有，由信託人以基金形式控制。本集團及於香港聘用之每位僱員須每月按僱員有關收入之5%作出供款，自2014年6月起，每月供款上限分別為每人1,500港元。

本集團於中國附屬公司之僱員參加中國政府管理之退休福利計劃。該等附屬公司按要求向退休福利計劃以工資成本之固定比例供款。本集團對退休福利計劃之唯一責任是作出指定供款。

按照新加坡公積金(「公積金計劃」)局規定，本集團於新加坡聘用之僱員若為新加坡公民或永久性居民，必須參與公積金計劃。由2018年1月1日起，本集團為合資格僱員作出之供款保持不變，每位僱員合資格薪金上限為每月6,000新加坡元(相等於約35,000港元)。

在損益中確認的總開支為6,314,000港元(2019: 10,994,000港元)，指本集團按計劃規則規定的比率向該等計劃支付的供款。



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42. RELATED PARTY TRANSACTIONS

Other than the related party transactions as set out in notes 25 and 31, saved as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the year:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Sales to joint ventures	向合營企業銷售	—	12,075
Acquisition of right-of-use assets from Shum Ho Neo (Note 1)	向岑浩收購使用權資產 (附註1)	4,560	—
Repayment of lease liabilities made to a related party (Note 2)	向一關聯方償還租賃負債 (附註2)	27,074	27,074
Rental expenses paid to Shum Ho, Neo (Note 3)	向岑浩支付租金開支 (附註3)	—	4,776
Management charges paid to an associate	向一家聯營公司支付管理費	639	2,290
Transportation fee received from an associate	向一家聯營公司收取運輸費	177	1,380
Transportation fee received from a joint venture	向一家合營企業收取運輸費	—	224
Sales to an associate	向一家聯營公司銷售	—	513
Acquisition of right-of-use assets from a related party (Note 4)	向一關聯方收購使用權資產 (附註4)	—	29,881

Notes:

- On 9 December 2019, Sound Management Services Limited ("Sound Management"), a wholly owned subsidiary of the Company, entered into a lease agreement with Ever Lucky Limited ("Ever Lucky"), for the renewal of the lease of an office in Hong Kong for one year ended 31 December 2020 (the "Lease") at monthly lease payment of HK\$380,000. Ever Lucky is a company owned by Shum Ho, Neo, who is the son of Shum Siu Hung and Tong Siu Ming, Shum Siu Hung is the executive director. The value of the right-of-use assets recognised under the Lease amounted to approximately HK\$4,560,000. The details of the Lease were set out in the announcement issued by the Company on 9 December 2019.
- On 2 November 2018, Baifuyang Macao Commercial Offshore Limited, a wholly owned subsidiary of the Company, entered into a bareboat chartered agreement with Link Harvest Enterprise Limited ("Link Harvest") for the lease of a very large crude carrier at the monthly rate of hire of US\$290,000 (equivalent to approximately HK\$2,256,000 per month) for a term of 36 months commencing from 1 December 2018. The controlling shareholder of Link Harvest is Shum Chun, Lawrence who is the managing director and substantial shareholder of the Company. The details of the transactions were set out in the announcement issued by the Company on 2 November 2018.

附註:

- 於2019年12月9日，本集團之全資擁有附屬公司新海管理服務有限公司(「新海管理」)，與恒福有限公司(「恒福」)簽訂一份租約以月租380,000港元續租位於香港的辦公室，為期一年至2020年12月31日(「租賃」)。恒福由岑浩全資擁有的公司，彼為岑少雄(執行董事)及唐小明之兒子。根據該租賃，已確認使用權資產之價值約為4,560,000港元。租賃之詳情已載列於本公司2019年12月9日刊發的公告內。
- 於2018年11月2日，本公司之全資附屬公司百富洋澳門離岸商業服務有限公司與鑾豐創投企業有限公司(「鑾豐創投」)就租賃一艘巨型油輪，以每月租金290,000美元(相等於每月租金2,256,000港元)訂立光船租賃協議，租期由2018年12月1日起計，為期36個月。鑾豐創投之控股股東為岑濬(彼為本公司之董事總經理及主要股東)。交易詳情已載列於本公司2018年11月2日刊發之公告內。

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42. RELATED PARTY TRANSACTIONS (Continued)

Notes: (Continued)

- On 17 December 2018, Sound Management entered into an office tenancy agreement with Ever Lucky, a company incorporated in Hong Kong and wholly owned by Shum Ho, Neo, to extend the existing leasing agreement for the use of office premises owned by Ever Lucky located on 23rd Floor, The Sun's Group Centre, 200 Gloucester Road, Wanchai, Hong Kong at HK\$398,000 per calendar month for a period of one year commencing on 1 January 2019. The details of the transactions were set out in the announcement issued by the Company on 17 December 2018.
- On 6 September 2019, NewOcean Fuel (Singapore) Pte. Ltd., a subsidiary of the Company, entered into two bareboat charter agreements with Rise Harvest Enterprise Pte. Ltd. ("Rise Harvest"), and Win Harvest Enterprise Pte. Ltd. ("Win Harvest") for the lease of two oil tankers at the monthly rate of hire of US\$90,000 each (equivalent to approximately HK\$700,200 per month) for a term of 24 months commencing from 20 September 2019 (the "Transaction"). The value of the right-of-use assets recognised under the Transaction is approximately HK\$29,881,000. The controlling shareholder of Rise Harvest and Win Harvest is Shum Chun Lawrence who is the managing director and substantial shareholder of the Company. The details of the Transactions were set out in the announcements issued by the Company on 6 and 9 September 2019.

