

XIN YUAN ENTERPRISES GROUP LIMITED 信源企業集團有限公司

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

Stock Code 股份代號 : 1748



2020 年報
ANNUAL REPORT

Table of Contents

目錄

CORPORATE INFORMATION	公司資料	2
CHAIRMAN'S STATEMENT	主席報告	5
FIVE-YEAR FINANCIAL SUMMARY	五年財務摘要	7
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論及分析	9
BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT	董事及高級管理層履歷	25
CORPORATE GOVERNANCE REPORT	企業管治報告	35
REPORT OF THE DIRECTORS	董事會報告	52
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	環境、社會及管治報告	84
INDEPENDENT AUDITOR'S REPORT	獨立核數師報告	125
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	綜合損益表	132
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	綜合損益及其他全面收益表	133
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	134
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動表	136
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表	137
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	綜合財務報表附註	139

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Faqing (*Chairman*)
Mr. Xu Wenjun (*Chief Executive Officer*)
Mr. Ding Yuzhao
Mr. Chen Ming (*appointed on 25 March 2021*)
Mr. Lin Shifeng (*appointed on 25 March 2021*)

Independent Non-executive Directors

Dr. Lai Guanrong
Mr. Suen Chi Wai
Mr. Xu Jie

AUDIT COMMITTEE

Mr. Suen Chi Wai (*Chairman*)
Dr. Lai Guanrong
Mr. Xu Jie

NOMINATION COMMITTEE

Mr. Wang Faqing (*Chairman*)
Mr. Suen Chi Wai
Mr. Xu Jie

REMUNERATION COMMITTEE

Mr. Xu Jie (*Chairman*)
Mr. Suen Chi Wai
Mr. Xu Wenjun

COMPANY SECRETARY

Mr. Yim Lok Kwan

AUTHORIZED REPRESENTATIVES

Mr. Wang Faqing
Mr. Yim Lok Kwan

AUDITOR

RSM Hong Kong
Certified Public Accountants
Registered Public Interest Entity Auditor
29th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

董事會

執行董事

王法清先生 (*主席*)
徐文均先生 (*行政總裁*)
丁玉釗先生
陳銘先生 (*於 2021 年 3 月 25 日獲委任*)
林世鋒先生 (*於 2021 年 3 月 25 日獲委任*)

獨立非執行董事

賴觀榮博士
孫志偉先生
徐捷先生

審核委員會

孫志偉先生 (*主席*)
賴觀榮博士
徐捷先生

提名委員會

王法清先生 (*主席*)
孫志偉先生
徐捷先生

薪酬委員會

徐捷先生 (*主席*)
孫志偉先生
徐文均先生

公司秘書

嚴洛鈞先生

授權代表

王法清先生
嚴洛鈞先生

核數師

羅申美會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
銅鑼灣
恩平道 28 號
利園二期
29 樓

Corporate Information

公司資料

COMPANY'S WEBSITE

www.xysgroup.com

STOCK CODE

1748

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

Room 08-11A, 43rd Floor
Shenglong Financial Centre
No. 1 South Guangming Road
Taijiang, Fuzhou
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

P.O. Box 31119
Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54,
Hopewell Centre
183 Queen's Road East
Hong Kong

公司網站

www.xysgroup.com

股份代號

1748

總部及主要營業地點

中國
福州市台江區
光明南路1號
升龍滙金中心
43層08-11A室

香港主要營業地點

香港
灣仔
皇后大道東248號
大新金融中心
40樓

開曼群島註冊辦事處

P.O. Box 31119
Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

開曼群島股份過戶登記總處及過戶代理

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

Corporate Information

公司資料

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
Norddeutsche Landesbank Girozentrale,
Singapore Branch
DBS Bank Ltd., Singapore Branch
Bank of China Limited, Fujian Pilot Free Trade Zone
Pingtan Branch

LEGAL ADVISOR

Chungs Lawyers (in association with DeHeng Law Offices)
28/F, Henley Building
5 Queen's Road Central
Central
Hong Kong

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
Norddeutsche Landesbank Girozentrale
新加坡分行
星展銀行有限公司新加坡分行
中國銀行股份有限公司福建自貿試驗區
平潭片區分行

法律顧問

鍾氏律師事務所(與德恒律師事務所聯營)
香港
中環
皇后大道中5號
衡怡大廈28樓

Chairman's Statement

主席報告

To all shareholders,

Throughout the year 2020 of challenging global economic environment, our Group's total revenue increased to approximately US\$56.0 million for the year ended 31 December 2020, with a moderate growth by approximately 12.4% as compared to the last year. Meanwhile, the net profit of the Group for the year increased to approximately US\$8.6 million, showing an increase of approximately 43.3% as compared to the last year.

Our fleet increased to twelve vessels in operation with total capacity of 470,000 dwt since the purchase of two second-hand Capesize vessels in late 2019, accordingly, we extended a new business segment of bulk carrier chartering services. This new business contributed a fruitful result to our Group, the revenue generated from these two vessels carrying on bulk carrier time chartering was approximately US\$10.6 million to our Group for the year ended 31 December 2020, representing 18.9% of the total revenue. We have entered into time charter agreements on a long-term basis with reputable customers for these two vessels, and expects a steady income to our Group in the coming years.

During the year, we faced both challenges and opportunities in the asphalt tanker chartering market, including growing trade protectionism, COVID-19 pandemic, oil market crisis, stringent environmental requirements, high freight rate volatility and port congestions etc. Our Group continues to provide high quality standard of asphalt tanker chartering services to our customers.

Looking into 2021 and beyond, we believe the demand of asphalt as well as the asphalt tanker chartering is expected to grow. Due to the continuous development of China's Belt and Road Initiative, the infrastructure projects have been increasing by the developing countries in these few years. In addition, many countries may consider infrastructure investment as an important part of post-COVID-19 economic recovery strategy, in order to stimulate their own economic development. We believe the growth of infrastructure projects or investment would increase the growing demand of asphalt, and there is good prospect of the asphalt tanker chartering market.

各位股東：

在2020年全球經濟環境充滿挑戰的背景
下，本集團於截至2020年12月31日止年
度錄得總收入約56.0百萬美元，較去年溫
和增長約12.4%。同時，本集團年內錄得
淨利潤約8.6百萬美元，較去年增長約
43.3%。

於2019年底購入兩艘二手海岬型船後，我
們的船隊擴容至12艘船舶，總容量為
470,000載重噸，藉此我們新拓了散貨船租
船服務業務分部。該項新業務為本集團帶
來豐碩成果，於截至2020年12月31日
止年度，該兩艘船舶根據散貨船期租運營
為本集團產生收入約10.6百萬美元，佔總
收入的18.9%。我們已與信譽良好的客戶
就該兩艘船舶簽訂長期的期租協議，預計
未來幾年將為本集團帶來穩定的收入。

年內，瀝青船租船市場機遇與挑戰並存，
面對貿易保護主義傾向上升、COVID-19疫
情、石油市場危機、嚴格的環保要求、運
費大幅波動及港口擁堵等因素。本集團將
繼續致力為客戶提供優質的瀝青船租船
服務。

展望2021年及往後日子，我們預期瀝青及
瀝青船租船需求將持續增長。隨著中國
「一帶一路」倡議持續推進，這幾年發展
中國家基建項目不斷增加。此外，許多國
家可能會將基建投資作為COVID-19疫情後
經濟復甦策略的重要部分，以刺激本國經
濟發展。我們相信，基建項目或投資的增
長將推動瀝青的需求，因此瀝青船租船市
場的前景向好。

Chairman's Statement

主席報告

Our Group's financial position and liquidity are healthier this year, mainly attributable to profitable operations and the proceeds from the subscriptions. In May 2020, our Group raised fund of approximately US\$5.6 million by allotting and issuing new shares of the Company. The net proceeds remain unutilised as at the end of 2020, and it is intended that they will be applied for general working capital in the next three years. Sufficient financial resources could support long-term growth in our business.

We would like to express our gratitude to all of our employees for their dedication and professionalism, and most of all, our shareholders, customers, and suppliers for their continued support. Going forward, we will continue to refine and optimize our business in order to further enhance the long-term returns of our Group.

Mr. Wang Faqing

Chairman

Hong Kong, 25 March 2021

本年度本集團的財務狀況及流動性更穩健，主要得益於經營利潤及認購事項所得款項。2020年5月，本集團透過配發及發行本公司新股募集資金約5.6百萬美元。截至2020年末，所得款項淨額尚未動用，其擬用於未來三年撥付一般營運資金。充足的財務資源可為我們的業務長期增長提供支持。

我們謹此真誠感謝每位員工的貢獻和專業精神，而最重要的是感謝各股東、客戶和供應商的持續支持。未來，我們將繼續完善及優化我們的業務，以進一步提升本集團的長期回報。

主席

王法清先生

香港，2021年3月25日

Five-Year Financial Summary

五年財務摘要

A summary of the results, and of the assets, liabilities and non-controlling interest of the Group for the last five financial years, as extracted from the published audited financial statements of the Company is set out below.

摘錄自本公司已刊發經審核財務報表的本集團過去五個財政年度的業績以及資產、負債及非控股權益概述如下。

RESULTS

Year ended 31 December

業績

截至12月31日止年度

		2016	2017	2018	2019	2020
		2016年	2017年	2018年	2019年	2020年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Revenue	收入	15,457	33,727	42,716	49,751	55,973
Cost of sales	銷售成本	(9,043)	(20,458)	(28,225)	(35,762)	(39,309)
Gross profit	毛利	6,414	13,269	14,491	13,989	16,664
Other income	其他收益	666	332	8,222	1,489	634
Administrative expenses	行政開支	(783)	(2,095)	(3,864)	(2,535)	(3,199)
Other operating expenses	其他營運開支	(162)	(350)	(7,110)	(634)	(596)
Exchange gains/(losses),net	匯兌收益/(虧損) 淨額	299	(1,543)	343	(218)	(89)
Profit from operations	經營所得溢利	6,434	9,613	12,082	12,091	13,414
Finance costs	融資成本	(1,912)	(3,581)	(5,469)	(6,087)	(4,806)
Profit before tax	除稅前溢利	4,522	6,032	6,613	6,004	8,608
Income tax expense	所得稅開支	-	-	-	-	(5)
Profit for the year	年度溢利	4,522	6,032	6,613	6,004	8,603
Attributable to:	以下各項應佔：					
Owners of the Company	本公司擁有人	4,390	5,489	6,613	6,004	8,603
Non-controlling interests	非控股權益	132	543	-	-	-
		4,522	6,032	6,613	6,004	8,603

Five-Year Financial Summary 五年財務摘要

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

As at 31 December

資產、負債及非控股權益

於12月31日

		2016 2016年 US\$'000 千美元	2017 2017年 US\$'000 千美元	2018 2018年 US\$'000 千美元	2019 2019年 US\$'000 千美元	2020 2020年 US\$'000 千美元
Total assets	資產總值	110,733	164,033	211,014	218,965	212,525
Total liabilities	負債總額	(96,932)	(89,598)	(111,910)	(113,875)	(93,218)
Non-controlling interests	非控股權益	(431)	-	-	-	-
		13,370	74,435	99,104	105,090	119,307

Management Discussion and Analysis

管理層討論及分析

The board of Directors (the “**Board**”) of Xin Yuan Enterprises Group Limited (the “**Company**”) is pleased to present the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2020, together with the comparative figures for the corresponding period in 2019 (the “**Years Under Review**”).

BUSINESS REVIEW AND OUTLOOK

For the year ended 31 December 2020, our Group recorded revenue of approximately US\$56.0 million, representing an increase of 12.4% compared with the last year, with three operating segments which included asphalt tanker chartering services; bulk carrier chartering services; and asphalt trading. Our Group principally provides asphalt tanker chartering services under various types of charter agreements comprising: (i) time charters; and (ii) voyage charters and contracts of Affreightment (“**CoAs**”). In late 2019, we acquired two second-hand Capesize vessels, namely XYG Fortune and XYMG Noble, which have been providing bulk carrier time chartering services to our customers, and contributed new source of income to our Group.

Currently, we operate a fleet of twelve vessels with total capacity of approximately 470,000 dwt, in which six vessels are operated under asphalt tanker time charters, four vessels are operated under asphalt tanker voyage charters or CoAs and the remaining two second-hand Capesize vessels are operated under bulk carrier time charters. Most of our vessel fleet are operated under time charters and are chartered to customers with high performance capabilities on a long-term basis ranging from one to five years, which generated steady income for our Group.

We endeavour to provide high quality asphalt tanker and bulk carrier chartering services. We have our own team of engineers and we are actively involved in the design of our vessels. Our team works closely with ship design experts, our customers, the shipyards, the international classification societies and banks or finance lease companies. Our major customers include global shipping and logistics groups, global independent energy traders, and publicly traded energy companies based in the United States. Our Group has diversified our business and services and gradually developed our own customers portfolio.

信源企業集團有限公司(「**本公司**」)董事會(「**董事會**」)欣然提呈本公司及其附屬公司(統稱「**本集團**」)截至2020年12月31日止年度的經審核綜合業績，連同2019年同期(統稱「**回顧年度**」)的比較數字。

業務回顧及展望

截至2020年12月31日止年度，本集團錄得收入約56.0百萬美元，較去年增長12.4%，旗下有三個經營分部，包括瀝青船租船服務；散貨船租船服務；及瀝青貿易。本集團主要根據多類租船協議提供瀝青船租船服務，包括：(i) 期租；及(ii) 程租及包運合約(「**包運合約**」)。於2019年底，我們收購兩艘二手海岬型船XYG Fortune及XYMG Noble，已用於向客戶提供散貨船期租租船服務，為本集團帶來新的收入來源。

目前，我們的船隊有十二艘船舶，總容量約為470,000載重噸，當中有六艘船舶根據瀝青船期租運營，四艘船舶根據瀝青船程租或包運合約運營，其餘兩艘二手海岬型船根據散貨船期租運營。我們船隊中大部分船舶根據期租運營，按長期租約出租予具有高業績能力的客戶，租賃期介乎一至五年，為本集團帶來穩定的收入。

我們致力提供優質的瀝青船及散貨船租船服務。我們有自己的工程師團隊且我們積極參與我們的船舶設計。我們的團隊與船舶設計專家、我們的客戶、船廠、國際船級社及銀行或融資租賃公司緊密合作。我們的主要客戶包括全球運輸及物流集團、全球獨立能源貿易商及位於美國的公開上市能源公司。本集團已多元化業務及服務並逐步發展自己的客戶組合。

Management Discussion and Analysis

管理層討論及分析

With our Group's experienced management team and competitive strengths, our Directors believe that our Group is well-positioned to further develop our presence in the asphalt tanker chartering services market and bulk carrier time chartering services. Hence, our Group maintains the variety of services types with a balanced approach to meet different demands in the market.

Although the China's economy was affected by the outbreak of COVID-19 in 2020, the imported asphalt has increased by approximately 476.6 thousand tons or 11% year-on-year, as the infrastructure investment still played a key role in China's economy during the year. During this tough period, basically new shipbuilding orderbooks of asphalt carriers in the global market remain low, and some shipowners disposed or upgraded their older vessels, rather than merging or acquiring other competitors in order to expand their fleet, which might lead to a reduction in the number of available vessels. In addition, new environmental regulations on product tanker fleet could experience a further reduction in supply. Accordingly, the short and medium term outlook for asphalt tankers remains positive. Besides, the market of asphalt tanker chartering services across the globe is well developed and relatively mature and stable for many years, and this market is expected to maintain stability and gradually develop in the foreseeable future.

We believe the regions in Asia, Africa and South America have a higher demand of asphalt tanker chartering, because the need of asphalt is increasing for infrastructure and construction investments, including Asian developing countries contracted for the infrastructure projects under China's Belt and Road Initiative, and countries in Africa and South America with infrastructure plan to improve their nation's transportation network. In the wake of the COVID-19 pandemic, many governments globally may consider the infrastructure investment as an important part of post-COVID-19 economic recovery strategy in coming years. Countries around the world, especially China, Europe and the United States, may need to stimulate urgently their own economic development, mainly through infrastructure investment, such as the United States proposed a US\$1.9 trillion dollars American Rescue Plan amid the COVID-19 pandemic, will further increase the demand for asphalt as well as the asphalt tanker chartering. In addition, the asphalt market demand in China is expected to continue to grow, driven by rising demand for downstream asphalt industries, especially highway construction and maintenance, and a surge in investment in infrastructure construction, may lead to the growth of demand in asphalt tanker chartering.

憑藉本集團經驗豐富的管理團隊及競爭優勢，董事相信本集團有能力進一步拓展我們在瀝青船租船服務市場及散貨船期租租船服務的市場地位。因此，本集團採取均衡發展的方針，維持多種服務類型，以滿足市場的不同需求。

儘管2020年中國經濟受到COVID-19疫情影響，但由於基建投資仍是中國經濟的重要引擎，年內瀝青進口量同比去年增長約47.66萬噸，增幅約11%。於此艱難的時期，全球市場上瀝青船新造船訂單量基本維持在較低水平，而部分船東處理或升級老舊船舶而無進行併購擴充船隊，此可能導致可用船舶數量減少。此外，對成品油輪船隊的新環保法規可能會使船舶供應進一步減少。因此，瀝青船的中短期前景仍然樂觀。此外，全球瀝青船租賃服務市場發展良好且相對成熟，多年來一直穩定成長，預期於可見未來仍將保持穩定並逐步發展。

我們認為，亞洲、非洲及南美地區有較高的瀝青船租賃需求，因為該等地區的基建及建築投資帶動瀝青需求持續增長，包括承包中國「一帶一路」倡議基建項目的亞洲發展中國家及推進基建計劃完善本國交通網絡的非洲和南美國家。在COVID-19疫情後，全球許多國家政府未來幾年可能會將基建投資作為疫情後刺激經濟復甦策略的重要部分。世界各國，尤其是中國、歐洲及美國，可能迫切需要通過基建投資來刺激本國經濟發展，例如美國已在COVID-19疫情下提出1.9萬億美元的美國救助計劃，此將進一步帶動瀝青及瀝青船租賃的需求。此外，在下游瀝青行業（尤其是高速公路建設及養護）需求增長及基建投資潮帶動下，中國瀝青市場需求預期將持續增長，可能帶動瀝青船租賃需求上升。

Management Discussion and Analysis

管理層討論及分析

The growth of the dry bulk carrier market has been dismal since the outbreak of COVID-19, with almost every industry facing massive loss, but market conditions have been rebounding since the middle of the year. Therefore, we have a positive outlook on dry bulk carrier market and expect a rebound in the coming year, as the global economy is expected to grow once more after the COVID-19 pandemic and effective vaccine on the greater population. Especially, the capesize type can be the leading segment in the market as a result of the high demand for transporting iron ore, commodity raw materials and coal among Asia Pacific regions.

However, the global economy could be adversely affected by the resurgence in COVID-19 infections and the appearance of new strains of the virus in various countries. In addition, the US-Sino relationship and the sanctions against Iran and Venezuela have no further progress recently, our business may be challenged by these risk factors and uncertainties.

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2020, our revenue increased to approximately US\$56.0 million by approximately US\$6.2 million or 12.4% from approximately US\$49.8 million for the year ended 31 December 2019. For the Years Under Review, such increase was mainly due to the increase in revenue generated from the two second-hand Capesize vessels for providing new bulk carrier time chartering services since late 2019.

Since two second-hand Capesize vessels, namely XYG Fortune and XYMG Noble, were delivered in late 2019, which contributed revenue from bulk carrier time chartering services, amounting to approximately US\$10.6 million, to our Group for the year ended 31 December 2020, while they only contributed an insignificant revenue from bulk carrier time chartering services, amounting to approximately US\$0.6 million, to our Group for the year ended 31 December 2019.

自 COVID-19 爆發後，乾散貨航運市場增長低迷，大部分行業面臨重大虧損，但年中以來市況有所回暖。因此，我們對乾散貨航運市場前景看好，隨著 COVID-19 疫情趨穩及有效疫苗的大規模接種，全球經濟有望迎來復甦，預期來年乾散貨航運市場將出現反彈。尤其是，鑒於亞太地區的鐵礦石、商品原料及煤炭運輸需求巨大，海岬型船可能會領漲市場。

然而，COVID-19 感染病例再次上升及多國出現新病毒株可能會對全球經濟帶來不利影響。此外，近期中美關係及對伊朗和委內瑞拉的制裁並無新的進展，我們的業務可能面臨該等風險因素及不確定性的挑戰。

財務回顧

收入

截至 2020 年 12 月 31 日止年度，我們的收入較截至 2019 年 12 月 31 日止年度約 49.8 百萬美元增加約 6.2 百萬美元或 12.4% 至約 56.0 百萬美元。於回顧年度錄得增加主要是由於兩艘二手海岬型船自 2019 年底起提供新的散貨船期租租船服務而帶來的收入增加。

兩艘二手海岬型船 XYG Fortune 及 XYMG Noble 於 2019 年底交付，於截至 2020 年 12 月 31 日止年度為本集團貢獻散貨船期租租船服務收入約 10.6 百萬美元，而於截至 2019 年 12 月 31 日止年度僅為本集團貢獻少量散貨船期租租船服務收入約 0.6 百萬美元。

Management Discussion and Analysis

管理層討論及分析

Revenue generated from asphalt tanker time charter services decreased by approximately US\$3.8 million or 14.7% from approximately US\$25.8 million for the year ended 31 December 2019 to approximately US\$22.0 million for the year ended 31 December 2020. Such decrease in revenue was mainly attributable to the combined effect of (i) lower contracted hire rate was concluded when the time charters renewal with existing or new time charterparties by reference to the then market spot rate for (a) two vessels in the second half of 2019 and (b) a vessel in the first half of 2020, so that their revenue dropped as compared to the same period last year, though we maintained the similar level of time charter services for the Years Under Review, but partially offset by (ii) the revenue from Baustella increased by approximately US\$2.1 million for the Years Under Review, when it has been changed from voyage charter to time charter since April 2020.

The increase of approximately US\$1.6 million or 7.4% of revenue generated from asphalt tanker voyage charter, and CoAs from approximately US\$21.7 million for the year ended 31 December 2019 to approximately US\$23.3 million for the year ended 31 December 2020, was mainly due to (i) the increasing average daily hire rate for the voyage charter, and CoAs market in 2020 mainly owing to the market tightening in 2020 so that limiting the availability of vessels on the spot market to rise the prevailing market rates, which was contributed by the factors, including oil prices plummeted in the first half of 2020 resulting in a surge in demand for tanker which were used as floating storages, logistical bottlenecks, trading inefficiencies, port congestions, and contango trades; but such increase was partially offset by (ii) the revenue from Baustella decreased by approximately US\$2.7 million for the Years Under Review, when the operation of our vessel Baustella has been changed from voyage charter to time charter since April 2020.

During the year ended 31 December 2020, no revenue was generated from trading of asphalt. While the trading of asphalt contributed an insignificant revenue, amounting to approximately US\$1.7 million, to our Group for the year ended 31 December 2019.

瀝青船期租服務收入由截至2019年12月31日止年度約25.8百萬美元減少約3.8百萬美元或14.7%至截至2020年12月31日止年度約22.0百萬美元。收入減少主要是由於以下各項的綜合影響：(i)我們(a)於2019年下半年就兩艘船舶及(b)於2020年上半年就一艘船舶參照當時市場即期費率與現有或新的期租訂約方續簽期租合約時訂定的訂約租金費率有所下降，因此儘管回顧年度內期租服務量維持相近水平，錄得的收入仍較去年同期有所下降；但被(ii)紫荊星自2020年4月起由程租變為期租而於回顧年度錄得收入增加約2.1百萬美元所部分抵銷。

瀝青船程租及包運合約收入由截至2019年12月31日止年度約21.7百萬美元增加約1.6百萬美元或7.4%至截至2020年12月31日止年度約23.3百萬美元，主要是由於(i)2020年程租及包運合約市場的平均日租金費率上升，此乃主要由於2020年市場緊縮，受2020年上半年油價暴跌導致船載浮動儲油需求激增、出現物流瓶頸、市場交易效率低下、港口擁擠及升水交易等因素影響，現貨市場上船舶供應受限，從而推升現行市場費率；惟有關增加被(ii)紫荊星自2020年4月起由程租變為期租而於回顧年度錄得收入減少約2.7百萬美元所部分抵銷。

截至2020年12月31日止年度，瀝青貿易並無產生任何收入。而截至2019年12月31日止年度，瀝青貿易為本集團貢獻少量收入約1.7百萬美元。

Management Discussion and Analysis

管理層討論及分析

Cost of sales

Our cost of sales increased by approximately US\$3.5 million or 9.8%, from approximately US\$35.8 million for the year ended 31 December 2019 to approximately US\$39.3 million for the year ended 31 December 2020. Such increase was in line with the increase in revenue, mainly resulting from (i) a significant increase in operating costs for the two second-hand Capesize vessels operated under bulk carrier time charter, namely XYG Fortune and XYMG Noble, which were delivered in late 2019, and were in full operation for the year ended 31 December 2020, but partially offset by (ii) none of asphalt trading transaction during the year ended 31 December 2020.

The increase of cost of sales was mainly due to the combined effect of following factors:

- (i) our crew expenses recorded an increase of approximately US\$1.4 million or 12.7%, which was mainly due to the fact that our two new Capesize vessels, XYG Fortune and XYMG Noble, were delivered in late 2019 and put into full operation for the year ended 31 December 2020, but relatively short period operation for the year ended 31 December 2019;
- (ii) our depreciation recorded an increase of approximately US\$1.7 million or 18.7%, which was mainly due to the fact that the two Capesize vessels were depreciated in full for the year ended 31 December 2020, but an insignificant depreciation was charged for the year ended 31 December 2019;
- (iii) other operating costs (other than crew expenses and depreciation) such as insurance, inspection, spare parts and port charges etc. incurred for the two Capesize vessels were approximately US\$2.5 million for the year ended 31 December 2020, while such costs were approximately US\$0.1 million for the year ended 31 December 2019;

銷售成本

銷售成本由截至2019年12月31日止年度約35.8百萬美元增加約3.5百萬美元或9.8%至截至2020年12月31日止年度約39.3百萬美元。有關增加與收入增加相一致，主要是由於(i)按散貨船期租方式運營的兩艘二手海岬型船XYG Fortune及XYMG Noble帶來的營運成本大幅增加，該兩艘船舶於2019年底交付及於截至2020年12月31日止年度全年運營，但被(ii)截至2020年12月31日止年度並無瀝青貿易交易所部分抵銷。

銷售成本增加主要是由於以下因素綜合所致：

- (i) 船員開支增加約1.4百萬美元或12.7%，主要是由於新增的兩艘海岬型船XYG Fortune及XYMG Noble於2019年底交付，於截至2020年12月31日止年度全年運營，而於截至2019年12月31日止年度僅運營很短時間；
- (ii) 折舊增加約1.7百萬美元或18.7%，主要是由於兩艘海岬型船於截至2020年12月31日止年度全年折舊，而於截至2019年12月31日止年度僅計提少量折舊；
- (iii) 截至2020年12月31日止年度兩艘海岬型船產生保險、檢驗、配件及港口費用等其他營運成本(除船員開支及折舊外)約2.5百萬美元，而截至2019年12月31日止年度有關成本約為0.1百萬美元；

Management Discussion and Analysis

管理層討論及分析

but partially offset by

- (iv) our bunker fees recorded a decrease of approximately US\$0.7 million or 11.7%, which was mainly due to a significant price decline of bunker market in 2020, though our Group has used low Sulphur fuel oil with higher price when the new regulation of IMO2020 was implemented in January 2020; and
- (v) no asphalt trading transaction was made for the year ended 31 December 2020, while the cost for asphalt trading business amounted to approximately US\$1.6 million for the year ended 31 December 2019.

Gross profit and gross profit margin

Our gross profit increased by approximately US\$2.7 million or 19.3%, from approximately US\$14.0 million for the year ended 31 December 2019 to approximately US\$16.7 million for the year ended 31 December 2020. Such increase was mainly due to (i) the gross profit of approximately US\$4.7 million generated from the aforementioned two second-hand Capesize vessels operated under bulk carrier time charter for the year ended 31 December 2020, (ii) the increase in the gross profit generated from asphalt tanker voyage charters and CoAs, but partially offset by (iii) the decrease in the gross profit generated from asphalt tanker time charters services.

Besides, our overall gross profit margin increased from approximately 28.1% for the year ended 31 December 2019 to approximately 29.8% for the year ended 31 December 2020, which was mainly attributable to the new bulk carrier time chartering services having a relatively higher profit margin of approximately 43.8% for the year ended 31 December 2020.

Our gross profit from asphalt tanker voyage charters and CoAs increased by approximately US\$2.6 million or 68.4% for the year ended 31 December 2020, which was in line with (i) the rise of revenue generated from asphalt tanker voyage charters and CoAs of approximately 7.4%, and (ii) the higher gross profit margin from asphalt tanker voyage charters and CoAs resulting from the increasing average daily hire rate for the voyage charter, and CoAs market in 2020.

但被以下項目部分抵銷

- (iv) 燃油費減少約0.7百萬美元或11.7%，主要是由於雖然本集團在2020年國際海事組織條例新規於2020年1月施行後改用價格相對較高的低硫燃油，但2020年燃油市場價格出現大幅下降；及
- (v) 截至2020年12月31日止年度並無瀝青貿易交易，而截至2019年12月31日止年度瀝青貿易業務成本約為1.6百萬美元。

毛利及毛利率

我們的毛利由截至2019年12月31日止年度約14.0百萬美元增加約2.7百萬美元或19.3%至截至2020年12月31日止年度約16.7百萬美元。該增加主要是由於(i)上文所述以散貨船期租方式運營的兩艘二手海岬型船於截至2020年12月31日止年度產生毛利約4.7百萬美元；(ii)瀝青船程租及包運合約的毛利增加，但被(iii)瀝青船期租服務的毛利減少所部分抵銷。

此外，我們的整體毛利率由截至2019年12月31日止年度約28.1%上升至截至2020年12月31日止年度約29.8%，主要是由於截至2020年12月31日止年度的新散貨船期租租船服務的利潤率較高，約為43.8%。

截至2020年12月31日止年度，瀝青船程租及包運合約的毛利增加約2.6百萬美元或68.4%，此與(i)瀝青船程租及包運合約收入增加約7.4%，及(ii)因2020年程租及包運合約市場平均日租金費率較高令致瀝青船程租及包運合約毛利率上升相一致。

Management Discussion and Analysis

管理層討論及分析

Our gross profit generated from asphalt tanker time charters services decreased by approximately US\$4.4 million or 44.0% for the year ended 31 December 2020, and its gross profit margin dropped by approximately 13.5 percentage point. Such decrease was in line with the decline in revenue from asphalt tanker time chartering by approximately 14.7%, and lower contracted hire rate when the time charter renewal with existing or new time charterparties for two vessels in the second half of 2019 and a vessel in the first half of 2020.

Other income

Our other income decreased by approximately US\$0.9 million or 60.0% from approximately US\$1.5 million for the year ended 31 December 2019 to approximately US\$0.6 million for the year ended 31 December 2020. The decrease was mainly due to the decrease in non-recurring insurance compensation income of approximately US\$0.8 million in relation to the repair costs of vessels for the Years Under Review.

Administrative expenses

Our Group's administrative expenses increased by approximately US\$0.7 million or 28.0% from approximately US\$2.5 million for the year ended 31 December 2019 to approximately US\$3.2 million for the year ended 31 December 2020, mainly due to the facts that (i) the loan handling charges of approximately US\$0.1 million in non-recurring nature were incurred for loan arrangement for the two Capesize vessels in the first quarter of 2020; and (ii) increase in staff costs (including directors' emoluments) of approximately US\$0.5 million.

Other operating expenses

Other operating expenses of our Group remained at approximately US\$0.6 million for each of the years ended 31 December 2019 and 2020, mainly included the fair value losses on interest rate swap contracts, allowance for other receivables and vessels repair costs.

截至2020年12月31日止年度，瀝青船期租服務的毛利減少約4.4百萬美元或44.0%，毛利率下降約13.5個百分點。有關下降與瀝青船期租收入減少約14.7%，及於2019年下半年就兩艘船舶及於2020年上半年就一艘船舶與現有或新的期租訂約方續簽期租合約的訂約租金費率有所下降相一致。

其他收益

我們的其他收益由截至2019年12月31日止年度約1.5百萬美元減少約0.9百萬美元或60.0%至截至2020年12月31日止年度約0.6百萬美元。該減少主要是由於回顧年度與船舶維修費用有關的非經常性保險賠償收入減少約0.8百萬美元。

行政開支

本集團的行政開支由截至2019年12月31日止年度約2.5百萬美元增加約0.7百萬美元或28.0%至截至2020年12月31日止年度約3.2百萬美元，主要是由於(i)於2020年第一季度就兩艘海岬型船的貸款安排產生非經常性貸款手續費約0.1百萬美元；及(ii)員工成本(包括董事薪酬)增加約0.5百萬美元。

其他營運開支

截至2019年及2020年12月31日止各年度，本集團的其他營運開支均為約0.6百萬美元，主要包括利率掉期合約公平值虧損、其他應收款項撥備及船舶維修費用。

Management Discussion and Analysis

管理層討論及分析

Exchange gains/losses, net

Our Group's net exchange losses decreased to approximately US\$89,000 for the year ended 31 December 2020 from approximately US\$0.2 million for the year ended 31 December 2019, which was principally attributable to the exchange fluctuation of our Group's borrowings denominated in Singapore Dollars ("SGD"). United States dollars ("USD") depreciated against SGD by approximately 2.0% for the year ended 31 December 2020, while USD depreciated against SGD by approximately 1.0% for the year ended 31 December 2019, resulting in exchange losses when translation of the borrowings denominated in SGD in both financial years. Besides, our Group gradually decreased the borrowings denominated in SGD during the Years Under Review by approximately 21.0%, to approximately US\$13.2 million as at 31 December 2020 as compared to the balance of approximately US\$16.7 million as at 31 December 2019.

Finance costs

Our finance costs declined by approximately US\$1.3 million, or 21.3% for the year ended 31 December 2020 as compared to the last year. The decrease was mainly due to gradual repayment of borrowings and lease liabilities during the year ended 31 December 2020.

Income tax expense

Income tax expense of approximately US\$5,000 for the year ended 31 December 2020 mainly represented under-provision for Singapore Corporate Income Tax in prior year. During the year ended 31 December 2020, Singapore Corporate Income Tax has been provided at rate of 17%.

No provision for Hong Kong Profits Tax and PRC Corporate Income Tax was made since our Group has no assessable profit for the Years Under Review.

匯兌收益／虧損淨額

本集團的匯兌虧損淨額由截至2019年12月31日止年度約0.2百萬美元減少至截至2020年12月31日止年度約89,000美元，主要是由於本集團以新加坡元(「新加坡元」)計值的借款的匯率波動。截至2020年12月31日止年度美元(「美元」)兌新加坡元貶值約2.0%，而截至2019年12月31日止年度美元兌新加坡元貶值約1.0%，導致兩個財政年度以新加坡元計值的借款換算時產生匯兌虧損。此外，於回顧年度內，本集團以新加坡元計值的借款從於2019年12月31日結餘約為16.7百萬美元逐漸減少約21.0%至於2020年12月31日約為13.2百萬美元。

融資成本

截至2020年12月31日止年度，我們的融資成本較去年減少約1.3百萬美元或21.3%。該減少主要是由於截至2020年12月31日止年度逐漸償還借款及租賃負債。

所得稅開支

截至2020年12月31日止年度的所得稅開支約為5,000美元，主要為上年度新加坡企業所得稅撥備不足。於截至2020年12月31日止年度，已按17%的稅率計提新加坡企業所得稅。

由於本集團於回顧年度並無應課稅溢利，故並無就香港利得稅及中國企業所得稅作出撥備。

Management Discussion and Analysis

管理層討論及分析

Profit for the year

Our profit for the Years Under Review increased by approximately US\$2.6 million, or 43.3% to approximately US\$8.6 million for the year ended 31 December 2020 as compared to approximately US\$6.0 million for the year ended 31 December 2019, while our net profit margin also increased to approximately 15.4% from approximately 12.0% for the respective years. Such increase in our profit for the Years Under Review was primarily due to the increase in gross profits of approximately US\$2.7 million, mainly attributable to the contribution from the two new Capesize vessels operated under bulk carrier time charter.

FINANCIAL POSITION

As at 31 December 2020, our Group's total assets amounted to approximately US\$212.5 million (2019: approximately US\$219.0 million) with net assets amounting to approximately US\$119.3 million (2019: approximately US\$105.1 million). As at 31 December 2020, gearing ratio (total debts divided by the total equity attributable to owners of our Company) of our Group was 0.75, representing a decrease of 27.9 percentage points as compared to that of 1.04 as at the end of 2019. Net debt to equity ratio (net debt, being our total debts net of bank and cash balances and pledged bank deposits, by total equity attributable to owners of our Company) of our Group was 0.66 as at 31 December 2020, representing a decrease of 34.0 percentage points as compared to that of 1.0 as at the end of 2019. Current ratio of our Group was 0.45, representing an increase of 95.7 percentage points as compared to that of 0.23 as at the end of 2019, as a result of the net operating inflows and net proceeds from new shares issued during the year ended 31 December 2020.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, the liquidity position had an improvement as compared to the end of 2019. Our Group adopts a balanced approach to cash and financial management to ensure proper risk control and lower the costs of funds, and seek to maintain optimal level of liquidity that can meet our working capital needs while supporting a healthy level of business and our various growth strategies. Our Group finances our operations and growth primarily through cash generated from operations, borrowing and finance lease arrangement, as well as the net proceeds from the new shares issued.