The rental expenses paid to Link Harvest and Shum Ho, Neo as set out in Notes 2 and 3 are subjected to reporting and announcement under Chapter 14A of the Listing Rule, the remaining transactions disclosed in this note and notes 25 and 31 are connected transactions of the Company under Chapter 14A of the Listing Rules, but are exempted from reporting, announcement, and shareholders approval requirements under Listing Rules.

Compensation of key management personnel

The directors of the Company consider that the directors are the key management of the Group, whose emoluments have been disclosed in note 12.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

42. 關連人士交易(續)

附註：(續)

- 於2018年12月17日，新海管理與香港成立及由岑浩全資擁有之恒福簽訂辦公室租約，以月租398,000港元續租由恒福擁有，位於香港灣仔告士打道200號新銀集團中心23樓之辦公室物業。租期於2019年1月1日起計為期1年。該項交易之詳情已載列於本公司2018年12月17日刊發之公告內。
- 於2019年9月6日，本公司之附屬公司NewOcean Fuel (Singapore) Pte. Ltd.與Rise Harvest Enterprise Pte. Ltd. (「Rise Harvest」)及Win Harvest Enterprise Pte. Ltd. (「Win Harvest」)就租賃兩艘油船，每艘以每月租金90,000美元(相等於每月租金700,200港元)訂立光船租賃協議，租期由2019年9月20日起計，為期24個月(「交易」)。該項交易已確認的使用權資產價值約為29,881,000港元。Rise Harvest及Win Harvest之控股股東為岑濬先生，彼為本公司之董事總經理及主要股東。交易詳情已載列於本公司於2019年9月6日及9日刊發之公告內。

附註2及3支付予鑿豐創投及岑浩之租金支出乃根據上市規則第14A章之申報及公告，本附註的其餘交易及附註25及31披露為本公司根據上市規則第14A章進行的關連交易，惟獲豁免遵守上市規則項下之申報、公告及股東批准規定。

主要管理人員之報酬

本公司董事認為董事為本集團之主要管理人員，其酬金已於附註12內披露。

董事及主要行政人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries at 31 December 2020 and 2019 are as follows:

43. 本公司之主要附屬公司詳情

本公司於2020年及2019年12月31日之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/註冊/ 營業地點	Class of share held 所持股份類別	Issued and fully paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持已發行/ 註冊資本面值比例		Principal activities 主要業務
				2020 %	2019 %	
Baifuyang Macao Commercial Offshore Limited 百富洋澳門離岸商業服務有限公司	Macao 澳門	Ordinary 普通股	Macao dollar 100,000 100,000澳門元	100	100	Sales and distribution of LPG, oil and electronic products 銷售及分銷液化氣、油品及電子產品
Fruto International Macao Commercial Offshore Limited 富多國際澳門離岸商業服務有限公司	Macao 澳門	Ordinary 普通股	Macao dollar 100,000 100,000澳門元	100	100	Sales and distribution of LPG and oil products 銷售及分銷液化氣及油品
Lianxin Energy Development Company Limited 聯新能源發展有限公司	PRC ¹ 中國 ¹	Registered capital 註冊資本	RMB486,500,000 人民幣486,500,000元	100	100	Sales and distribution of LPG 銷售及分銷液化氣
NewOcean Petroleum Company Limited 新海石油有限公司	BVI/Hong Kong 英屬處女島/香港	Ordinary 普通股	USD1 1美元	100	100	Sales and distribution of oil products 銷售及分銷油品
Sound Agents Limited ("Sound Agents") (Note 1) 新海代理人有限公司(「新海代理人」)(附註1)	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	100	Sales and distribution of LPG and selling of oil products 銷售及分銷液化氣及銷售油品
新海能源(珠海)有限公司	PRC ² 中國 ²	Registered capital 註冊資本	USD99,150,000 99,150,000美元	100	100	Sales and distribution of LPG 銷售及分銷液化氣
新海能源(中國)有限公司	PRC ² 中國 ²	Registered capital 註冊資本	USD107,670,000 107,670,000美元	100	100	Sales and distribution of LPG 銷售及分銷液化氣
百富洋新海能源(珠海)有限公司	PRC ³ 中國 ³	Registered capital 註冊資本	RMB79,182,085 人民幣79,182,085元	79.2	79.2	Sales and distribution of oil products 銷售及分銷油品
NewOcean Fuel (Singapore) Pte. Ltd. ("NewOcean Fuel") (Note 2)	Singapore	Ordinary	Singapore Dollars 4,109,589	47.5	47.5	Sales and distribution of oil products 銷售及分銷油品
NewOcean Fuel (Singapore) Pte. Ltd. ("NewOcean Fuel") (附註2)	新加坡	普通股	4,109,589新加坡元			
珠海市成海貿易有限公司	PRC 中國	Registered capital 註冊資本	RMB33,000,000 人民幣33,000,000元	100	100	Property development 物業發展

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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

- ¹ Domestic — Invested enterprise
² Wholly-owned foreign enterprises
³ Sino-foreign equity enterprise

Notes:

1. Sound Agents is indirectly held by the Company through the declarations of trust executed by Shum Chun, Lawrence who owns 50% interest in Sound Agents. The remaining interest in Sound Agents is indirectly held by the Company.
2. 60% of the interest in NewOcean Fuel is owned by Keen Luck Ventures Limited (“Keen Luck”) and 79.2% of the interest in Keen Luck is owned by Sound Hong Kong Limited (“Sound HK”). Sound HK is a wholly owned subsidiary of the Company.

The above principal subsidiaries are owned indirectly by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

In the opinion of the directors, the Group has no material non-controlling interests and the summarised financial information about these subsidiaries is not disclosed.

43. 本公司之主要附屬公司詳情(續)

- ¹ 內資投資企業
² 全資外資企業
³ 中外合資企業

附註：

1. 新海代理人透過由岑濬訂立之信託聲明書由本公司間接持有。岑濬持有新海代理人之50%權益。新海代理人餘下權益由本公司間接持有。
2. NewOcean Fuel的60%權益由建運創投有限公司(「建運創投」)持有，建運創投的79.2%權益由新海香港有限公司(「新海香港」)持有。新海香港為本公司全資擁有的附屬公司。

上述各主要附屬公司均由本公司間接擁有。

各附屬公司於年末或年內任何時間概無任何未償還債務證券。

上表載列董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為列出其他附屬公司之資料會過於冗長。

董事認為，本集團並無重大非控制權益，且並無就此等附屬公司之財務資料概要作出披露。



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44. DERIVATIVE FINANCIAL INSTRUMENTS

44. 衍生財務工具

		Derivatives financial instruments 衍生財務工具	
		Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元
2020	2020		
Current	流動		
Commodities swaps contracts	商品掉期合約	13,775	13,675
Non-deliverable cross currency interest swap contracts	不可交割交叉貨幣利率掉期合約	—	11,505
		13,775	25,180

		Derivatives financial instruments 衍生財務工具	
		Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元
2019	2019		
Current	流動		
Commodities swaps contracts	商品掉期合約	—	830
Non-deliverable cross currency interest swap contracts	不可交割交叉貨幣利率掉期合約	4,307	4,624
Foreign exchange option contracts	外幣期權合約	2,299	4,333
		6,606	9,787

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44. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Major terms of the derivative financial instruments are summarised as follows:

A. Commodities swaps contracts – net settlement

2020

Notional amount 名義金額	Period 期間	Prices 價格
USD33,692,000 33,692,000 美元	December 2020 to January 2021 2020年12月至 2021年1月	Buy at price of USD47 – USD48.3 per barrel and USD170 – 306.5 per metric ton 介乎47美元至48.3美元/桶及170美元至 306.5美元/噸之價格購入

2019

Notional amount 名義金額	Period 期間	Prices 價格
USD1,840,000 1,840,000 美元	January 2020 2020年1月	Buy at price ranging from USD74.43 to USD76.12 per barrel 介乎74.43美元至76.12美元/桶之價格購入

B. Non-deliverable cross currency interest swap – net settlement

2020

Notional amount 名義金額	Period 期間	Rates 匯率
USD130,500,000 130,500,000 美元	29 January 2021 to 31 May 2022 2021年1月29日至 2022年5月31日	HK\$ to USD ranging from 7.8116 to 7.8271 Floating rate of 1 month HIBOR + 3.65% to 1 month HIBOR + 3.67% or 1 month LIBOR + 3.5% 港元兌美元介乎7.8116至7.8271 浮動利率1個月香港銀行同業拆息+3.65%至1個月 香港銀行同業拆息+3.67%或1個月倫敦銀行同業 拆息+3.50%

44. 衍生財務工具(續)

衍生財務工具之主要條款概述如下：

A. 商品掉期合約 – 結算淨額

2020

B. 不可交割交叉貨幣利率掉期合約 – 結算淨額

2020

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44. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

B. Non-deliverable cross currency interest swap – net settlement (Continued)

2019

Notional amount 名義金額	Period 期間	Rates 匯率
USD169,000,000	7 January 2019 to 31 May 2022	HK\$ to USD ranging from 7.7677 to 7.8271
169,500,000 美元	2019年1月7日至 2022年5月31日	Floating rate of 1 month HIBOR + 3.65% to 1 month HIBOR + 3.67% or LIBOR Flat to LIBOR + 3.5%
		港元兌美元介乎7.7677至7.8271
		浮動利率1個月香港銀行同業拆息+3.65%至1個月香港銀行同業拆息+3.67%或倫敦銀行同業拆息平手至倫敦銀行同業拆息+3.50%

C. Foreign exchange option – net settlement

2019

Notional amount 名義金額	Period 期間	Exchange rates 匯率
USD540,000,000	18 May 2020 to 18 November 2020	USD to HK\$ at rates of 7.7495 to 7.851
540,000,000 美元	2020年5月18日至 2020年11月18日	美元兌港元匯率介乎7.7495至7.851