年度溢利

於回顧年度，溢利由截至2019年12月31日止年度約6.0百萬美元增加約2.6百萬美元或43.3%至截至2020年12月31日止年度約8.6百萬美元，而有關年度純利率由約12.0%上升至約15.4%。回顧年度溢利增加主要是由於毛利增加約2.7百萬美元，主要歸因於新增兩艘按散貨船期租方式運營的海岬型船帶來的貢獻。

財務狀況

於2020年12月31日，本集團的資產總值約為212.5百萬美元（2019年：約219.0百萬美元），資產淨值約為119.3百萬美元（2019年：約105.1百萬美元）。於2020年12月31日，本集團的資本負債率（債務總額除以本公司擁有人應佔權益總額）為0.75，較2019年末的1.04下降27.9個百分點。於2020年12月31日，本集團的淨債務與權益比率（淨債務，即我們的債務總額扣除銀行及現金結餘以及已抵押銀行存款，除以本公司擁有人應佔權益總額）為0.66，較2019年末的1.0下降34.0個百分點。本集團的流動比率為0.45，較2019年末的0.23上升95.7個百分點，此乃由於截至2020年12月31日止年度錄得經營性淨流入及發行新股份所得款項。

流動資金及財務資源

於2020年12月31日，流動資金狀況較2019年末有所改善。本集團採取平衡的現金及財務管理方針，以確保適當的風險控制及降低資金成本，並維持最佳的流動資金水平以滿足營運資金需求，同時支持健康的業務水平及各項增長策略。本集團主要透過經營產生的現金、借款及融資租賃安排以及發行新股份所得款項淨額為我們的營運及增長提供資金。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2020, our Group had net current liabilities of approximately US\$17.4 million. Our Directors are confident that our Group has ability to continue to attain profitable and positive cash flows operations in the immediate and longer terms. In order to strengthen our liquidity in the foreseeable future, our Group has taken several measures, including but not limited to (i) a related company has agreed to extend the repayment date of loans to our Group amounted to approximately US\$2.5 million from December 2021 to December 2022. The aforesaid supplementary agreement with a related company was signed on 2 March 2021; (ii) our Group entered into a finance lease with a financial institution for approximately US\$12.6 million with the pledge of a vessel of our Group for a period of six years on 2 March 2021. Further on 8 March 2021, our Group received US\$12.4 million from the financial institution; (iii) negotiating with banks and other financial institutions in advance for renewal and obtaining new banking facilities; (iv) our Group has been taking various cost control measures to tighten the costs of operations; and (v) our Group has been implementing various strategies to enhance our Group's revenue and profitability. Considering the current and anticipated future liquidity of our Group and the above measures, our Directors have concluded that our Group will have sufficient working capital to meet in full its financial obligations as they fall due and accordingly the consolidated financial statements have been prepared on a going concern basis.

As at 31 December 2020, our Group's borrowings and lease liabilities of approximately US\$88.9 million in aggregate decreased by approximately US\$20.8 million as compared to 31 December 2019, which was primarily due to repayment of debts financing by the profits generated from operations as well as the proceeds from issuance of new shares during the year ended 31 December 2020. During the year ended 31 December 2020, our Group obtained the proceeds from borrowings with total amount of US\$20.5 million, mainly including two other loans and one loan from a related company; on the other hand, our Group has repaid the aggregate borrowings and lease liabilities of approximately US\$41.6 million on a timely basis.

於2020年12月31日，本集團有流動負債淨額約17.4百萬美元。董事相信，本集團有能力在近期及長期內繼續獲得盈利及正面的經營現金流量。為加強於可見未來的流動資金狀況，本集團已採取多項措施，包括但不限於(i)一間關聯公司已同意將向本集團所提供金額約2.5百萬美元之貸款之還款日期由2021年12月延長至2022年12月。上述與關聯公司的補充協議已於2021年3月2日簽訂；(ii)本集團於2021年3月2日與一間金融機構訂立金額為12.6百萬美元的融資租賃，以本集團一艘船舶作抵押，為期六年。其後於2021年3月8日，本集團已收到該金融機構提供的12.4百萬美元；(iii)提前就重續及取得新銀行融通額度與銀行及其他金融機構磋商；(iv)本集團已採取若干成本控制措施節縮經營成本；及(v)本集團已實施若干策略提升本集團的收入及盈利能力。經考慮本集團目前和預計未來的流動資金及上述措施，董事得出結論認為，本集團將擁有充足營運資金以悉數履行其到期財務責任並因此已按持續經營基準編製綜合財務報表。

於2020年12月31日，本集團的借款及租賃負債合共約88.9百萬美元，較2019年12月31日減少約20.8百萬美元，主要歸因於截至2020年12月31日止年度以經營所得溢利以及發行新股份所得款項償還債務融資。於截至2020年12月31日止年度，本集團取得借款所得款項共計20.5百萬美元，主要包括兩項其他貸款及一項來自一間關聯公司之貸款；另一方面，本集團按時償還借款及租賃負債共計約41.6百萬美元。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2020, our Group had pledged bank deposits and bank and cash balances of approximately US\$10.2 million in aggregate, representing an increase of approximately US\$6.0 million as compared to approximately US\$4.2 million as at 31 December 2019. Such increase was mainly due to profits generated from operations as well as the proceeds from issuance of new shares. Our pledged bank deposits are denominated in USD and most of our bank and cash balances are denominated in USD.

Treasury Policies

The primary objective of our Group's capital management is to maintain its ability to continue as a going concern so that our Group can constantly provide returns for shareholders of our Company (the "Shareholders") and benefits for other stakeholders by securing access to financing at reasonable costs. Our Group actively and regularly reviews and manages its capital structure and makes adjustment by taking into consideration the changes in economic conditions, its future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities.

INDEBTEDNESS

As at 31 December 2020, our Group's indebtedness mainly comprised borrowings and lease liabilities of approximately US\$43.5 million and US\$45.4 million respectively. Our borrowings are denominated in USD and SGD, while lease liabilities are denominated in USD. All borrowings and lease liabilities are arranged at floating rates, thus exposing our Group to cash flow interest rate risk. During the year ended 31 December 2020, our Group used interest rate swaps in order to mitigate its exposure associated with fluctuations relating to interest cash flows.

於2020年12月31日，本集團的已抵押銀行存款以及銀行及現金結餘合共約為10.2百萬美元，較2019年12月31日約4.2百萬美元增加約6.0百萬美元。有關增加主要歸因於經營所得溢利及發行新股份所得款項。我們的已抵押銀行存款以美元計值及大部分銀行及現金結餘以美元計值。

庫務政策

本集團資本管理的主要目標是維持其持續經營能力，以便本集團能以合理的成本獲得融資，以持續為本公司股東（「股東」）提供回報並為其他持份者帶來利益。本集團積極及定期檢討及管理其資本架構，並因應經濟狀況變動、其未來資本需求、現時及預計盈利能力及經營現金流量、預測資本開支及預測策略投資機會作出調整。

債項

於2020年12月31日，本集團的債項主要包括借款及租賃負債分別約43.5百萬美元及45.4百萬美元。我們的借款以美元及新加坡元計值，而租賃負債以美元計值。所有借款及租賃負債均為浮動利率，因此導致本集團承受現金流量利率風險。於截至2020年12月31日止年度，本集團採用利率掉期以減低與利息現金流量相關的波動風險。

Management Discussion and Analysis

管理層討論及分析

The maturity of borrowings and lease liabilities as at 31 December 2020 is as follows:

於2020年12月31日，借款及租賃負債的到期日如下：

		Borrowings 借款 US\$'000 千美元	Lease liabilities 租賃負債 US\$'000 千美元
Within one year	一年以內	12,787	14,184
More than one year, but not exceeding two years	一年以上但不超過兩年	15,087	17,022
More than two years, but not more than five years	兩年以上但不超過五年	15,660	14,149
		43,534	45,355

As at 31 December 2020, our borrowings comprised of bank loans, other loans and loans from a related company, amounting to approximately US\$25.2 million, US\$15.8 million and US\$2.5 million, respectively.

於2020年12月31日，我們的借款包括銀行貸款、其他貸款及來自一間關聯公司之貸款，分別約為25.2百萬美元、15.8百萬美元及2.5百萬美元。

Bank loans were obtained for the sole purpose of the construction of the vessels. As at 31 December 2020, the bank loans were secured by the followings:

銀行貸款是純粹為建造船舶而取得。於2020年12月31日，銀行貸款以下列項目作抵押：

- (a) mortgage over our Group's vessels;
- (b) corporate guarantees provided by our Company and subsidiaries; and
- (c) pledged bank deposits and restricted bank balances.

- (a) 本集團船舶的按揭；
- (b) 本公司及附屬公司提供的公司擔保；及
- (c) 已抵押銀行存款及受限制銀行結餘。

Other loans were obtained for the additional working capital of our Group. As at 31 December 2020, the other loans were secured by the followings:

其他貸款是為本集團補充營運資金而取得。於2020年12月31日，其他貸款以下列項目作抵押：

- (a) mortgage over our Group's vessels;
- (b) corporate guarantees provided by our Company and subsidiaries; and
- (c) restricted bank balances.

- (a) 本集團船舶的按揭；
- (b) 本公司及附屬公司提供的公司擔保；及
- (c) 受限制銀行結餘。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2020, our lease liabilities of approximately US\$45.3 million were secured by:

- (a) charges over our Group's certain right-of-use assets;
- (b) corporate guarantee provided by our Company and/or subsidiaries;
- (c) restricted bank balances; and
- (d) shares of certain subsidiaries.

The remaining lease liabilities of approximately US\$0.1 million was in relation to the office properties leases and no collateral was secured.

FOREIGN CURRENCY RISKS

Our Group has a certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of respective Group entities such as SGD and Renminbi. Our Group also has adopted a foreign exchange rate and interest rate risk control policy to manage the foreign exchange risk and interest rate risk. Our Group monitors the foreign currency exposure closely and will consider hedging transactions to mitigate significant foreign currency exposure should the need arise. Our Group has foreign currency forward contracts to hedge the foreign currency risk in respect of borrowings denominated in SGD.

PLEDGE OF ASSETS

As at 31 December 2020, the carrying amounts of pledged bank deposits, bank balances restricted from being used and vessels pledged as securities for our Group's borrowings amounted to approximately US\$1.4 million, US\$1.7 million and US\$95.0 million respectively. As at 31 December 2020, the carrying amounts of vessels as right-of-use assets held by our Group and bank balances restricted from being used under finance leases arrangement amounted to approximately US\$103.1 million and US\$1.2 million, respectively.

於2020年12月31日，我們約45.3百萬美元的租賃負債以下列項目作抵押：

- (a) 本集團若干使用權資產的押記；
- (b) 本公司及／或附屬公司提供的公司擔保；
- (c) 受限制銀行結餘；及
- (d) 若干附屬公司的股份。

剩餘約0.1百萬美元的租賃負債與辦公物業租賃有關，且並無抵押品。

外匯風險

本集團因其部分業務交易、資產及負債以新加坡元及人民幣等相關集團實體功能貨幣以外的貨幣計值，而承受一定的外匯風險。本集團已採用外匯匯率及利率風險控制政策來管理外匯風險及利率風險。本集團密切監察外匯風險，並將於需要時考慮對沖交易以減低重大外匯風險。本集團已訂立外幣遠期合約以對沖以新加坡元計值的借款的外匯風險。

資產質押

於2020年12月31日，作為本集團借款抵押的已抵押銀行存款、受限制使用的銀行結餘及已抵押船舶的賬面值分別約為1.4百萬美元、1.7百萬美元及95.0百萬美元。於2020年12月31日，本集團根據融資租賃安排持有的作為使用權資產的船舶及受限制使用的銀行結餘賬面值分別約為103.1百萬美元及1.2百萬美元。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENT

As at 31 December 2020, our Group did not have any material capital commitment.

CONTINGENT LIABILITIES

As at 31 December 2020, our Group did not have any significant contingent liabilities.

EMPLOYEE AND REMUNERATION POLICY

We value our employees and recognise the importance of a good relationship with our employees. We recruit our employees based on their work experience, education background and qualifications. To maintain and ensure the quality of our employees, we provide our personnel formal and on-the-job training to enhance their technical skills as well as knowledge of industry quality standards and work place safety standards. As at 31 December 2020, our Group had a total of 35 employees of which 30 were in the PRC, 2 were in Hong Kong and 3 were in Singapore. The remuneration to our employees includes salaries and allowances. Employees are remunerated according to their qualifications, experiences, job nature, performance and with reference to market conditions.

Our Group's total employee benefit expenses (including Directors' emoluments) for the year ended 31 December 2020 and 2019 were approximately US\$1.8 million and US\$1.3 million, respectively.

SIGNIFICANT INVESTMENT HELD

Our Group had not held any significant investments during the year ended 31 December 2020.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year ended 31 December 2020, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by our Group.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no definite future plan for material investments or acquisition of material capital assets as at 31 December 2020.

資本承擔

於2020年12月31日，本集團並無任何重大資本承擔。

或然負債

於2020年12月31日，本集團並無任何重大或然負債。

僱員及薪酬政策

我們重視僱員，並認同與僱員保持良好關係的重要性。我們根據工作經驗、教育背景及資質招聘僱員。為保持及確保我們員工的質素，我們為職員提供正規及在職培訓，以提升彼等的技能及對行業質量標準和工作場所安全標準的認識。於2020年12月31日，本集團共有35名僱員，其中30名在中國、2名在香港及3名在新加坡。我們的僱員薪酬包括薪金及津貼。僱員薪酬乃基於彼等的資歷、經驗、工作性質、表現及參考市況釐定。

本集團截至2020年及2019年12月31日止年度的僱員福利開支總額（包括董事薪酬）分別為約1.8百萬美元及1.3百萬美元。

所持的重大投資

截至2020年12月31日止年度，本集團並無持有任何重大投資。

有關附屬公司、聯營公司及合營企業的重大收購或出售

截至2020年12月31日止年度，本集團並無進行有關附屬公司、聯營公司及合營企業的重大收購或出售。

未來作重大投資或購入資本資產的計劃

於2020年12月31日，並無未來作重大投資或購入重大資本資產的具體計劃。

Management Discussion and Analysis

管理層討論及分析

USE OF PROCEED FROM SUBSCRIPTIONS

Pursuant to the subscription agreements dated 19 May 2020, the Company allotted and issued, and the subscribers subscribed for, an aggregate of 40,000,000 shares of the Company at HK\$1.092 per share for an aggregate cash consideration of HK\$43,680,000 (equivalent to approximately US\$5,628,866) on 3 June 2020 (the “**Subscriptions**”).

The aggregate gross proceeds of the Subscriptions amounted to HK\$43,680,000 (equivalent to approximately US\$5,628,866) and the aggregate net proceeds, after the deduction of the related expenses, was approximately HK\$43,280,000 (equivalent to approximately US\$5,577,320). As at 31 December 2020, the net proceeds from the Subscriptions remained un-utilised and it is intended that they will be applied for general working capital of the Group in the next three years, as disclosed in the announcement of the Company dated 19 May 2020 as follows:

認購事項所得款項用途

根據日期為2020年5月19日的認購協議，本公司於2020年6月3日按每股股份1.092港元配發及發行合共40,000,000股本公司股份，而認購人以總現金代價43,680,000港元（相當於約5,628,866美元）認購該等股份（「認購事項」）。

認購事項之所得款項總額合共為43,680,000港元（相等於約5,628,866美元），扣除相關開支後之所得款項淨額總額約為43,280,000港元（相等於約5,577,320美元）。於2020年12月31日，認購事項之所得款項淨額仍未動用，而本公司擬按本公司日期為2020年5月19日的公告所披露於未來三年將其用作本集團之一般營運資金，詳情如下：

		Proposed use of proceeds as disclosed in the announcement of the Company dated 19 May 2020	Utilised up to 31 December 2020	Un-utilised up to 31 December 2020
		本公司日期為2020年5月19日的公告所披露所得款項的擬定用途	截至2020年12月31日已動用	截至2020年12月31日未動用
		HK\$ 港元	HK\$ 港元	HK\$ 港元
General working capital	一般營運資金	43,280,000	–	43,280,000

Management Discussion and Analysis

管理層討論及分析

EVENTS AFTER THE REPORTING PERIOD

(a) After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. Our Group is paying close attention to the development of, and the disruption to business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of our Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impacts on our Group's financial position, cash flows and operating results at the date of this report.

(b) On 2 March 2021, our Group entered into a supplementary agreement with a related company for the extension of the repayment term from December 2021 to December 2022.

(c) On 2 March 2021, our Group entered into a finance lease agreement of US\$12,600,000 for the additional working capital of our Group. The lease is repayable in six years, and secured by the followings:

- (i) charge over a vessel of our Group;
- (ii) corporate guarantee provided by our Company;
- (iii) restricted bank balance; and
- (iv) 100% of the shares of a subsidiary

Further on 8 March 2021, our Group received approximately US\$12.4 million from the financial institution.

(d) Mr. Chen Ming and Mr. Lin Shifeng was each appointed as an executive Director on 25 March 2021. For details of Mr. Chen Ming and Mr. Lin Shifeng, please refer to the announcement of the Company dated 25 March 2021.

報告期後事項

(a) 於2020年初爆發COVID-19疫情後，全球各地實施並持續實施一系列防控措施。本集團一直密切關注COVID-19疫情的發展及其對業務和經濟活動的影響，並評估其對本集團財務狀況、現金流量及經營業績產生的影響。鑒於COVID-19疫情不斷變化，於本報告日期尚無法合理估計其對本集團財務狀況、現金流量及經營業績的影響。

(b) 於2021年3月2日，本集團與一間關聯公司訂立補充協議，還款期將由2021年12月延長至2022年12月。

(c) 於2021年3月2日，本集團訂立金額為12,600,000美元的融資租賃協議，為本集團提供額外營運資金。該租賃須於六年內償還，並以下列項目作抵押：

- (i) 本集團一艘船舶的押記；
- (ii) 本公司提供的公司擔保；
- (iii) 受限制銀行結餘；及
- (iv) 一間附屬公司的全部股份

其後於2021年3月8日，本集團已收到該金融機構提供的約12.4百萬美元。

(d) 陳銘先生及林世鋒先生於2021年3月25日各自獲委任為執行董事。有關陳銘先生及林世鋒先生的詳情，請參閱本公司日期為2021年3月25日的公告。

Biography of Directors and Senior Management 董事及高級管理層履歷

DIRECTORS

Executive Directors

Wang Faqing

Mr. Wang Faqing (王法清先生), aged 57, is our executive Director and the chairman of the Board. He is currently the chairman of the board, legal representative and general manager of China MingShang Commodity Exchange Center Limited* (民商大宗商品交易中心有限公司). Currently, he is a director of each member of our Group other than Xin Yuan Ship Management (Hong Kong) Limited. Before joining the Group, he was a vice president at Weimin International Holdings Limited* (味民國際控股集團有限公司) from July 2017 to July 2019.

Mr. Wang obtained the certificate of Fujian Province Administrative Law Enforcement Qualification* (福建省行政執法資格證書) issued by the Fujian Provincial People's Government* (福建省人民政府) in December 2005. He obtained the certificate of Surveying and Mapping Intermediate Engineer* (測繪中級工程師) issued by the Fujian Provincial Personnel Department* (福建省人事廳) in October 2005. He obtained the Registered Qualification Certificate for Enterprise Legal Adviser of The People's Republic of China (中華人民共和國企業法律顧問執業資格證書) issued by the Fujian Provincial Personnel Department* (福建省人事廳) in December 2004. He obtained the certificate of Land Management Assistant Engineer* (土地管理助理工程師) issued by the Fuzhou Municipal Personnel Bureau* (福州市人事局) in July 1992.

Mr. Wang passed the Self-Taught Higher Education Examinations (高等教育自學考試) and obtained a bachelor of laws degree at Xiamen University (廈門大學) in December 1992.

董事

執行董事

王法清

王法清先生，57歲，為本集團執行董事及董事會主席。目前為民商大宗商品交易中心有限公司的董事長、法定代表人及總經理。彼目前為本集團各成員公司(信源船舶管理(香港)有限公司除外)的董事。於加入本集團前，自2017年7月至2019年7月，彼曾擔任味民國際控股集團有限公司的副總裁。

王先生於2005年12月取得福建省人民政府頒發的福建省行政執法資格證書。彼於2005年10月獲得福建省人事廳頒發的測繪中級工程師證書。彼於2004年12月獲得福建省人事廳頒發的中華人民共和國企業法律顧問執業資格證書。彼於1992年7月獲得福州市人事局頒發的土地管理助理工程師證書。

王先生於1992年12月通過高等教育自學考試，並取得廈門大學的法律學士學位。

* For identification only

Biography of Directors and Senior Management

董事及高級管理層履歷

Xu Wenjun

Mr. Xu Wenjun (徐文均先生), aged 65, is our executive Director and the chief executive officer of our Group. Mr. Xu has been a Director since 28 June 2016, being the date of incorporation of our Company. Mr. Xu has participated in the management of our Group since 1 February 2010 where he has been responsible for corporate strategic planning, overseeing the overall operations and business development and day-to-day business management of our Group. Mr. Xu is a director of each member of our Group other than Xinlanhai.

Mr. Xu has approximately fourteen years of relevant experience in the shipping industry. Prior to joining our Group, Mr. Xu worked as the deputy general manager at Fuzhou Dongfang Jinrong Shipping Co., Ltd. (福州東方錦榕海運有限公司), a company principally engaged in international shipping management business, from November 2002 to June 2006, where he was mainly responsible for international shipping business. From May 2006 until now, Mr. Xu worked as the general manager of Fujian Chuan Yuan, a company principally engaged in investment, where he was mainly responsible for making investment.

Mr. Xu served as the chief executive officer and general manager of Jincheng Hengtong from January 2010 to November 2017, where he was mainly responsible for overseeing the overall operations.

Mr. Xu received the certificate of Adult Higher Education majoring in economic management from Fujian Normal University (福建師範大學) in the PRC in September 2000.

徐文均

徐文均先生，65歲，為本集團執行董事及行政總裁。徐先生自2016年6月28日（為本公司註冊成立日期）起一直擔任董事。徐先生自2010年2月1日起參與本集團管理，負責本集團企業戰略規劃、監督整體運營及業務發展及日常業務管理。徐先生為本集團各成員公司（新藍海除外）的董事。

徐先生具備約十四年航運業相關經驗。加入本集團前，徐先生自2002年11月至2006年6月擔任福州東方錦榕海運有限公司的副總經理，主要負責國際航運業務，該公司主要從事國際航運管理業務。2006年5月至今，徐先生擔任福建川源的總經理，主要負責投資，該公司主要從事投資業務。

徐先生於2010年1月至2017年11月擔任錦城亨通的行政總裁兼總經理，主要負責監督整體運營。

徐先生於2000年9月取得中國福建師範大學經濟管理專業成人高等教育證書。

Biography of Directors and Senior Management

董事及高級管理層履歷

Ding Yuzhao

Mr. Ding Yuzhao (丁玉釗先生), aged 66, is our executive Director. Mr. Ding has been a Director since 28 June 2016, being the date of incorporation of our Company. Mr. Ding has participated in the management of our Group since 1 February 2010 where he has been responsible for overseeing the overall operations and business development of our Group.

Mr. Ding has approximately ten years of relevant experience in the shipping industry. Prior to joining our Group, Mr. Ding worked as a deputy manager at Ningde District Power Company (寧德地區電力公司), a company principally engaged in providing technical support and construction for power systems from March 1990 to December 1991, where he was mainly responsible for providing technical support for power construction. From April 1994 to May 1997, Mr. Ding worked as a director and general manager at Fujian Muyang Creek Hydropower Development Co., Ltd. (福建省穆陽溪水電開發有限公司), a company principally engaged in hydropower construction, where he was mainly responsible for providing technical support for hydropower station development and construction. From May 1997 to August 2006, Mr. Ding served as the general manager of Mindong Power Investment Company Limited (閩東能源投資有限公司), which is principally engaged the business of power investment, where he was mainly responsible for overseeing investment in hydropower station and fossil-fuel power station.

丁玉釗

丁玉釗先生，66歲，為執行董事。丁先生自2016年6月28日（為本公司註冊成立日期）起一直擔任董事。丁先生自2010年2月1日起參與本集團的管理，負責監督本集團的整體營運及業務發展。

丁先生具備約十年航運業相關經驗。加入本集團前，丁先生於1990年3月至1991年12月擔任寧德地區電力公司的副經理，主要負責為電力建設提供技術支持，該公司主要從事對電力系統提供技術支持及建設電力系統。1994年4月至1997年5月，丁先生擔任福建省穆陽溪水電開發有限公司的董事兼總經理，主要負責為水電站開發及建設提供技術支持，該公司主要從事水電建設。1997年5月至2006年8月，丁先生擔任閩東能源投資有限公司的總經理，主要負責監督投資水電站及化石能源電站，該公司主要從事電力業務投資。

Biography of Directors and Senior Management

董事及高級管理層履歷

From November 2003 to August 2006, Mr. Ding served as the general manager of Ningde City State-owned Asset Investment Company Limited (寧德市國有資產投資有限公司), a company principally engaged in investment, where he was mainly responsible for investment and operation of state-owned asset. From August 2006 to March 2010, Mr. Ding served as the chairman of Ningde City State-owned Properties Investment & Management Co., Ltd. (寧德市國有資產投資經營有限公司) and director of Ningde City State-owned Asset Supervision and Management Committee (寧德市國有資產監督管理委員會), both of which principally engaged the business of investment, where he was mainly responsible for investment and operation of state-owned asset. From July 2011 to September 2017, Mr. Ding served as the general manager at Fujian Haodeyuan Investment Co., Ltd (福建昊德元投資有限公司), a company principally engaged in investment, where he was mainly responsible for investment in real estate business. From January 2016 until now, Mr. Ding served as the supervisor of Xiamen Tangram Science and Technology Co., Ltd. (廈門唐人科技股份有限公司), a company principally engages in information technology.

Mr. Ding received the Bachelor's degree from the electric engineering school of the Wuhan Institute of Hydraulic and Electric Engineering (武漢水利電力學院), currently known as School of Electrical Engineering and Automation, Wu Han University (武漢大學電氣與自動化學院) majoring in High-voltage electricity technology and equipment in September 1982. Mr. Ding was granted the qualification as a senior engineer in hydropower by the Department of Personnel of Fujian Province in July 1996.

自2003年11月至2006年8月，丁先生擔任寧德市國有資產投資有限公司的總經理，主要負責投資及經營國有資產，該公司主要從事投資業務。2006年8月至2010年3月，丁先生擔任寧德市國有資產投資經營有限公司的董事長及寧德市國有資產監督管理委員會的董事，主要負責投資及經營國有資產，該兩家公司主要從事投資業務。2011年7月至2017年9月，丁先生擔任福建昊德元投資有限公司的總經理，主要負責房地產業務投資，該公司主要從事投資業務。自2016年1月至今，丁先生擔任廈門唐人科技股份有限公司的監事，該公司主要從事信息科技業務。

丁先生於1982年9月獲得武漢水利電力學院電氣工程學院(現稱武漢大學電氣與自動化學院)高壓電技術和設備專業學士學位。丁先生於1996年7月獲福建省人事廳授予高級水電工程師資質。

Biography of Directors and Senior Management

董事及高級管理層履歷

Chen Ming

Mr. Chen Ming (陳銘先生), aged 25, was appointed as our executive director on 25 March 2021, who has approximately 2 years of experience in corporate governance. From September 2018 to October 2020, Mr. Chen worked in Xinhua Fortune Group Company Limited* (興華財富集團有限公司) (a company primarily engaged in Iron and steel, e-commerce, agriculture, real estate, tourism and other industries coordinated development) as the assistant to the chairman, responsible for assisting the chairman of the board to call and preside over the general meeting of the management, organising the discussion of the company's development plan, operation policy, annual plan and major issues in daily operation.

Mr. Chen is the son of Mr. Chen Mao Chun, who held in a total of 116,000,000 ordinary shares of the Company, representing approximately 26.36% of the share interest in the Company through his wholly owned company named UNIVERSAL INTERNATIONAL TECHNOLOGY (HONG KONG) LIMITED (環宇國際科技(香港)有限公司).

Mr. Chen graduated from Beijing Sport University (北京體育大學) and received a bachelor's degree in Sports Economics And Management in July 2018.

Lin Shifeng

Mr. Lin Shifeng (林世鋒先生), aged 44, was appointed as our executive director on 25 March 2021, has been serving as the financial controller of the Company since July 2016. Mr. Lin has participated in the management of the group since July 2016 where he has been primarily responsible for overseeing the financial planning and accounting management of the Group.

Mr. Lin has approximately twenty years of relevant experience in accounting and finance management, where he has spent approximately eighteen years in the shipping industry. Prior to joining the group, Mr. Lin worked as a financial supervisor at Fujian Wanfeng Shoes Co., Ltd* (福建萬豐鞋業有限公司), a company principally engaged in sports products production, from July 2000 to November 2003, where he was mainly responsible for cost accounting and difference analysis, data statistics and financial statement preparation.

陳銘

陳銘先生，25歲，於2021年3月25日獲委任為本公司執行董事，擁有約2年企業管治經驗。自2018年9月至2020年10月，陳先生擔任興華財富集團有限公司(一間主要從事鋼鐵、電子商務、農業、房地產、旅遊等多元化產業協調發展的公司)的董事長助理，負責協助董事長召集和主持公司高級管理層會議，組織討論公司的發展規劃、經營方針、年度計劃以及日常經營工作中的重大事項。

陳先生是陳茂春先生的兒子，陳茂春先生透過其全資擁有的公司環宇國際科技(香港)有限公司持有本公司合共116,000,000股普通股，佔本公司股權約26.36%。

陳先生於2018年7月畢業於北京體育大學，並獲授體育經濟與管理專業學士學位。

林世鋒

林世鋒先生，44歲，於2021年3月25日獲委任為本公司執行董事，自2016年7月起為本公司財務總監。林先生自2016年7月起參與本集團的管理，主要負責監督本集團的財務規劃及會計管理。

林先生於會計及財務管理方面擁有約二十年相關經驗，於航運業從業約十八年。加入本集團前，自2000年7月至2003年11月，林先生擔任福建萬豐鞋業有限公司(一間主要從事體育用品生產的公司)會計主管，主要負責產品成本會計處理及差異分析、數據統計及財務報表編製。

Biography of Directors and Senior Management

董事及高級管理層履歷

From November 2003 to January 2006, Mr. Lin worked as an accountant at P&O NEDLLOYD (CHINA) Ltd. Fuzhou Branch (鐵行渣華(中國)船務有限公司福州分公司), a company principally engaged in shipping business, where he was mainly responsible for cost accounting and cost control.

From February 2006 to November 2007, Mr. Lin worked as an assistant accountant and cost manager at Maersk Logistics (China) Co., Ltd., a company principally engaged in container shipping, where he was mainly responsible for registering and controlling operational cost and assisting payment center to arrange operational payment.

From November 2007 to January 2015, Mr. Lin served as a financial officer at CMA CGM (China) Shipping Co., Ltd. Fuzhou Branch (達飛輪船(中國)有限公司福州分公司), a company principally engaged in container transportation, where he was mainly responsible for accounting management and accounting principal setting up.

Mr. Lin served as the finance manager of Jincheng Hengtong from March 2015 until April 2016 and as the financial controller from July 2016 until November 2017, where he was mainly responsible for accounting management.

From April 2016 to June 2016, Mr. Lin served as a finance manager at Air Liquide (Fuzhou) Co., Ltd* (液化空氣(福州)有限公司), a company principally engaged in the supplying of industrial gases and services, where he was mainly responsible for accounting management and accounting principal setting up.

Mr. Lin graduated from Changchun University of Science and Technology (長春理工大學), formerly known as Changchun Institute of Optics and Precision Instruments (長春光學精密器械學院) and received a bachelor's degree in accounting in July 2000. Mr. Lin obtained the certificate for passing all the required subjects of the professional stage of the national uniform CPA Examination of P.R. China (註冊會計師全國統一考試專業階段考試合格證) issued by the Certified Public Accountant Examination Committee of The Ministry of Finance, P.R. China (財政部註冊會計師考試委員會) in December 2018.

自2003年11月至2006年1月，林先生擔任鐵行渣華(中國)船務有限公司福州分公司(一間主要從事航運業務的公司)會計師，主要負責成本會計處理及成本控制。

自2006年2月至2007年11月，林先生擔任Maersk Logistics (China) Co., Ltd. (一間主要從事集裝箱運輸的公司)助理會計師及成本經理，主要負責登記及控制運營成本並協助支付中心安排運營付款。

自2007年11月至2015年1月，林先生擔任達飛輪船(中國)有限公司福州分公司(一間主要從事集裝箱運輸的公司)的財務主管，主要負責會計管理及會計準則設立。

林先生自2015年3月至2016年4月擔任錦誠亨通的財務經理及自2016年7月至2017年11月擔任財務總監，主要負責會計管理。

自2016年4月至2016年6月，林先生擔任液化空氣(福州)有限公司(一間主要從事供應工業氣體及服務的公司)的財務經理，主要負責會計管理及會計準則設立。

林先生於2000年7月畢業於長春理工大學(前稱長春光學精密器械學院)，並獲授會計學學士學位。林先生於2018年12月獲得由中華人民共和國財政部註冊會計師考試委員會頒發的中華人民共和國註冊會計師全國統一考試專業階段考試合格證書。

Biography of Directors and Senior Management 董事及高級管理層履歷

Independent Non-executive Directors

Lai Guanrong

Dr. Lai Guanrong (賴觀榮博士), aged 58, has been our independent non-executive Director since 6 September 2018.

Dr. Lai has over thirty years of experience in finance industry. Dr. Lai is currently the vice chairman of ABC Life Insurance Co., Ltd. (農銀人壽保險股份有限公司) since 2013. Dr. Lai is also the chief economist of Shenzhen CMAF Management Co., Ltd (深圳市遠致富海投資管理有限公司) since August 2018. Dr. Lai has also been serving as an independent non-executive director of Chinasoft International Limited (Stock Exchange stock code: 354), a company principally engaged in system applications technology service business since June 2015. Besides, Dr. Lai is also the Chairman of the Board of Supervisors of Beijing Zhongguancun Science City Construction Holding Co., Ltd and the director of China Sciences Group (Holding) Co., Ltd since 2015. Dr. Lai graduated from the School of Economics of Xiamen University in July 1983 with a bachelor's degree, specialising in finance. He was awarded a master's degree in currency and banking business by the PBC School of Finance of Tsinghua University (formerly known as the Graduate School of the People's Bank of China) in June 1986. He was awarded a doctor's degree majoring in finance by the School of Economics of Xiamen University in December 2001. He also took part in the 8-month special topic training "Dialogue between financial capital and technological innovation" organised by Tsinghua University in 2014.

Suen Chi Wai

Mr. Suen Chi Wai (孫志偉先生), aged 56, has been our independent non-executive Director since 6 September 2018. He is a practising solicitor in Hong Kong and a partner of Withers. Mr. Suen has approximately nineteen years' experience in corporate finance and with area of practice principally in initial public offerings on the Stock Exchange, mergers and acquisitions, corporate reorganisations and Listing Rules compliance.

獨立非執行董事

賴觀榮

賴觀榮博士，58歲，自2018年9月6日起獲委任為獨立非執行董事。

賴博士於金融業擁有三十多年經驗。賴博士自2013年起任農銀人壽保險股份有限公司副董事長及自2018年8月起，賴博士擔任深圳遠致富海投資管理有限公司首席經濟學家。自2015年6月起擔任中軟國際有限公司(聯交所股份代號：354，一間主要從事系統應用技術服務業務的公司)獨立非執行董事。此外，2015年開始擔任北京中關村科學城建設股份有限公司監事會主席及中科實業集團(控股)有限公司董事。賴博士於1983年7月畢業於廈門大學經濟學院，獲得財政金融專業學士學位，於1986年6月獲得清華大學五道口金融學院(前稱中國人民銀行研究生部)貨幣銀行學專業碩士學位，彼於2001年12月獲得廈門大學經濟學院金融專業博士學位，並於2014年參加清華大學舉辦為期八個月的專題培訓《金融資本與科技創新的對話》。

孫志偉

孫志偉先生，56歲，自2018年9月6日起獲委任為獨立非執行董事。彼為香港執業律師，亦為衛達仕律師事務所的合夥人。孫先生於企業融資及主要於聯交所首次公開發售、併購、企業重組及上市規則合規執業方面擁有逾十九年經驗。

Biography of Directors and Senior Management

董事及高級管理層履歷

Before joining Withers, Mr. Suen was an associate and later a partner of DLA Piper Hong Kong from June 2007 to May 2012 and May 2012 to February 2018 respectively, and served as a manager in the investment products department of the SFC between October 2005 and July 2006, responsible for reviewing applications of collective investment schemes and monitoring continuing compliance of authorized schemes. Mr. Suen was an assistant solicitor at Woo Kwan Lee & Lo from September 2000 to March 2005. Mr. Suen was appointed as an independent non-executive director of Da Yu Financial Holdings Limited (Stock Exchange stock code: 01073), a company principally engaged in provision of corporate finance advisory services and asset management services on 26 July 2019; and Venus Medtech (Hangzhou) Inc. (Stock Exchange stock code: 02500), a company principally engaged in transcatheter heart valve medical device business on 8 July 2019 respectively.

Mr. Suen graduated from the University of East Anglia in July 1987 with a Bachelor of Science Degree and the Postgraduate Certificate in Laws program in the University of Hong Kong in June 1998. Mr. Suen was admitted as a solicitor in Hong Kong in October 2000 and in England and Wales in December 2003. Mr. Suen is also a fellow member of the Association of Chartered Certified Accountants since May 1998 and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 1993.

Xu Jie

Mr. Xu Jie (徐捷先生), aged 66, has been our independent non-executive Director since 6 September 2018.

Mr. Xu has accumulated over thirty-three years of experience in the legal field. From June 1986 to July 1993, Mr. Xu was the deputy president of the Maritime Commercial Tribunal of the Shanghai Maritime Court (上海海事法院) of the PRC. From September 1993 to October 1994, Mr. Xu was a teacher at the Shanghai Maritime College (上海海運學院), currently known as Shanghai Maritime University (上海海事大學). From October 1994 to December 2000, Mr. Xu worked as a partner in Shanghai Duan & Duan Law Firm (上海段和段律師事務所). From January 2001 to May 2014, Mr. Xu served as the partner of Shanghai Haoying Law Firm* (上海市浩英律師事務所). From May 2014 to November 2016, Mr. Xu served as the senior partner of CoEffort Law Firm LLP (上海市協力律師事務所).

* For identification only

加入衛達仕律師事務所前，2007年6月至2012年5月孫先生為歐華律師事務所律師，其後自2012年5月至2018年2月為歐華律師事務所的合夥人，並於2005年10月至2006年7月擔任證監會投資產品部經理，負責審核集體投資計劃申請及監察認可計劃的持續合規事宜。孫先生自2000年9月至2005年3月擔任胡關李羅律師行助理律師。孫先生分別於2019年7月26日獲委任為大禹金融控股有限公司(聯交所股份代號：01073，一間主要從事提供企業融資顧問服務及資產管理服務的公司)及於2019年7月8日獲委任為杭州啓明醫療器械股份有限公司(聯交所股份代號：02500，一間主要從事經導管心臟瓣膜醫療器械業務的公司)之獨立非執行董事。

孫先生於1987年7月畢業於東安格利亞大學取得理學士學位，及1998年6月完成香港大學法學專業證書課程。孫先生於2000年10月獲准成為香港律師及於2003年12月成為英格蘭及威爾士律師。孫先生亦自1998年5月起成為特許公認會計師公會資深會員及自1993年4月起為香港會計師公會的執業會計師。

徐捷

徐捷先生，66歲，自2018年9月6日起為我們的獨立非執行董事。

徐先生在法律領域積累逾三十三年經驗。1986年6月至1993年7月，徐先生為中國上海海事法院的副庭長。1993年9月至1994年10月，徐先生為上海海運學院(現名為上海海事大學)的教師。1994年10月至2000年12月，徐先生擔任上海段和段律師事務所的合夥人。2001年1月至2014年5月，徐先生擔任上海市浩英律師事務所合夥人。2014年5月至2016年11月，徐先生擔任上海市協力律師事務所的高級合夥人。

Biography of Directors and Senior Management

董事及高級管理層履歷

Mr. Xu graduated from the Shanghai Maritime College (上海海運學院), currently known as Shanghai Maritime University (上海海事大學) in January 1982 with a Bachelor's degree, majoring in ocean shipping business, and obtained a Master's degree majoring in international economic law in January 1991. Mr. Xu has also been an arbitrator at the China Maritime Arbitration Commission (中國海事仲裁委員會) since May 2017.

Senior management

Mr. Chen Chengmei (陳成梅先生), aged 58, is the vice president of our Company since 28 June 2016. Mr. Chen has participated in the management of our Group since 1 February 2010 where he has been primarily responsible for supervising tanker chartering business of our Group.

Mr. Chen has approximately nine years of relevant experience in the shipping industry. Prior to joining our Group, Mr. Chen served as the general manager at Fuzhou South Pipeline Gas Technology Development Co., Ltd* (福州南方管道燃氣技術開發有限公司) from April 2002 to April 2004, a company principally engaged in gas Technology Development pipeline provision, where he was mainly responsible for overseeing the overall operations of gas pipeline provision.

From May 2006 until April 2018, Mr. Chen served as the deputy general manager at Fujian Chuan Yuan, a company principally engaged in investment, where he was mainly responsible for supervising overall operations.

Mr. Chen served as the deputy chief executive officer of Jincheng Hengtong from January 2010 until November 2017, where he was mainly responsible for supervising investment of Jincheng Hengtong.

徐先生於1982年1月畢業於上海海運學院(現名為上海海事大學),取得遠洋運輸業務專業學士學位,及於1991年1月取得國際經濟法碩士學位。徐先生亦自2017年5月起為中國海事仲裁委員會的仲裁員。

高級管理層

陳成梅先生, 58歲,自2016年6月28日起為本公司副總裁。陳先生自2010年2月1日起參與本集團的管理,主要負責監督本集團的貨船出租業務。

陳先生具備約九年航運業相關經驗。加入本集團之前,陳先生於2002年4月至2004年4月擔任福州南方管道燃氣技術開發有限公司的總經理,該公司主要從事管道燃氣技術開發,而彼在此主要負責監督燃氣管道供應的整體運營。

自2006年5月至2018年4月,陳先生擔任福建川源的副總經理,該公司主要從事投資,而彼在此主要負責監督整體運營。

自2010年1月至2017年11月,陳先生擔任錦誠亨通的副行政總裁,彼在此主要負責監督錦誠亨通的投資。

Biography of Directors and Senior Management

董事及高級管理層履歷

COMPANY SECRETARY

Mr. Yim Lok Kwan (嚴洛鈞先生), was appointed as the company secretary of our Company on 14 June 2018. Mr. Yim has over 7 years of experience in the corporate services field. Mr. Yim currently serves as a manager of SWCS Corporate Services Group (Hong Kong) Limited ("**SWCS**"), formerly known as SW Corporate Services Group Limited, a professional services provider specialising in corporate services. Mr. Yim was nominated by SWCS to act as our company secretary pursuant to an engagement letter entered into between our Company and SWCS.

Mr. Yim graduated from Hong Kong Shue Yan University and received a Bachelor's Degree in accounting in July 2010. In September 2016, Mr. Yim obtained a master's degree in corporate governance from The Hong Kong Polytechnic University. Since December 2016, he has been both an associate member of the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators).

公司秘書

嚴洛鈞先生於2018年6月14日獲委任為本公司公司秘書。嚴先生在企業服務領域擁有逾七年經驗。嚴先生現任方圓企業服務集團(香港)有限公司(「方圓」)(前稱信永方圓企業服務集團有限公司(專門從事企業服務的專業服務供應商))經理。嚴先生獲方圓提名根據本公司與方圓之間的委任書擔任我們的公司秘書。

嚴先生於2010年7月畢業於香港樹仁大學並獲頒授會計學學士學位。嚴先生於2016年9月獲香港理工大學頒授公司管治碩士學位。彼自2016年12月起為香港特許秘書公會以及特許公司治理公會(前稱特許秘書及行政人員公會)的會員。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to upholding high standards of corporate governance practices and business ethics in the firm belief that they are crucial to improving the efficiency and performance of the Group and to safeguarding the interests of the shareholders. The Board reviews the Company's corporate governance practices from time to time in order to meet the expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance. Set out below are the principles of corporate governance as adopted by the Company during the year ended 31 December 2020.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Listing Rules as its own's corporate governance code of practices and complied with all the code provisions set out in the CG Code during the year ended 31 December 2020.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions.

The Company has made specific enquiry of all Directors of any non-compliance with the Model Code during the year ended 31 December 2020, and they have all confirmed their full compliance with the required standard as set out in the Model Code.

企業管治常規

董事會致力維持高水平的企業管治常規及商業道德標準，並堅信此舉對於改善本集團效能及表現以及維護股東權益至關重要。董事會不時檢討本公司的企業管治常規，以達致持份者的期望及符合日趨嚴謹的監管規定，以及實踐其對堅守良好企業管治的承諾。下文載列截至2020年12月31日止年度本公司採納的企業管治原則。

遵守企業管治守則

本公司致力於保持高水平的企業管治，以保障股東權益、提升企業價值、制定其業務策略及政策以及提升其透明度及問責度。

本公司已經採納上市規則附錄十四所載的企業管治守則（「**企業管治守則**」）的守則條文作為其自身的企業管治常規守則，並於截至2020年12月31日止年度一直遵守企業管治守則的全部守則條文。

遵守證券交易標準守則

本公司已經採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則作為其關於董事進行證券交易的行為守則。

本公司已就全體董事於截至2020年12月31日止年度有否未遵守標準守則的行為作出特定查詢，而彼等全體已確認，彼等已全面遵守標準守則所載的規定標準。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time in performing them.

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

As at 31 December 2020 and up to the date of this annual report, there are five executive Directors and three independent non-executive Directors of the Company. The composition of the Board is as follows:

Executive Directors

Mr. Wang Faqing (*Chairman*)
Mr. Xu Wenjun (*Chief Executive Officer*)
Mr. Ding Yuzhao
Mr. Chen Ming (*appointed on 25 March 2021*)
Mr. Lin Shifeng (*appointed on 25 March 2021*)

Independent Non-executive Directors

Dr. Lai Guanrong
Mr. Suen Chi Wai
Mr. Xu Jie

The biographical information of the Directors is set out in the section headed "Biography of Directors and Senior Management" of this annual report.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

Save as disclosed above, the Directors do not have any other financial, business, family or other material/relevant relationships with one another.

董事會

董事會負責監督本集團的業務、策略決策及表現，並應客觀地為本公司的最佳利益作出決定。

董事會應定期審查董事在履行對本公司責任時所應作出的貢獻，以及董事是否有投放足夠時間執行職責。

董事會的組成反映本公司在體現有效領導及獨立決策所須具備的技巧及經驗之間作出適當平衡。

於2020年12月31日及直至本年報日期，當中為本公司五名執行董事及三名獨立非執行董事。董事會組成如下：

執行董事

王法清先生(主席)
徐文均先生(行政總裁)
丁玉釗先生
陳銘先生(於2021年3月25日獲委任)
林世鋒先生(於2021年3月25日獲委任)

獨立非執行董事

賴觀榮博士
孫志偉先生
徐捷先生

董事的履歷資料載於本年報的「董事及高級管理層履歷」一節。

根據上市規則，董事名單(按類別劃分)亦於本公司不時刊發的所有企業通訊中披露。根據上市規則，所有企業通訊中均須明確列出獨立非執行董事。

除上文所披露者外，董事之間概無任何其他財務、業務、親屬或其他重大／相關關係。

Corporate Governance Report

企業管治報告

Chairman and Chief Executive

The roles of the chairman and the chief executive officer of the Company have been separated as required by code provision A.2.1 of the CG Code. For the year ended 31 December 2020, Mr. Wang Faqing has served as the chairman of Company and Mr. Xu Wenjun has served as the chief executive officer of the Company.

The chairman provides leadership and governance for the Board so as to create the conditions for the effective performance of the Board as a whole and effective contribution by individual Director and to ensure that the Board performs its responsibilities and all key and appropriate issues are discussed by the Board in a timely manner. The chief executive officer has the delegated power to manage the Company and to oversee the activities of the Company on a day-to-day basis.

The division of responsibilities between the chairman and the chief executive officer is defined and established in writing.

Board Meetings and Directors' Attendance Records

During the reporting period, the Company convened one annual general meeting and four Board meetings.

The attendance of the above meetings by each Director is as follows:

主席兼行政總裁

本公司主席與行政總裁的角色已根據企業管治守則的守則條文第A.2.1條規定予以區分。截至2020年12月31日止年度，王法清先生為本公司的主席，而徐文均為本公司的行政總裁。

主席的職責乃為帶領和管治董事會，以創造董事會整體有效的表現及個別董事作出實際貢獻所需的環境，並確保董事會履行應有職責及董事會及時討論所有重要及恰當的問題。行政總裁已獲轉授權力管理本公司及監督本公司的日常業務活動。

主席與行政總裁的職責明確區分，並以書面形式確立。

董事會會議及董事出席記錄

於本報告期間，本公司召開一次股東週年大會，及董事會共舉行四次董事會會議。

各董事出席上述會議的情況載列如下：

Name of Directors	董事姓名	Number of meetings attended/ held during the Director's term of office 董事於任期內出席／舉行會議次數	
		Board meeting 董事會會議	Annual general meeting 股東週年大會
Mr. Wang Faqing (Chairman)	王法清先生(主席)	4/4	1/1
Mr. Xu Wenjun (Chief Executive Officer)	徐文均先生(行政總裁)	4/4	1/1
Mr. Ding Yuzhao	丁玉釗先生	4/4	1/1
Mr. Chen Ming (Note 1)	陳銘先生(附註1)	N/A 不適用	N/A 不適用
Mr. Lin Shifeng (Note 1)	林世鋒先生(附註1)	N/A 不適用	N/A 不適用
Dr. Lai Guanrong	賴觀榮博士	4/4	1/1
Mr. Suen Chi Wai	孫志偉先生	4/4	1/1
Mr. Xu Jie	徐捷先生	4/4	1/1

Note:

1. Mr. Chen Ming and Mr. Lin Shifeng was each appointed as an executive Director on 25 March 2021.

附註：

1. 陳銘先生及林世鋒先生於2021年3月25日各自獲委任為執行董事。

Corporate Governance Report

企業管治報告

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other Directors during the reporting period.

Independent Non-executive Directors

During the reporting period and up to the date of this annual report, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent in accordance with the independence requirement set out in the Listing Rules.

Appointment and Re-election of Directors

Each of the Directors is engaged on a service contract (in the case of the executive Directors) or a letter of appointment (in the case of independent non-executive Directors) for a specific term of three years.

The Articles of Association provides that all Directors appointed to fill a casual vacancy or as an addition to the Board shall be subject to election by shareholders at the next following general meeting of the Company.

Every Director (including those appointed for a specific term) shall also be subject to retirement and re-election by rotation at least once every three years at the annual general meetings of the Company under the Articles of Association of the Company.

除召開常規董事會會議外，主席亦於本報告期間召開一次獨立非執行董事會議，會議中並無其他董事出席。

獨立非執行董事

於報告期間及直至本報告日期，董事會於任何時候均符合上市規則有關委任至少三名獨立非執行董事（佔董事會三分之一人數）而其中一名具備適當的專業資格會計或相關財務管理專長的規定。

本公司已根據上市規則第3.13條所載的獨立性指引，收到獨立非執行董事各自發出的書面年度確認。根據上市規則所載獨立要求，本公司認為所有獨立非執行董事均為獨立人士。

董事委任及重選

各董事均按指定三年期限的服務合同（如屬執行董事）或委任書（如屬獨立非執行董事）受聘。

組織章程細則規定，所有為填補臨時空缺或作為董事會新成員而獲委任的董事須於本公司下屆股東大會上由股東選出。

根據本公司組織章程細則，每位董事（包括有指定任期者）亦須至少每三年在本公司股東週年大會上輪值退任及膺選連任。

Corporate Governance Report

企業管治報告

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

董事責任

董事會有責任領導及監控本公司；並集體負責指導及監督本公司的事務。

董事會直接及透過其委員會間接領導及指導管理層，包括制定戰略及監察其執行、監察本集團的營運及財務表現，以及確保備有良好的內部控制及風險管理制度。

全體董事（包括獨立非執行董事）為董事會帶來廣泛且寶貴的業務經驗、知識及專長，使其可高效及有效地運作。

獨立非執行董事負責確保本公司的監管報告符合高標準，以及透過對企業行動及營運作出有效的獨立判斷，使董事會內部維持平衡。

全體董事均可全面並及時查閱本公司所有資料，以及在合適情況下要求尋求獨立專業意見以履行其對本公司的職責，而費用會由本公司承擔。

董事會保留其對於有關政策事務、戰略及預算、內部控制及風險管理、重大交易（尤其是可能涉及利益衝突者）、財務資料、董事委任及本公司其他重大經營事務的一切重要事務的決策權。有關執行董事會決策、指導及協調本公司日常營運及管理的職責已轉授予管理層。

Corporate Governance Report

企業管治報告

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that they remain informed and relevant for their contribution to the Board.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the reporting period, all Directors had complied with the code provision A.6.5 of the CG Code through attending training courses or reading materials relevant to the duties of Directors.

The table below summarises the participation of each of the Directors in continuous professional development during the reporting period and up to the date of this annual report:

董事的持續專業發展

董事應不斷接收監管發展及變動的最新消息，以有效履行其職責，並確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

董事應參與適當的持續專業發展，發展並更新其知識及技能。本公司將為董事安排內部籌辦的簡報會，並在合適情況下向董事提供相關題材的閱讀材料。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

於報告期間，全體董事已透過出席與董事職務有關之培訓課程或閱讀相關材料而遵守企業管治守則之守則條文第A.6.5條。

下表概述各董事於報告期間及直至本報告日期參與持續專業發展的情況：

Name of Director	董事名稱	Reading Legal and Regulatory Updates and other Reference Materials 閱讀最新法例及規則及其他參考資料
Executive Directors		
Mr. Wang Faqing	王法清先生	√
Mr. Xu Wenjun	徐文均先生	√
Mr. Ding Yuzhao	丁玉釗先生	√
Mr. Chen Ming ^(Note 1)	陳銘先生 ^(附註1)	√
Mr. Lin Shifeng ^(Note 1)	林世鋒先生 ^(附註1)	√
Independent Non-executive Directors		
Dr. Lai Guanrong	賴觀榮博士	√
Mr. Suen Chi Wai	孫志偉先生	√
Mr. Xu Jie	徐捷先生	√

Note:

1. Mr. Chen Ming and Mr. Lin Shifeng was each appointed as an executive Director on 25 March 2021.

附註：

1. 陳銘先生及林世鋒先生於2021年3月25日各自獲委任為執行董事。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of the Remuneration Committee, Audit Committee and Nomination Committee are independent non-executive Directors.

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

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Dr. Lai Guanrong, Mr. Suen Chi Wai and Mr. Xu Jie, Mr. Suen Chi Wai, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal controls system of the Group, assist the Board to fulfill its responsibility over the audit, and review and approve connected transactions and to advise the Board.

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面的事務。本公司所有董事委員會均已訂有書面的特定職權範圍，清楚列載其權力及職責。審核委員會、薪酬委員會及提名委員會的職權範圍於本公司網站及聯交所網站刊載，並可應要求供股東查閱。

薪酬委員會、審核委員會及提名委員會大多成員為獨立非執行董事。

董事局委員會獲提供充足資源以履行其職責，並於提出合理要求後，可於適當情況下尋求獨立專業意見，費用概由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事組成，即賴觀榮博士、孫志偉先生及徐捷先生，孫志偉先生擔任委員會主席，彼具備上市規則第3.10(2)及3.21條所規定的適當資格。

審核委員會的職權範圍不遜於企業管治守則所載的職權範圍。審核委員會的主要職責為審閱及監察本集團財務申報程序、風險管理及內部監控制度，協助董事會履行其審計職責及審閱及批准關連交易及向董事會提出建議。

Corporate Governance Report 企業管治報告

The Audit Committee is also responsible for performing the functions set out in code provision D.3.1 of the CG Code. These include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of directors and senior management of the Company; reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors of the Company; and reviewing the Company's compliance with the CG Code from time to time adopted by the Company and the disclosure in the corporate governance report to be contained in the Company's annual report.

During the reporting period, three Audit Committee meetings were held. It had reviewed and discussed the interim and annual financial statements, the interim report, annual results announcement and report, the accounting principles and practices adopted by the Group and the effectiveness of the internal control of the Group and recommended the re-appointment of auditor to the Board.

The attendance records of the members of the Audit Committee are as follows:

審核委員會亦負責履行企業管治守則第D.3.1條守則條文所載的職能，當中包括制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監察本公司僱員及董事的操守準則及合規手冊(如有)；及檢討本公司遵守本公司不時採納的企業管治守則的情況及在本公司年報所載企業管治報告內的披露。

於報告期間，曾舉行三次審核委員會會議，其已審閱及討論中期及年度財務報表、中期報告、年度業績公告及報告、本集團所採納的會計原則及慣例以及本集團內部控制的有效性，並就重新續聘核數師向董事會作出推薦意見。

審核委員會成員的出席記錄如下：

Name of Members of the Audit Committee	審核委員會成員姓名	Attendance/ Number of Meeting(s) 出席率／會議次數
Mr. Suen Chi Wa (<i>Chairman</i>)	孫志偉先生(主席)	3/3
Dr. Lai Guanrong	賴觀榮博士	3/3
Mr. Xu Jie	徐捷先生	3/3

The Company's annual results for the year ended 31 December 2020 have been reviewed by the Audit Committee.

本公司截至2020年12月31日止年度的年度業績已由審核委員會審閱。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Company established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The Remuneration Committee consists of three members, namely Mr. Xu Jie and Mr. Suen Chi Wai, the independent non-executive Directors, and Mr. Xu Wenjun, the chief executive officer and executive Director. Mr. Xu Jie is the chairman of the committee. The majority of the Remuneration Committee members are independent non-executive Directors.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Remuneration Committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management.

During the reporting period, two meetings of the Remuneration Committee were held. It had reviewed the Company's remuneration policy and restructure and the remuneration package for Directors and senior management. The attendance records of the members of the Remuneration Committee are as follows:

薪酬委員會

本公司已遵照上市規則第3.25條及企業管治守則設立薪酬委員會及制定其書面職權範圍。薪酬委員會由三名成員組成，即獨立非執行董事徐捷先生及孫志偉先生與行政總裁兼執行董事徐文均先生組成，徐捷先生擔任委員會主席。薪酬委員會大多成員為獨立非執行董事。

薪酬委員會的職權範圍不遜於企業管治守則所載的職權範圍。薪酬委員會的主要職責為審閱並就應付董事及高級管理層的薪酬待遇、花紅及其他報酬的條款向董事會提供建議。

於報告期間，曾舉行兩次薪酬委員會會議。其已審閱本公司有關董事及高級管理層的薪酬政策及架構，以及薪酬方案。薪酬委員會成員的出席記錄如下：

Name of Members of the Remuneration Committee	薪酬委員會成員姓名	Attendance/ Number of Meeting(s) 出席率／會議次數
Mr. Xu Jie (Chairman)	徐捷先生(主席)	2/2
Mr. Xu Wenjun	徐文均先生	2/2
Mr. Suen Chi Wai	孫志偉先生	2/2

Corporate Governance Report

企業管治報告

Pursuant to code provision B.1.5 of the CG Code, details of the remuneration of the senior management (other than Directors) by bands for the year ended 31 December 2020 are as follows:

根據企業管治守則第B.1.5條守則條文，截至2020年12月31日止年度，按薪酬等級披露的高級管理人員（董事除外）的薪酬詳情如下：

Remuneration bands	薪酬範圍	Number of employee(s) (Note) 僱員人數（附註）
Nil to HK\$1,000,000	零至 1,000,000 港元	3

Note: Details of the Directors' remuneration are set out in note 14 to the consolidated financial statements in this annual report.

附註：董事薪酬的詳情載於本年報綜合財務報表附註14。

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Wang Faqing, the chairman and executive Director, Mr. Suen Chi Wai and Mr. Xu Jie, the independent non-executive Directors. Mr. Wang Faqing is the chairman of the committee. The majority of the Nomination Committee members are independent non-executive Directors.

提名委員會

提名委員會由三名成員組成，即主席兼執行董事王法清先生與獨立非執行董事孫志偉先生及徐捷先生組成。王法清先生擔任委員會主席。提名委員會大多成員為獨立非執行董事。

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Nomination Committee are to make recommendations to our Board regarding the appointment of Directors and Board succession.

提名委員會的職權範圍不遜於企業管治守則所載的職權範圍。提名委員會的主要職責為就董事委任及董事會繼任向董事會提供建議。

Corporate Governance Report

企業管治報告

The Board has adopted a board diversity policy (“**Board Diversity Policy**”). A summary of the Board Diversity Policy is set out below:

Purpose: The Board Diversity Policy aims to set out the approach to achieve diversity in the Company’s Board.

Board Diversity Policy statement: With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, the Nomination committee has primary responsibility for identifying suitably qualified candidates to become members of the Board and all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. All appointments are based on the principle of merit-based appointment and comprehensive consideration of objective conditions, so as to select leading talents with both ability and virtue.

Measurable Objectives: Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

董事會已採納董事會成員多元化政策（「**董事會成員多元化政策**」）。董事會成員多元化政策的概要載列如下：

目的： 董事會成員多元化政策旨在載列達成本公司董事會成員多元化的方法。

董事會成員多元化政策聲明： 為達致可持續及均衡的發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。在設計董事會組成時，提名委員會主要負責物色合適的合資格候選人成為董事會成員，及所有董事會委任均以用人唯才為基準，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。所有委任均以績效委任及客觀條件綜合考慮為基準，以選擇具有能力和德才的領導人才。

可計量目標： 候選人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按候選人的長處及可為董事會提供的貢獻而作決定。

Corporate Governance Report

企業管治報告

The Nomination Committee has adopted a nomination policy (“**Nomination Policy**”) which sets out a set of nomination procedures and selection criteria for directors. The Nomination Committee shall evaluate and select candidates based on the criteria by reference to character and integrity, business experience relevant and beneficial to the Company, qualifications including professional qualifications, skills and knowledge that are relevant to the Company’s business and corporate strategy, willingness to devote adequate time to discharge duties as a member of the Board and other significant commitments, present needs of the Board for particular expertise, skills or experience and whether the candidates would satisfy those needs, requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidates for independent directors would be considered independent with reference to the independence guidelines set out in the Listing Rules and the Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board.

During the reporting period, one meeting of the Nomination Committee was held. It had reviewed the structure, size and composition of the Board, assessed the independence of the independent non-executive Directors, made recommendations to the Board on the re-appointment of Directors and reviewed and made recommendations to the Board on the Nomination Policy. The attendance records of the members of the Nomination Committee are as follows:

提名委員會已採納一套提名政策(「**提名政策**」)載列董事提名程序及挑選標準。提名委員會應根據標準評核及挑選候選人，並參考其性格及誠信、與本公司相關及有利的業務經驗、資質(包括與本公司業務及企業戰略相關的專業資格、技能及知識)、是否願意投放充足的時間履行董事會成員的職責及其他重要承諾、董事會當前對特定專長、技能或經驗的需要以及候選人能否滿足該等需要、上市規則對於董事會必須有獨立董事的規定，以及參照上市規則所載的獨立性指引，獨立董事候選人是否會被視為獨立人士，以及董事會多元化政策及提名委員會為實現董事會多元化所採納的任何可衡量目標。

於報告期間，曾舉行一次提名委員會會議。其已審閱董事會的架構、規模及組成，評估獨立非執行董事的獨立性，就重新委任董事向董事會作出推薦意見及檢討提名政策並就此向董事會作出推薦意見。提名委員會成員的出席記錄如下：

Name of Members of the Nomination Committee	提名委員會成員姓名	Attendance/ Number of Meeting(s)
Mr. Wang Faqing (<i>Chairman</i>)	王法清先生(主席)	1/1
Mr. Suen Chi Wai	孫志偉先生	1/1
Mr. Xu Jie	徐捷先生	1/1

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is the responsibility of the Board for maintaining an adequate risk management and internal control systems and reviewing the effectiveness of such systems on an ongoing basis. We evaluate and monitor key risks within our business as follows:

- Credit Risk. We select customers with good credit records and preferably larger companies with long established records. For further details, please refer to the section headed “Business — Sales and Marketing” in the Prospectus.
- Environmental Risk. We maintain a newer fleet of vessels with an average age of less than three years old, with regular inspections of equipment carried out and we rely on experienced and professional ship management companies to minimise the probability of environmental pollution. For further details, please refer to the section headed “Business — Suppliers — Ship Management Companies” in the Prospectus.
- Market Risk. We are exposed to various types of market risks, including changes in foreign exchange rate, interest rate and fluctuations of any component of our operating costs during the normal course of business.

For further details regarding our exposure to market risks, please refer to the sections headed “Risk Factors — Risks Relating to Our Business” and “Financial Information — Principal Factors Affecting Our Results of Operations” in the Prospectus.

- Political Risk. As maritime safety will be affected by political unrest, our marine department will closely monitor the maritime safety of the route of our vessels to minimize the impact of local conflicts or other political unrest.

During the reporting period, the Group has engaged an independent internal control consultant to a review of the effectiveness of the internal control system of the Group covering all material controls, including financial, operational and compliance as well as risk management. The Board considers that the Group’s risk management and internal control are adequate and effective. The Group does not have an internal audit function and will engage an external party to review risk management and internal control systems annually.

風險管理及內部控制

董事會明白，董事會須負責維持充分的風險管理及內部監控系統，並持續檢討該系統的效能。我們就我們業務涉及的主要風險作出的評估及監控如下：

- 信用風險。我們選擇具有良好信貸記錄的客戶，優先選擇具有長期運營記錄的大型公司。有關進一步詳情，請參閱招股章程「業務 — 銷售及營銷」一節。
- 環境保護風險。我們擁有平均船齡少於三年的較新的船隊並定期進行設備檢驗，及我們依靠經驗豐富的專業船舶管理公司來盡可能減少造成環境污染的可能性。有關進一步詳情，請參閱招股章程「業務 — 供應商 — 船舶管理公司」一節。
- 市場風險。我們於正常業務過程中面臨多種市場風險，包括匯率、利率變動及經營成本任何組成部分的波動。

有關我們的市場風險承擔的進一步詳情，請參閱招股章程「風險因素 — 與我們業務有關的風險」及「財務資料 — 影響我們經營業績的主要因素」各節。

- 政治風險。由於海事安全將受到政治動盪的影響，我們的海事部門將會密切監察船舶航線的海事安全，以盡量減少地方衝突或其他政治動盪所造成的影響。

報告期內，本集團已委聘一名獨立內部控制顧問，以審閱本集團內部控制系統成效，涵蓋財務、營運及合規等所有重大監控事宜及風險管理職能。董事會認為本集團的風險管理及內部控制屬適當及有效。本集團並無設立內部審核職能，其將外聘人士每年審閱風險管理及內部控制系統。

Corporate Governance Report

企業管治報告

In addition, the procedures on disclosure of inside information were in place to ensure that all relevant facts and circumstances that may have material effect on the share price of the Company are promptly assessed and that any material information which comes to the knowledge of any one or more officers of the Group is promptly identified, assessed and, if appropriate, escalated for the attention of the Board to determine whether a disclosure is required.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2020.

The Directors have taken into account the cash requirements of the Group for the next twelve months from the end of the reporting period and the measures disclosed in Note 2 to the consolidated financial statements, and have concluded that the Group will have sufficient working capital to meet in full its financial obligations as they fall due and accordingly the consolidated financial statements have been prepared on a going concern basis.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditors' Report" of this annual report.

DIVIDEND POLICY

The dividend distribution ratio shall be determined by the Board from time to time. The declaration and payment of dividends shall be determined by the Board, which is also in the best interests of the Group and shareholders of the Company. In addition, the final dividend for any financial year is subject to shareholders' approval. The remaining net profit will be used for the operation and development of the Group. When determining whether to propose dividends and determining the amount of dividends, the Board should consider, among other things, the following factors:

- (A) current and future business, actual and expected financial results of the Company;
- (B) any development plan of the Company;

此外，有關內幕消息披露的程序亦已制定，以確保可能對本公司股價有重大影響的所有相關事實及情況均得到及時評估，並確保就本集團任何一位或以上負責人所知的任何重要資料均得到及時識別、評估並（如適用）提請董事會留意以確定是否需要披露。

董事對財務報表的責任

董事確認其有責任編製本集團於截至2020年12月31日止年度的綜合財務報表。

董事已考慮本集團於報告期末起計未來十二個月之現金需求及綜合財務報表附註2所披露之措施，並得出結論認為本集團將有充足營運資金以悉數履行其到期財務責任，因此已按持續經營基準編製綜合財務報表。

本公司獨立核數師就其對財務報表的匯報責任所作出的聲明載於本年報「獨立核數師報告」一節。

股息政策

股息分配比率由董事會不時決定。股息的申報和支付應取決於董事會裁定，即這同樣符合本集團及本公司股東的最佳利益。此外，任何財政年度的最後股息均須經股東批准。剩餘的淨利潤將用於本集團的運營和發展。董事會在決定是否提出股息和確定股息數額時，應考慮到（其中包括）下列因素：

- (A) 本公司目前和未來的業務、實際和預期的財務業績；
- (B) 任何本公司發展計劃；

Corporate Governance Report 企業管治報告

- | | |
|---|--|
| (C) liquidity position, working capital and capital expenditure requirements and future expected capital requirements of the Group; | (C) 本集團的流動資金狀況、營運資本和資本支出要求以及未來的預期資本需求； |
| (D) the debt-to-equity ratio, return-on-equity ratio and the level of the relevant financial contracts of the Group; | (D) 本集團的債務與股本比率、股本回報率和相關財務契約的水平； |
| (E) any restrictions on the payment of dividends may be imposed by the lenders of the Group or other third parties; | (E) 本集團的放款人或其他第三方對支付股息可能施加的任何限制； |
| (F) retained earnings and distributable reserves of the Group and each member of the Group; | (F) 本集團及本集團每一成員公司的留存收益和可分配準備金； |
| (G) general economic conditions, the business cycle of the Group's business as well as other internal and external factors that may affect the Company or financial results and position; and | (G) 一般經濟狀況、本集團業務的經營週期以及可能對本公司或財務業績和地位產生影響的其他內部和外部因素；以及 |
| (H) any other factors that the Board considers appropriate and relevant. | (H) 董事會認為適當和相關的任何其他因素。 |

The declaration and payment of dividends are subject to any restrictions under the Cayman Islands Company Law, any applicable laws, rules and regulations, including the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association.

根據《開曼群島公司法》、任何適用的法律、規則和條例，包括《香港證券交易所上市規則》及組織章程細則的任何限制，股息申報和支付也受到任何限制。

AUDITORS' REMUNERATION

An analysis of the remuneration paid/payable to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2020 is set out below:

核數師酬金

截至2020年12月31日止年度，本公司就審核服務及非審核服務已支付／應支付予本公司外聘核數師的酬金分析如下：

Service Category	服務類別	Fees Paid/ Payable 已付／應付費用 HK\$'000 港幣千元
Audit Services	審核服務	980
Non-audit Services	非審核服務	383
TOTAL	總計	1,363

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company has engaged SWCS Corporate Services Group (Hong Kong) Limited, external service provider, and Mr. Yim Lok Kwan has been appointed as the Company's company secretary. Its primary contact person at the Company is Mr. Lin Shifeng, the executive Director and the financial controller of the Company.

The company secretary attended sufficient professional training as required under the Listing Rules for the year ended 31 December 2020 to update their skills and knowledge.

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting

Pursuant to article 64 of the Articles of Association of the Company, extraordinary general meetings shall also be convened on the written requisition of one or more members deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitioner(s), provided that such requisitioner(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. As regards proposing a person for election as a director of the Company, please refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director" of the Company which is posted on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

公司秘書

本公司已委聘方圓企業服務集團(香港)有限公司為外部服務供應商，而嚴洛鈞先生已獲委任為本公司的公司秘書。其於本公司的主要聯絡人為本公司的執行董事兼財務總監林世鋒先生。

公司秘書於截至2020年12月31日止年度已接受上市規則所規定的充足專業培訓，以更新其技能及知識。

股東權利

為保障股東的權益及權利，本公司會就各重大獨立事項(包括選舉個別董事)於股東大會上提呈獨立決議案。根據上市規則，於股東大會提呈的所有決議案將以投票方式表決，投票結果將於各股東大會結束後在本公司及聯交所網站登載。

召開股東特別大會

根據本公司組織章程細則第64條，股東特別大會亦可應本公司任何一名或以上成員的書面要求召開，但彼等須將列明大會議題及經請求人簽署的書面要求送交本公司於香港的主要辦事處，惟該等請求人於送交要求之日須持有本公司不少於十分之一附帶本公司股東大會投票權的實繳股本。

於股東大會提呈決議案

組織章程細則或開曼群島公司法並無列明股東可在股東大會上提呈任何新決議案的條文。有意提呈決議案的股東可按上段所載程序要求本公司召開股東大會。有關提名人選參選本公司董事的資料，請參閱登載於本公司網站的「由本公司股東提名人選參選董事之程序」。

向董事會作出查詢

有關向本公司董事會作出任何查詢，股東可向本公司發出書面查詢。本公司通常不會處理口頭或匿名查詢。

Corporate Governance Report

企業管治報告

Contact Details

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

Address : Room 08-11A, 43rd Floor, Shenglong Financial Centre,
No. 1 South Guangming Road, Taijiang, Fuzhou, China
Email : angelazhu@xysgroup.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

The Company maintains a website at www.xysgroup.com as a communication platform with shareholders of the Company and investors, where the financial information and other relevant information of the Company are available for public access.

CONSTITUTIONAL DOCUMENTS

During the reporting period, there is no change in the Company's constitutional documents.