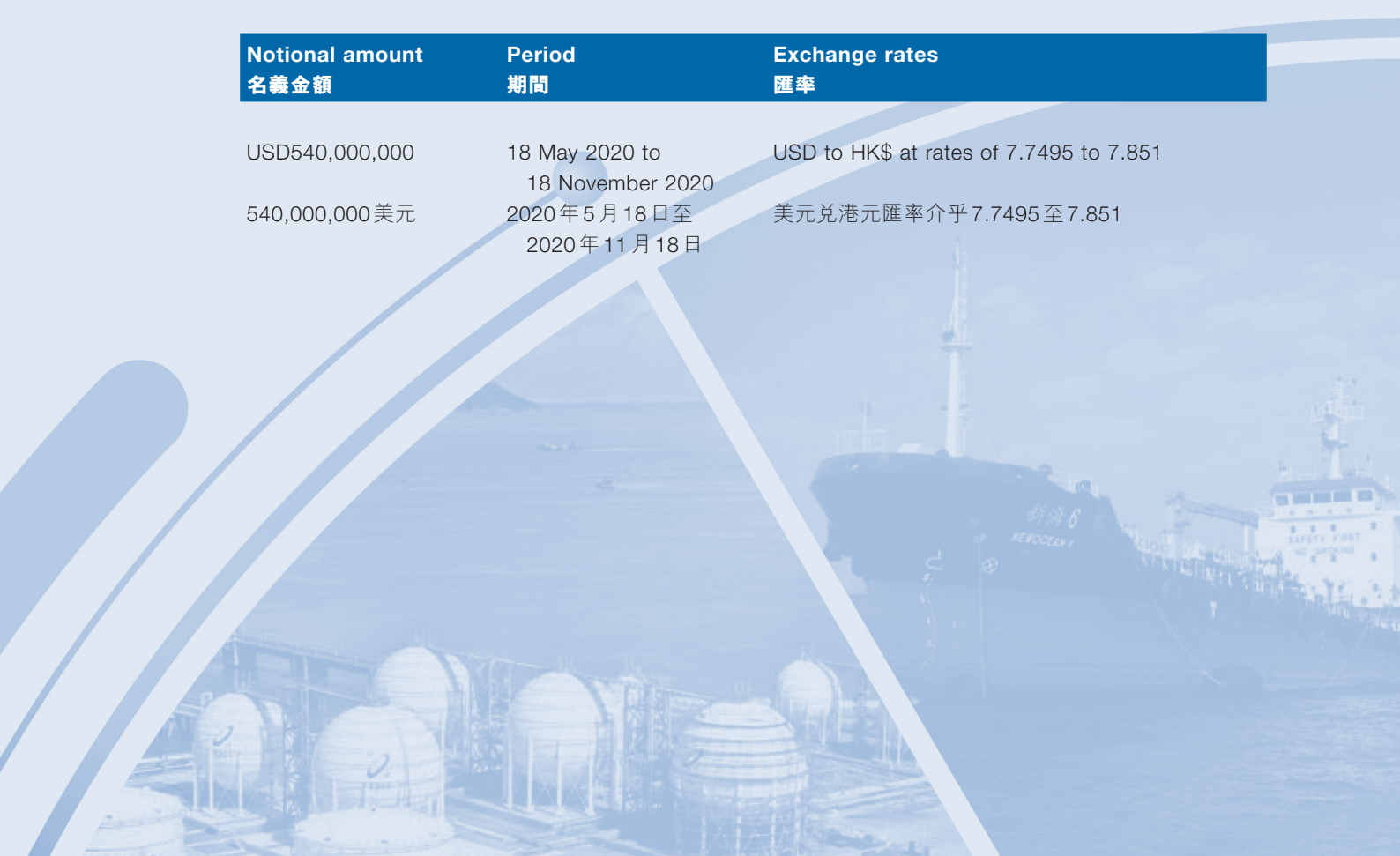
44. 衍生財務工具(續)

B. 不可交割交叉貨幣利率掉期合約 – 結算淨額(續)

2019

C. 外幣期權 – 結算淨額

2019



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45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Netting Agreements (“ISDA Agreements”) signed with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts.

Financial assets subject to offsetting, enforceable master netting arrangement and similar arrangements.

As at 31 December 2020

45. 衍生財務資產及財務負債之抵銷安排

本集團與若干銀行簽訂若干國際掉期及衍生工具協會之主淨額協議(「國際掉期及衍生工具協會協議」)涵蓋之衍生交易。此等衍生工具於綜合財務狀況表內並無作抵銷，由於國際掉期及衍生工具協會協議訂明，只限於違約、無力償還或倒閉之狀況下，才有權作抵銷，故本集團現時並無在法律上可予執行之權利，以抵銷已確認金額。

財務資產之抵銷安排、可執行主淨額安排及類似安排。

截至2020年12月31日

	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position
	已確認之財務資產總額	於綜合財務狀況表中抵銷的已確認財務負債總額	於綜合財務狀況表中顯示的財務資產淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Derivative financial assets	13,775	—	13,775
衍生財務資產			

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截至2020年12月31日止年度

45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial liabilities subject to enforceable master netting arrangements and similar agreements by counterparty.