聯絡詳情

股東可透過以下途徑向董事會送達其將上述查詢或要求：

地址：中國福州市台江區光明南路1號
升龍滙金中心43層08-11A室
電郵：angelazhu@xysgroup.com

為免生疑問，股東須將妥善簽署的書面要求、通知或聲明或查詢（視情況而定）的正本存放於及寄發至上述地址，並須提供彼等全名、聯絡詳情及身份，以便使之有效。股東資料可依據法律規定進行披露。

與股東及投資者的溝通

本公司認為，與股東有效溝通對加強投資者關係及投資者對本集團業務表現及策略的了解相當重要。本公司盡力保持與股東之間的對話，尤其是透過股東週年大會及其他股東大會。董事（或其代表（如適用））將出席股東週年大會與股東會面並回答彼等的查詢。

本公司設有網站，網址為www.xysgroup.com，作為與本公司股東及投資者的溝通平台，而本公司的財務資料及其他相關資料刊登於該網站內，並可供公眾查閱。

憲章文件

在報告期內，本公司的章程文件並無變動。

Report of the Directors

董事會報告

The directors of the Company (the “**Directors**”) are pleased to present their report together with the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The Company is an investment holding company. The Group is principally engaged in provision of asphalt tanker chartering services and bulk carrier chartering services, and trading of asphalt. The principal activities of the Company’s principal subsidiaries are set forth in note 36 to the consolidated financial statements.

An analysis of the Group’s performance for the year ended 31 December 2020 by operating segments is set out in note 10 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2020 is set out in the “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 and the financial position of the Group as at 31 December 2020 are set forth in the consolidated financial statements on pages 132 to 135 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

SHARES ISSUED IN THE YEAR

Details of the shares of the Company (the “**Shares**”) issued in the year ended 31 December 2020 are set out in note 24 to the consolidated financial statements.

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

Save for the issuance of 40,000,000 Shares on 3 June 2020 pursuant to the subscription agreements as disclosed in the announcement of the Company dated 19 May 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the year ended 31 December 2020.

本公司董事(「**董事**」)欣然呈列董事會報告連同本公司及其附屬公司(「**本集團**」)截至2020年12月31日止年度的經審核綜合財務報表。

主要業務及營運地區分析

本公司為投資控股公司。本集團主要從事提供瀝青船租船服務及散貨船租船服務以及瀝青貿易。本公司主要附屬公司的主要業務載於綜合財務報表附註36。

本集團截至2020年12月31日止年度按經營分部劃分的表現分析載於綜合財務報表附註10。

業務回顧

本集團截至2020年12月31日止年度的業務回顧載於本年報「主席報告」及「管理層討論及分析」。

業績及分配

本集團截至2020年12月31日止年度的業績及本集團於2020年12月31日的財務狀況載於本年報綜合財務報表第132至135頁。

董事會不建議就截至2020年12月31日止年度派付末期股息(2019年：無)。

年內已發行股份

截至2020年12月31日止年度已發行本公司股份(「**股份**」)的詳情載於綜合財務報表附註24。

購買、出售或贖回本公司上市證券

除根據本公司日期為2020年5月19日的公告所披露的認購協議於2020年6月3日發行40,000,000股股份外，截至2020年12月31日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

Report of the Directors

董事會報告

FIXED ASSETS

Details of movements in property, plant and equipment and right-of-use assets during the year ended 31 December 2020 are set out in notes 17 and 18 to the consolidated financial statements, respectively.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the forthcoming annual general meeting (“**AGM**”) of the Company to be held on Thursday, 17 June 2021, the register of members of the Company will be closed from Friday, 11 June 2021 to Thursday, 17 June 2021, both days inclusive, during the period no transfer of shares will be registered. All transfers accompanied by the relevant certificates must be lodged with the Company’s transfer office and share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 10 June 2021.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2020, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to US\$74.9 million (2019: US\$69.7 million).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s articles of association (the “**Articles of Association**”) or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company (the “**Shareholders**”).

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements of the Company is set out on pages 7 to 8 of this annual report.

固定資產

截至2020年12月31日止年度物業、廠房及設備以及使用權資產的變動詳情分別載於綜合財務報表附註17及18。

暫停辦理股份過戶登記

為釐定有權出席本公司將於2021年6月17日(星期四)舉行的應屆股東週年大會(「**股東週年大會**」)並於會上投票之本公司股東的身份，本公司將於2021年6月11日(星期五)至2021年6月17日(星期四)(包括首尾兩日)期間暫停辦理股份過戶登記，於該期間內將不會辦理股份過戶登記。所有轉讓文件連同有關股票須於2021年6月10日(星期四)下午4時30分前交回本公司的香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，以辦理登記手續。

可供分派儲備

根據開曼群島公司法(第22章)(1961年第3號法例，經綜合及修訂)的規定計算，本公司於2020年12月31日的可供分派儲備為74.9百萬美元(2019年：69.7百萬美元)。

優先購買權

本公司的組織章程細則(「**組織章程細則**」)或開曼群島法例概無載列優先購買權的條文，規定本公司須按比例向本公司現有股東(「**股東**」)提呈發售新股份。

財務資料概要

本集團於過去五個財務年度的業績及資產及負債概要(摘錄自本公司已刊發經審核綜合財務報表)載於本年報第7至8頁。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Mr. Wang Faqing (*Chairman*)
Mr. Xu Wenjun (*Chief Executive Officer*)
Mr. Ding Yuzhao
Mr. Chen Ming (*appointed on 25 March 2021*)
Mr. Lin Shifeng (*appointed on 25 March 2021*)

Independent Non-Executive Directors (The “INEDs”, each an “INED”):

Dr. Lai Guanrong
Mr. Suen Chi Wai
Mr. Xu Jie

The Company has received written confirmations of independence from each of the INEDs, namely Dr. Lai Guanrong, Mr. Suen Chi Wai and Mr. Xu Jie, pursuant to Rule 3.13 of the Listing Rules. As at the date of this report, the Company still considers the INEDs to be independent.

Retirement and re-election of Directors

In accordance with Article 108 of the Articles of Association, at each AGM, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Ding Yuzhao and Mr. Suen Chi Wai shall retire by rotation. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

董事

於年內及直至本報告日期的董事為：

執行董事：

王法清先生(主席)
徐文均先生(行政總裁)
丁玉釗先生
陳銘先生(於2021年3月25日獲委任)
林世鋒先生(於2021年3月25日獲委任)

獨立非執行董事(「獨立非執行董事」)：

賴觀榮博士
孫志偉先生
徐捷先生

本公司已收到各獨立非執行董事(即賴觀榮博士、孫志偉先生及徐捷先生)根據上市規則第3.13條呈交有關獨立性的書面確認。於本報告日期，本公司仍然認為獨立非執行董事確屬獨立人士。

董事退任及重選

根據組織章程細則第108條，於各屆股東週年大會，當時三分之一的董事須輪席退任。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事，須為上次獲重選或委任以來任期最長的董事，惟倘多名董事於同一日任職或獲重選，則須(彼等之間另有協定除外)以抽籤形式決定須退任的董事。因此，丁玉釗先生及孫志偉先生將輪席退任。所有退任董事均符合資格並願意於股東週年大會膺選連任。

Report of the Directors

董事會報告

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM. Accordingly, Mr. Chen Ming and Mr. Lin Shifeng, each being an executive Director appointed by the Board on 25 March 2021, shall retire from office and, being eligible, will offer themselves for re-election at the AGM.

DIRECTORS' SERVICE CONTRACTS

Each of our executive Directors and INEDs, has entered into a service contract or an appointment letter with the Company for a term of three years. All of them are subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Their emoluments were determined by the Board by reference to their experience, responsibilities and duties with the Company and shall be reviewed annually by the Remuneration Committee. The details of the remuneration of each of the Directors are revealed on note 14 to the consolidated financial statements.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company, which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed in this report, no other transactions, arrangements and contracts of significance to which the Company's subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

根據組織章程細則第112條，任何由董事會委任以填補臨時空缺的董事任期僅直至其獲委任後的首次本公司股東大會，並須在該會議上重選。任何由董事會委任以加入現有董事會的董事任期僅直至本公司下屆股東週年大會，並有資格重選。任何此細則下獲委任的董事在決定準備於股東週年大會上輪值退任的董事或董事人數時不應被考慮在內。因此，陳銘先生及林世鋒先生（各自於2021年3月25日獲董事會委任為執行董事）將於股東週年大會上退任並符合資格且願意膺選連任。

董事服務合約

各執行董事及獨立非執行董事已與本公司訂立服務合約或委任書，任期為三年。彼等均須根據組織章程細則於股東週年大會輪席退任及重選。彼等的薪酬乃由董事會經參考其經驗及於本公司的職責及職務釐定，並由薪酬委員會每年檢討。各董事薪酬的詳情於綜合財務報表附註14披露。

擬在應屆股東週年大會上重選連任的董事概無與本公司訂立本集團在一年內不可在不予賠償（法定賠償除外）的情況下終止的服務合約。

董事於對本公司業務關係重大之交易、安排及合約的重大權益

除本報告披露者外，本公司附屬公司或其母公司於年末或年內任何時間概無簽訂其他本公司董事直接或間接佔有重大權益的重大交易、安排及合約。

Report of the Directors

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on pages 25 to 34 of this annual report.

CHANGES IN INFORMATION OF DIRECTORS

The change in the information of the Director of the Company, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, is set out below:

Name of Director	Detail of change
Mr. Wang Faqing	<ul style="list-style-type: none">entitled to monthly salary increased from RMB50,000 to RMB100,000 commencing from January 2021.

Save as disclosed above, there was no other change to any information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules during the year and up to the date of this report.

DIRECTORS' EMOLUMENT POLICY

The Remuneration Committee was established for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group having regard to the Group's operating results, individual performance and comparable market standard and practices. The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of which are set out in the section headed "Share Option Scheme" below.

董事及高級管理層的履歷詳情

董事及高級管理層的履歷詳情載於本年報第25至34頁。

董事資料變動

根據上市規則第13.51B(1)條之規定，須予披露本公司董事資料之變更載列如下：

董事姓名	變更詳情
王法清先生	<ul style="list-style-type: none">自2021年1月起，可獲得每月薪金由人民幣50,000元增加至人民幣100,000元。

除上文所披露者外，於年內及直至本報告日期，概無其他根據上市規則第13.51(2)條(a)至(e)段及(g)段須予披露有關任何董事的資料變動。

董事薪酬政策

本公司已設立薪酬委員會負責根據本集團經營業績、個人表現及可比市場標準和慣例，檢討本集團之薪酬政策及所有董事及高級管理層之薪酬架構。本公司已採納一項購股權計劃，作為對董事及合資格僱員的獎勵，其詳情載於下文「購股權計劃」一節。

Report of the Directors

董事會報告

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF OUR COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2020, the interests or short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) which will be required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (b) to be entered into the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules, are set out as follows:

(a) Our Company

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares held ⁽¹⁾ 所持股份數目 ⁽¹⁾	Approximate percentage of shareholding in our Company 於本公司的概約股權比例
Mr. Xu Wenjun ⁽²⁾ 徐文均先生 ⁽²⁾	Interest of controlled corporation 受控法團的權益	34,079,000 Shares (L) 34,079,000 股股份 (L)	7.75% 7.75%
Mr. Ding Yuzhao ⁽³⁾ 丁玉釗先生 ⁽³⁾	Interest of controlled corporation 受控法團的權益	14,898,000 Shares (L) 14,898,000 股股份 (L)	3.39% 3.39%
Mr. Wang Faqing ⁽⁴⁾ 王法清先生 ⁽⁴⁾	Interest of controlled corporation 受控法團的權益	5,023,000 Shares (L) 5,023,000 股股份 (L)	1.14% 1.14%

Notes:

- (1) The letter “L” denotes our Directors’ long position in the Shares.
- (2) Perfect Bliss Limited is owned as to 100% by Mr. Xu Wenjun, an executive Director. By virtue of the SFO, Mr. Xu Wenjun is deemed to be interested in the 34,079,000 Shares held by Perfect Bliss Limited.
- (3) Gigantic Path Limited is owned as to 100% by Mr. Ding Yuzhao, an executive Director. By virtue of the SFO, Mr. Ding Yuzhao is deemed to be interested in the 14,898,000 Shares held by Gigantic Path Limited.
- (4) Sunny Road HK Trading Limited is owned as to 100% by Mr. Wang Faqing, an executive Director. By virtue of the SFO, Mr. Wang Faqing is deemed to be interested in the 5,023,000 Shares held by Sunny Road HK Trading Limited.

董事及最高行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉

於2020年12月31日，董事或本公司最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益或淡倉），或(b)須登記於根據證券及期貨條例第352條本公司須存置的登記冊的權益或淡倉，或(c)根據上市規則附錄十上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

(a) 本公司

附註：

- (1) 字母「L」代表董事於股份中持有的好倉。
- (2) Perfect Bliss Limited由執行董事徐文均先生擁有全部權益。根據證券及期貨條例，徐文均先生被視為於Perfect Bliss Limited持有的34,079,000股股份中擁有權益。
- (3) Gigantic Path Limited由執行董事丁玉釗先生擁有全部權益。根據證券及期貨條例，丁玉釗先生被視為於Gigantic Path Limited持有的14,898,000股股份中擁有權益。
- (4) 正道香港貿易有限公司由執行董事王法清先生擁有全部權益。根據證券及期貨條例，王法清先生被視為於正道香港貿易有限公司持有的5,023,000股股份中擁有權益。

Report of the Directors 董事會報告

Save as disclosed above, as at 31 December 2020, none of the Directors or chief executive of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be maintained pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 December 2020 was the Company or its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

除上文所披露者外，於2020年12月31日，概無董事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及淡倉）或記錄於根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事購買股份或債權證的權利

除於本年報所披露者外，本公司或其附屬公司於截至2020年12月31日止年度的任何時間概無訂立任何安排致使董事可藉購買本公司或任何其他法人團體的股份或債權證而獲利，且並無董事或彼等之配偶或18歲以下的子女獲授予任何可認購本公司或任何其他法人團體的股本或債權證的權利或已行使任何該等權利。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, so far as our Directors are aware, the persons (other than the Directors and chief executive of the Company) who will have or be deemed or taken to have interests and/or short positions in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or who were recorded in the register of the Company required to be kept pursuant to Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the Company's issued share capital will be as follows:

主要股東於股份及相關股份中的權益及淡倉

於2020年12月31日，據董事所知，以下人士（董事及本公司最高行政人員除外）將於或被視為或被當作於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須予披露的權益及／或淡倉，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊，或直接或間接擁有本公司已發行股本5%或以上的權益：

Shareholders	Capacity/ Nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage of shareholding in our Company 於本公司的 概約股權比例
股東	身份／權益性質	所持股份數目 ⁽¹⁾	
UNIVERSAL INTERNATIONAL TECHNOLOGY (HONG KONG) LIMITED ⁽²⁾	Beneficial owner	116,000,000 Shares(L)	26.36%
環宇國際科技(香港)有限公司 ⁽²⁾	實益擁有人	116,000,000股股份(L)	26.36%
PROSPEROUS BRIGHT LIMITED ⁽²⁾	Interest of controlled corporation	116,000,000 Shares (L)	26.36%
PROSPEROUS BRIGHT LIMITED ⁽²⁾	受控法團權益	116,000,000股股份(L)	26.36%
Mr. Chen Maochun ⁽²⁾	Interest of controlled corporation	116,000,000 Shares (L)	26.36%
陳茂春先生 ⁽²⁾	受控法團權益	116,000,000股股份(L)	26.36%
Ms. Ni Hualing ⁽²⁾	Interest of spouse	116,000,000 Shares (L)	26.36%
倪華玲女士 ⁽²⁾	配偶權益	116,000,000股股份(L)	26.36%
Well Grace Trading Co., Limited ⁽³⁾	Beneficial owner	49,000,000 Shares (L)	11.14%
華欣貿易有限公司 ⁽³⁾	實益擁有人	49,000,000股股份(L)	11.14%
Mr. Lin Kaiquan ⁽³⁾	Interest of controlled corporation	49,000,000 Shares (L)	11.14%
林開泉先生 ⁽³⁾	受控法團權益	49,000,000股股份(L)	11.14%
Ms. Yang Lihua ⁽³⁾	Interest of spouse	49,000,000 Shares (L)	11.14%
楊麗華女士 ⁽³⁾	配偶權益	49,000,000股股份(L)	11.14%

Report of the Directors

董事會報告

Shareholders	Capacity/ Nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage of shareholding in our Company
股東	身份／權益性質	所持股份數目 ⁽¹⁾	於本公司的 概約股權比例
HJ Technology Co., Limited ⁽⁴⁾ 華景科技有限公司 ⁽⁴⁾	Beneficial owner 實益擁有人	36,000,000 Shares (L) 36,000,000 股股份 (L)	8.18% 8.18%
Mr. Wu Kai ⁽⁴⁾ 吳凱先生 ⁽⁴⁾	Interest of controlled corporation 受控法團權益	36,000,000 Shares (L) 36,000,000 股股份 (L)	8.18% 8.18%
Ms. Pang Min ⁽⁴⁾ 龐敏女士 ⁽⁴⁾	Interest of spouse 配偶權益	36,000,000 Shares (L) 36,000,000 股股份 (L)	8.18% 8.18%
Perfect Bliss Limited ⁽⁵⁾ Perfect Bliss Limited ⁽⁵⁾	Beneficial owner 實益擁有人	34,079,000 Shares (L) 34,079,000 股股份 (L)	7.75% 7.75%
Ms. Zhu Zhen ⁽⁵⁾ 朱珍女士 ⁽⁵⁾	Interest of spouse 配偶權益	34,079,000 Shares (L) 34,079,000 股股份 (L)	7.75% 7.75%
Golden Boomer Limited ⁽⁶⁾ Golden Boomer Limited ⁽⁶⁾	Beneficial owner 實益擁有人	30,000,000 Shares (L) 30,000,000 股股份 (L)	6.82% 6.82%
Ms. Lan Shaoyun ⁽⁶⁾ 蘭紹贊女士 ⁽⁶⁾	Interest of controlled corporation 受控法團權益	30,000,000 Shares (L) 30,000,000 股股份 (L)	6.82% 6.82%
Mr. Hong Jianbin ⁽⁶⁾ 洪堅斌先生 ⁽⁶⁾	Interest of spouse 配偶權益	30,000,000 Shares (L) 30,000,000 股股份 (L)	6.82% 6.82%
Industrial Bank Co., Ltd ⁽⁶⁾ Industrial Bank Co., Ltd ⁽⁶⁾	Person having a security interest in shares 持有股份的保證權益的人	30,000,000 Shares (L) 30,000,000 股股份 (L)	6.82% 6.82%
Forever Win Asia Trading Limited ⁽⁷⁾ Forever Win Asia Trading Limited ⁽⁷⁾	Beneficial owner 實益擁有人	24,540,000 Shares (L) 24,540,000 股股份 (L)	5.58% 5.58%
Mr. Chen Chengmei ⁽⁷⁾ 陳成梅先生 ⁽⁷⁾	Interest of controlled corporation 受控法團權益	24,540,000 Shares (L) 24,540,000 股股份 (L)	5.58% 5.58%

Report of the Directors

董事會報告

Notes:

1. The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in our Shares.
2. UNIVERSAL INTERNATIONAL TECHNOLOGY (HONG KONG) LIMITED is owned as to 100% by PROSPEROUS BRIGHT LIMITED, which is in turn wholly owned by Mr. Chen Maochun. As such, each of PROSPEROUS BRIGHT LIMITED and Mr. Chen Maochun is deemed to be interested in the 116,000,000 Shares held by UNIVERSAL INTERNATIONAL TECHNOLOGY (HONG KONG) LIMITED pursuant to the SFO. Ms. Ni Hualing is the spouse of Mr. Chen Maochun.
3. Well Grace Trading Co., Limited is owned as to 100% by Mr. Lin Kaiquan. By virtue of the SFO, Mr. Lin Kaiquan is deemed to be interested in the 49,000,000 Shares held by Well Grace Trading Co., Limited. Ms. Yang Lihua is the spouse of Mr. Lin Kaiquan.
4. HJ Technology Co., Limited is owned as to 100% by Mr. Wu Kai. By virtue of the SFO, Mr. Wu Kai is deemed to be interested in the 36,000,000 Shares held by HJ Technology Co., Limited. Ms. Pang Min is the spouse of Mr. Wu Kai.
5. Perfect Bliss Limited is owned as to 100% by Mr. Xu Wenjun. By virtue of the SFO, Mr. Xu Wenjun is deemed to be interested in the 34,079,000 Shares held by Perfect Bliss Limited. Ms. Zhu Zhen is the spouse of Mr. Xu Wenjun.
6. Golden Boomer Limited is owned as to 100% by Ms. Lan Shaoyun. By virtue of the SFO, Ms. Lan Shaoyun is deemed to be interested in the 30,000,000 Shares held by Golden Boomer Limited. Mr. Hong Jianbin is the spouse of Ms. Lan Shaoyun. Golden Boomer Limited provided an interest in the 30,000,000 Shares as security to Industrial Bank Co., Ltd, a person other than a qualified lender.
7. Forever Win Asia Trading Limited is owned as to 100% by Mr. Chen Chengmei. By virtue of the SFO, Mr. Chen Chengmei is deemed to be interested in the 24,540,000 Shares held by Forever Win Asia Trading Limited.

Save as disclosed herein, the Directors are not aware of any person who has, as at the date of this report (without taking into account any options which may be granted under the share option scheme), an interest or short position in the Shares or underlying Shares, which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 5% of the issued voting shares of any other member of the Group.

附註：

1. 字母「L」指於本公司股份所持的「好倉」(定義見證券及期貨條例第 XV 部)。
2. 環宇國際科技(香港)有限公司由 PROSPEROUS BRIGHT LIMITED 擁有全部權益，而 PROSPEROUS BRIGHT LIMITED 則由陳茂春先生全資擁有。因此，根據證券及期貨條例，PROSPEROUS BRIGHT LIMITED 及陳茂春先生各自被視為於環宇國際科技(香港)有限公司持有的 116,000,000 股股份中擁有權益。倪華玲女士為陳茂春先生的配偶。
3. 華欣貿易有限公司由林開泉先生擁有全部權益。根據證券及期貨條例，林開泉先生被視為於華欣貿易有限公司持有的 49,000,000 股股份中擁有權益。楊麗華女士為林開泉先生的配偶。
4. 華景科技有限公司由吳凱先生擁有全部權益。根據證券及期貨條例，吳凱先生被視為於華景科技有限公司持有的 36,000,000 股股份中擁有權益。龐敏女士為吳凱先生的配偶。
5. Perfect Bliss Limited 由徐文均先生擁有全部權益。根據證券及期貨條例，徐文均先生被視為於 Perfect Bliss Limited 持有的 34,079,000 股股份中擁有權益。朱珍女士為徐文均先生的配偶。
6. Golden Boomer Limited 由蘭紹贊女士擁有全部權益。根據證券及期貨條例，蘭紹贊女士被視為於 Golden Boomer Limited 持有的 30,000,000 股股份中擁有權益。洪堅斌先生為蘭紹贊女士的配偶。Golden Boomer Limited 已向興業銀行股份有限公司(合資格借出人以外的人)提供 30,000,000 股股份權益作為保證。
7. Forever Win Asia Trading Limited 由陳成梅先生擁有全部權益。根據證券及期貨條例，陳成梅先生被視為於 Forever Win Asia Trading Limited 持有的 24,540,000 股股份中擁有權益。

除於本文披露者外，據董事所知，於本報告日期(未計及根據購股權計劃可能授出的任何購股權)，概無任何人士於股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及第 3 分部的條文須向本公司及聯交所披露的權益或淡倉，或直接或間接擁有本集團任何其他成員公司附帶投票權的已發行股份 5% 的權益。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

Our Company has conditionally adopted a share option scheme (the “**Share Option Scheme**”) on 6 September 2018 which became effective on 26 September 2018 (the “**Listing Date**”). Under the Share Option Scheme, the eligible participants of the scheme may be granted options which entitle them to subscribe for Shares, when aggregated with options granted under any other scheme, representing initially not more than 10% of the Shares in issue on the Listing Date.

As at 31 December 2020 and to the date of this report, no option had been granted or to be granted under the Share Option Scheme.

The following is a summary of the principal terms of the Share Option Scheme.

(a) Purpose

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the Eligible Participants (as defined in paragraph (b) below) have had or may have made to our Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

- (i) motivating the Eligible Participants to optimise their performance efficiency for the benefit of our Group; and
- (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of our Group.

購股權計劃

本公司已於2018年9月6日有條件採納購股權計劃(「**購股權計劃**」)，並於2018年9月26日(「**上市日期**」)生效。根據購股權計劃，計劃的合資格參與者可獲授可認購股份的購股權，與根據任何其他計劃授出的購股權合計，可認購的股份初步不超過於上市日期已發行股份10%。

於2020年12月31日及直至本報告日期，概無根據購股權計劃已授出或將授出購股權。

以下為購股權計劃的主要條款概要。

(a) 目的

購股權計劃為一項股份獎勵計劃，設立目的為認可及表彰合資格參與者(定義見下文(b)段)對本集團曾經作出或可能已作出之貢獻。購股權計劃將向合資格參與者提供於本公司擁有個人權益之機會，以達致下列目標：

- (i) 激勵合資格參與者為本集團之利益提高其表現效率；及
- (ii) 吸引及挽留其貢獻已或將對本集團之長期增長有利之合資格參與者或與該等合資格參與者保持持續之業務關係。

Report of the Directors

董事會報告

(b) Who may join

The Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (f) below to the following persons (“**Eligible Participants**”):

- (i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;
- (ii) any Directors (including INEDs) of our Company or any of its subsidiaries;
- (iii) any advisers, consultants, suppliers, customers and agents to our Company or any of its subsidiaries; and
- (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to our Group, the assessment criteria of which are:
 - (aa) contribution to the development and performance of our Group;
 - (bb) quality of work performed for our Group;
 - (cc) initiative and commitment in performing his duties; and
 - (dd) length of service or contribution to our Group.

(b) 可參與人士

董事會可酌情決定向以下人士(「**合資格參與者**」)授出購股權，以按下文(f)段釐定之行使價認購董事會可能釐定之相關數目新股份：

- (i) 本公司或其任何附屬公司之任何全職或兼職僱員、執行人員或高級人員；
- (ii) 本公司或其任何附屬公司之任何董事(包括獨立非執行董事)；
- (iii) 本公司或其任何附屬公司之任何顧問、諮詢人士、供應商、客戶及代理；及
- (iv) 董事會全權認為將會或已對本集團作出貢獻的其他人士，有關評估標準如下：
 - (aa) 對本集團發展及表現的貢獻；
 - (bb) 為本集團履行工作的質量；
 - (cc) 履行職責的主動性及承擔；及
 - (dd) 於本集團的服務年資或貢獻。

Report of the Directors

董事會報告

(c) Acceptance of an offer of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer for grant of an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

Subject to paragraphs (l), (m), (n), (o) and (p), an option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the grantee by giving notice in writing to our Company stating that the option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the exercise price for the Shares in respect of which the notice is given.

Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditors to our Company or the independent financial adviser as the case may be pursuant to paragraph (r), our Company shall allot and issue the relevant number of Shares to the grantee credited as fully paid and issue to the grantee share certificates in respect of the Shares so allotted.

The exercise of any option shall be subject to our Shareholders in general meeting approving any necessary increase in the authorised share capital of our Company.

(c) 接納購股權要約

本公司於相關接納日期或之前收到由承授人正式簽署構成接納購股權之一式兩份要約文件連同付予本公司之1.00港元款項作為授出購股權之代價後，購股權視為已授出及已獲承授人接納並生效。有關付款於任何情況均不予退還。就任何授出可認購股份之購股權要約而言，參與者接納購股權所涉及之股份數目可少於要約授出購股權所涉及之股份數目，惟接納所涉及之股份數目須為股份在聯交所買賣之一手單位或其完整倍數，且有關數目在構成接納購股權之一式兩份要約文件中清楚列明。倘授出購股權之要約未於任何規定之接納日期獲接納，則視為已被不可撤銷地拒絕。

在(l)、(m)、(n)、(o)及(p)各段之規限下，承授人可於向本公司發出書面通知表示行使購股權及行使所涉及之股份數目後，行使全部或部分購股權，而除悉數行使尚未行使之購股權之情況外，均須以股份當時於聯交所買賣之一手單位之倍數行使。各有關通知須隨附就所發出通知涉及之股份行使價總額之股款。

於收到通知及股款後21日內及(倘適用)根據(r)段收到本公司核數師或獨立財務顧問(視情況而定)之證明書後，本公司須向承授人配發及發行有關數目的入賬列為繳足之股份及向承授人發出有關獲配發股份之股票。

任何購股權之行使須待股東在股東大會上批准任何必要的增加本公司法定股本後方可作實。

Report of the Directors

董事會報告

(d) Maximum number of shares

The maximum number of Shares which may be issued upon exercise of all option to be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of our Company must not in aggregate exceed 10% of the total number of Shares in issue on the Listing Date, being 40,000,000 Shares (the “**Scheme Limit**”), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company). Subject to the issue of a circular by our Company and the approval of our Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue (the “**New Scheme Limit**”) as at the date of the approval by our Shareholders in general meeting; and/or
- (ii) grant options beyond the Scheme Limit or New Scheme Limit to Eligible Participants specifically identified by the Board. The circular issued by our Company to our Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2) (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(d) 最高股份數目

根據購股權計劃及本公司任何其他購股權計劃將予授出的全部購股權獲行使後可予發行的股份數目上限（包括已授出的已行使或尚未行使購股權所涉及的股份），合共不得超過上市日期已發行股份總數的10%，即40,000,000股股份（「**計劃限額**」），就此而言，不包括根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權原應可予發行的股份。待本公司刊發通函並獲股東於股東大會批准及／或根據上市規則不時指定的其他規定，董事會可：

- (i) 隨時更新此上限至股東在股東大會上批准當日已發行股份之10%（「**新計劃限額**」）；及／或
- (ii) 向董事會特別指定的合資格參與者授出超過計劃限額或新計劃限額的購股權。本公司向股東發出的通函須載有獲授購股權的指定合資格參與者的整體性簡介、授予購股權的數目及條款、向指定合資格參與者授予購股權的目的和解釋購股權如何達到有關目的，以及上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明。

Report of the Directors 董事會報告

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the Shares in issue from time to time (the “**Maximum Limit**”). No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the Maximum Limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph (r) below whether by way of capitalisation issue, rights issue, consolidation, sub-division of shares or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

(e) Maximum number of options to any one individual

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Company (including both exercised, outstanding options and Shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of our Company but subsequently cancelled (the “**Cancelled Shares**”)) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by our Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant) the information as required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and

儘管有上述規定，於任何時間因行使所有根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的購股權而可能發行的股份，不得超過不時已發行股份的30%（「**最高限額**」）。倘根據本公司任何計劃（包括購股權計劃）授出購股權將導致超出最高限額，則不得授出購股權。倘根據下文(r)段透過資本化發行、供股、合併、拆細股份或削減本公司股本改動本公司股本結構，則可予授出購股權所涉及股份數目上限，須以本公司核數師或認可獨立財務顧問確認為合適、公平及合理的方式調整，惟在任何情況下均不得超過本段訂明的限額。

(e) 向任何一名人士授出購股權之最高數目

每名各合資格參與者於任何截至授出日期12個月期間內，因行使根據購股權計劃及本公司任何其他購股權計劃授出的購股權而已經及可能須予發行的股份總數（包括已行使、尚未行使的購股權及根據購股權計劃或本公司任何其他計劃已授出並獲接納但於其後註銷的購股權所涉及及股份（「**已註銷股份**」））不得超過於授出日期已發行股份的1%。倘再授出購股權致超過上述1%限額，則：

- (i) 本公司須刊發通函，載列合資格參與者的身份、將授予的購股權（及先前授予該參與者的購股權）的數目及條件，以及上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明；及

Report of the Directors

董事會報告

- (ii) the approval of our Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the Listing Rules) (or his/her associates if the participant is a connected person) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before our Shareholders' approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such Eligible Participant an offer document in such form as the Board may from time to time determine or, alternatively, documents accompanying the offer document which state, among other things:
- (aa) the Eligible Participant's name, address and occupation;
 - (bb) the date on which an option is offered to an Eligible Participant which must be a date on which the Stock Exchange is open for the business of dealing in securities;
 - (cc) the date upon which an offer for an option must be accepted;
 - (dd) the date upon which an option is deemed to be granted and accepted in accordance with paragraph (c);
 - (ee) the number of Shares in respect of which the option is offered;
 - (ff) the subscription price and the manner of payment of such price for the Shares on and in consequence of the exercise of the option;
 - (gg) the date of the notice given by the grantee in respect of the exercise of the option; and
 - (hh) the method of acceptance of the option which shall, unless the Board otherwise determines, be as set out in paragraph (c).
- (ii) 須經股東在股東大會上批准及／或遵守上市規則不時訂明之其他規定，而該合資格參與者及其緊密聯繫人(定義見上市規則)(或倘該參與者為一名關連人士，則其聯繫人)須放棄投票。授予該參與者之購股權數目及條件(包括行使價)必須在股東批准前訂定，而在釐定股份認購價時，將以董事會提出向該合資格參與者授出購股權之董事會會議日期作為授出日期。董事會須按其可能不時釐定之形式向該合資格參與者遞送一份要約文件或隨附於要約文件之文件，當中列明(其中包括)：
- (aa) 合資格參與者之姓名、地址及職業；
 - (bb) 向合資格參與者建議授出購股權之日期，該日必須為聯交所開市進行證券買賣之日；
 - (cc) 接納購股權要約之截止日期；
 - (dd) 根據(c)段購股權被視為已授出及獲接納之日期；
 - (ee) 建議授出購股權涉及之股份數目；
 - (ff) 行使購股權之股份認購價及其支付方式；
 - (gg) 承授人發出有關行使購股權通知之日期；及
 - (hh) 接納購股權之方法，該方法(除非董事會另行釐定)載於(c)段。

Report of the Directors

董事會報告

(f) Price of shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

(g) Granting options to connected persons

Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the INEDs (excluding any INED who is the grantee of the options). If the Board proposes to grant options to a substantial shareholder or any INED or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and

(f) 股份價格

任何根據購股權計劃授出的特定購股權所涉股份的認購價，須為董事會全權酌情釐定的價格，惟此價格將不得低於以下最高者：

- (i) 股份於授出日期(須為聯交所開市進行證券買賣之日)之收市價(以聯交所日報表所載者為準)；
- (ii) 股份於緊接授出日期前五個營業日之平均收市價(收市價以聯交所日報表所載者為準)；及
- (iii) 股份面值。

(g) 向關連人士授出購股權

凡向董事、本公司之最高行政人員或主要股東(定義見上市規則)或任何彼等各自之聯繫人(定義見上市規則)授出購股權，須經獨立非執行董事(不包括任何身為購股權承授人之獨立非執行董事)批准。倘董事會建議向主要股東或任何獨立非執行董事或彼等各自之聯繫人(定義見上市規則)授出購股權，會令截至授出日期(包括該日)止12個月期間內所有已授予及將授予該人士之購股權(包括已行使、已註銷及尚未行使之購股權)獲行使後所發行及將予發行之股份數目：

- (i) 合計超過已發行股份之0.1%；及

Report of the Directors

董事會報告

- (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange at the date of each grant, such further grant of options will be subject to the approval of our INEDs as referred to in this paragraph, the issue of a circular by our Company and the approval of our Shareholders in general meeting on a poll at which the grantee, his associates and all core connected persons (as defined in the Listing Rules) of our Company shall abstain from voting in favour, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by our Company to our Shareholders pursuant to the above paragraph shall contain the following information:

- (i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant, which must be fixed before our Shareholders' meeting and the date of the Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;
- (ii) a recommendation from our INEDs (excluding any INED who is the grantee of the options) to the independent Shareholders as to voting;
- (iii) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (iv) the information required under Rule 2.17 of the Listing Rules.

- (ii) 按股份於各授出日期於聯交所日報表所列之收市價計算之總值超逾5,000,000港元或上市規則可能不時規定之其他數額，則再次授出購股權須經本段所述獨立非執行董事的批准、本公司刊發通函並經股東在股東大會上以投票表決方式批准，而承授人、其聯繫人及本公司所有核心關連人士(定義見上市規則)須於會上放棄投贊成票，及／或遵守上市規則不時訂明之其他規定。在大會上就批准授出有關購股權進行之任何表決，須以投票方式作出。

本公司根據上段向股東發出之通函須載有以下資料：

- (i) 向每名選定合資格參與者授出購股權之數目及條款(包括認購價)詳情，該等數目及條款必須在股東會議舉行前訂定，而在計算有關購股權之行使價時，將以董事會提出再次授出之董事會會議日期作為授出日期；
- (ii) 獨立非執行董事(不包括任何身為購股權承授人之獨立非執行董事)向獨立股東作出之投票建議；
- (iii) 上市規則第17.02(2)(c)及(d)條規定的資料以及第17.02(4)條規定的免責聲明；及
- (iv) 上市規則第2.17條規定之資料。

Report of the Directors

董事會報告

(h) Restrictions on the times of grant of options

A grant of options may not be made after inside information has come to our Company's knowledge until such information has been announced pursuant to the requirements of the Listing Rules and the Inside Information Provisions of Part XIVA of the SFO. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (such date to first be notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of the results for any year, or half-year, or quarterly or any other interim period (whether or not required under the Listing Rules); and ending on the date of actual publication of the results announcement.

(i) Rights are personal to grantee

An option is personal to the grantee. No grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any option or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing by a grantee shall entitle our Company to cancel any outstanding options or any part thereof granted to such grantee.

(h) 授出購股權之時間限制

本公司在得悉內幕消息後不得授出購股權，直至有關消息根據上市規則及證券及期貨條例第XIVA部內幕消息條文之規定公佈為止。尤其是不得在在以下較早日期之前一個月內授出購股權：

- (i) 董事會為通過本公司任何年度、半年度、季度或任何其他中期業績(不論是否上市規則所規定者)舉行的會議日期(即根據上市規則最先通知聯交所將舉行的董事會會議日期)；及
- (ii) 本公司刊登其年度、半年度、季度或任何其他中期業績(不論是否上市規則所規定者)公告之期限；有關的限制截至刊登業績公告當日結束。

(i) 權利屬承授人個人所有

購股權屬承授人個人所有。承授人不得亦不得試圖以任何形式將任何購股權進行出售、轉讓、讓渡、押記、按揭、設置產權負擔、以其他方式出售或以任何第三方為受益人設定任何權益(惟承授人可提名代名人以其名義登記根據購股權計劃發行之股份)。凡承授人違反上述規定者，本公司有權註銷向有關承授人授出之任何尚未行使購股權或其任何部分。

Report of the Directors

董事會報告

(j) Time of exercise of option and duration of the share option scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The minimum period for which an option must be held before it can be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme by the Shareholders of our Company (the “**Adoption Date**”). Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date.

(k) Performance target

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(l) Rights on ceasing employment/death

If the grantee of an option ceases to be an Eligible Participant:

- (i) by any reason other than death, ill-health, injury, disability or termination of his/her relationship with our Company and/or any of its subsidiaries on one or more of the grounds specified in paragraph (m) below, the grantee may exercise the option up to the entitlement of the grantee as at the date of cessation (to the extent not already exercised) in whole or in part within a period of one month (or such longer period as the Board may determine) from such cessation which date shall be the last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse (or such longer period as our Company may determine); or

(j) 行使購股權的時間及購股權計劃的期限

購股權可於購股權被視作授出及獲接納當日後及自當日起計滿十年前，隨時根據購股權計劃的條款行使。購股權行使前必須持有的最短期限將由董事會全權酌情釐定，惟購股權於授出超過十年後概不可行使。概不得於本公司股東批准購股權計劃當日（「採納日期」）超過10年後授出購股權。除非本公司於股東大會或董事會提早終止，否則購股權計劃自採納日期起計10年期間有效及生效。

(k) 表現目標

承授人可能須要達致董事會在根據購股權計劃授出任何購股權前於授出當時可能列明之任何表現目標，方可行使有關購股權。

(l) 終止受僱／身故時之權利

倘購股權承授人因以下原因不再為合資格參與者：

- (i) 倘並非因身故、健康欠佳、受傷、傷殘或基於下文(m)段所列的一項或多項理由遭終止與本公司及／或其任何附屬公司的僱傭關係，則承授人可於終止受僱當日（須為承授人任職於本公司或有關附屬公司的最後一個實際工作日，而不論是否獲發代通知金）起計一個月（或董事會可能釐定的較長期間）內（或本公司可能釐定的較長期間內），行使最多為承授人截至終止受僱日期可行使的全部或部分購股權（以尚未行使者為限），否則購股權將告失效；或

Report of the Directors

董事會報告

- (ii) by reason of death, ill-health, injury or disability (all evidenced to the satisfaction of the Board) and none of the events which would be a ground for termination of his relationship with our Company and/or any of its subsidiaries under paragraph (m) has occurred, the grantee or, as appropriate, his personal representative(s) may exercise the option in full (to the extent not already exercised) within a period of 12 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant or death.

(m) Rights on dismissal

If the grantee of an option ceases to be an Eligible Participant on the grounds that he has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty, his/her option will lapse and not be exercisable after the date of termination of his/her employment.

(n) Rights on takeover

If a general offer is made to all our Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Code)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

- (ii) 倘因身故、健康欠佳、受傷或傷殘(均須具有獲董事會信納的證明)的理由,且概無發生任何事件構成(m)段終止與本公司及/或其任何附屬公司的僱傭關係的理由,則承授人(如適用)或其遺產代理人可於終止為合資格參與者當日或身故後12個月(或董事會可能釐定的較長期間)內全面行使購股權(以尚未行使者為限)。

(m) 解僱時的權利

倘購股權承授人因嚴重行為不當或破產或已無償債能力或已與債權人整體訂立任何債務償還安排或重整協議,或被裁定任何涉及操守或誠信的刑事罪行而不再為合資格參與者,則其購股權將於終止受僱日期後失效並不可行使。

(n) 收購時的權利

倘向全體股東(或除收購人及/或任何受收購人控制的人士及/或任何與收購人一致行動的人士(定義見收購守則)以外的全體股東)提出全面收購建議,而全面收購建議於有關購股權的購股權期間內成為或宣佈為無條件,則購股權的承授人有權於收購建議成為或宣佈為無條件日期後14日內,隨時全面行使購股權(以尚未行使者為限)。

Report of the Directors

董事會報告

(o) Rights on winding-up

In the event that a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of our Company referred to above by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid.

(p) Rights on compromise or arrangement between our company and its members or creditors

If a compromise or arrangement between our Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of our Company or its amalgamation with any other companies pursuant to the laws of the jurisdiction in which our Company was incorporated, our Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a compromise or arrangement and any grantee may by notice in writing to our Company accompanied by a remittance for the full amount of the aggregate subscription price for our Shares in respect of which the notice is given (such notice to be received by our Company no later than two business days prior to the proposed meeting), exercise the option to its full extent or to the extent specified in the notice and our Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which falls to be issued on such exercise of the option credited as fully paid and register the grantee as holder thereof.

(o) 清盤時的權利

倘本公司向其股東發出通告召開股東大會以考慮及酌情通過有關本公司自動清盤的決議案，則本公司須立即向所有承授人發出有關通告，而各承授人（或其法定遺產代理人）有權透過向本公司發出書面通知，並附寄通知所涉及股份的總認購價全數股款，於上述擬舉行本公司股東大會前兩個營業日前，隨時行使其全部或任何購股權（以尚未行使者為限），其後本公司須盡快且無論如何在不遲於緊接擬舉行股東大會日期前的營業日向承授人配發入賬列作繳足的有關股份。

(p) 本公司與其股東或債權人達成和解或安排時的權利

倘本公司與其股東或債權人擬達成和解或安排，以根據本公司註冊成立所在司法權區的法例實施本公司重組計劃或與任何其他公司合併，則本公司須於向本公司股東或債權人發出召開有關考慮和解或安排的會議通知之日，向全體購股權承授人發出通知，而任何承授人可透過向本公司發出書面通知（須不遲於擬舉行會議前兩個營業日送達本公司），並附寄通知所涉及股份的總認購價全數股款，全面行使購股權或行使通知所指定數目的購股權，而本公司須盡快且無論如何在不遲於緊接擬舉行會議日期前的營業日向承授人配發及發行因行使有關購股權而須發行數目的入賬列作繳足之股份，並將承授人登記為有關股份的持有人。

Report of the Directors

董事會報告

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

(q) Ranking of shares

Our Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank pari passu and shall have the same voting, dividend, transfer and other rights (including those arising on liquidation) as at attached to the other fully-paid Shares in issue on the date of exercise, save that they will not rank for any dividend or other distribution declared or recommended or resolved to be paid or made by reference to a record date falling on or before the date of exercise.

(r) Effect of alterations to capital

In the event of any alteration in the capital structure of our Company whilst any option may become or remains exercisable, whether by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of share capital of our Company, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding options and/or the subscription price per Share of each outstanding option as the auditors of our Company or an independent financial adviser shall certify in writing to the Board to be in their/his opinion fair and reasonable in compliance with Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes. The capacity of the auditors of our Company or the approved independent financial adviser, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in the absence of manifest error, be final and conclusive and binding on our Company and the grantees.

自有關會議日期起，所有承授人行使各自購股權的權利將立即終止。在有關和解或安排生效後，所有購股權(以尚未行使者為限)將告失效及終止。倘有關和解或安排因任何原因並無生效並告終止或失效，承授人行使各自購股權的權利將自有關終止之日起全面恢復(惟僅限於尚未行使的購股權)並可予行使。

(q) 股份的地位

因行使購股權而將予配發的股份須待承授人(或任何其他人士)完成有關股份的股東登記後方會附帶表決權。在上述規定規限下，因行使購股權而配發及發行的股份與行使日期已發行的其他繳足股份享有同等地位，具備相同的表決權、股息、轉讓及其他權利(包括於清盤時產生的權利)，惟不享有記錄日期為行使日期當日或之前的已宣派或建議或決議派付或作出的任何股息或其他分派。

(r) 資本變動的影響

倘本公司的資本結構於任何購股權可成為或仍為可行使時發生任何變動，不論是透過資本化發行、供股、合併、拆細或削減本公司股本方式，則任何尚未行使的購股權項下股份數目及／或每份未行使購股權的每股股份認購價，均須作出相應變更(如有)，且須由本公司核數師或獨立財務顧問以書面方式向董事會確認其認為有關變更屬公平合理且符合上市規則第17.03(13)條及其附註以及聯交所日期為2005年9月5日致所有發行人的函件所隨附有關購股權計劃的補充指引。本公司核數師或認可獨立財務顧問(視情況而定)於本段的身份為專家而非仲裁人，彼等發出的證書於並無出現明顯錯誤的情況下，將為最終及具決定性並對本公司及承授人具約束力。

Report of the Directors

董事會報告

Any such alterations will be made on the basis that a grantee shall have the same proportion of the equity capital of our Company (as interpreted in accordance with the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes) for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration provided that no such alteration shall be made if the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(s) Expiry of option

An option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the option as may be determined by the Board;
- (ii) the expiry of any of the periods referred to in paragraphs (l), (m), (n); or
- (iii) the date upon which the scheme of arrangement of our Company referred to in paragraph (p) becomes effective;
- (iv) subject to paragraph (o), the date of commencement of the winding-up of our Company;
- (v) the date upon which the grantee ceases to be an Eligible Participant by reason of such grantee's resignation from the employment of our Company or any of its subsidiaries or the termination of his or her employment or contract on the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or is unable to pay his or her debts or has become insolvent or has made any arrangement or has compromised with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or has been in breach of contract. A resolution of the Board to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or

任何有關變更須確保購股權承授人根據其持有的購股權有權認購本公司股本的比例，與其於作出變更前應得者相同（按聯交所日期為2005年9月5日致所有發行人的函件所隨附有關購股權計劃的補充指引詮釋），惟有關變更不得導致股份以低於其面值的價格發行。發行證券作為交易代價不被視為須作出有關變更的情況。

(s) 購股權的屆滿期限

購股權將於下列時間（以最早發生者為準）自動失效及不可行使（以尚未行使者為限）：

- (i) 董事會可能釐定的購股權屆滿日期；
- (ii) (l)、(m)、(n)段所述的任何期限屆滿；或
- (iii) (p)段所述本公司的協議計劃生效日期；
- (iv) 根據(o)段，本公司開始清盤的日期；
- (v) 承授人因自本公司或其任何附屬公司離任，或因嚴重行為失當、或破產或已無力支付債項或已無償債能力、或已與其債權人整體訂立任何安排或和解、或被裁定任何涉及其操守或誠信的刑事罪行或違反合約而終止受僱或其合約被終止，而不再為合資格參與者當日。董事會因本段上述一項或多項理由而終止或不終止僱用承授人的決議屬最終定論；或

Report of the Directors

董事會報告

- (vi) the date upon which the Board shall exercise our Company's right to cancel the option at any time after the grantee commits a breach of paragraph (i) above or the options are cancelled in accordance with paragraph (u) below.

(t) Alteration of the share option scheme

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted, shall first be approved by our Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms and any adjustment to be made to the exercise price of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules, the supplemental guidance of 5 September 2005 and any future guidance or interpretation of the Listing Rules from time to time and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by the Shareholders in general meeting.

(u) Cancellation of options

Any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event that any option is cancelled pursuant to paragraph (i).

- (vi) 於承授人違反上文(i)段的規定後董事會行使本公司權利隨時註銷購股權當日或購股權根據下文(u)段的規定被註銷當日。

(t) 修訂購股權計劃

購股權計劃任何方面可透過董事會決議修訂，惟：

- (i) 關於上市規則第17.03條所列事宜的條文，不得作出有利於承授人或合資格參與者(視情況而定)的修訂；及
- (ii) 購股權計劃的條款及條件如有重大修訂，又或已授出購股權的條款有任何修改，均須經股東於股東大會上批准，惟倘建議修訂將對已於修訂日期前授出或同意授出的購股權產生不利影響，則有關修訂須根據購股權計劃的條款進一步經承授人同意。修訂後的條款及就購股權計劃的行使價所作任何調整，必須仍然符合上市規則第十七章、2005年9月5日的補充指引及上市規則日後不時的指引或詮釋，且董事會修改購股權計劃條款的權力如有任何更動，必須經股東在股東大會上批准。

(u) 註銷購股權

註銷任何已授出但尚未行使的購股權須經相關購股權的承授人書面批准。為免生疑問，倘任何購股權乃根據(i)段註銷，則毋須獲得有關批准。

Report of the Directors

董事會報告

(v) Termination of the share option scheme

Our Company may by resolution in general meeting or the Board may at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Our Group is committed to contributing to the sustainability of the environment and the development of the society. Details of the Group's development, performance and operation in the environmental aspect will be set out in the Environmental, Social and Governance Report.

COMPLIANCE WITH LAWS AND REGULATIONS

Our Group has adopted internal control and risk management policies to monitor the on-going compliance with relevant laws and regulations. As far as the Board is concerned, our Group has complied with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries in all material aspects.

RELATIONSHIPS WITH EMPLOYEES, AND KEY CUSTOMERS AND SUPPLIERS

Our Group is in good relationship with its employees and we have policies in place to ensure our employees' remuneration, and welfare package as competitive among other players in the industry and they receive adequate continuous professional training. Our Group also maintains a good relationship with its customers and suppliers, without whom the production and operation success will not be guaranteed.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2020.

(v) 終止購股權計劃

本公司可藉股東大會的決議案或董事會可隨時終止購股權計劃，而在此情況下將不得再要約授出進一步購股權，惟購股權計劃的條文將繼續有效，但以使此前已授出之任何購股權可行使屬必需者或購股權計劃之條文可能要求者為限。

在終止前已授出但在終止時尚未行使的購股權將繼續有效並可根據購股權計劃行使。

環境政策及表現

本集團致力於促進環境的可持續性及社會發展。本集團在環境方面的發展、表現及營運詳情將載於環境、社會及管治報告。

遵守法律及法規

本集團已採納內部控制及風險管理政策，以監察有否持續遵守相關法律及法規。據董事會所悉，本集團已在所有重大方面遵守對本公司及其附屬公司業務及營運有重大影響的相關法律及法規。

與僱員、主要客戶及供應商的關係

本集團與其僱員維持良好關係，並已推行若干政策確保僱員享有相對其他行業競爭者具競爭力之薪酬及福利及接受足夠的持續專業培訓。本集團亦與客戶及供應商維持良好的關係，我們的生產及營運成功離不開彼等的支持。

管理合約

於截至2020年12月31日止年度，本公司並無就全部或任何重大部分業務的管理及行政工作訂立或訂有任何合約。

Report of the Directors

董事會報告

MAJOR SUPPLIERS AND CUSTOMERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

— the largest supplier	33.8%
— five largest suppliers in aggregate	70.8%

Sales

— the largest customer	27.0%
— five largest customers in aggregate	67.4%

Save as Bilsea International disclosed in the sections headed "Continuing Connected Transactions" and "Connected Transaction" below, none of the Directors, their respective close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in the five largest suppliers or customers.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2020, the Group had the following continuing connected transactions:

主要客戶及供應商

本集團主要供應商及客戶佔本年度的採購額及銷售額百分比如下：

採購額

— 最大供應商	33.8%
— 五大供應商合共	70.8%

銷售額

— 最大客戶	27.0%
— 五大客戶合共	67.4%

除下文「持續關連交易」及「關連交易」章節所披露的Bilsea International外，概無董事、彼等各自的緊密聯繫人或據董事所知擁有本公司5%以上股本的任何股東，於五大供應商或客戶中擁有任何權益。

持續關連交易

於截至2020年12月31日止年度，本集團有以下持續關連交易：

Name of relevant connected persons	Connected relationship with the Group	Nature of transactions	Annual cap for the year ended 31 December 2020 截至2020年12月31日止年度的年度上限 US\$'000 千美元	Annual actual transaction amount for the year ended 31 December 2020 截至2020年12月31日止年度的實際交易金額 US\$'000 千美元
Exempt				
獲豁免				
Bilsea International Holdings Pte Ltd (" Bilsea Holdings ")	Note	Property leasing	N/a	N/a
Bilsea Holdings	附註	物業租賃	不適用	不適用

Report of the Directors

董事會報告

Name of relevant connected persons	Connected relationship with the Group	Nature of transactions	Annual cap for the year ended 31 December 2020 截至2020年12月31日止年度的年度上限 US\$'000 千美元	Annual actual transaction amount for the year ended 31 December 2020 截至2020年12月31日止年度的實際交易金額 US\$'000 千美元
有關關連人士名稱	與本集團的關連關係	交易性質		

Non-exempt

不獲豁免

Bilsea International Pte. Ltd. ("Bilsea International")	Note	Provision of asphalt tanker chartering services	19,500	15,125
Bilsea International	附註	提供瀝青船租船服務	19,500	15,125

Note: Bilsea Holdings, which is in turn wholly owned by Bilsea International (mainly engages in asphalt trading and provision of transportation services), which is in turn owned as to 64%, 34%, 2% by Ms. Liu Weipeng, Mr. Yan Xiankai (the spouse of Ms. Liu Weipeng) and Ms. Gao Chuan, respectively. As Ms. Liu Weipeng and Mr. Yan Xiankai are both the directors of some of our subsidiaries, Bilsea Holdings and Bilsea International are associates of each of Ms. Liu Weipeng and Mr. Yan Xiankai, and are connected persons of our Group at the subsidiary level. As at the date of this report, our Company is owned as to 3.41% by Bilsea International.

附註：Bilsea Holdings由Bilsea International（主要從事瀝青貿易及提供運輸服務）全資擁有，而Bilsea International由Liu Weipeng女士、Liu Weipeng女士的配偶Yan Xiankai先生以及Gao Chuan女士分別持有64%、34%及2%。由於Liu Weipeng女士及Yan Xiankai先生均為我們若干附屬公司的董事，Bilsea Holdings及Bilsea International為Liu Weipeng女士及Yan Xiankai先生各自的聯繫人，並為本集團於附屬公司層級的關連人士。於本報告日期，本公司由Bilsea International擁有3.41%。

Bilxin Tenancy Agreement

A tenancy agreement (the "Bilxin Tenancy Agreement") was entered into between Bilsea Holdings as landlord and the Company's subsidiary Bilxin Shipping Group Pte Ltd ("Bilxin Shipping") as tenant, under which Bilsea Holdings agreed to lease a property located in Singapore to Bilxin Shipping, for a term of 12 months commencing from 1 January 2020 and ending on 31 December 2020 for office use. Pursuant to the Bilxin Tenancy Agreement, the monthly rental payable to Bilsea Holdings shall be in the sum of US\$2,000 (exclusive of the relevant goods and services tax in Singapore). The monthly rental under the Bilxin Tenancy Agreement was determined on an arm's length basis between Bilsea Holdings and Bilxin Shipping. Total rental payable by the Group under the Bilxin Tenancy Agreement amounted to US\$24,000 (equivalent to HK\$187,000) for the year ended 31 December 2020.

Bilxin 租賃協議

Bilsea Holdings（作為出租人）與本公司附屬公司Bilxin Shipping Group Pte Ltd（「Bilxin Shipping」）（作為承租人）訂立一份租賃協議（「Bilxin 租賃協議」），據此，Bilsea Holdings同意向Bilxin Shipping出租位於新加坡的一項物業，作辦公用途，自2020年1月1日起至2020年12月31日止為期十二個月。根據Bilxin租賃協議，每月應付Bilsea Holdings的租金總額應為2,000美元（不包括於新加坡的相關商品及服務稅）。Bilxin租賃協議項下的每月租金乃由Bilsea Holdings與Bilxin Shipping經公平磋商釐定。截至2020年12月31日止年度，本集團於Bilxin租賃協議項下應付租金總額為24,000美元（相當於187,000港元）。

Report of the Directors

董事會報告

The transactions under the Bilxin Tenancy Agreement constitute de minimis continuing connected transactions of the Company under Rule 14A of the Listing Rules. Accordingly, the Bilxin Tenancy Agreement and the transactions thereunder are exempted from the reporting, announcement, annual review, circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The related party transactions for the year as disclosed in note 35(a) to the consolidated financial statements also constituted exempted connected transactions as defined under the Listing Rules.

Bilsea Master Service Agreement

On 6 September 2018, the Company's subsidiary, Shun Yuen Group (Hong Kong) Limited ("**Shun Yuen HK**"), as service provider, entered into a master service agreement (the "**Existing Bilsea Master Service Agreement**") with Bilsea International, for a term ended on 31 December 2020, pursuant to which the Group agreed to provide asphalt tanker chartering services to Bilsea International and/or its subsidiaries (the "**Bilsea Group**"). In light of the increasing demand for the asphalt tanker chartering services and the increase in freight rate level for voyage charter for the asphalt tanker chartering services of the Group in 2020, the Board anticipated that the existing annual cap for the year ended 31 December 2020 would not be sufficient to meet the expected transaction amounts for the provision of asphalt tanker chartering services by Shun Yuen HK to Bilsea International under the Existing Bilsea Master Service Agreement for the year ended 31 December 2020. Accordingly, on 28 October 2020, the Board approved to revise the existing annual cap of US\$12.5 million to the revised annual cap of US\$19.5 million for the year ended 31 December 2020 in order to satisfy the daily operational needs.

根據上市規則第十四A章，Bilxin租賃協議項下的交易構成本公司符合最低豁免水平的持續關連交易。因此，Bilxin租賃協議及其項下的交易獲豁免遵守上市規則第十四A章項下的申報、公告、年度審閱、通函及獨立股東批准規定。綜合財務報表附註35(a)所披露的本年度關聯方交易亦構成上市規則所界定的獲豁免關連交易。

Bilsea 總服務協議

於2018年9月6日，本公司附屬公司信源集團(香港)有限公司(「**信源香港**」)(作為服務提供商)與Bilsea International訂立總服務協議(「**現有 Bilsea 總服務協議**」)，年期截至2020年12月31日止，據此，本集團同意向Bilsea International及／或其附屬公司(「**Bilsea 集團**」)提供瀝青船租船服務。鑒於對瀝青船租船服務的需求不斷增長，以及於2020年本集團瀝青船租船服務的程租運費水平提高，董事會預期截至2020年12月31日止年度現有年度上限將不足以滿足截至2020年12月31日止年度信源香港根據現有Bilsea總服務協議向Bilsea International提供瀝青船租船服務的預期交易金額。因此，於2020年10月28日，董事會批准將截至2020年12月31日止年度現有年度上限12.5百萬美元修訂為經修訂年度上限19.5百萬美元，以滿足日常營運需求。

Report of the Directors

董事會報告

The service fees payable by Bilsea Group to the Group were determined after arm's length negotiation between the parties thereto with reference to (i) reputation of the customer; (ii) duration of charter period; (iii) the prevailing market circumstances; (iv) past business relationship with the customer; (v) the financing cost of our vessel; (vi) cost of shipbuilding and operation; and (vii) cargo quantity. Taking into account that the Group has already provided asphalt tanker chartering services to Bilsea Group in the past and that provision of such services has offered stable and considerable profits to the Group historically, the Directors consider that it is in the Group's interests to continue the relationship with Bilsea Group and to provide the asphalt tanker chartering services under the Existing Bilsea Master Service Agreement to Bilsea Group. As the Existing Bilsea Master Service Agreement expired on 31 December 2020, the Company intended to continue the transactions contemplated thereunder, on 28 October 2020, Shun Yuen HK entered into a renewed master service agreement (the **"2021–2023 Bilsea Master Service Agreement"**) with Bilsea International based on substantially the same terms and conditions as the Existing Bilsea Master Service Agreement.

For details of the increasing annual cap of Existing Bilsea Master Service Agreement and renewal of 2021–2023 Bilsea Master Service Agreement above of these continuing connected transactions, please refer to the Company's announcement dated 28 October 2020.

As for the sales amount, for the year ended 31 December 2020, the revised annual cap for these continuing connected transactions in total was US\$19.5 million, and the actual transaction amount for the year was approximately US\$15.1 million.

During the year ended 31 December 2020, our INEDs have reviewed the above non-exempt continuing connected transactions and have confirmed that such transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal or better commercial terms; and
- (iii) in accordance with the agreements for such transactions, the terms of which are fair and reasonable, and are in the interest of the shareholders as a whole.

Bilsea 集團應付本集團的服務費乃由訂約雙方參考：(i) 客戶聲譽；(ii) 租期時長；(iii) 現行市況；(iv) 過往與客戶的業務關係；(v) 船舶的融資成本；(vi) 船舶的建造及營運成本；及 (vii) 貨物數量經公平磋商後而釐定。經考慮本集團過往已向 Bilsea 集團提供瀝青船租船服務及提供有關服務過往為本集團帶來穩定及可觀的利潤，董事認為，繼續與 Bilsea 集團的關係及根據現有 Bilsea 總服務協議向 Bilsea 集團提供瀝青船租船服務符合本集團的利益。由於現有 Bilsea 總服務協議於 2020 年 12 月 31 日屆滿，而本公司擬繼續進行其項下擬定之交易，於 2020 年 10 月 28 日，信源香港與 Bilsea International 按與現有 Bilsea 總服務協議大致相同的條款及條件訂立經重續總服務協議（「**2021–2023 年 Bilsea 總服務協議**」）。

有關上文所述該等持續關連交易提高現有 Bilsea 總服務協議年度上限及續簽 2021–2023 年 Bilsea 總服務協議的詳情，請參閱本公司日期為 2020 年 10 月 28 日之公告。

銷售金額方面，截至 2020 年 12 月 31 日止年度，該等持續關連交易的經修訂年度上限合共為 19.5 百萬美元，而本年度實際交易金額約為 15.1 百萬美元。

於截至 2020 年 12 月 31 日止年度，獨立非執行董事已審閱上述不獲豁免持續關連交易，並已確認有關交易乃：

- (i) 在本集團的日常業務中訂立；
- (ii) 按照一般商業條款或更佳條款進行；及
- (iii) 根據有關交易的協議進行，條款公平合理，並且符合股東的整體利益。

Report of the Directors

董事會報告

The Directors confirm that the Company has complied with the requirements of Chapter 14A of the Listing Rules in respect of all of its non-exempt continuing connected transactions.

The Company's auditor was engaged to report on the Group's non-exempt continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "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 has issued an unqualified letter containing its findings and conclusions in respect of the non-exempt continuing connected transactions disclosed above.

The Directors confirm that the auditor has confirmed the matter set out in Rule 14A.56 of the Listing Rules.

Save as disclosed in this annual report, during the year ended 31 December 2020, there were no connected transactions or continuing connected transactions which are required to be disclosed by the Company in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares throughout the year ended 31 December 2020 and to the date of this annual report.

PERMITTED INDEMNITY PROVISIONS

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Pursuant to the Company's Articles of Association, the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty.

董事確認本公司已就其所有不獲豁免持續關連交易遵守上市規則第十四A章的規定。

本公司核數師已獲委聘以根據香港會計師公會頒佈的香港核證委聘準則第3000號(經修訂)「歷史財務資料審計或審閱以外之核證工作」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」，對本集團不獲豁免持續關連交易出具報告。核數師已發出無保留意見函件，當中載列其就上文所披露不獲豁免持續關連交易的發現及結論。

董事確認核數師已確認上市規則第14A.56條所載的事宜。

除本年報所披露者外，於截至2020年12月31日止年度，本公司概無根據上市規則第十四A章項下有關關連交易披露的條文須予披露的關連交易或持續關連交易。

足夠公眾持股量

根據本公司公開可獲得的資料及據董事所知，已確認於截至2020年12月31日止年度全年及直至本年報日期止，本公司已發行股份有最少25%的足夠公眾持股量。

獲准許的彌償條文

本公司已就其董事及高級管理人員可能會面對因公司活動產生的法律行動，投購適當的董事與高級人員責任保險。

根據本公司的組織章程細則，董事將獲以本公司資產作為彌償保證及擔保，使其不會因執行其職責所作出、同意或遺漏的任何行為而將會或可能招致或產生的所有訴訟、費用、收費、損失、損害及開支蒙受損害。

Report of the Directors

董事會報告

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report relating to the “Share Option Scheme”, no equity-linked agreements were entered into during the year ended 31 December 2020.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors or the controlling shareholders (as defined in the Listing Rules) of the Company nor any of their respective associates (as defined in the Listing Rules) that competed or might compete, either directly or indirectly, with the business of the Group and any other conflicts of interest which any such person had or might have with the Group during the year ended 31 December 2020.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

There was no contract of significance to which the Company or any of its subsidiaries was a party and in which any controlling shareholders of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2020.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to our Shareholders by reason of their holding the Company's securities.

AUDITOR

The consolidated financial statements have been audited by RSM Hong Kong who retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM.

By order of the Board
Mr. Wang Faqing
Chairman

Hong Kong, 25 March 2021

股本掛鈎協議

除本年報就「購股權計劃」所披露者外，於截至2020年12月31日止年度並無訂立股本掛鈎協議。

競爭利益

截至2020年12月31日止年度，就董事所知，概無董事或本公司控股股東（定義見上市規則）或彼等各自的任何聯繫人（定義見上市規則）直接或間接擁有與本集團業務構成或可能構成競爭的任何業務或權益，或任何該等人士與本集團存在或可能存在任何其他利益衝突。

控股股東於重大合約的權益

本公司或其任何附屬公司於截至2020年12月31日止年度年末或年內任何時間概無訂立本公司任何控股股東直接或間接於其中擁有重大權益的任何重大合約。

稅務減免

董事並不知悉股東因持有本公司證券而享有任何稅務減免。

核數師

綜合財務報表經由羅申美會計師事務所審計，彼等將於應屆股東週年大會上退任，但合資格並表示願意繼續受聘。

承董事會命
王法清先生
主席

香港，2021年3月25日

Environmental, Social and Governance Report

環境、社會及管治報告

About This Report	關於本報告
Reporting Scope and Period	匯報範圍及期間
Basis for Reporting	報告基準
Feedback on the Report	對本報告反饋的方式
Our Approach to Sustainable Development	可持續發展理念
Stakeholder Engagement	與持份者溝通
Materiality Assessment	重要性評估
Living with the Environment	與環境共存共榮
Green Operation	綠色運營
Green Procurement	綠色採購
Green Office	綠色辦公
Walking Along with Employees	與員工同行共進
Protecting Rights and Welfare of Employees	保障員工的權利及福利
Engaging with Employees	與員工互動
Safeguarding Health and Safety of Employees	保障員工的健康與安全
Promoting Learning and Development of Employees	促進員工的學習及發展
Operating Our Business Responsibly	負責任地經營業務
Managing Our Supply Chain	管理供應鏈
Improving Our Service Quality	提升服務質量
Anti-corruption	反貪污
Walking Along with the Community	與社區共融發展
Caring for the Society	關愛社會
Key Performance Summary	關鍵績效摘要
Environmental Performance	環境績效
Social Performance	社會績效
Content Index of the ESG Guide of the Stock Exchange	聯交所《環境、社會及管治指引》內容索引

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

Xin Yuan Enterprises Group Limited and its subsidiaries (“the Group” and “We”) are delighted to issue the third Environmental, Social and Governance (“ESG”) report (the “report”) to highlight our ESG strategy, measures and achievements.

Reporting Scope and Period

Covering the period from 1 January 2020 to 31 December 2020 (the “reporting period”), this report comprises performance of the operations of our offices in the People’s Republic of China (“PRC”), Hong Kong and Singapore, our asphalt tanker chartering business, bulk carrier chartering business and asphalt trading business.

Basis for Reporting

This report is prepared in accordance with the Appendix 27 Environmental, Social and Governance Reporting Guide (2016 edition) (the “ESG Guide”) of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). This report strictly complies with all the “comply or explain” provisions in the ESG Guide, and has included most of the social key performance indicators categorised as “recommended disclosures” in the ESG Guide.

The Board has reviewed and approved this report before publication.

Feedback on the Report

Your support is the motivating force for our continuous improvement. We appreciate your comments or suggestions regarding this report and our overall sustainability practices. Please feel free to contact us through the following channels:

Address: Room 08-11A,
43rd floor, Shenglong Financial Centre,
No.1 South Guangming Road,
Taijiang, Fuzhou, China

Telephone: + 86-591-87573330

Email: angelazhu@xysgroup.com

Website: www.xysgroup.com

關於本報告

信源企業集團有限公司及其附屬公司(統稱為「本集團」及「我們」)欣然呈報第三次環境、社會及管治報告(「本報告」)，匯報我們的環境、社會及管治策略、措施及成果。

匯報範圍及期間

本報告涵蓋2020年1月1日至2020年12月31日期間(「匯報期」)，載有我們於中華人民共和國(「中國」)、香港及新加坡各辦事處的辦事處、我們的瀝青船租船業務、散貨船租船業務及瀝青貿易業務的運營表現。

匯報基準

本報告乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄二十七《環境、社會及管治報告指引》(2016年版)(「《環境、社會及管治指引》」)編製。本報告嚴格遵守《環境、社會及管治指引》中的所有「不遵守就解釋」規定，並已納入《環境、社會及管治指引》中屬於「建議披露」的大部分社會關鍵績效指標。

本報告於刊發前已經由董事會審閱及批准。

對本報告反饋的方式

閣下的支持是我們持續改進的動力。我們懇請閣下就本報告及我們的整體可持續性慣例提供反饋，歡迎通過以下渠道與我們聯絡：

聯絡地址：中國福州市台江區
光明南路1號
升龍滙金中心43層
08-11A室

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電郵：angelazhu@xysgroup.com

網站：www.xysgroup.com

Environmental, Social and Governance Report

環境、社會及管治報告

OUR APPROACH TO SUSTAINABLE DEVELOPMENT

As a socially responsible corporate, we proactively manage ESG matters and promote sustainability. In addition to pursuing prosperous business development, we assume our social responsibility by actively connecting with our stakeholders and paying attention to the environment and the society, thus contributing to the sustainable development of the society.

The Board has overall responsibility for our ESG strategy and reporting, as well as the monitoring of our sustainability-related policies, measures and performances. The Board is also held responsible for evaluating and determining ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

Stakeholder Engagement

We strive to create long-term value for our stakeholders. To better understand the views and expectations in the interests of our stakeholders, we engage with stakeholders regularly through meetings, surveys and our company website, etc. We maintain open dialogues and build trusted relationships with our stakeholders through ongoing and structured engagement, thereby continuously improving our sustainability strategy.

The table below summarises the key stakeholder groups, their main concerns and the engagement channels embedded in our operations.

可持續發展理念

作為一家具社會責任感的企業，我們積極管理環境、社會及管治事宜及推動可持續發展。在追求業務發展的同時，我們積極與持份者聯繫並關注環境和社會，勇於承擔社會責任，致力為社會的可持續發展做出貢獻。

董事會全面負責我們的環境、社會及管治策略及匯報工作，以及監察我們在可持續發展方面的政策、措施及表現。董事會亦負責評估和釐定環境、社會及管治相關風險，及確保建立適當和有效的環境、社會及管治風險管理及內部監控系統。

與持份者溝通

我們致力為持份者創造長期價值。為更好地了解持份者的意見和期望，我們定期通過會議、調查及公司網站等渠道與持份者溝通。通過持續和有組織的溝通，與持份者保持開放的對話及建立信任關係，從而不斷完善我們的可持續發展策略。

下表概列主要持份者群體、彼等的主要關注議題及在我們業務營運中的溝通渠道。

Key Stakeholders 主要持份者	Issues of Main Concerns 主要關注議題	Engagement Channels 溝通渠道
Government and regulators 政府及監管機構	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法律及規例 Corporate governance 企業管治 	<ul style="list-style-type: none"> Abiding by laws and regulations 遵守法律及規例 Implementing relevant policies and measures according to the laws and regulations 依法依規實施相關政策及措施
Suppliers 供應商	<ul style="list-style-type: none"> Increasing production scale 擴大生產規模 Open and fair purchases 公開公平採購 	<ul style="list-style-type: none"> Tendering 招標 Regular communication 定期溝通 Inspection and evaluation 檢驗評估

Environmental, Social and Governance Report

環境、社會及管治報告

Key Stakeholders 主要持份者	Issues of Main Concerns 主要關注議題	Engagement Channels 溝通渠道
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> Financial and operating performances 財務及營運表現 Growth strategies and business prospect 增長策略及業務前景 Risk management 風險管理 Information disclosure 資料披露 	<ul style="list-style-type: none"> Shareholders' meeting 股東大會 Roadshow 路演 Investor presentation 投資者報告會
Trade and industry associations 工商協會	<ul style="list-style-type: none"> Labour issues 勞工問題 Safety 安全 Sharing of operation best practices 分享最佳營運慣例 	<ul style="list-style-type: none"> Abiding by relevant laws and regulations 遵守相關法律及規例 Business communication 業務溝通
Customers and potential clients 客戶及潛在客戶	<ul style="list-style-type: none"> Pricing 定價 Quality of products and services 產品及服務質量 Compliance with laws and regulations 遵守法律及規例 	<ul style="list-style-type: none"> Company website 公司網站 Email 電郵 Satisfaction survey 滿意度調查
Employees 員工	<ul style="list-style-type: none"> Salaries and welfare 薪資及福利 Career development 職業發展 	<ul style="list-style-type: none"> Regular meetings 定期會議 Training 培訓 Staff activities 員工活動
Local communities 當地社區	<ul style="list-style-type: none"> Community involvement 社區參與 Environmental compliances 環境合規 	<ul style="list-style-type: none"> Company website 公司網站

Environmental, Social and Governance Report

環境、社會及管治報告

Materiality Assessment

Evaluations on ESG matters have been regularly performed to ensure our material ESG issues align with stakeholders' expectations, market trend and latest laws and regulations. By referencing the ESG Guide of the Listing Rules and issues related to the shipping industry, we reviewed and determined the material ESG issues during the reporting period.