As at 31 December 2020

45. 衍生財務資產及財務負債之抵銷安排(續)

財務負債之可執行主淨額安排及交易方之類似安排。

截至2020年12月31日

		Net amounts presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position – Derivative financial instruments	Net amount
		呈列在綜合財務狀況表之淨額	未有在綜合財務狀況表抵銷之相關金額 – 衍生財務工具	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Counterparty A	交易方 A	2,060	(2,060)	—
Counterparty B	交易方 B	8,034	(7,768)	266
Counterparty C	交易方 C	3,681	(3,681)	—
		13,775	(13,509)	266

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截至2020年12月31日止年度

45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial liabilities subject to offsetting, enforceable master netting arrangement and similar arrangements.

As at 31 December 2020

45. 衍生財務資產及財務負債之抵銷安排(續)

財務負債之抵銷安排、可執行主淨額安排及類似安排。

截至2020年12月31日

	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position
	已確認之財務資產總額	已確認之財務負債總額	於綜合財務狀況表中抵銷的已確認財務資產總額	於綜合財務狀況表中顯示的財務負債淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Derivative financial liabilities		19,107	—	19,107
衍生財務負債		19,107	—	19,107

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For the year ended 31 December 2020
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45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial assets subject to enforceable master netting arrangements and similar agreements by counterparty.

As at 31 December 2020

45. 衍生財務資產及財務負債之抵銷安排(續)

財務資產之可執行主淨額安排及交易方之類似安排。

截至2020年12月31日

		Net amounts presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position – Derivative financial instruments	Net amount
		呈列 在 綜合財務 狀況表之淨額	未有在綜合 財務狀況表 抵銷之相關 金額 – 衍生 財務工具	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Counterparty A	交易方 A	2,292	(2,060)	232
Counterparty B	交易方 B	7,768	(7,768)	—
Counterparty C	交易方 C	9,047	(3,681)	5,366
		19,107	(13,509)	5,598

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For the year ended 31 December 2020

截至2020年12月31日止年度

45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial assets subject to offsetting, enforceable master netting arrangement and similar arrangements.

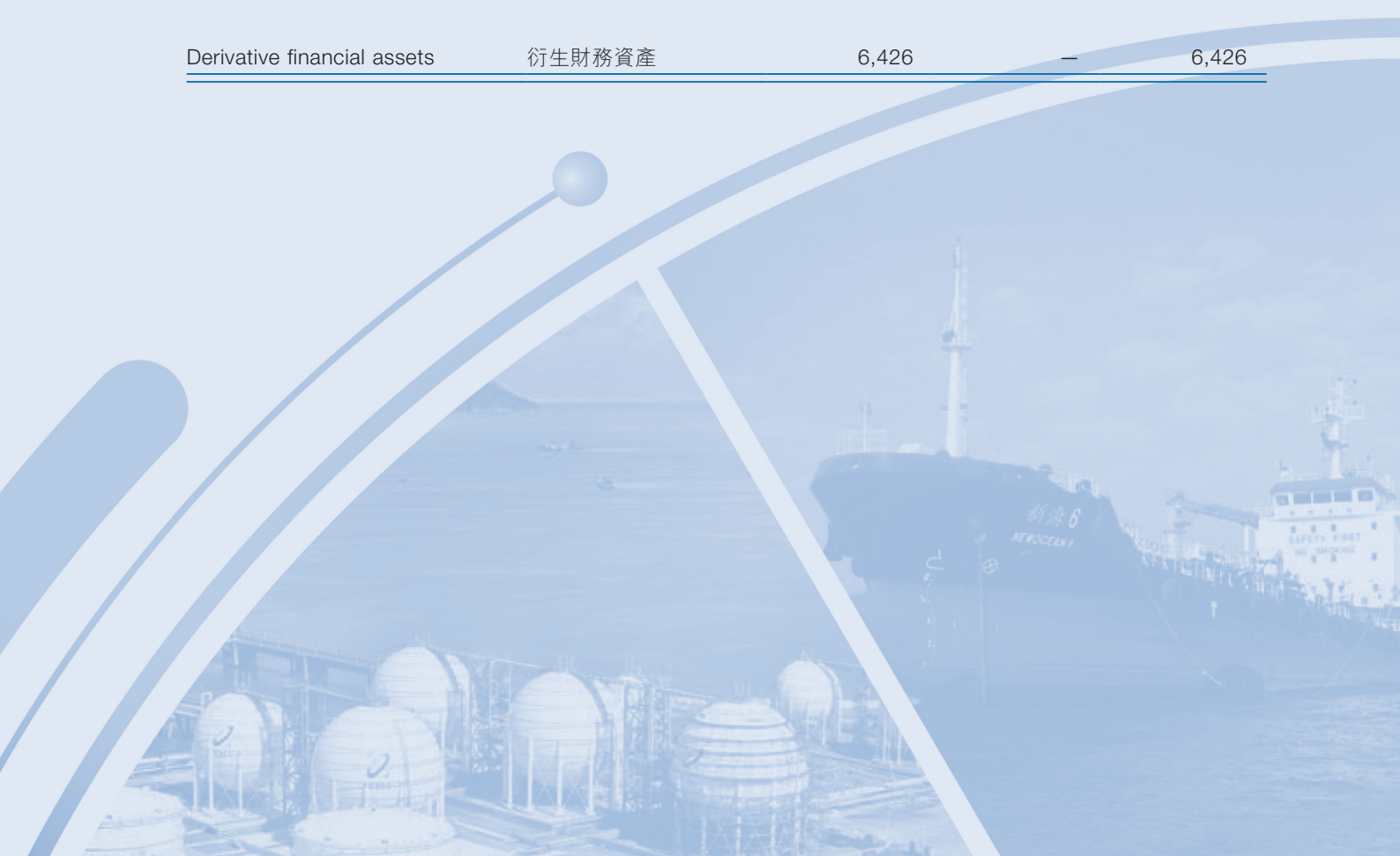
As at 31 December 2019

45. 衍生財務資產及財務負債之抵銷安排(續)