After reviewing the ESG issues, we identified the following 9 material ESG issues. Aiming to accurately respond to stakeholders' expectations, we focus on disclosing the following material ESG issues in this report.

重要性評估

我們定期對環境、社會及管治事宜開展評估，以確保我們的重要性環境、社會及管治議題與持份者的期望、市場趨勢及最新法律及規例相符。於匯報期內，我們已參考上市規則的《環境、社會及管治指引》及與航運業相關的議題，檢視並確定重要性環境、社會及管治議題。

在檢視環境、社會及管治議題後，我們確定以下9個重要性環境、社會及管治議題。為準確響應持份者的期望，我們在本報告中重點披露以下重要性環境、社會及管治議題。

Key Areas 主要範疇	Material ESG Issues Identified 已確定重要性環境、社會及管治議題
Environmental protection 環境保護	<ul style="list-style-type: none"> Energy efficiency and energy-saving 能源效率及節能 Marine pollution 海洋污染
Employee management 員工管理	<ul style="list-style-type: none"> Occupational health and safety 職業健康與安全 Employees' rights and care 員工權利及關懷 Employees' development and training 員工發展及培訓
Product responsibility 產品責任	<ul style="list-style-type: none"> Service quality and safety 服務質量及安全
Governance 公司治理	<ul style="list-style-type: none"> Compliance management 合規管理 Risk management 風險管理 Corporate governance 企業管治

Environmental, Social and Governance Report

環境、社會及管治報告

LIVING WITH THE ENVIRONMENT

Steered by our commitment to protecting the environment, we have been stepping up our efforts to enhance our sustainability performances across all business units. Devoted to minimising adverse impacts arising from our operation, we are committed to complying with relevant international, regional and local environmental regulations at the sea and port, including but not limited to the Marpol Convention, the International Management Code for the Safe Operation of Ships and for Pollution Prevention (“**ISM Code**”), the Environmental Protection Law of the PRC, the Water Pollution Prevention and Control Law of the PRC and the Atmospheric Pollution Prevention and Control Law of the PRC, and have been implementing a wide variety of sustainable policies and measures to advocate environmental awareness of customers and suppliers.

During the reporting period, there were no reported prosecution cases for violation of laws and regulations related to environmental protection.

Green Operation

Recognising ship energy and fuel consumption as the primary sources of atmospheric emissions, our ship engineering professionals seize every opportunity to incorporate green features and measures during the design and construction processes to mitigate potential environmental impacts throughout the business cycle. The adaptation of advanced and innovative technology, along with the introduction of environmental protection concepts during the ship designing process have allowed us to significantly reduce the energy and fuel consumption during our stages in design, construction, operation and maintenance.

The International Maritime Organization (“**IMO**”) has announced the energy efficiency and greenhouse gas reduction requirements by 2025, where the energy efficiency of all new ships shall be 30% higher than those built in 2014. Also, the IMO announced a new limit on the sulphur content in the fuel oil used on board ships that came into force on 1 January 2020, where the sulphur content in the fuel oil used on board ships operating outside designated emission control areas should be limited to 0.50% mass by mass. With the aim to fulfil the requirements of the IMO and contribute to the combat against climate change, we have significantly enhanced the Energy Efficiency Design Index (EEDI) of all the newly commissioned ships with their fuel consumption well below international standards. In addition, low sulphur fuel oil is used in all ships owned by us.

與環境共存共榮

我們一直堅持環保承諾，持續努力提升所有業務部門的可持續發展表現。為最大程度降低經營中產生的負面影響，我們一直致力遵守航海及港口的相關國際、地區及地方環境法規，包括但不限於《馬爾波爾公約》、《國際船舶安全營運和防止污染管理規則》（「**ISM 規則**」）、《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國大氣污染防治法》，並實施多項可持續發展政策及措施，倡導客戶及供應商提升環保意識。

於匯報期內，並無因違反環保相關法律及規例而被起訴的情況。

綠色運營

鑒於船舶的能源及燃料消耗是主要的廢氣排放來源，我們的船舶工程團隊在設計及建造過程中積極採取環保的元素及措施，以減少整個業務週期中的潛在環境影響。通過在船舶設計中採用先進的創新技術並引入環保理念，我們在設計、建造、營運及維護環節大幅降低能源及燃料消耗。

國際海事組織（「**IMO**」）已公佈到2025年的能效及溫室氣體減排規定，要求所有新建船舶的能源效益須較2014年建造的船舶高30%。此外，IMO亦公佈自2020年1月1日起實施的船舶燃油含硫量新限制標準，要求所有船舶於硫排放限制區以外的區域航行時必須使用硫含量不高於0.50%的燃油。為符合IMO的規定及為應對氣候變化做出貢獻，我們已大幅提高所有新投產船舶的能效設計指數（EEDI），其油耗遠低於國際標準。此外，我們擁有的所有船舶均使用低硫燃油。

Environmental, Social and Governance Report

環境、社會及管治報告



Enhancing Energy Efficiency

- Incorporating skeg stern, fin stabiliser, streamline style and other advanced vessel designs to reduce water resistance and improve vessel efficiency.
- Advanced energy management systems are in place to allow efficient energy allocation. The systems are monitored and adjusted continuously during sailing to enable high energy efficiency at all times.
- Variable-frequency control system and energy-efficiency light fixtures are applied and installed to reduce energy consumption.
- Onshore power systems are used during berthing to reduce the energy consumption on ships and emissions at dock.

Preventing Pollution

- Ballast water treatment devices are installed to prevent microbial growth in ballast water and avoid biological water pollution during sailing.
- Stern tubes alongside the seawater cooling system are fully concealed to minimise the risk of oil leakage in the case of stern tube failure.
- Green materials such as halogen-free cable, fluorine-free refrigerant, plant-based biodegradable hydraulic oil and asbestos-free binder are used to avoid pollution during vessel construction and operation.
- Low sulphur fuel systems are installed to reduce sulphur emissions.

能效提升

- 利用先進的船舶設計，例如雙導流尾鰭、減搖鰭裝置及流線型船體，減少水阻力並提升船舶效率。
- 配備先進的能源管理系統，實現高效的能源分配。於航行過程中對系統進行持續監控及調整，確保於整個航行過程中保持高能效。
- 使用變頻控制系統及安裝節能燈具以減少能耗。
- 停泊期間使用岸上電力系統，以減少船舶的能源消耗及碼頭排放。

污染防治

- 安裝壓載水處理裝置，防止微生物在壓載水中生長及避免航行中的水生物污染。
- 艙軸及海水冷卻系統完全密封，減少因艙軸故障而引致漏油的風險。
- 使用綠色材料，例如無鹵電纜、無氟製冷劑、植物可降解液壓油及無石棉包紮物，以避免在船舶製造及運行過程中造成污染。
- 安裝低硫燃油系統以減少硫排放。

Environmental, Social and Governance Report

環境、社會及管治報告

- Copolymer antifouling paint is used in the coating of the entire vessel to avoid potential marine contamination and prevent marine species from attaching themselves to the ship hull, thereby minimising the disruption of the marine ecosystem.

Managing Waste

- Hull-mounted incinerators are installed to treat solid waste and oil waste at high temperatures.
- A large volume storage tank is equipped for black water and grey water to store oil waste generated.

On top of introducing green features into our vessels' design, we are dedicated to minimising the environmental impact through all-inclusive management. In terms of the vessel management business, we acknowledge the potential emissions generated by the 2 Capesize ships, and have established the Ship Energy Efficiency Management Plan ("SEEMP") to specify the methodology of data collection for parameters such as fuel oil consumption, travel distance and underway hours, thus managing the environmental pollution and safety operation. The vessels have obtained the Statement of Compliance, which states that fuel oil consumption data are collected and reported in accordance with the methodology stated in the SEEMP. Additionally, all ships owned by us have received the Engine International Air Pollution Prevention Certificate, which certified that the vessels had met the international standards in terms of air emissions.

In order to further reduce the adverse impact posed by hazardous materials and wastes, we entrust qualified professionals to handle hazardous wastes collected on vessels during sailing. Inspections and sampling on all possible hazardous materials at vessels are arranged for the ships owned by us, allowing us to develop a more far-reaching management plan in the future.

- 在整個船舶的塗層中使用共聚物防污漆，以避免潛在的海洋污染，並防止海洋生物附著在船體上，從而最大程度地減少對海洋生態系統的破壞。

廢物管理

- 在船體上安裝焚化爐，以高溫處理固體廢物及污油。
- 配備大容量的黑水及灰水儲水箱，用於儲存所產生的廢油。

除在船舶設計中融入綠色元素外，我們亦努力通過全方位的管理將環境影響降到最低。在船舶管理業務方面，我們明白兩艘海岬型船舶可能產生排放，並已制訂《船舶能效管理計劃》（「SEEMP」），列明燃油消耗、航程、航行時間等參數的數據收集方法，以管理環境污染及確保安全運行。該等船舶已取得《合規聲明》，聲明燃油消耗數據乃按照SEEMP規定的方法收集及匯報。此外，我們擁有的所有船舶均已取得《發動機國際防止空氣污染證書》，證明船舶在大氣污染物排放方面已達到國際標準。

為進一步降低有害材料及廢棄物帶來的不利影響，我們委託具資質的專業人員處理船舶航行過程中的有害廢棄物。我們對旗下擁有的船舶進行所有潛在有害廢棄物檢查及取樣，以便日後制定更全面的計劃。

Environmental, Social and Governance Report

環境、社會及管治報告

Aside from ships managed by us, we also own 10 vessels that are being managed by outsourced third-party shipping companies. Intending to further minimise potential environmental impact, we not only put effort in managing environmental impact during the design, production and maintenance stage of the vessels managed by third parties, but are also dedicated to maintaining close communications with them and closely monitoring their environmental performance to ensure the operations are in compliance with relevant laws and regulations and fulfil our environmental protection requirements. For instance, we arrange hazardous material inspections to develop an inventory of hazardous materials at vessels whenever necessary, and have developed ballast water management plans specific for each vessel, thereby minimising the environmental impact of all vessels owned by us during operations.

Green Procurement

We are actively searching for opportunities to improve our overall environmental performance by identifying environmental risks along the value chain. When procuring vessels, not only do we consider the market rent level, price of second-hand vessels and vessel recycling as well as pricing trends of second-hand vessels and vessel recycling, we also take environmental factors as procurement criteria, such as environmental-related technology certifications, whether the vessels comply with emissions and energy efficiency standards by the IMO and other international organisations and whether the vessel has higher energy efficiency than other suppliers.

We have developed the Green Procurement Standard to allow more comprehensive management of environmental risks in the supply chain. All suppliers are expected to abide by the green procurement policies and requirements stated in the Green Procurement Standard, such as supplier assessment procedures, requirements for suppliers' operation practice and the use of materials during production.

To ensure proper management of environmental risks by suppliers, we evaluate the environmental performance of our parts and materials suppliers annually following the requirements stipulated in the Green Procurement Standard. Suppliers are required to declare their status in obtaining certification bodies, such as ISO 14001 Environmental management systems and ISO 9001 Quality management system. Those suppliers who are unable to obtain satisfactory results in the environmental performance evaluation should set out an improvement plan and report the status of enhancement and relevant evidence from time to time.

除由我們管理的船舶外，本集團亦有10艘由外包第三方船運公司管理的船舶。為進一步減少潛在環境影響，我們積極在第三方所管理船舶的設計、生產及維護環節管控環境影響，同時亦與彼等保持密切溝通並監察其環境表現，以確保其運營符合相關法律及規例及達到我們的環保要求。例如，我們會於有需要時開展有害材料檢查並編製船舶有害材料清單，並針對每艘船舶制定專門的壓載水管理計劃，從而將所擁有船舶在運行過程中的環境影響降至最低。

綠色採購

我們致力識別價值鏈中的環境風險，以期改善我們的整體環境績效。於採購船舶時，除市場租金水平、二手船和船舶回收價格以及相關定價趨勢外，我們亦將環保相關技術認證、船舶是否符合IMO及其他國際組織的排放及能效標準、船舶的能效是否高於其他供應商等環保因素作為採購標準。

為更全面地管理供應鏈中的環境風險，我們已制訂《綠色採購標準》。所有供應商均須遵守《綠色採購標準》中的綠色採購政策及要求，如供應商評估程序、對供應商營運慣例及生產過程中所使用材料的要求等。

為確保供應商妥善管理環境風險，我們每年根據《綠色採購標準》中規定的要求，評估零部件及材料供應商的環境績效。供應商須提供其認證取得情況，包括但不限於ISO 14001環境管理體系和ISO 9001質量管理體系。環境績效評價結果不合格的供應商須制定改進計劃並不定期匯報改進情況和提供相關證據。

Environmental, Social and Governance Report

環境、社會及管治報告

To minimise adverse environmental and health impacts arising from the improper use of chemicals, the raw materials and parts used by suppliers are also being assessed. We have formulated the Environmental Load Material Management Standard with reference to the Green Procurement Standard, specifying substances with potential environmental impacts that required extra attention, such as paint, foam concentrate and hydraulic oil. Submission of the Material Safety Data Sheet for each material listed in the Environmental Load Material Management Standard is expected of all suppliers to ensure the materials they used are following the safety limit. On top of fulfilling the requirement of quality, performance and price, priority will be given to suppliers that have met the Environmental Load Material Management Standard when selecting new suppliers.

Green Office

We have a strong dedication to reducing carbon footprint and waste within the office premises. We have established guidelines to layout our green office policies for employees, including the Measures of Energy Saving and Environmental Protection in Offices, the Principles and Measures of Environmental Protection in Offices and the Waste Management System.

A variety of measures have been implemented to conserve energy and reduce greenhouse gas emissions. Employees are encouraged to use natural lighting as much as possible, while the office's lighting system has been replaced with LED lights to enhance energy efficiency. Computers, printers, scanners and other electrical appliances are switched off when not in use and outside office hours to prevent unnecessary energy consumption. Additionally, employees are reminded to avoid opening windows when using air conditioning and to adjust the temperature of air conditioners to a reasonable level according to the weather conditions. To further reduce energy consumption and greenhouse gas emissions, models with higher energy efficiency and awarded with energy label are prioritised when acquiring new electrical appliances.

While we only owned one company vehicle during the reporting period, we spare no effort to minimise emissions arising from the use of vehicles. We encourage employees to carpool with co-workers or switch to public transport as much as possible. If the use of vehicles is unavoidable, employees are required to file an application before using the vehicle to avoid exploitation.

為減少不當使用化學品帶來的環境及健康影響，供應商使用的原材料及零部件亦須通過評估。我們參照《綠色採購標準》制定《環境負荷物質管理標準》，明確列出對環境有潛在影響且需特別注意的物質，例如油漆、泡沫濃縮液及液壓油等。所有供應商須就《環境負荷物質管理標準》中列出的每種材料提交《材料安全數據表》，以確保材料符合安全限值。於選擇新供應商時，除符合質量、性能及價格要求外，我們亦將優先考慮符合《環境負荷材料管理標準》的供應商。

綠色辦公

我們一直致力減少辦公場所的碳足跡及廢棄物。我們已制訂《辦公室節能環保措施》、《辦公室環境保護原則及措施》及《廢棄物管理制度》等指引，為員工制定綠色辦公政策。

我們已採取多項節能及減少溫室氣體排放的措施。我們鼓勵員工盡量使用自然採光，並將辦公室的照明系統更換為LED燈，以提高能源效率。我們於不使用及辦公時間外關閉計算機、打印機及掃描儀等電力設備，避免不必要的能源消耗。此外，我們提醒員工在使用空調時避免開窗，並根據天氣情況將空調溫度調節至合理水平。為進一步減少能耗及溫室氣體排放，我們在購買新電器時優先選擇具有更高效並貼有能效標籤的型號。

我們於匯報期內僅有一輛公司車輛，然而，我們仍盡力控制用車產生的排放。我們鼓勵員工與同事拼車或改乘公共交通工具以減少排放。如員工確實需要使用公司車輛的，須事先進行申請，從而避免濫用的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

Although we do not operate in water-stressed regions and face no issues of sourcing water, we are highly committed to advocate water conservation during daily operations. The use of tap water for car washing is forbidden to reduce water consumption. In addition, water-saving appliances are used in the office, and water taps and pipelines are being carefully managed and maintained to avoid unnecessary water wastage and enhance water efficiency.

Adopting a paperless culture, we have established an electronic filing system and used the OA office system, allowing employees to review and transfer documents through electronic devices. Employees are also encouraged to use double-sided paper when printing is unavoidable.

In order to minimise the environmental impact arising from waste generation, we have specified the handling and management approach for non-recyclable general wastes, electronic wastes and other hazardous wastes. To ensure proper waste disposal, we have entrusted qualified professionals to handle the office's waste. Employees are also encouraged to reduce resource consumption and recycle materials as much as possible, where materials with recycling values are collected and sent to recyclers to extend their life cycle and reduce waste generation.

儘管我們不在水源緊張的地區，不面臨求取水源方面的問題，我們仍盡最大努力在日常營運中倡導節約用水。為減少用水，我們禁止使用自來水洗車，並在辦公室使用節水器具，謹慎管理及維護水龍頭及管道，防止不必要的水浪費，提高用水效率。

我們推行無紙化辦公，建立電子檔案管理系統及使用OA辦公系統，讓員工能通過電子設備查閱及傳送文件。在無法避免需要打印的情況下，我們鼓勵員工採用雙面打印。

為最大程度減少廢棄物對環境的影響，我們針對不可回收的一般廢棄物、電子廢棄物及其他有害廢棄物制定特定的處理及管理要求。為確保妥善處理廢棄物，我們已委託具資質的專業人員處理辦公室的廢棄物。同時，我們亦鼓勵員工減少資源消耗及盡量回收材料，收集具有回收價值的材料並交予回收商，延長其使用週期，減少廢棄物的產生。

Environmental, Social and Governance Report

環境、社會及管治報告

WALKING ALONG WITH EMPLOYEES

We believe employees are the most valuable assets and an integral part of our success. With this in mind, we put great attention on our human resources with an aim to attract and retain talents. Through supporting employees with attractive remuneration packages, diversified training and development opportunities and comprehensive health and safety measures, we endeavour to create a welcoming and safe workplace for all employees.

Protecting Rights and Welfare of Employees

Strictly abiding by the Labour Law of the PRC, the Employment Ordinance (Cap. 57) of Hong Kong, the Employment Act of Singapore and other relevant laws and regulations of the places where it operates, we stipulate our employment policies related to remuneration and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, anti-discrimination, training and development, and other benefits of employees in our Personnel Management System and the Employees' Handbook. All employees are entitled to the rights and obligations outlined in the aforementioned internal measures.

To accommodate our continuous development, we outline the annual human resources plan based on the needs of each department and develop a recruitment plan to invite suitable candidates for interviews. Throughout the recruitment processes, we adhere to the employment principle of "Appointing employees according to their merits and using their talents according to their ability", thereby promoting a fair, diversified and inclusive workplace. All recruitments are conducted transparently and fairly, where equal opportunities for recruitment, promotion and salary adjustment are offered to all employees and potential candidates only based on their abilities. Regardless of their nationality, ethnic group, race, gender, religion and cultural background, our employees are protected from any form of discrimination.

與員工同行共進

我們相信員工是公司最寶貴的資產及成功的基石。因此，我們十分重視人力資源，致力吸引及留聘人才。通過提供具吸引力的薪酬福利、多元化的培訓和發展機會以及全面的健康與安全措施，我們致力為全體員工創造一個溫馨和安全的工作環境。

保障員工的權利及福利

我們嚴格遵守《中華人民共和國勞動法》、香港的《僱傭條例》（第57章）、新加坡的《僱傭法令》以及營運所在地的其他相關法律及規例，在《人事管理制度》及《員工手冊》中訂明薪酬及解僱、招聘及晉升、工作時間、假期、平等機會、反歧視、培訓與發展及其他員工福利等僱傭政策。所有員工均享有上述內部措施載列的權利，及須遵守其中載列的義務。

為配合公司的持續發展，我們根據各部門的需求制定年度人力資源計劃，並制定招聘計劃邀請合適的人選參加面試。在招聘過程中，我們堅持「用人唯賢，量才而用」的僱傭原則，致力建立公平、多元及包容的工作環境。所有的招聘均秉持透明、公平的原則，僅根據能力為所有員工及潛在候選人提供公平的僱用、晉升及薪資調整機會。所有員工，不論其國籍、民族、種族、性別、宗教及文化背景，均不受任何形式的歧視。

Environmental, Social and Governance Report

環境、社會及管治報告

We strictly prohibit the use of child labour or forced labour. We abide by relevant laws and regulations and have formulated the Child Labour Prevention and Remedial Procedures to avoid hiring anyone under the age of 16. Apart from a thorough background check during the recruitment process, we will also conduct a general investigation on the new employees within one month after joining us, thus preventing omissions and preventing someone from impersonating and replacing employees who have completed the entry procedures to work. In case of discovering anyone under 16 has been wrongly recruited, we will settle their salaries immediately and take remedial measures in accordance with the Provisions on the Prohibition of Using Child Labour and other laws and regulations relating to preventing child and forced labour. Also, we sign employment contracts with all employees to ensure that they understand and agree with our employment policies.

To further protect the rights and interests of employees, we set out the conditions for the termination of the employment contract by both parties, the resignation procedures and the settlement of salaries and compensation. We also stipulate the requirement on working hours in the Employees' Handbook, where compensatory leaves are offered to employees who work overtime to ensure that their efforts are reasonably rewarded.

To attract and retain talents, we provide employees with competitive compensation and benefits as well as a clear promotion ladder to recognise their contributions. Our Salary System stipulates the principle and structure of the salary policies, with standardised salaries for each rank and promotion and career development structure. We offer a competitive remuneration package with basic salary, performance bonus, year-end bonus and allowances to employees based on their performance, responsibilities, experience and market salary level. Attractive fringe benefits such as marriage allowance, maternity allowance, holiday allowance and consolation money are provided to employees. On top of statutory holidays, we also provide annual leave, sick leave, marriage leave, maternity leave, bereavement leave and breast-feeding leave, thus accompanying their needs. In line with statutory regulations, we provide our staff in the PRC with an insurance package including pension insurance, unemployment insurance, occupational injury insurance, medical insurance, maternity insurance and housing provident fund.

我們嚴格禁止僱用童工或強制勞工。我們遵守相關法律及規例，制定《童工預防及補救程序》，避免僱用任何未滿16歲的人士。除在招聘過程中進行全面的背景核查外，我們亦在新員工入職後一個月內對其進行全面調查，以防止有遺漏及防止有人冒名頂替已辦理入職手續的員工上班。一旦發現有未滿16歲的人士被錯誤錄用，我們將根據《禁止使用童工規定》及其他有關防止僱用童工或強制勞工的法律及規例，立即結算其所有薪資並採取補救措施。另外，我們與所有員工簽訂僱傭合同，確保他們理解並同意我們的僱傭政策。

為進一步保障員工的權益，我們訂明了雙方解除僱傭合同的條件、辭職程序及工資報酬的結算方式。我們亦在《員工手冊》中載列有關工作時間的規定，為加班員工提供補休，確保員工得到合理的回報。

為吸引及挽留人才，我們向員工提供具競爭力的薪酬和福利及清晰的晉升階梯，以表揚他們的貢獻。我們的《薪酬制度》訂明薪酬政策的原則及結構，包括各層級的規範薪金以及晉升和職業發展結構。我們根據員工的工作表現、職責、經驗及市場薪酬水平，提供具有競爭力的薪酬福利，包括基本工資、績效獎金、年終獎金及津貼。我們額外為員工提供結婚津貼、生育津貼、節日津貼及慰問金等具吸引力的福利。除法定節假日外，我們亦提供年假、病假、婚假、產假、喪假、哺乳假等，以滿足員工的需求。我們根據法例要求，為中國員工提供養老保險、失業保險、工傷保險、醫療保險、生育保險及住房公積金。

Environmental, Social and Governance Report

環境、社會及管治報告

Throughout the reporting period, there were neither reported cases of prosecution for violation of employment laws and regulations as well as employee's rights and interests, nor have we received any relevant complaints.

於匯報期內，我們並無因違反僱傭法律及規例以及因侵犯員工權利及權益而被起訴的案件，亦無收到任何相關投訴。

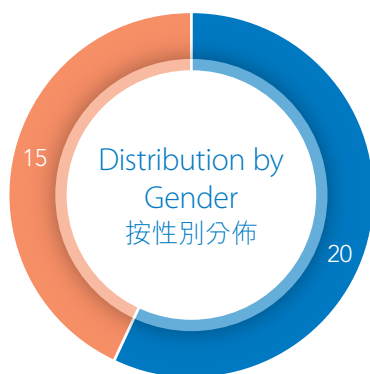
As at the end of the reporting period, we had 35 employees in Hong Kong, PRC and Singapore.

於匯報期末，我們在香港、中國及新加坡共有 35 名員工。

Employee Distribution

員工分佈

As of 31 December 2020
截至 2020 年 12 月 31 日



● Male
男性

● Female
女性



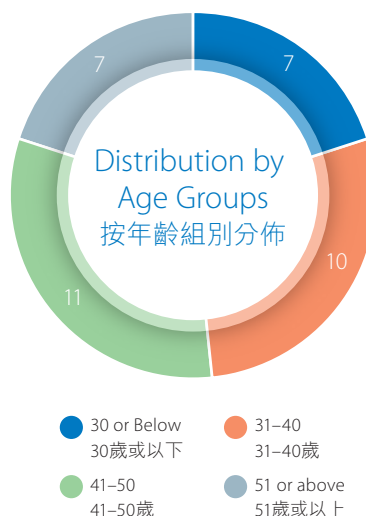
● The Board and Senior Management
董事會及高級管理層

● Department Managers
部門經理

● Other Employees
其他員工

Environmental, Social and Governance Report

環境、社會及管治報告



Engaging with Employees

We encourage employees to have unrestrained communications with us, which allows us to easily acknowledge their needs. Our Employee Feedback System sets out the details of our complaint channel, such as the engagement channels and the scope and procedures of complaint handling. Employees are welcomed to file complaints in case their rights and interests have been violated, or express their opinions and suggestions through various channels, including face-to-face daily communications, emails, the OA system, WeChat or by letter. Upon receiving complaints or opinions from employees, our management team will arrange a face-to-face meeting with the complainant and seek to provide feasible solutions. We strongly value the feedback from employees and look to resolve their concerns by maintaining communications and providing as much assistance as possible.

We attach great importance to the well-being of employees and strives to establish a friendly and caring workplace. We promote work-life balance and encourage them to maintain close relationships and communications with family, friends and colleagues outside of work. We organised team-building events with the theme of "Joining Forces and Recreating Glory" to visit Sanya and Jiuzhaigou during the reporting period to encourage communications between employees and foster team spirits.

與員工互動

我們鼓勵員工直抒己見，讓我們能了解他們的需求。我們的《員工反饋制度》詳細載列我們的投訴渠道，例如參與渠道、投訴處理的範圍和程序等。我們鼓勵員工在權益受到侵害時作出投訴，或通過日常面對面的溝通、電子郵件、OA系統、微信或寫信等多種渠道表達意見和建議。在收到員工的投訴或意見後，我們的管理層會安排與投訴人面談，並尋求提供可行的解決方案。我們認真對待員工的反饋意見，並希望通過持續溝通及盡可能提供幫助，為員工解憂。

我們重視員工的福祉，致力建立友善及關懷的工作場所。我們提倡工作與生活的平衡，鼓勵員工在工作之餘與家人、朋友和同事保持緊密的關係和溝通。於匯報期內，我們組織以「凝心聚力，再創輝煌」為題的三亞及九寨溝團建活動，增進員工之間的溝通及培養團隊精神。

Environmental, Social and Governance Report

環境、社會及管治報告



Our employees participating in the team-building event
員工參與團隊建設活動

Safeguarding Health and Safety of Employees

Employees are our greatest asset. Therefore, safeguarding their health and safety is always our foremost concern. We stringently comply with the Law of the PRC on Work Safety, the Law of the PRC on the Prevention and Control of Occupational Diseases and other laws and regulations relevant to providing a safe working environment and protecting employees from occupational hazards. We have also established the Occupational Health and Safety Management Measures (“**Health and Safety Measures**”) to manage and mitigate occupational health and safety risks across business units.

Our Health and Safety Measures set out detailed guidance for the management and usage of safety products and equipment, as well as the procedures in the event of any potential occupational health and safety hazards and preventive measures for various occupational diseases such as pneumoconiosis, eye diseases and occupational deafness. We require all employees to strictly comply with the Health and Safety Measures to avoid accidents. Pre-job training are delivered to new joiners on the aforesaid measures to enhance their emergency preparedness, while regular training related to fire safety, electronic safety and the usage of safety equipment are also provided to all employees.

保障員工的健康與安全

員工是我們最寶貴的資產。因此，我們始終把保障員工的健康與安全放在首位。我們嚴格遵守《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》及其他有關提供安全工作環境和保護員工免受職業危害的法律及規例。我們亦制定了《職業健康與安全管理措施》（「**健康與安全措施**」），指導各業務部門管理及降低職業健康與安全風險。

我們的《健康與安全措施》提供有關安全產品及設備管理和使用的詳細指引，以及發生潛在職業健康與安全危害時的程序及預防各種職業病（如肺積塵、眼疾及職業性失聰）的措施。我們要求所有員工嚴格遵守《健康與安全措施》，避免發生事故。我們為新員工提供有關上述措施的職前培訓以提高其應急能力，並定期對全體員工進行消防安全、電力安全、安全設備使用等方面的培訓。

Environmental, Social and Governance Report

環境、社會及管治報告

We strictly abide by the regulation set out by the Maritime Safety Administration of the PRC (“**China MSA**”), where all Chinese crews engaged in international navigations must possess the seaman’s book issued by the Harbour Superintendence Administration of the PRC and other relevant certificates. All employees with crew qualifications are required to attend training to assure the validity of their seaman’s book and vessel operation-related certificates on safety, firefighting, first aid, security awareness and other aspects, thereby ensuring they are allowed to get on board to ships chartered by us for repairs and maintenance. For vessels managed by us, we organise safety meetings and contingency drills and training, so as to enhance the crews’ preparedness regarding emergencies such as oil spill, abandon ship, fire, collision and communication blackout, as well as to ensure stringent compliance with the ISM Code.

我們嚴格遵守中國海事安全局(「**中國海事局**」)的規例，其中要求所有從事國際航行的中國籍船員必須持有中國港務監督機構頒發的海員證及其他有關證書。所有具船員資格的員工須參加培訓，確保其海員證以及安全、消防、急救、安全意識等其他方面的航運業務相關證書的有效性，從而確保彼等能上船為我們租賃的船舶進行維修及保養。對於我們管理的船舶，我們會組織安全會議及應急演習和培訓，加強船員對溢油、棄船、火災、碰撞、通訊中斷等突發事件的準備，確保嚴格遵守ISM規則。



Our employees participating in the escape and oil spill drill
員工參加逃生及溢油應急演習

In addition to the health and safety of employees and crew members on our vessels, we also pay attention to the health and safety of employees in the office premises. We provide adequate fire safety, first aid and sanitation equipment as well as emergency medicines in the workplace. To ensure workplace sanitation, we regularly arrange dedicated personnel to clean carpets, water dispensers, air-conditioning systems and other equipment, and arrange body check for employees.

During the outbreak of COVID-19 pandemic in 2020, we developed the Guidelines of COVID-19 Prevention and Control Onboard and the Office Pandemic Prevention and Control Policy to combat the epidemic and ensure the safe operation of the ship and the safety and health of employees.

除船上員工及船員的健康與安全外，我們亦關注辦公場所員工的健康與安全。我們在工作場所配備充足的消防安全、急救及衛生設備以及應急藥品。為保障工作場所衛生，我們定期安排專人對地毯、飲水機、空調系統等設備進行清潔，並安排員工進行體檢。

於2020年COVID-19疫情爆發期間，我們制定了《COVID-19船上防控指南》及《辦公場所疫情防控政策》以抗擊疫情，確保船舶的安全運行及員工的安全健康。

Environmental, Social and Governance Report

環境、社會及管治報告

For our employees at offices onshore, employees returning from overseas must undergo a 14-day home quarantine, and those returning from medium and high-risk areas must conduct COVID-19 testing. Only those with negative test results would be permitted to return to the office. Also, business trips outside of the province were limited as much as possible, while employees must wear face masks, maintain social distance and measure body temperatures daily to minimise the infection risks at the office premises. Anti-epidemic items were equipped in the offices, where face masks were distributed to employees every day during the pandemic.

For the offshore employees and crew members, we formulated the Guidelines of COVID-19 Prevention and Control Onboard with reference to relevant documents developed by the World Health Organization (“WHO”) and the IMO and recommendations and guidelines promulgated by the China MSA, which set out the management responsibilities, screening system, training system, response drills system, prevention and control measures and personal protection measures that should be taken on board. All vessels are expected to develop management plans for the prevention and control of COVID-19 with an on-board quarantine plan and the establishment of COVID-19 prevention and control taskforce. The emergency response when suspected COVID-19 case(s) are identified on board, as well as the reporting procedures of suspected case(s) are also set out in the aforementioned guidelines.

During the reporting period, there were no accidents in which we suffered any injuries or death due to work, nor were there any cases in which we were materially affected by non-compliance with laws and regulations relating to occupational health and safety.

Promoting Learning and Development of Employees

The development and growth of employees is an indispensable part of the continuous development of our business. Therefore, we continuously invest in resources and provide employees with extensive vocational training to nurture their career advancement, thus achieving the aim of “One post, multiple functions”.

對於境內辦事處的員工，從海外回國的員工須接受14天居家隔離，而從中高風險地區回來的員工則須進行COVID-19檢測。只有檢測結果為陰性的員工才能返回辦公室。同時，我們盡量減少省外出差，要求員工佩戴口罩，保持社交距離，每天檢測體溫，將辦公場所的感染風險降至最低。疫情期間，我們於辦公室內提供防疫物品，每日向員工派發口罩。

對於境外的員工及船員，我們參照世界衛生組織(「WHO」)及IMO的相關文件及中國海事局的建議和指南制定了《COVID-19船上防控指南》，當中訂明船上的管理職責、排查制度、培訓制度、應對演習制度、應採取的防控措施及個人防護措施。所有船舶均應制定包括船上檢疫計劃的COVID-19防控管理計劃，並成立COVID-19防控工作組。上述指南中亦列明船上發現疑似COVID-19病例時的應急措施，以及疑似病例的報告程序。

於匯報期內，我們並無發生因工傷亡的事故，亦無因違反有關職業健康與安全的法律及規例而受到重大影響。

促進員工的學習及發展

員工的發展及成長是企業持續發展的重要動力。因此，我們持續投入資源並為員工提供廣泛的職業培訓，推動員工的職業發展，實現「一崗多能」的目標。

Environmental, Social and Governance Report

環境、社會及管治報告

We follow the Employee Training System to design and formulate annual training plans according to the employees' level, position and needs, as well as our development requirement. With reference to the annual training plan, a wide variety of training programmes are arranged for employees. All newcomers must attend the induction training to learn our culture and organisational structure and details of our Employees' Handbook, as well as the responsibilities and working procedures of their positions. Vocational training and professional training are also provided to allow employees enhancing knowledge relating to their job positions.

To ensure the training quality, employees are required to complete an Internal Training Evaluation Form and a Post-training Review Report to reflect their opinions on the course content, competence of trainers and their learning outcome upon receiving training. Evaluation of the training outcome will also be arranged for employees in the form of on-site assessment, examinations or experience sharing. To encourage employees actively participating in training programmes, the results of the training evaluation will be used as part of the assessment and promotion criteria of employees.

During the reporting period, we provided training on accounting, human resources, management and maritime safety to strengthen employees' professional knowledge. The Board and senior management team also attended online lectures on subjects related to the latest market and regulatory trends, such as the details and requirements of the updated ESG Guide and case studies on the outcomes of incompliance in relevant laws and regulations. A total of 49 employees had participated in the training sessions, with an average of 5.06 hours of training hours per employee.

OPERATING OUR BUSINESS RESPONSIBLY

Operating responsibly and with integrity is the key to our long-term success. We adhere to our commitment to responsible and sustainable operations, and continuously communicate and collaborate with stakeholders along the value chain to ensure our expectations are aligned and met, thereby promoting the sustainable development of our business.

我們遵循《員工培訓制度》，根據員工的層級、崗位和需求以及公司的發展要求，設計及制定年度培訓計劃。我們參照年度培訓計劃，為員工安排內容廣泛的培訓課程。所有新員工必須參加入職培訓，以了解公司的文化和組織架構、《員工手冊》的詳細內容以及崗位職責和工作程序。我們亦提供職業培訓及專業培訓，幫助員工提升工作崗位相關的知識。

為確保培訓質量，員工須填寫《內部培訓評估表》及《培訓後檢討報告》，提供對培訓內容、導師能力的意見以及其培訓後的學習成果。我們亦通過現場評估、測試或經驗分享等形式評估培訓成果。為鼓勵員工積極參加培訓課程，培訓評估結果將作為員工考核及晉升的標準之一。

於匯報期內，我們提供了會計、人力資源、管理、海事安全等方面的培訓，以強化員工的專業知識。董事會及高級管理團隊亦參加有關最新市場及監管趨勢的線上講座，內容涉及最新的《環境、社會及管治指引》詳情及規定以及違反相關法律及規例後果的案例。共有49名員工參加培訓課程，每名員工完成受訓的平均時數為5.06小時。

負責任地經營業務

負責任和誠信的經營是我們達致長遠成功的關鍵。我們秉持對負責任和可持續經營理念的堅定承諾，不斷與價值鏈上的持份者溝通合作，以確保我們的期望一致並得到實現，從而促進我們的業務可持續發展。

Environmental, Social and Governance Report

環境、社會及管治報告

Managing Our Supply Chain

A practical and comprehensive supply chain management is the foundation of our success in providing quality services. We strive to maintain close relationships with our major suppliers through constant engagement, ranging from shipbroking companies, ship management companies, ship manufacturers to parts and materials suppliers.