財務資產之抵銷安排、可執行主淨額安排及類似安排。

截至2019年12月31日

	Gross amounts of recognised financial assets	Gross set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position
	已確認之財務資產總額	於綜合財務狀況表中抵銷的已確認財務負債總額	於綜合財務狀況表中顯示的財務資產淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Derivative financial assets	6,426	—	6,426
衍生財務資產	6,426	—	6,426



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45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial liabilities subject to enforceable master netting arrangements and similar agreements by counterparty.

As at 31 December 2019

45. 衍生財務資產及財務負債之抵銷安排(續)

財務負債之可執行主淨額安排及交易方之類似安排。

截至2019年12月31日

	Net amounts presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position — Derivative financial instruments	Net amount
	呈列在綜合財務狀況表之淨額	未有在綜合財務狀況表抵銷之相關金額 — 衍生財務工具	淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Counterparty C	6,426	(830)	5,596
交易方 C	6,426	(830)	5,596

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45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial liabilities subject to offsetting, enforceable master netting arrangement and similar arrangements.

As at 31 December 2019

45. 衍生財務資產及財務負債之抵銷安排(續)

財務負債之抵銷安排、可執行主淨額安排及類似安排。

截至2019年12月31日

	Gross amounts of recognised financial assets	Gross set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position
	已確認之財務負債總額	抵銷的已確認財務資產總額	顯示的財務負債淨額
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
Derivative financial liabilities	830	—	830
衍生財務負債	830	—	830



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截至2020年12月31日止年度

45. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING AGREEMENTS (Continued)

Financial assets subject to enforceable master netting arrangements and similar agreements by counterparty.