In order to manage environmental and social risks of suppliers, we apply the most stringent rules when selecting new suppliers. Apart from the suppliers' price, product quality, delivery speed, service and ability in technical development as well as the implementation of environmental protection activities are also key criteria to be considered. In addition, the Purchasing Department conducts annual quality assessments on our current suppliers to evaluate their quality, documentation accuracy and rectification efficiency.

We have also developed the Provisions on the Management of Spare Ship Parts and Material Supply, the Instruction for Vessel Asbestos Control, the Instruction for Management of Medicines and First-aid Equipment on Ships and other internal guidelines to further mitigate environmental and social risks of suppliers. In the Instruction for Vessel Asbestos Control, it is specified that all purchases of parts and materials with asbestos are prohibited, at the same time suppliers are required to submit an Asbestos Free Declaration Report or relevant laboratory assessment report. If the supplier fails to provide appropriate documents, the parts and materials will be rejected.

In terms of tendering and bidding, we are devoted to providing all parties with an open, fair, just and transparent platform, and have established the Supplier Bidding Procedures to specify the format of tendering notice, criteria for suppliers to enter the bidding, contract management and bidding process.

During the reporting period, we have maintained close collaboration with 20 suppliers.

管理供應鏈

切合實際而全面的供應鏈管理是我們能提供優質服務的基礎。我們致力透過持續溝通，與船舶經紀公司、船舶管理公司、船舶製造商及備件和材料供應商等主要供應商保持密切關係。

為管理供應商的環境及社會風險，我們在甄選新供應商時採取最嚴格的標準。除價格外，供應商的產品質量、交貨速度、服務、技術開發能力及開展環保活動的情況亦是我們考慮的重要標準。此外，採購部每年會對現有供應商進行質量評估，評估其質量、文檔準確性及糾正效率。

為進一步降低供應商的環境及社會風險，我們亦制定了《船舶備件、物料供應管理規定》、《船舶石棉控制說明》以及《船舶藥品及急救設備管理說明》等內部指引。《船舶石棉控制說明》中規定，禁止採購所有含有石棉的備件及材料，同時供應商須提交《無石棉聲明報告》或相關的實驗室評估報告。倘供應商未能提供適當的文件，有關備件及材料將被退回。

在招投標方面，我們致力為各方提供一個公開、公平、公正、透明的平台，制定了《供應商招標程序》，列明招標公告的格式、供應商參加投標的標準、合約管理及招標流程。

於匯報期內，我們與20家供應商保持緊密合作。

Environmental, Social and Governance Report

環境、社會及管治報告

Improving Our Service Quality

With the aim to uphold our mission of “Safeguarding personnel health, ensuring ship safety, and protecting marine environment” and sustain our business, we are devoted to continuously improving the quality and reliability of the ships we owned.

On top of strictly complying with relevant domestic and international laws and regulations such as the ISM Code to secure navigational safety and protect the marine environment, we have established a comprehensive quality control system to monitor the vessel production process closely, and have set forth the management policies, targets and assurance measures regarding safety, environmental protection and quality in our Product and Service Health and Safety Policy.

We believe that comments and suggestions from customers are one of the keys to allow continuous improvement of our product and service quality. As such, we have developed the Complaint Handling Procedure to stipulate the actions required upon receiving complaints and the handling approaches for different types of complaints. Our complaint channels are in place to welcome all customers providing feedbacks through mail, telephone hotline or visit in person. During the reporting period, we did not receive any complaints regarding the quality of our products and services.

We attach great importance to maintaining a high level of integrity and professional ethics. Apart from strictly complying with laws and regulations related to intellectual property rights and privacy such as the Specifications for the Administration of Intellectual Property Rights of Enterprises and the Contract Law of the PRC, we have registered patents for the company logo and domain to protect intellectual properties. To avoid data breaches and other information security incidents, we have formulated the Company's Confidential Information Security System with reference to the aforementioned laws and regulations to guide our management of confidential information by hierarchies.

During the reporting period, we have no non-compliance with relevant laws and regulations concerning health and safety, advertising, labelling and privacy issues.

提升服務質量

秉承我們「保障人員健康、保證船舶安全、保護海洋環境」的使命及為維持業務持續發展，我們不斷致力提升所擁有船舶的質量及可靠性。

我們嚴格遵守相關的國內外法律及規例（如ISM規則），以確保航行安全及保護海洋環境，同時已建立一套全面的質量控制系統，以密切監控船舶生產過程，並在《產品與服務健康及安全政策》中列明有關安全、環保及質量的管理政策、目標及保證措施。

我們相信客戶的意見及建議是我們持續改進產品及服務質量的關鍵之一。因此，我們制定了《投訴處理流程》，訂明收到投訴後需採取的措施以及針對不同類型投訴的處理方法。我們已設立多種投訴渠道，歡迎所有客戶透過郵件、電話熱線或親身到訪等方式向我們提供反饋。於匯報期內，我們並無收到任何有關產品及服務質量的投訴。

我們重視維持高度的誠信及職業道德。我們嚴格遵守《企業知識產權管理規範》、《中華人民共和國合同法》等有關知識產權及私隱的法律及規例，並已為公司商標及域名進行註冊，以保護知識產權。為避免數據洩露及其他信息安全事故，我們已參照上述法律及規例制定了《公司信息安全保密制度》，分級管理我們的保密資料。

於匯報期內，我們並無違反有關健康與安全、廣告、標籤及私隱事宜的相關法律及規例。

Environmental, Social and Governance Report

環境、社會及管治報告

Anti-corruption

Dedicating to deliver a fair, open and just business environment, we strive to uphold the highest ethics and governance standards in our business operations. We strictly abide by the Company Law of the PRC, the Criminal Law of the PRC, the Anti-Money Laundering Law of the PRC, Hong Kong's Prevention of Bribery Ordinance (Cap. 201) and other laws and regulations relating to bribery, extortion, fraud and money laundering.

We take a stand against any behaviour related to bribery, extortion, fraud and money laundering, and have set out the standards of behaviour we expect of employees and details of the anti-corruption mechanism in our Anti-corruption and Anti-bribery Code of Conduct ("CoC") and the Integrity and Self-disciplinary Regulations (Provisional).

We are devoted to promoting integrity and preventing unethical pursuits and have implemented various preventive measures. All employees must sign the statement in the CoC as a declaration that they acknowledge and comply with all relevant requirements to strictly uphold business ethics. As stated explicitly in the CoC, fraud and corruption-related risks should be included in the scope of annual corporate risk assessment. The Audit Department is assigned as the dedicated business unit to manage any relevant matters. Reports should be made regularly to the Board and the Audit Committee to ensure the risks are managed systematically. To enhance the anti-corruption awareness within the Group, we provide anti-corruption training for all newcomers, with all related requirements and standards set out in the Employees' Handbook for employees to take reference whenever necessary.

With the aim to eliminate all irregularities within the Group, a whistle-blowing policy has been imitated to report cases of fraud and corruption. We encourage our employees and any parties related to us to raise concerns about possible impropriety in any matter by mail, telephone or email. All reported cases will be kept confidential to protect the whistle-blowers. The reported cases will be carefully investigated by the Audit Committee and reported to the Board when necessary. Once the suspected cases are confirmed, the parties involved will be subjected to disciplinary action or immediate dismissal.

During the reporting period, there were no cases of bribery, extortion, fraud or money laundering involving our employee or us, nor were there any cases in which we were materially affected by any breach of anti-corruption related laws and regulations.

反貪污

我們致力於營造公平、公開及公正的商業環境，於業務營運中秉持最高的道德及管治標準。我們嚴格遵守《中華人民共和國公司法》、《中華人民共和國刑法》、《中華人民共和國反洗錢法》、香港《防止賄賂條例》(第201章)及其他有關賄賂、勒索、欺詐及洗錢的法律及規例。

我們對任何與賄賂、勒索、欺詐及洗錢有關的行為採取零容忍態度，並已制定《反腐敗和反賄賂行為準則》(「《行為準則》」)及《廉潔自律條例》(暫行)，於當中列明我們對員工的行為標準及反貪污機制的詳情。

我們一直致力提倡誠信廉潔，防止不道德行為，並已實施多項防範措施。所有員工須簽署《行為準則》中的聲明，表明他們知悉並遵守所有相關規定，嚴格遵守商業道德。《行為準則》中明確載列，欺詐及貪污相關的風險應被納入年度企業風險評估的範圍。為系統地管理有關風險，我們已指派審計部為處理相關事務的專責部門，並定期向董事會及審計委員會報告。為提高集團內部的反貪污意識，我們為所有新員工提供反貪污培訓，並在《員工手冊》中載列所有相關要求及標準供員工隨時參考。

為杜絕集團內部的違規行為，我們已制定舉報欺詐及貪污行為的舉報政策。我們鼓勵員工及關聯方通過郵件、電話或電郵提出對任何可能存在的不當行為的關注。為保護舉報人，所有舉報案件都將保密處理。報告的案件將由審核委員會調查，並在必要時向董事會報告。一旦可疑案件獲證實，涉事方將受到紀律處分或被立即解僱。

於匯報期內，本集團及我們的員工並無牽涉賄賂、勒索、欺詐或洗黑錢等案件，亦無因違反反貪污相關法律及規例而對我們造成重大影響的個案。

Environmental, Social and Governance Report

環境、社會及管治報告

WALKING ALONG WITH THE COMMUNITY

Caring for the Society

Apart from solely operating our businesses, we are well aware of the importance of developing a close relationship with the community. We strive to create long-term value for the community to support the sustainable development of the society, and have developed the Management Measures for the administration of Charity and Public Welfare Activities to guide our work in community investment, such as the management of charity funds and the requirements for organising community activities. Apart from continually engaging with community, we also encourage all business units and employees to participate in community welfare and voluntary work. In the future, we will continue to seek opportunities to further carry out community engagement projects and contribute to the sustainable development of the society.

與社區共融發展

關愛社會

我們深知在經營我們的業務的同時與社區建立緊密關係的重要性。我們致力為社區創造長期價值，支持社區的可持續發展，並已制定《慈善與公益活動管理辦法》指導我們的社區投資工作，例如慈善基金的管理及有關籌辦社區活動的規定。除持續參與社區活動外，我們亦鼓勵各業務部門及員工參與社區公益及義工服務。未來，我們將繼續尋找機會開展社區投資項目，為社會的可持續發展做出貢獻。

Environmental, Social and Governance Report

環境、社會及管治報告

KEY PERFORMANCE SUMMARY

Environmental Performance

關鍵績效摘要

環境績效

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Air Pollutant Emissions^{1,2} 空氣污染物排放 ^{1,2}			
NO _x Emissions 氮氧化物排放	Tonnes 噸	1,646.98	127.37
SO _x Emissions 硫氧化物排放	Tonnes 噸	419.61	32.45
CO Emissions 一氧化碳排放	Tonnes 噸	155.27	12.02

¹ Air pollutant emission comes from vehicles owned and managed by us in PRC and Hong Kong, as well as ships managed by us. The emission data was calculated in accordance with the Technical Guidelines for the Preparation of Air Pollutants Emission Inventory for Road Vehicles (Trial) and the Technical Guidelines for the Preparation of Air Pollutants Emission Inventory for Non-road Mobile Source (Trial) published by the Ministry of Ecology and Environment of PRC and the EMEP/EEA air pollutant emission inventory guidebook 2019 of the European Environment Agency. As the emissions of air pollutants caused by the use of natural gas are limited, the environmental impact is not significant and thus is not disclosed.

² During the reporting period, we further refined the data collection and analysis approach and included emissions from diesel generator into the report scope, coupled with the corresponding increase in environmental data due to business development, leading to a significant increase in the air pollutant emission data. The measurement units of air pollutant emissions are adjusted to tonnes, and the 2019 air emission data has been restated to improve data comparability. We will continue to implement more green measures in the future to minimise our environmental impact.

¹ 空氣污染物的排放來自我們在中國及香港擁有及管理的車輛，以及由我們管理的船舶。排放數據乃根據中國生態環境部頒佈的《道路機動車大氣污染物排放清單編製技術指南(試行)》及《非道路移動源大氣污染物排放清單編製技術指南(試行)》及歐洲環境署《EMEP/EEA 空氣污染物排放清單指南 2019》計算。由於使用天然氣造成的大氣污染物排放有限，對環境的影響不大，因此未予披露。

² 於匯報期內，我們進一步完善數據收集及分析方法，將柴油發電機的排放納入報告範圍，加之業務發展導致的相應環境數據增長，導致空氣污染物排放數據大幅增加。空氣污染物排放的計量單位調整為噸，同時對2019年空氣污染物排放數據進行重新核算，以加強數據的可比性。未來我們將繼續實施更多環保措施，致力將環境影響降至最低。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Resource Consumption and Intensity 資源消耗及密度			
Electricity Consumption ³ 用電量 ³	kWh 千瓦時	26,383.00	13,207.87
Electricity Consumption Intensity 用電密度	kWh/person 千瓦時／人	753.80	377.37
Petrol Consumption 石油消耗	Litre 升	2,113.00	255.97
Petrol Consumption Intensity 石油消耗密度	Litre/person 升／人	60.37	7.31
Marine Gas Oil and Very Low Sulphur Fuel Oil Consumption ⁴ 船用輕柴油及低硫重油用量 ⁴	Tonnes 噸	20,980.55	1,622.59
Marine Gas Oil and Very Low Sulphur Fuel Oil Consumption Intensity 船用輕柴油及低硫重油用量密度	Tonnes/nautical mile 噸／海里	0.14	0.16
Natural Gas Consumption ⁵ 天然氣用量 ⁵	Cubic Metres 立方米	326.00	421.00
Natural Gas Consumption Intensity 天然氣用量密度	Cubic Metres per person 立方米／人	9.31	12.03
Water Consumption ⁶ 用水量 ⁶	Tonnes 噸	180.02	260.00
Water Consumption Intensity 用水密度	Tonnes/person 噸／人	5.14	7.43

³ The electricity consumption data comes from our offices at PRC and Hong Kong.

⁴ The marine gas oil consumption data comes from the ships owned and managed by us. During the reporting period, we further refined the data collection and analysis approach and have adjusted the measurement units of marine gas oil consumption to tonnes to improve the comparability of data.

⁵ The natural gas consumption data comes from our kitchen at PRC office.

⁶ The water consumption data comes from our office at PRC.

³ 用電量數據來自中國及香港的辦事處。

⁴ 船用輕柴油用量數據來自我們擁有及管理的船舶。於匯報期內，我們進一步完善數據收集及分析方法，將船用輕柴油用量的計量單位調整為噸，以加強數據的可比性。

⁵ 天然氣用量數據來自中國辦事處的廚房。

⁶ 用水量數據來自中國辦事處。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Greenhouse Gas Emissions and Intensity⁷ 溫室氣體排放量及密度 ⁷			
Scope 1 Emissions (Direct Emissions) ^{8,9} 範圍1排放(直接排放) ^{8,9}	Tonnes 噸	65,339.58	5,054.29
Scope 1 Emissions Intensity 範圍1排放密度	Tonnes/person 噸/人	1,866.85	144.41
Scope 2 Emissions (Indirect Emissions) ¹⁰ 範圍2排放(間接排放) ¹⁰	Tonnes 噸	17.88	9.30
Scope 2 Emissions Intensity 範圍2排放密度	Tonnes/person 噸/人	0.51	0.27
Total Greenhouse Gas Emissions 溫室氣體排放總量	Tonnes 噸	65,357.46	5,063.59
Total Greenhouse Gas Emissions Intensity 溫室氣體排放總量密度	Tonnes/person 噸/人	1,867.36	144.67

⁷ During the reporting period, we further refined the data collection and analysis approach and have restated the 2019 Scope 1 emission and total greenhouse gas emission data to improve data comparability.

⁸ Scope 1 emissions refer to direct emissions from vehicles owned and managed by us, the ships and the diesel generator on ships managed by us and the natural gas combustion at PRC. The emission data was calculated in accordance with the Reporting Guidance on Environmental KPIs of SEHK, the Guidelines for Accounting and Reporting Greenhouse Gas Emissions by China Land Transportation Enterprises (Trial) of and the Guide for Calculating Methods and Reporting of Greenhouse Gas Emissions of Enterprises in Other Industries (Trial) issued by the Ministry of Ecology and Environment of PRC, the Reduction of GHG Emissions from Ships: Fourth IMO GHG Study 2020 — Final report, and the Greenhouse Gas Inventory Guidance — Direct Emissions from Mobile Combustion Sources by the United States Environmental Protection Agency. The greenhouse gas emissions arising from fuel usage during sailing was calculated based on the assumption that all fuel used was Very Low Sulphur Fuel Oil.

⁹ During the reporting period, we further refined the data collection and analysis approach and included emissions from diesel generator into the report scope, coupled with the corresponding increase in environmental data due to business development, leading to a significant increase in the Scope 1 emissions. We will continue to implement more green measures in the future to minimise our environmental impact.

¹⁰ Scope 2 emissions refer to indirect emissions resulting from electricity generation that is purchased by us. The emission data was calculated in accordance with the 2019 emission factors of CLP Group and 2011 and 2012 China Regional Power Grid Average Carbon Dioxide Emission Factor published by the National Development and Reform Commission of PRC.

⁷ 於匯報期內，我們進一步完善數據收集及分析方法，並已重新核算2019年範圍1排放及溫室氣體排放總量數據，以加強數據的可比性。

⁸ 範圍1排放是指我們擁有及管理的車輛、我們管理的船舶及其船上的柴油發電機以及於中國的天然氣燃燒產生的直接排放。排放數據乃根據香港聯交所《環境關鍵績效指標報告指引》、中國生態環境部《中國企業陸路運輸溫室氣體排放核算及報告指引(試行)》及《工業其他行業企業溫室氣體排放核算方法與報告指南(試行)》、《船舶溫室氣體減排：2020年IMO第四次溫室氣體研究報告》及美國環境保護局的《溫室氣體清單指南 — 移動源燃燒帶來的直接排放》計算。船舶航行期間用油產生的溫室氣體排放假設所有用油均為低硫重油進行計算。

⁹ 於匯報期內，我們進一步完善數據收集及分析方法，將柴油發電機的排放納入報告範圍，加之業務發展導致的相應環境數據增長，導致範圍1排放大幅增加。未來我們將繼續實施更多環保措施，致力將環境影響降至最低。

¹⁰ 範圍2排放指我們所購買的電力產生的間接排放。排放數據乃根據中電集團《2019年排放因子》及國家發改委刊發的2011年和2012年《中國區域電網二氧化碳平均排放因子》計算。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Non-hazardous Waste Generation and Intensity¹¹			
無害廢棄物產生量及密度 ¹¹			
Household Waste 生活垃圾	Tonnes 噸	0.41	0.50
Household Waste Intensity 生活垃圾密度	Tonnes/person 噸／人	0.012	0.014
Wastepaper 廢紙	Tonnes 噸	0.003	0.002
Wastepaper Intensity 廢紙密度	Tonnes/person 噸／人	0.0001	0.0001
Wastepaper Recycled 回收廢紙	Tonnes 噸	0.0009	–
Food Waste 廚餘垃圾	Tonnes 噸	0.18	0.19
Food Waste Intensity 廚餘垃圾密度	Tonnes/person 噸／人	0.0051	0.0053
Hazardous Waste Generation and Intensity¹²			
有害廢棄物產生量及密度 ¹²			
Waste Batteries 廢棄電池	Pieces 個	34	36
Waste Batteries Intensity 廢棄電池密度	Pieces/person 個／人	0.97	1.03
Waste Ink Cartridges 廢棄墨盒	Pieces 個	9	–
Waste Ink Cartridges Intensity 廢棄墨盒密度	Pieces/person 個／人	0.26	–
Waste Fluorescent Tubes 廢棄熒光燈管	Pieces 個	12	–
Waste Fluorescent Tubes Intensity 廢棄熒光燈管密度	Pieces/person 個／人	0.34	–

¹¹ The non-hazardous waste generation data comes from our office in PRC.

¹² The hazardous waste generation data comes from our office in PRC and Hong Kong.

¹¹ 無害廢棄物產生量數據來自中國辦事處。

¹² 有害廢棄物產生量數據來自中國及香港辦事處。

Environmental, Social and Governance Report

環境、社會及管治報告

Social Performance

社會績效

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Employee Distribution¹³ 僱員分佈 ¹³			
Total Number of Employee 僱員總數	Person 人	35	35
<i>By Gender</i> 按性別劃分			
Male 男性	Person 人	20	24
Female 女性	Person 人	15	11
<i>By Employment Type</i> 按僱傭類型劃分			
Full-time 全職	Person 人	35	–
Part-time 兼職	Person 人	0	–
<i>By Employee Categories</i> 按僱員類別劃分			
The Board and senior management 董事會及高級管理層	Person 人	8	10
Department managers 部門經理	Person 人	6	7
Other employees 其他員工	Person 人	21	18
<i>By Geographical Locations</i> 按地區劃分			
PRC 中國	Person 人	30	30
HK 香港	Person 人	2	2
Singapore 新加坡	Person 人	3	3
<i>By Age Groups</i> 按年齡組別劃分			
30 or below 30歲或以下	Person 人	7	5
31–40 31–40歲	Person 人	10	10
41–50 41–50歲	Person 人	11	11
51 or above 51歲或以上	Person 人	7	9

¹³ As of 31 December 2019 and 31 December 2020 respectively.

¹³ 分別截至2019年12月31日及2020年12月31日。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年	
Employee Turnover 僱員流失				
Total Number of Employee Turnover 僱員總流失人數	Person 人	4	6	
Total Turnover Rate ¹⁴ 總流失比率 ¹⁴	% %	11.43	17.14	
<i>By Gender</i> 按性別劃分				
Male 男性	Number of Turnover 流失人數	Person 人	3	6
	Turnover Rate 流失比率	% %	15.00	25.00
Female 女性	Number of Turnover 流失人數	Person 人	1	0
	Turnover Rate 流失比率	% %	6.67	0
<i>By Geographical Locations</i> 按地區劃分				
PRC 中國	Number of Turnover 流失人數	Person 人	4	–
	Turnover Rate 流失比率	% %	13.33	–
HK 香港	Number of Turnover 流失人數	Person 人	0	–
	Turnover Rate 流失比率	% %	0	–
Singapore 新加坡	Number of Turnover 流失人數	Person 人	0	–
	Turnover Rate 流失比率	% %	0	–

¹⁴ The turnover rate is calculated based on "Total Number of Employee Turnover/ Total Number of Employee".

¹⁴ 流失比率按「僱員總流失人數／僱員總數」計算。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年	
<i>By Age Groups</i> 按年齡組別劃分				
30 or below 30歲或以下	Number of Turnover 流失人數	Person 人	1	0
	Turnover Rate 流失比率	% %	14.29	0
31-40 31-40歲	Number of Turnover 流失人數	Person 人	1	5
	Turnover Rate 流失比率	% %	10.00	50.00
41-50 41-50歲	Number of Turnover 流失人數	Person 人	0	0
	Turnover Rate 流失比率	% %	0	0
51 or above 51歲或以上	Number of Turnover 流失人數	Person 人	2	1
	Turnover Rate 流失比率	% %	28.57	11.11

Employee Health and Safety

僱員健康與安全

Number of Work-related Fatalities 因工亡故的人數	Person 人	0	0
Rate of Work-related Fatalities 因工亡故的比率	% %	0	0
Number of Work-related Injuries 因工受傷的人數	Person 人	0	-
Lost Days Due to Work Injury 因工傷損失工作日數	Day 日	0	-

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
Number of Employees Participated in Trainings 受訓僱員人數			
Total Number of Employees Participated in Trainings 受訓僱員總數	Person time 人次	49	42
<i>By Gender</i> 按性別劃分			
Male 男性	Person time 人次	30	–
Female 女性	Person time 人次	19	–
<i>By Employee Categories</i> 按僱員類別劃分			
The Board and senior management 董事會及高級管理層	Person time 人次	14	–
Department managers 部門經理	Person time 人次	4	–
Other employees 其他員工	Person time 人次	31	–
Average Training Hours Completed per Employee 每名僱員完成受訓的平均時數			
Average Training Hours Completed per Employee ¹⁵ 每名僱員完成受訓的平均時數 ¹⁵	Hour 小時	5.06	6.9
<i>By Gender</i> 按性別劃分			
Male 男性	Hour 小時	1.86	–
Female 女性	Hour 小時	12.32	–
<i>By Employee Categories</i> 按僱員類別劃分			
The Board and senior management 董事會及高級管理層	Hour 小時	5.50	–
Department managers 部門經理	Hour 小時	29.50	–
Other employees 其他員工	Hour 小時	4.13	–

¹⁵ The average training hours completed per employee are calculated based on "Total employee training hours/Total Number of Employees Participated in Trainings".

¹⁵ 每名僱員完成受訓的平均時數按「僱員受訓總時數／受訓僱員總數」計算。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicator 指標	Unit 單位	2020 2020年	2019 2019年
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Supply Chain Management

供應鏈管理

No. of Suppliers by Geographical Location

按地區劃分的供應商數量

Northern China 華北	Number 家	4	–
Eastern China 華東	Number 家	7	2
Northeast China 東北	Number 家	2	1
Southern China 華南	Number 家	2	–
Hong Kong and Macao 香港及澳門	Number 家	0	1
Overseas Region 海外地區	Number 家	5	6

Environmental, Social and Governance Report

環境、社會及管治報告

CONTENT INDEX OF THE ESG GUIDE OF THE STOCK EXCHANGE

聯交所《環境、社會及管治指引》
內容索引

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
A. Environment 環境			
A1 Emissions 排放物	General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的 排污、有害及無害廢棄物的產生等的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法 律及規例 relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 的資料。	Living with the Environment 與環境共存共榮 Green Operation 綠色運營 Green Office 綠色辦公
	A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Key Performance Summary 關鍵績效摘要
	A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適 用)密度(如以每產量單位、每項設施計 算)。	Key Performance Summary 關鍵績效摘要
	A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如 適用)密度(如以每產量單位、每項設施 計算)。	Key Performance Summary 關鍵績效摘要

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Key Performance Summary 關鍵績效摘要
	A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Green Operation 綠色運營 Green Office 綠色辦公
	A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Green Operation 綠色運營 Green Office 綠色辦公
A2 Use of Resources 資源使用	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Green Operation 綠色運營 Green Office 綠色辦公
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Key Performance Summary 關鍵績效摘要
	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Key Performance Summary 關鍵績效摘要

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
	A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Green Operation 綠色運營 Green Office 綠色辦公
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Green Office 綠色辦公
	A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位佔量。	The use of packaging materials is not material to the Group due to our business nature. 由於我們的業務性質，包裝材料使用對本集團而言並不重大。
A3 The Environment and Natural Resources 環境及天然資源	General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Green Operation 綠色運營 Green Procurement 綠色採購 Green Office 綠色辦公
	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Green Operation 綠色運營 Green Procurement 綠色採購 Green Office 綠色辦公

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
B. Social 社會			
<i>Employment and Labour Practices</i> 僱傭及勞工常規			
B1 Employment 僱傭	General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例 relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 的資料。	Protecting Rights and Welfare of Employees 保障員工的權利及福利 Engaging with Employees 與員工互動
	B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Key Performance Summary 關鍵績效摘要
	B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Key Performance Summary 關鍵績效摘要
B2 Health and Safety 健康與安全	General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例 relating to providing a safe working environment and protecting employees from occupational hazards. 的資料。	Safeguarding Health and Safety of Employees 保障員工的健康與安全

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
	B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Key Performance Summary 關鍵績效摘要
	B2.2	Lost days due to work injury. 因工傷損失工作日數。	Key Performance Summary 關鍵績效摘要
	B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Safeguarding Health and Safety of Employees 保障員工的健康與安全
B3 Development and Training 發展及培訓	General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Promoting Learning and Development of Employees 促進員工的學習及發展
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	Key Performance Summary 關鍵績效摘要
	B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Key Performance Summary 關鍵績效摘要

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
B4 Labour Standards 勞工準則	General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例 relating to preventing child and forced labour. 的資料。	Protecting Rights and Welfare of Employees 保障員工的權利及福利
	B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Protecting Rights and Welfare of Employees 保障員工的權利及福利
	B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Protecting Rights and Welfare of Employees 保障員工的權利及福利
<i>Operating Practices</i> 營運慣例			
B5 Supply Chain Management 供應鏈管理	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Green Procurement 綠色採購 Managing Our Supply Chain 管理供應鏈
	B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Key Performance Summary 關鍵績效摘要

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
	B5.2	<p>Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.</p> <p>描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。</p>	<p>Green Procurement 綠色採購</p> <p>Managing Our Supply Chain 管理供應鏈</p>
B6 Product Responsibility 產品責任	General Disclosure 一般披露	<p>Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) the policies; and 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 的資料。</p>	<p>Improving Our Service Quality 提升服務質量</p> <p>Due to the business nature of the Group, matters related to advertising and labelling of products and services provided are not covered in this Report. 由於本集團的業務性質，本報告並無披露與產品及服務廣告及標籤有關的事宜。</p>
	B6.1	<p>Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。</p>	<p>Not relevant to the Group's business. 與本集團業務不相關。</p>
	B6.2	<p>Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。</p>	<p>Improving Our Service Quality 提升服務質量</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
	B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Improving Our Service Quality 提升服務質量
	B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	The Group will consider disclosing relevant information in the future. 本集團將於未來考慮披露相關資料。
	B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Improving Our Service Quality 提升服務質量
B7 Anti-corruption 反貪污	General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例 relating to bribery, extortion, fraud and money laundering. 的資料。	Anti-corruption 反貪污
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
	B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption 反貪污

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect 層面	KPI 關鍵績效指標	Disclosure 披露	Section/Remarks 相關章節／備註
<i>Community</i> 社區			
B8 Community Investment 社區投資	General Disclosure 一般披露	<p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p> <p>有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	Caring for the Society 關愛社會
	B8.1	<p>Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).</p> <p>專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。</p>	<p>The Group will consider disclosing relevant information in the future.</p> <p>本集團將於未來考慮披露相關資料。</p>
	B8.2	<p>Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).</p> <p>在專注範疇所動用資源(如金錢或時間)。</p>	<p>The Group will consider disclosing relevant information in the future.</p> <p>本集團將於未來考慮披露相關資料。</p>

Independent Auditor's Report

獨立核數師報告



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TO THE SHAREHOLDERS OF XIN YUAN ENTERPRISES GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Xin Yuan Enterprises Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 132 to 212, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致信源企業集團有限公司股東

(於開曼群島註冊成立之有限公司)

意見

我們已審計列載於第132至212頁的信源企業集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，當中包括於2020年12月31日的綜合財務狀況表及截至該日止年度的綜合損益表、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。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於2020年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2 in the consolidated financial statements, which indicates the Group had net current liabilities of US\$17,364,000 as at 31 December 2020. As stated in Note 2, this condition indicates that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

與持續經營有關的重大不明朗因素

謹請垂注綜合財務報表附註2，當中顯示 貴集團於2020年12月31日錄得流動負債淨額17,364,000美元。如附註2所述，該情況表明存在可能導致對 貴集團持續經營能力產生重大疑慮的重大不明朗因素。我們並無就此事項修訂我們的意見。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Impairment assessment of vessels 船舶減值評估</p> <p>Refer to Notes 17 & 18 to the consolidated financial statements. 提述綜合財務報表附註17及18。</p> <p>As at 31 December 2020, the Group's vessels amounted to US\$198,385,000, representing 93% of the Group's total assets. They are key assets held by the Group and drive its significant cash flows from the asphalt tanker chartering services and bulk carrier chartering services. The Group reviews the carrying amount of its vessels at the end of each reporting period if impairment indicators are present. 於2020年12月31日，貴集團的船舶總額達198,385,000美元，佔貴集團資產總值93%。該等船舶為貴集團持有的主要資產，並從瀝青船租船服務及散貨船租船服務產生重大現金流量。貴集團於各報告期末檢討其船舶的賬面值是否存在減值跡象。</p> <p>The impairment assessment requires management to consider both internal and external sources of information, in determining whether there is any indication that any vessel may have been impaired. The assessment of whether impairment indicators are present requires significant management judgement. Accordingly, we considered this area as a key audit matter. 減值評估需要管理層在釐定是否有跡象顯示任何船舶可能已減值時考慮內部及外部資料來源。評估是否存在減值跡象需要重大的管理層判斷。因此，我們認為此範疇屬關鍵審計事項。</p>	<p>Our procedures in relation to management's impairment assessment included: 我們有關管理層減值評估的程序包括：</p> <ul style="list-style-type: none">— Understand management's impairment assessment process; 了解管理層的減值評估過程；— Review profitability analysis for each vessel, current vessel price and any changes in time and voyage charter and rates; and 審閱每艘船舶的盈利能力分析、現時船舶價格以及期租及程租及費率的任何變動；及— Challenge management's assessment of whether indicators of impairment are present. 質疑管理層對是否存在減值跡象的評估。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事須對其他資料負責。其他資料包括年報內除綜合財務報表及我們的核數師報告外的所有資料。

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

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

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

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定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。

審核委員會協助董事履行監督貴集團財務報告過程的責任。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的 責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ms. Liu Fung Yi.