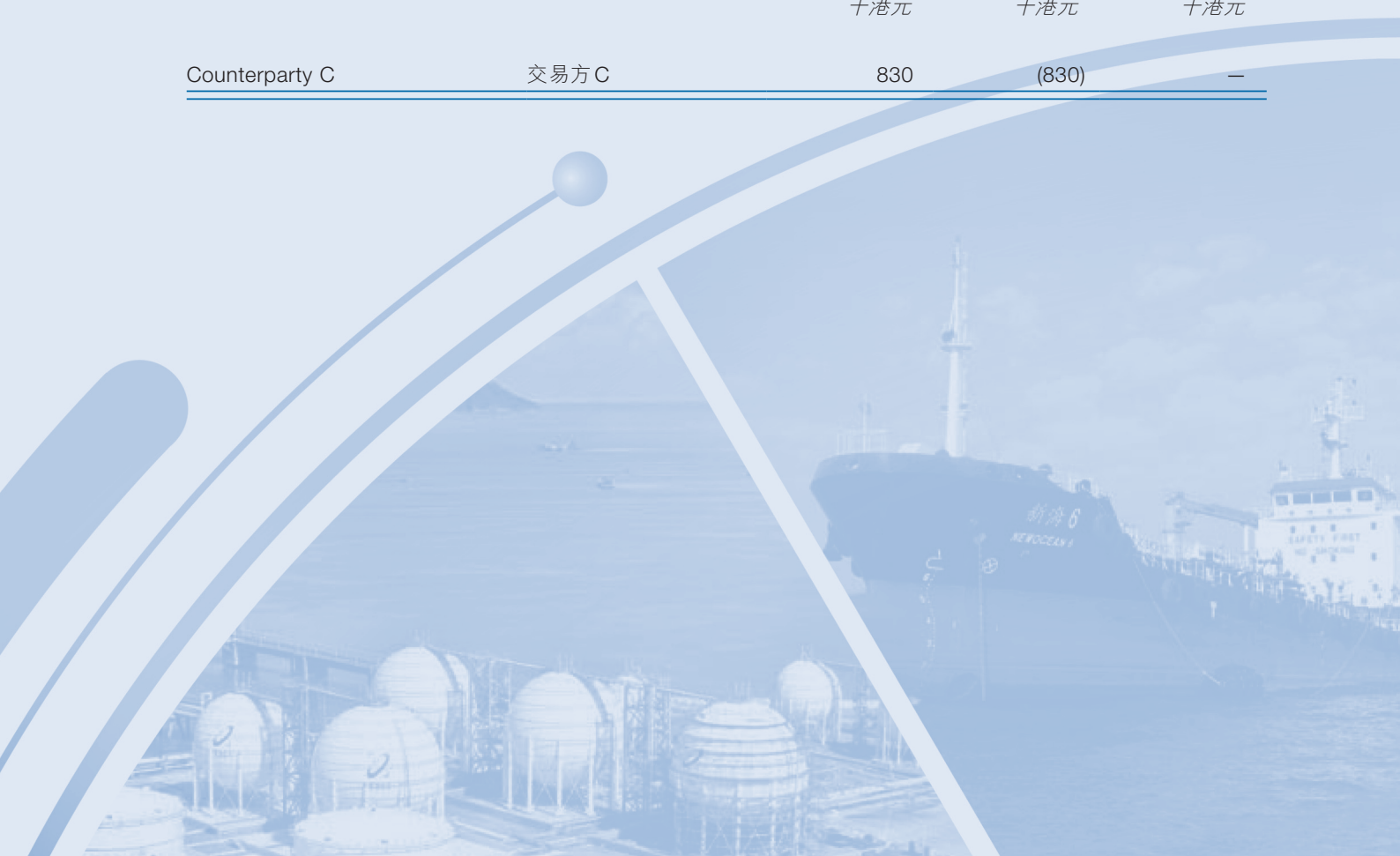
As at 31 December 2019

45. 衍生財務資產及財務負債之抵銷安排(續)

財務資產之可執行主淨額安排及交易方之類似安排。

截至2019年12月31日

	Net amounts presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position — Derivative financial instruments	Net amount
	呈列在綜合財務狀況表之淨額	未有在綜合財務狀況表抵銷之相關金額 — 衍生財務工具	淨額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Counterparty C	830	(830)	—
交易方 C	830	(830)	—



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46. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of the reporting period. The following gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at 31 December 2020, derivative financial instruments comprise cross currency swap, commodities swaps, foreign exchange option and interest rate swaps, are measured at fair values at the end of the reporting period at Level 2 fair value hierarchy. No further disclosures on valuation techniques and key inputs are provided as the directors of the Company consider that the amount of derivative financial instruments at the end of the reporting period is insignificant.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities at amortised cost recognised in the consolidated financial statements approximate their fair values.

46. 財務工具之公平值計量

按經常性基準以公平值計量之本集團財務資產及財務負債之公平值

於報告期末，若干本集團之財務資產及財務負債乃以公平值計量。以下載列有關如何釐定此等財務資產及財務負債之公平值(特別是所採用之估值技術及輸入數據)，以及公平值計量之公平值架構級別如何按公平值計量輸入數據之可觀察程度分類(第一級至第三級)。

- 第一級公平值計量乃自相同資產或負債於活躍市場中所報之價格(未經調整)所得出；
- 第二級公平值計量乃自資產或負債之直接(即價格)或間接(衍生自價格)可觀察輸入數據所得出，惟計入第一級之所報價格除外；及
- 第三級公平值計量乃自包括並非根據可觀察市場數據(無法觀察輸入數據)之資產或負債輸入數據之估值技術所得出。

截至2020年12月31日止，衍生財務工具包括交叉貨幣掉期、商品掉期、外匯期權及利率掉期，於報告期末按公平值架構第二級之公平值計量。本公司董事認為於報告期末的衍生財務工具之金額並不重大，故沒有進一步披露評估技術及主要輸入數據。

本公司董事認為於綜合財務報表中確認之財務資產及財務負債賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of the financial position of the Company at the end of the reporting period is as follows:

47. 本公司之財務狀況表

於報告期末有關本公司之財務狀況表之資料如下：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產		
Investment in a subsidiary	投資附屬公司	—	—
Deposits paid	已付按金	95,994	659,188
		95,994	659,188
Current assets	流動資產		
Amounts due from subsidiaries (Note)	應收附屬公司之款項(附註)	1,584,125	4,620,461
Other debtors, deposits and prepayment	其他應收賬款、按金及預付款項	14,015	17,487
Bank balances and cash	銀行結餘及現金	1,793	68,592
Derivative financial instruments	衍生財務工具	2,060	180
		1,601,993	4,706,720
Current liabilities	流動負債		
Other creditors and accrued charges	其他應付賬款及應計費用	17,771	6,983
Amounts due to subsidiaries	應付附屬公司之款項	285,605	995,539
Borrowings — repayable within one year	借款 — 須於一年內償還	2,582,840	1,414,704
Financial guarantee liability	財務擔保負債	2,616,197	—
Derivative financial instruments	衍生財務工具	2,292	—
		5,504,705	2,417,226
Net current (liabilities) assets	流動(負債)資產淨值	(3,902,712)	2,289,494
Total assets less current liabilities	總資產減流動負債	(3,806,718)	2,948,682
Capital and reserves	股本及儲備		
Share capital	股本	146,812	146,812
(Deficit) reserves	(赤字)儲備	(3,953,530)	1,450,034
Total equity	總權益	(3,806,718)	1,596,846
Non-current liabilities	非流動資產		
Borrowings — repayable over one year	借款 — 須於一年後償還	—	1,351,836
		(3,806,718)	2,948,682

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: The balances are presented as current assets as the directors of the Company expect the balances will be recovered within twelve months.

Movement in the Company's reserves:

		Share capital	Share premium	Exchange reserve	Contribution surplus accounts	Capital redemption reserve	Retained profits/ (accumulated losses)	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	撥入盈餘賬 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	(累計虧損) HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2019	於2019年1月1日	146,812	1,415,719	(90,635)	1,667	1,228	357,846	1,832,637
Loss for the year	年內虧損	-	-	-	-	-	(224,802)	(224,802)
Exchange difference arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	(10,989)	-	-	-	(10,989)
Total comprehensive expense for the year	年內全面支出總額	-	-	(10,989)	-	-	(224,802)	(235,791)
At 31 December 2019	於2019年12月31日	146,812	1,415,719	(101,624)	1,667	1,228	133,044	1,596,846
Loss for the year	年內虧損	-	-	-	-	-	(5,127,827)	(5,127,827)
Exchange difference arising on translation to presentation currency	因換算為列賬貨幣產生匯兌差額	-	-	(275,737)	-	-	-	(275,737)
Total comprehensive expense for the year	年內全面支出總額	-	-	(275,737)	-	-	(5,127,827)	(5,403,564)
At 31 December 2020	於2020年12月31日	146,812	1,415,719	(377,361)	1,667	1,228	(4,994,783)	(3,806,718)

47. 本公司之財務狀況表(續)

附註：由於本公司董事預期將於12個月內收回結餘。

本公司儲備之變動：

		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	撥入盈餘賬 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	(累計虧損) HK\$'000 千港元	合計 HK\$'000 千港元
於2019年1月1日		146,812	1,415,719	(90,635)	1,667	1,228	357,846	1,832,637
年內虧損		-	-	-	-	-	(224,802)	(224,802)
因換算為列賬貨幣產生匯兌差額		-	-	(10,989)	-	-	-	(10,989)
年內全面支出總額		-	-	(10,989)	-	-	(224,802)	(235,791)
於2019年12月31日		146,812	1,415,719	(101,624)	1,667	1,228	133,044	1,596,846
年內虧損		-	-	-	-	-	(5,127,827)	(5,127,827)
因換算為列賬貨幣產生匯兌差額		-	-	(275,737)	-	-	-	(275,737)
年內全面支出總額		-	-	(275,737)	-	-	(5,127,827)	(5,403,564)
於2020年12月31日		146,812	1,415,719	(377,361)	1,667	1,228	(4,994,783)	(3,806,718)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020
截至2020年12月31日止年度

48. EVENT AFTER THE END OF THE REPORTING PERIOD

The outbreak in late December 2019 of the novel coronavirus, has a continuous adversely impact on global economic activities in the period subsequent to the reporting date. Given the widespread nature of the outbreak, the relative impact to the Group's operation cannot be reliably quantified or estimated as at the date of this report. The Company continues to closely monitor the situation.

Other than this and matters outlined in these financial statements, there have been no matters that have occurred subsequent to the reporting date which have significantly affected, or may significantly affect the Group's operations, results or state of affairs in future years.

48. 報告日期後事項

新型冠狀病毒於2019年12月下旬爆發，對報告期後的一段時間內之全球經濟活動持續產生了不利影響。鑑於疫情的廣泛性，截至本報告日，尚無法可靠地量化或估計對本集團業務相對的影響。本公司會繼續密切監察有關情況。

除此以外以及本財務報告中概述的事項，於報告日後並無發生任何會嚴重影響或可能影響本集團未來年度的經營、業績或事態的事項。



Financial Summary

財務概要

RESULTS

業績

		For the year ended 31 December 截至12月31日止年度				
		2016	2017	2018	2019	2020
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	(Note) 附註 HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	15,700,406	22,058,618	30,007,805	27,791,913	19,179,843
Profit (loss) before taxation	除稅前溢利(虧損)	829,341	852,466	698,671	627,215	(3,762,832)
Taxation (charge) credit	稅項(支出)計入	(79,181)	(27,663)	(28,215)	(20,105)	46,936
Profit (loss) for the year	年內溢利(虧損)	750,160	824,803	670,456	607,110	(3,715,896)
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	749,397	835,631	759,042	642,175	(3,558,546)
Non-controlling interests	非控制權益	763	(10,828)	(88,586)	(35,065)	(157,350)
		750,160	824,803	670,456	607,110	(3,715,896)
Earnings (loss) per share	每股盈利(虧損)					
Basic (in HK dollars)	基本(港元)	0.51	0.57	0.52	0.44	(2.42)
Diluted (in HK dollars)	攤薄(港元)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於12月31日				
		2016	2017	2018	2019	2020
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	(Note) 附註 HK\$'000 千港元	HK\$'000 千港元
Total assets	總資產	12,544,128	14,337,092	16,172,120	16,672,186	11,822,868
Total liabilities	總負債	(6,603,183)	(7,352,544)	(8,730,238)	(8,698,062)	(7,365,865)
		5,940,945	6,984,548	7,441,882	7,974,124	4,457,003
Equity attributable to owners of the Company	本公司之擁有人應佔權益	5,857,227	6,915,350	7,465,486	8,009,678	4,653,859
Non-controlling interests	非控制權益	83,718	69,198	(23,604)	(35,554)	(196,856)
		5,940,945	6,984,548	7,441,882	7,974,124	4,457,003

Note: The amounts for the year ended 31 December 2019 were presented upon the application of HKFRS 16, which the comparative financial information was not restated.

附註：截至2019年12月31日止年度的金額乃於應用香港財務報告準則第16號時呈列，而比較財務資料並未重列。



NewOcean Energy Holdings Limited

新海能源集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)