RSM Hong Kong
Certified Public Accountants
Hong Kong
25 March 2021

核數師就審計綜合財務報表承擔的 責任(續)

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

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

出具本獨立核數師報告的審計項目合夥人是廖鳳儀女士。

羅申美會計師事務所
執業會計師
香港
2021年3月25日

Consolidated Statement of Profit or Loss

綜合損益表

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

		Note 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Revenue	收入	8	55,973	49,751
Cost of sales	銷售成本		(39,309)	(35,762)
Gross profit	毛利		16,664	13,989
Other income	其他收益	9	634	1,489
Administrative expenses	行政開支		(3,199)	(2,535)
Other operating expenses	其他營運開支		(596)	(634)
Exchange losses, net	匯兌虧損淨額		(89)	(218)
Profit from operations	經營所得溢利		13,414	12,091
Finance costs	融資成本	11	(4,806)	(6,087)
Profit before tax	除稅前溢利		8,608	6,004
Income tax expense	所得稅開支	12	(5)	–
Profit for the year	年度溢利	13	8,603	6,004
Earnings per share	每股盈利	16		
Basic (cents per share)	基本(每股仙)		2.03	1.50
Diluted (cents per share)	攤薄(每股仙)		N/A 不適用	N/A 不適用

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
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Profit for the year	年度溢利	8,603	6,004
Other comprehensive income:	其他全面收益：		
<i>Item that may be reclassified to profit or loss:</i>	<i>可能被重新分類進損益的項目：</i>		
Exchange differences on translating foreign operations	換算海外業務的匯兌差額	(15)	(18)
Other comprehensive income for the year, net of tax	除稅後的年度其他全面收益	(15)	(18)
Total comprehensive income for the year	年度全面收益總額	8,588	5,986

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於2020年12月31日

		Note 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	95,383	100,014
Right-of-use assets	使用權資產	18	103,206	108,918
Total non-current assets	非流動資產總值		198,589	208,932
Current assets	流動資產			
Derivative financial instruments	衍生金融工具	19	230	–
Inventories	存貨	20	1,409	1,508
Trade receivables	貿易應收款項	21	1,462	2,313
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	22	586	1,643
Contract assets	合約資產	29	76	373
Pledged bank deposits	已抵押銀行存款	23(a)	1,398	1,379
Bank and cash balances	銀行及現金結餘	23(b)	8,775	2,817
Total current assets	流動資產總值		13,936	10,033
TOTAL ASSETS	資產總值		212,525	218,965
EQUITY AND LIABILITIES	權益及負債			
Share capital	股本	24	4,400	4,000
Reserves	儲備	26	114,907	101,090
Total equity	權益總額		119,307	105,090
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	27	30,747	24,938
Lease liabilities	租賃負債	28	31,171	45,265
Total non-current liabilities	非流動負債總額		61,918	70,203

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於2020年12月31日

		Note	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
		附註		
Current liabilities	流動負債			
Derivative financial instruments	衍生金融工具	19	508	286
Contract liabilities	合約負債	29	532	187
Borrowings	借款	27	12,787	27,831
Lease liabilities	租賃負債	28	14,184	11,635
Trade payables	貿易應付款項	30	1,909	1,920
Other payables and accruals	其他應付款項及應計費用	31	1,380	1,813
Total current liabilities	流動負債總額		31,300	43,672
TOTAL EQUITY AND LIABILITIES	權益及負債總額		212,525	218,965
Net current liabilities	流動負債淨額		(17,364)	(33,639)
Total assets less current liabilities	資產總值減流動負債		181,225	175,293

Approved by the Board of Directors on 25 March 2021 and are signed on its behalf by:

於2021年3月25日獲董事會批准，並由下列人士代表簽署：

Xu Wenjun
徐文均

Wang Faqing
王法清

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 本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Merger reserve	Foreign currency translation reserve	Retained profits	Total
		股本	股份溢價	資本儲備	合併儲備	外幣換算儲備	保留溢利	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2019	於2019年1月1日	4,000	69,663	9,310	833	(4)	15,302	99,104
Total comprehensive income for the year and changes in equity for the year	年度全面收益總額及年度權益變動	-	-	-	-	(18)	6,004	5,986
At 31 December 2019	於2019年12月31日	4,000	69,663	9,310	833	(22)	21,306	105,090
At 1 January 2020	於2020年1月1日	4,000	69,663	9,310	833	(22)	21,306	105,090
Issue of shares (Note 24)	發行股份(附註24)	400	5,229	-	-	-	-	5,629
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	(15)	8,603	8,588
Changes in equity for the year	年度權益變動	400	5,229	-	-	(15)	8,603	14,217
At 31 December 2020	於2020年12月31日	4,400	74,892	9,310	833	(37)	29,909	119,307

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日止年度

	Note 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Profit before tax	除稅前溢利	8,608	6,004
Adjustments for:	就下列各項作出調整：		
Allowance for other receivables	其他應收款項撥備	13 204	-
Bank interest income	銀行利息收益	9 (26)	(227)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13 5,079	3,117
Depreciation of right-of-use assets	使用權資產折舊	13 5,858	6,065
(Gain)/loss on disposal of derivative financial instrument	出售衍生金融工具 (收益)/虧損	13 (9)	5
Fair value (gains)/losses on derivative financial instruments, net	衍生金融工具公平值 (收益)/虧損淨額	13 (8)	201
Finance costs	融資成本	11 4,806	6,087
Unrealised exchange losses	未變現匯兌虧損	144	211
Write-off of trade receivables	貿易應收款項沖銷	13 38	-
Write-off of other receivables	其他應收款項沖銷	13 183	-
Operating profit before working capital changes	營運資金變動前經營溢利	24,877	21,463
Decrease/(increase) in inventories	存貨減少/(增加)	99	(559)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	813	(361)
Decrease in other receivables, deposits and prepayments	其他應收款項、按金及預付款項減少	670	2,556
Decrease/(increase) in contract assets	合約資產減少/(增加)	297	(373)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	345	(682)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(11)	447
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	(433)	164
Cash generated from operations	經營所得現金	26,657	22,655
Income tax paid	已付所得稅	(5)	-
Interest and bank charges paid	已付利息及銀行手續費	(2,206)	(1,868)
Interest on lease liabilities	租賃負債利息	(2,573)	(4,194)
Net cash generated from operating activities	經營活動所得現金淨額	21,873	16,593

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日止年度

	Note 附註	2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Increase in pledged bank deposits	已抵押銀行存款增加	(19)	(34)
Decrease in time deposit	定期存款減少	-	6,000
(Increase)/decrease in restricted bank balances	受限制銀行結餘(增加)/減少	(1,160)	105
Interest received	已收利息	26	227
Net proceeds from disposal of derivative financial instruments	出售衍生金融工具 所得款項淨額	9	32
Purchases of property, plant and equipment	購置物業、廠房及設備	(446)	(33,726)
Net cash used in investing activities	投資活動所用現金淨額	(1,590)	(27,396)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Principal elements of lease payments	租賃付款本金部分	(11,717)	(11,649)
Borrowings raised	借入借款	20,500	22,752
Repayment of borrowings	償還借款	(29,879)	(9,625)
Proceeds from issue of shares	發行股份所得款項	5,629	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得 現金淨額	(15,467)	1,478
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物 增加/(減少)淨額	4,816	(9,325)
Effect of foreign exchange rate changes	外匯匯率變動的影響	(18)	(13)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及 現金等價物	1,083	10,421
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於12月31日的現金及 現金等價物	5,881	1,083
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	8,775	2,817
Less: Restricted bank balances	減：受限制銀行結餘	(2,894)	(1,734)
		5,881	1,083

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

Xin Yuan Enterprises Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company under the Companies Law of the Cayman Islands on 28 June 2016. The address of its registered office is P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands. The address of its principal place of business in Hong Kong is 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong. The Company’s share are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 36 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

At 31 December 2020, the Group had net current liabilities of approximately US\$17,364,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

1. 一般資料

信源企業集團有限公司(「本公司」)於2016年6月28日根據開曼群島公司法在開曼群島註冊成立為獲豁免公司。其註冊辦事處地址為P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands。其香港主要營業地點地址為香港灣仔皇后大道東248號大新金融中心40樓。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為投資控股公司。其附屬公司的主要業務活動載於綜合財務報表附註36。

2. 編製基準

此等綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)而編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。此等綜合財務報表亦符合聯交所證券上市規則(「上市規則」)之適用披露規定,以及香港公司條例(第622章)之披露規定。本集團所採納的重大會計政策於下文披露。

於2020年12月31日,本集團有流動負債淨額約17,364,000美元。此狀況顯示存在可能導致對本集團持續經營能力產生重大疑慮的重大不明朗因素,故其可能無法於日常業務中變現其資產及清償負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the current and anticipated future liquidity of the Group and the ability of the Group to continue to attain profitable and positive cash flows from operations in the immediate and longer terms. In order to strengthen the Group's liquidity in the foreseeable future, the directors of the Company have taken the following measures:

- (i) A related company has agreed to extend the repayment date of loans to the Group amounted to approximately US\$2,500,000 from December 2021 to December 2022. The aforesaid supplementary agreement with a related company was signed on 2 March 2021;
- (ii) On 2 March 2021, the Group entered into a finance lease with a financial institution for US\$12,600,000 with the pledge of a vessel of the Group for a period of six years. Further on 8 March 2021, the Group received US\$12,411,000 from the financial institution;
- (iii) negotiating with banks and other financial institutions in advance for renewal and obtaining new banking facilities;
- (iv) the directors of the Company have been taking various cost control measures to tighten the costs of operations; and
- (v) the Group has been implementing various strategies to enhance the Group's revenue and profitability.

2. 編製基準(續)

於編製此等綜合財務報表時，本公司董事已審慎考慮本集團之現有及預期未來流動資金，以及本集團短期及長期內業務持續獲得盈利及正面現金流量之能力。為加強本集團於可見未來的流動資金狀況，本公司董事已採取以下措施：

- (i) 一間關聯公司已同意將向本集團所提供金額約2,500,000美元之貸款之還款日期由2021年12月延長至2022年12月。上述與關聯公司訂立的補充協議已於2021年3月2日簽署；
- (ii) 於2021年3月2日，本集團與一間金融機構訂立金額為12,600,000美元的融資租賃，以本集團一艘船舶作抵押，為期六年。其後於2021年3月8日，本集團已收到該金融機構提供的12,411,000美元；
- (iii) 提前就重續及取得新銀行融通額度與銀行及其他金融機構磋商；
- (iv) 本公司董事已採取若干成本控制措施節縮經營成本；及
- (v) 本集團已實施若干策略提升本集團的收入及盈利能力。

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

2. BASIS OF PREPARATION (Continued)

The directors of the Company have taken into account the cash requirements of the Group for the next twelve months from the end of the reporting period and the above measures, and have concluded that the Group will have sufficient working capital to meet in full its financial obligations as they fall due and accordingly the consolidated financial statements have been prepared on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets and to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The Group has applied the Amendments to Reference to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the 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

2. 編製基準(續)

本公司董事已考慮本集團於報告期末起計未來十二個月之現金需求及上述措施，並得出結論認為本集團將擁有充足營運資金以悉數履行其到期財務責任，因此，綜合財務報表已按持續經營基準編製。倘本集團未能繼續持續經營，則須對綜合財務報表作出調整，以調整本集團之資產價值以及就可能產生之進一步負債作出撥備及將非流動資產及負債分別重新分類為流動資產及負債。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可提前採納的新訂及經修訂香港財務報告準則。附註3載列已於此等綜合財務報表中反映之因首次應用於當前及過往會計期間與本集團有關之發展而導致之會計政策變動之資料。

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

編製綜合財務報表時，本集團已首次應用於2020年1月1日或之後開始的年度期間強制生效的香港財務報告準則概念框架指引(修訂本)及下列香港會計師公會頒佈的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(修訂本)	重要的定義
香港財務報告準則第3號(修訂本)	業務的定義

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. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

Except as described below, 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.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments had no impact on the consolidated financial statements.

Amendments to HKFRS 3 Definition of a Business

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction represents a business combination. In addition, the amendments introduce an optional "concentration test" that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when 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 Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 January 2020. The application of the amendments had no impact on the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

除下文所述者外，本年度應用香港財務報告準則概念框架指引(修訂本)及香港財務報告準則修訂本對本集團於本年度及過往年度的財務狀況及表現及/或此等綜合財務報表所載列的披露資料並無重大影響。

香港會計準則第1號及香港會計準則第8號(修訂本)重要的定義

該修訂本提供對重要的新定義，即「倘可合理預計漏報、錯報或掩蓋某項資料將影響通用目的財務報表的主要使用者，基於提供特定報告主體財務資料的財務報表作出的決策，則該資料屬重要」。該修訂本亦澄清，重要與否取決於資料的性質或規模，需要評估該資料(就某項資料單獨而言或與其他資料結合起來而言)在財務報表的背景下是否重要。

應用該修訂本對綜合財務報表並無影響。

香港財務報告準則第3號(修訂本)業務的定義

該修訂本澄清業務的定義，並就如何確定一項交易是否構成業務合併提供進一步指引。此外，該修訂本引入可選的「集中度測試」，倘所收購的總資產的幾乎所有公平值均集中於單項可識別資產或一組類似的可識別資產，允許對一組收購的活動及資產判斷為資產而非業務收購進行簡化評估。

本集團已按未來適用法對收購日期為2020年1月1日或之後的交易應用該修訂本。應用該修訂本對綜合財務報表並無影響。

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. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2020. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無應用已頒佈但尚未於2020年1月1日開始之財政年度生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括可能與本集團有關的下列各項。

	Effective for accounting periods beginning on or after 於以下日期或 之後開始的 會計期間生效
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform — Phase 2 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第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(修訂本)利率基準改革 — 第二階段	1 January 2021 2021年1月1日
Amendments to HKFRS 3 Reference to the Conceptual Framework 香港財務報告準則第3號(修訂本)概念框架指引	1 January 2022 2022年1月1日
Amendments to HKAS 16 Property, plant and equipment: proceeds before intended use 香港會計準則第16號(修訂本)物業、廠房及設備：作擬定用途前之所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37 Onerous contracts — cost of fulfilling a contract 香港會計準則第37號(修訂本)虧損合約 — 履行合約之成本	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018–2020 Cycle 2018年至2020年週期香港財務報告準則之年度改進	1 January 2022 2022年1月1日
Amendments to HKAS 1 Classification of liabilities as current or non-current 香港會計準則第1號(修訂本)負債分類為流動或非流動	1 January 2023 2023年1月1日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等修訂本及新訂準則預期於首次應用期間的影響。截至目前，已得出結論認為採納上述各項不大可能對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

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

(a) Consolidation

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

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

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

4. 主要會計政策

此等綜合財務報表乃按歷史成本法編製，惟下文會計政策另有載述者（如若干按公平值計量的金融工具）除外。

根據香港財務報告準則編製財務報表需要採用若干關鍵會計估計。其亦需要管理層於應用本集團會計政策過程中作出判斷。假設及估計對綜合財務報表屬重大的範疇披露於附註5。

編製此等綜合財務報表時應用的主要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至12月31日的財務報表。附屬公司指本集團對其擁有控制權的實體。若本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，且能透過其在該實體的權力影響該等回報，則本集團對該實體具有控制權。若本集團的現有權利賦予其目前掌控有關業務（即大幅影響實體回報的業務）的能力時，則本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權。僅在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司的賬目由其控制權轉移至本集團當日起綜合入賬，直至控制權終止日期不再綜合入賬。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

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

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

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

4. 主要會計政策(續)

(a) 綜合賬目(續)

因出售附屬公司而導致失去控制權的收益或虧損為(i)出售代價的公平值加任何保留於該附屬公司的投資的公平值與(ii)本公司應佔該附屬公司資產淨值加任何剩餘商譽及任何有關該附屬公司的累計外幣換算儲備兩者間之差額。

集團內公司間交易、結餘及未變現溢利予以對銷。除非交易提供已轉讓資產的減值證據，否則未變現虧損亦予以對銷。附屬公司的會計政策在必要時會作出更改，以確保與本集團所採納的政策一致。

非控股權益指本公司不直接或間接應佔的附屬公司權益。非控股權益乃於綜合財務狀況表及綜合權益變動表的權益內呈列。於綜合損益及其他全面收益表內，非控股權益呈列為年度損益及全面收益總額在非控股股東與本公司擁有人之間的分配。

損益及其他全面收益各組成部分歸屬於本公司擁有人及非控股股東，即使會導致非控股權益出現虧絀結餘亦然。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

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

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in United States dollars ("US\$"), which is the Company's functional and presentation currency.

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

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

4. 主要會計政策(續)

(a) 綜合賬目(續)

本公司並無導致失去附屬公司控制權的擁有人權益變動，按權益交易(即與擁有人以其擁有人身份進行的交易)入賬。控股及非控股權益的賬面值予以調整以反映彼等於附屬公司相對權益的變動。非控股權益調整金額與已付或已收代價公平值之間的任何差額，直接於權益確認，並歸屬於本公司擁有人。

於本公司財務狀況表內，於附屬公司的投資乃按成本減去減值虧損列賬，惟投資被歸類為持作出售(或納入分類為持作出售的出售組別)則除外。

(b) 外幣換算

(i) 功能及呈列貨幣

本集團各實體財務報表內的項目以該實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以美元(「美元」)呈列，美元為本公司的功能及呈列貨幣。

(ii) 各實體財務報表內的交易及結餘

外幣交易於初步確認時使用交易日期的通行匯率換算為功能貨幣。以外幣計值的貨幣資產及負債按各報告期末的匯率換算。此換算政策產生的盈虧於損益內確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

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

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

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

(iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

4. 主要會計政策(續)

(b) 外幣換算(續)

(ii) 各實體財務報表內的交易及結餘(續)

按公平值計量以外幣計值的非貨幣項目乃按釐定公平值當日的匯率換算。

當非貨幣項目的盈虧於其他全面收益確認時，該盈虧的任何匯兌部分於其他全面收益確認。當非貨幣項目的盈虧於損益確認時，該盈虧的任何匯兌部分於損益確認。

(iii) 綜合賬目的換算

所有功能貨幣有別於本公司呈列貨幣的本集團實體的業績及財務狀況，按以下方式換算為本公司的呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收市匯率換算；
- 收支乃按期內平均匯率換算(除非該平均匯率並非在交易當日通行匯率累計影響的合理近似值，在此情況下，收支按交易當日的匯率換算)；及
- 所有因此產生的匯兌差額均於其他全面收益內確認並於外幣換算儲備內累計。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

(c) Property, plant and equipment

(i) Vessels

Vessels, other than vessels under leases which were classified as right-of-use assets (Note 4(d)(i)), are stated at cost less accumulated depreciation and impairment losses, if any.

Vessels (other than the abovementioned vessels under lease and the dry-docking component) are depreciated on a straight-line basis over the estimated useful lives of 10–25 years, after taking into account the estimated residual values. Depreciation method, estimated useful lives and estimated residual values are reviewed, and adjusted, if appropriate, at least at each financial year end.

Upon acquisition of a vessel, the components of the vessel which are required to be replaced at the next dry-docking are identified and their costs are depreciated over the period to the next estimated dry-docking date. Costs incurred on subsequent dry-docking of the vessels are capitalised and depreciated over the period to the next estimated dry-docking date. When significant dry-docking costs incurred prior to the expiry of the depreciation period, the remaining costs of the previous dry-docking are written off immediately.

4. 主要會計政策 (續)

(b) 外幣換算 (續)

(iii) 綜合賬目的換算 (續)

於綜合賬目時，因換算構成於海外實體的淨投資之一部分的貨幣項目而產生的匯兌差額於其他全面收益確認及於外幣換算儲備內累計。當海外經營業務被出售時，該等匯兌差額重新分類至綜合損益作為出售收益或虧損的一部分。

(c) 物業、廠房及設備

(i) 船舶

除分類為使用權資產(附註4(d)(i))的租賃項下的船舶外，船舶按成本減累計折舊及減值虧損(如有)列賬。

船舶(上文所述租賃項下的船舶及塢修部件除外)經計及估計剩餘價值後，在估計可使用年期10至25年內按直線法折舊。折舊方法、估計可使用年期及估計剩餘價值至少於每個財政年度末進行檢討並於適當情況下進行調整。

收購船舶時，識別需於下次塢修時更換的船舶部件，其成本於到下次估計塢修日期的期間內折舊。於到下次估計塢修日期的期間內，將船舶其後入塢修產生的成本資本化及折舊。當於折舊期屆滿前產生重大塢修成本時，則先將前塢修剩餘成本即時沖銷。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment (Continued)

(ii) Other property, plant and equipment

Other property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Depreciation of other property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Office equipment & motor vehicle	20%–33%
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The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

4. 主要會計政策(續)

(c) 物業、廠房及設備(續)

(ii) 其他物業、廠房及設備

其他物業、廠房及設備於綜合財務報表中按成本減去後續累計折舊及後續累計減值虧損(如有)列賬。

如項目的相關未來經濟效益很可能流向本集團，而且能可靠地計量該項目的成本，則後續成本計入有關資產的賬面值或確認為單獨的資產(如適當)。所有其他修理及維護成本則在其產生期間於損益中確認。

其他物業、廠房及設備以直線法按足以沖銷其成本減剩餘價值的比率，於估計可使用年期計算折舊。主要年率如下：

辦公設備及汽車	20%–33%
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剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及於適當情況下進行調整，任何估計變動的影響按未來適用法入賬。

出售物業、廠房及設備的盈虧指銷售所得款項淨額與有關資產賬面值之間的差額，並於損益確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Group as lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

4. 主要會計政策(續)

(d) 租賃

於合約開始時，本集團評估合約是否為或包含租賃。如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，則合約為或包含租賃。當客戶擁有指示可識別資產的使用以及獲得使用可識別資產絕大部分經濟利益時，即獲得控制權。

(i) 本集團作為承租人

如合約包含租賃部分和非租賃部分，本集團選擇不區分非租賃部分，而將所有租賃的各租賃部分和任何有關非租賃部分入賬列作單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，但租期為12個月或以下的短期租賃及低值資產租賃除外。當本集團就低值資產訂立租賃時，本集團按逐項基準決定是否將租賃資本化。與上述租賃有關的未資本化租賃付款於租期內系統化確認為開支。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

(i) The Group as lessee (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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.

4. 主要會計政策(續)

(d) 租賃(續)

(i) 本集團作為承租人(續)

如租賃資本化，租賃負債初始按租期內應付租賃付款的現值確認，並使用租賃內含利率(或如該利率無法輕易地釐定，則按有關增量借款利率)折現。於初始確認後，租賃負債以攤銷成本計量，利息開支則使用實際利率法計算。不取決於指數或利率的可變租賃付款並不計入租賃負債的計量，因此在產生的會計期間於損益扣除。

租賃資本化時確認的使用權資產初始按成本計量，包括租賃負債初始金額加開始日期當日或之前作出的任何租賃付款，以及已發生的任何初始直接成本。如適用，使用權資產成本也包括拆除及移除相關資產或恢復相關資產或相關資產所在場地的估計成本(折現至其現值)，減任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬。

本集團合理確定於租期結束時獲得相關租賃資產所有權之使用權資產於開始日期起至可使用年期結束時期間折舊。否則，使用權資產於其估計可使用年期及租期內(以較短者為準)按直線法折舊。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

(i) The Group as lessee (Continued)

Refundable rental deposits paid are accounted under 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.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

4. 主要會計政策(續)

(d) 租賃(續)

(i) 本集團作為承租人(續)

已付可退還租賃按金根據香港財務報告準則第9號入賬，初始按公平值計量。對初始確認時公平值的調整視為額外租賃付款，計入使用權資產成本。

當指數或利率變動導致未來租賃付款有變，或本集團根據剩餘價值保證預期應付的估計金額有變，或重新評估本集團是否合理確定行使購買、延期或終止選擇權有變，將對租賃負債進行重新計量。當租賃負債按此方式重新計量，則對使用權資產的賬面值作出相應調整，或如使用權資產的賬面值已被調低至零，則將有關調整計入損益。

當租賃範疇發生變化或未作為單獨的租賃入賬的租賃合約原先並無規定的租賃代價發生變化(「租賃修改」)，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租期，使用於修改生效日的經修訂折現率重新計量。唯一的例外是因COVID-19大流行而直接產生且符合香港財務報告準則第16號第46B段所載條件的任何租金減免。在該等情況下，本集團採用香港財務報告準則第16號第46A段所載的簡易實務處理方法，按猶如其並非租賃修改的方式確認代價變動。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

(ii) The Group as lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

(e) Inventories

Inventories comprise bunker and lubricant oil for vessels remaining on board at the end of the reporting period. Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. Net realisable value is the expected amount to be realised from use as estimated by the directors/management.

(f) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in Note 4(v) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

4. 主要會計政策(續)

(d) 租賃(續)

(ii) 本集團作為出租人

如本集團為出租人，其在租賃開始時釐定各項租賃是融資租賃或經營租賃。將相關資產所有權附帶的絕大部分風險和回報轉移至承租人的租賃分類為融資租賃，否則分類為經營租賃。

(e) 存貨

存貨包括於報告期末船上剩餘的船舶燃料及潤滑油。存貨按成本與可變現淨值的較低者入賬。成本使用先進先出基準釐定。可變現淨值為董事／管理層估計能自使用中變現的預期金額。

(f) 合約資產及合約負債

當本集團於根據合約所載支付條款無條件符合資格收取代價之前確認收入，即確認合約資產。合約資產根據附註4(v)所載政策評估預期信貸虧損(「預期信貸虧損」)，並於收取代價的權利成為無條件時重新分類為應收款項。

倘客戶於本集團確認相關收入之前支付代價，即確認合約負債。倘在本集團確認相關收入之前本集團擁有無條件權利可收取代價，亦會確認合約負債。在此情況下，亦將確認相應的應收款項。

就與客戶訂立的單一合約而言，列報合約資產淨額或合約負債淨額。就多份合約而言，不會按淨額基準列報不相關合約的合約資產及合約負債。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Contract assets and contract liabilities (Continued)

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

(g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("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 FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group 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 ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. 主要會計政策(續)

(f) 合約資產及合約負債(續)

倘合約包括重大融資部分，合約結餘包括根據實際利息法計算的應計利息。

(g) 確認及終止確認金融工具

金融資產及金融負債於本集團實體成為工具合約條文的訂約方時，於綜合財務狀況表確認。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債(不包括按公平值計入損益(「按公平值計入損益」)的金融資產或金融負債)直接產生的交易成本於初始確認時於金融資產或金融負債的公平值計入或扣除(倘適用)。收購按公平值計入損益的金融資產或金融負債直接產生的交易成本即時於損益中確認。

本集團僅於獲取資產現金流量的合約權利到期時，或其向另一實體轉讓金融資產及該資產所有權的絕大部分風險及回報時，方會終止確認金融資產。倘本集團並無轉讓抑或保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認於資產中的保留權益及按可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團將繼續確認該金融資產，並就已收款項確認有抵押借款。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Recognition and derecognition of financial instruments (Continued)

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(h) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(i) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 主要會計政策(續)

(g) 確認及終止確認金融工具(續)

僅在本集團的責任已經履行、解除或到期時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓的非現金資產或已承擔的負債)之間的差額會於損益確認。

(h) 金融資產

所有按常規方式購買或出售金融資產按交易日確認及終止確認。按常規方式購買或出售為須在市場規則或慣例所設定的時間框架內交付資產的金融資產購買或出售。所有已確認的金融資產整體按攤銷成本或公平值(具體取決於金融資產的分類)進行後續計量。

(i) 貿易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘在本集團有無條件權利收取代價之前確認收入，則有關金額呈列為合約資產。

應收款項利用實際利率法按攤銷成本減信貸虧損撥備列賬。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(m) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

4. 主要會計政策(續)

(j) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款以及於購入後三個月內到期可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。在編製綜合現金流量表時，現金及現金等價物亦包括須按求償還及構成本集團現金管理一部分的銀行透支。現金及現金等價物會評估預期信貸虧損。

(k) 金融負債及股本工具

金融負債及股本工具根據已訂立合約安排的內容及香港財務報告準則項下的金融負債及股本工具的定義進行分類。股本工具為任何證明於本集團扣除其所有負債後的剩餘資產權益的合約。以下載列就特定金融負債及股本工具採納的會計政策。

(l) 借款

借款初始按公平值扣除所產生交易成本確認，其後採用實際利率法按攤銷成本計量。

借款分類為流動負債，除非本集團有無條件權利可將結算負債的期限推遲至報告期後至少12個月。

(m) 貿易及其他應付款項

貿易及其他應付款項初始按公平值確認，其後採用實際利率法按攤銷成本計量，除非折現影響並不重大，則按成本列賬。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Equity instruments

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

(o) Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period.

(p) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from voyage charter and contract of affreightment ("CoA") is recognised over time when the asphalt tanker chartering services are performed.

Revenue from vessel management services is recognised over time when the management services are performed.

Revenue from asphalt trading is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

4. 主要會計政策(續)

(n) 股本工具

股本工具為任何證明於實體扣除其所有負債後資產的剩餘權益之合約。本公司發行的股本工具以收取的所得款項扣除直接發行成本後的金額入賬。

(o) 衍生金融工具

衍生工具初始按衍生工具合約訂立日期的公平值確認，其後按各報告期末的公平值重新計量。

(p) 收入及其他收益

收入在產品或服務控制權轉讓予客戶時按本集團預期有權獲取的約定代價金額(不包括代表第三方收取的款項)確認。收入不包括增值稅或其他銷售稅，並經扣減任何貿易折扣。

程租及包運合約(「包運合約」)收入於履行瀝青船租船服務期間分段確認。

船舶管理服務收入於履行管理服務期間分段確認。

瀝青貿易收入於貨物控制權已轉移，即貨品已運送至客戶指定地點(交付)時確認。交付後，客戶可全權酌情決定銷售貨品的分銷方式及價格，於銷售貨品時承擔主要責任並承擔與貨品有關的過時及損失風險。本集團於貨品交付至客戶時確認應收款項，因為為此乃收取代價之權利成為無條件之時間點，有關款項僅隨時間推移即會成為到期應付。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Revenue and other income (Continued)

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Rental income from time charter and bulk carrier charter is recognised on a straight-line basis over the period of each charter, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

4. 主要會計政策(續)

(p) 收入及其他收益(續)

利息收入於應計時採用實際利率法確認。就並無信貸減值的按攤銷成本計量之金融資產而言，資產賬面總值應用實際利率。就出現信貸減值的金融資產而言，對資產攤銷成本(即賬面總值扣除虧損撥備)應用實際利率。

來自期租及散貨船租船之租金收入於各租期內按直線法確認，惟倘有更能代表使用租賃資產帶來的利益模式的其他基準除外。已授出的租賃優惠於損益確認為應收淨租賃付款總額的一部分。不取決於指數或利率的可變租賃付款於產生的會計期間確認為收入。

(q) 僱員福利

(i) 僱員休假權利

僱員年假及長期服務假於員工享有休假時確認。本公司會就僱員截至報告期末提供服務所享有年假及長期服務假期估計須承擔的負債作出撥備。

僱員病假及產假於實際休假時方予確認。

(ii) 退休金責任

本集團為所有僱員向定額供款退休計劃供款。本集團及僱員的計劃供款根據僱員基本薪金的百分比計算。自損益扣除的退休福利計劃成本指本集團須向基金支付的供款。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(r) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. 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.

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

4. 主要會計政策(續)

(q) 僱員福利(續)

(iii) 終止僱用福利

終止僱用福利於本集團不能撤回提供該等福利時及本集團確認重組成本及涉及支付終止僱用福利時(以較早日期為準)予以確認。

(r) 借款成本

收購、建造或生產合資格資產(即需相當時間方可用作擬定用途或出售的資產)直接產生的借款成本乃資本化為該等資產成本的一部分，直至有關資產大致上可用作其擬定用途或出售為止。特定借款於用作合資格資產支出之前作暫時投資所賺取的投資收入，自可撥充資本的借款成本內扣除。

如借款的一般目的及用途為獲取合資格資產，則採用對該項資產開支應用資本化比率的方法釐定合資格資本化的借款成本金額。資本化比率為適用於本集團該期間未償還借款的借款成本加權平均值，惟為獲得合資格資產的指定借款除外。於計算一般借款的資本化比率時，於相關資產可用作其擬定用途或出售後仍未償還的任何指定借款會計入一般借款組合。

所有其他借款成本於產生期間於損益內確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become 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.

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

Deferred tax is recognised on 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 主要會計政策(續)

(s) 政府補助

政府補助於合理確定本集團將遵守其附加條件並收到補助時確認。

與收益相關的政府補助遞延入賬，按其擬補償之成本發生的期間於損益確認。

作為補償已產生開支或虧損或旨在向本集團提供即時財務援助而並無日後相關成本的應收政府補助，於其成為應收款項的期間在損益內確認。

(t) 稅項

所得稅指即期稅項及遞延稅項的總和。

即期應繳稅項按年度應課稅溢利計算。由於其他年度應課稅或可扣稅收益或開支項目及從不課稅或不可扣稅項目，應課稅溢利有別於於損益中確認的溢利。本集團的即期稅項負債按報告期末已頒佈或實際上已頒佈的稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間的差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產於可能出現應課稅溢利以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因商譽或因初始確認一項既不影響應課稅溢利亦不影響會計溢利的交易(業務合併除外)中其他資產及負債引致暫時差額，則不會確認該等資產及負債。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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.

4. 主要會計政策(續)

(t) 稅項(續)

除非本集團可控制暫時差額撥回及暫時差額不大可能於可見將來撥回，否則會就與於附屬公司的投資所產生的應課稅暫時差額確認遞延稅項負債。

遞延稅項資產的賬面值於各報告期末進行檢討，如不再有足夠應課稅溢利可供收回全部或部分資產，遞延稅項資產須相應減少。

遞延稅項按預期於結算負債或變現資產期間應用的稅率，基於報告期末已頒佈或實際上已頒佈的稅率計算。遞延稅項於損益內確認，除非遞延稅項與其他全面收益或直接於權益內確認的項目有關，在此情況下，遞延稅項亦在其他全面收益或直接於權益內確認。

遞延稅項資產及負債的計量反映以本集團於報告期末預期收回或償還其資產及負債賬面值的方式所產生的稅務後果。

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，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(u) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

4. 主要會計政策(續)

(t) 稅項(續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號的規定。由於應用初始確認豁免，並無於初始確認時及租期內確認有關使用權資產及租賃負債之暫時差額。

倘有法律上可強制執行權利以即期稅項資產抵銷即期稅項負債，且彼等與同一徵稅機關徵收的所得稅有關以及本集團有意按淨額基準結算即期稅項資產及負債，則將遞延稅項資產及負債抵銷。

(u) 非金融資產減值

非金融資產賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額就個別資產釐定，惟倘資產並無產生大致上獨立於其他資產或資產組合的現金流入，則就資產所屬的現金產生單位釐定可收回金額。可收回金額按個別資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者計算。

使用價值為資產／現金產生單位估計未來現金流量的現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)的特有風險的稅前折現率計算。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Impairment of non-financial assets (Continued)

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(v) Impairment of financial assets and contracts assets

The Group recognises a loss allowance for ECL on trade receivables and contract assets. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

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

4. 主要會計政策(續)

(u) 非金融資產減值(續)

現金產生單位減值虧損首先就該單位的商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計變動而造成其後可收回金額增加將計入損益，惟以撥回減值為限。

(v) 金融資產及合約資產減值

本集團就貿易應收款項及合約資產的預期信貸虧損確認虧損撥備。本集團於各報告日期更新預期信貸虧損金額，以反映自初始確認相關金融工具以來的信貸風險變動。

本集團一直就貿易應收款項及合約資產確認全期預期信貸虧損。該等金融資產的預期信貸虧損乃採用以本集團過往信貸虧損經驗為基礎的撥備矩陣進行估計，並就債務人特有的因素、整體經濟狀況、對報告日期現有狀況及未來狀況預測方向的評估(包括貨幣的時間價值(如適用))作出調整。

就所有其他金融工具而言，當信貸風險自初始確認以來有大幅增加，本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初始確認以來並無大幅增加，則本集團按相等於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損為有關金融工具於預期可使用年期內所有潛在違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損為報告日期後12個月內可能出現的金融工具違約事件預期產生之虧損，為全期預期信貸虧損的一部分。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of financial assets and contracts assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- 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 for a particular financial instrument;
- 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;

4. 主要會計政策(續)

(v) 金融資產及合約資產減值(續)

信貸風險大幅增加

於評估金融工具信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告日期及初始確認日期發生違約的風險。於評估時，本集團考慮合理及有理據支持的定量及定性資料，包括過往經驗及毋須繁重成本或工作即可取得的前瞻性資料。所考慮前瞻性資料包括本集團債務人經營所在行業的未來前景、獲取自經濟專家報告、財務分析師、政府機構、相關智囊團及其他類似組織之資料，以及考慮各種與本集團核心業務相關的實際及預測經濟資料的外部來源。

尤其是，評估信貸風險自初始確認以來有否大幅增加時會考慮下列資料：

- 金融工具外界(如有)或內部信貸評級的實際或預期重大惡化；
- 特定金融工具信貸風險的外部市場指標的重大惡化；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of financial assets and contracts assets (Continued)

Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same 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 on a financial asset 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.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (I) The financial instrument has a low risk of default,
- (II) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (III) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

4. 主要會計政策(續)

(v) 金融資產及合約資產減值(續)

信貸風險大幅增加(續)

- 債務人經營業績的實際或預期重大惡化；
- 同一債務人的其他金融工具的信貸風險大幅增加；
- 導致債務人履行其債務責任的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重大不利變動。

不論上述評估結果如何，本集團於合約付款逾期超過30日情況下，假定金融資產之信貸風險自初始確認以來已大幅增加，惟本集團有合理及有理據支持之資料顯示情況並非如此則作別論。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假定金融工具的信貸風險自初始確認以來並未大幅增加。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (I) 金融工具具有較低的違約風險；
- (II) 債務人有很強的能力履行其近期的合約現金流量責任；及
- (III) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行其合約現金流量責任的能力。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of financial assets and contracts assets (Continued)

Significant increase in credit risk (Continued)

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- 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 analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策(續)

(v) 金融資產及合約資產減值(續)

信貸風險大幅增加(續)

本集團認為，若金融資產的外部信貸評級為「投資級」(根據普遍的定義)，或(如並無外部評級)內部評級為「良好」，則該金融資產具有較低的信貸風險。良好指交易對手具有穩健的財務狀況且並無逾期款項。

本集團定期監察用於識別信貸風險是否大幅增加的標準的成效，並於適當時更新標準，以確保有關標準可於款項逾期前識別信貸風險的大幅增加。

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件之應收款項一般無法收回。

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源之資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)。

不論上述分析結果如何，本集團於金融資產逾期超過90日的情況下認為已發生違約，除非本集團有合理及有理據支持之資料顯示更寬鬆的違約標準更為合適則作別論。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of financial assets and contracts assets (Continued)

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:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 主要會計政策(續)

(v) 金融資產及合約資產減值(續)

出現信貸減值的金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件之時，該金融資產即出現信貸減值。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 發行人或交易對手出現重大財務困難；
- 違反合約，例如違約或逾期事件；
- 交易對手之貸款人出於與交易對手財困相關之經濟或合約原因，而給予交易對手貸款人原本不會考慮之寬限；
- 交易對手可能破產或進行其他財務重組；或
- 該金融資產的活躍市場因財務困難而消失。

沖銷政策

當有資料顯示債務人出現重大財務困難且並無實際收回之可能之時(例如債務人已清算或進入破產程序)，或(就貿易應收款項而言)款項已逾期超過兩年(以較早者為準)，本集團會沖銷金融資產。已沖銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of financial assets and contracts assets (Continued)

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 adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 主要會計政策(續)

(v) 金融資產及合約資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損率(即違約時的虧損程度)及違約風險敞口的函數。評估違約概率及違約虧損率之依據是過往數據，並就上文所述前瞻性資料作出調整。而金融資產的違約風險敞口為資產於報告日期的賬面總值。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率折現)之間的差額估算。就應收租賃款項而言，用以釐定預期信貸虧損的現金流量與根據香港財務報告準則第16號計量應收租賃款項所用的現金流量一致。

若本集團於前一報告期間按全期預期信貸虧損的相同金額計量金融工具的虧損撥備，但於本報告日期判定不再滿足全期預期信貸虧損的條件，則本集團於本報告日期按12個月預期信貸虧損的相同金額計量虧損撥備，惟使用簡化方法的資產除外。

本集團於損益中確認所有金融工具的減值收益或虧損，並透過虧損撥備賬相應調整其賬面值。

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

Critical judgement in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgement that has the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the Group meets its day-to-day working capital requirements through its continuous positive operating cashflow and the bank and other facilities. Details are explained in Note 2 to the consolidated financial statements.

4. 主要會計政策(續)

(w) 撥備及或然負債

倘本集團須就過往事件承擔法律或推定責任，而履行該責任很可能會導致經濟利益外流，且可作出可靠估計，則本集團會就該時間或數額不定的負債計提撥備。倘貨幣時間價值重大，則按預期履行該責任所需支出的現值計提撥備。

倘經濟利益外流的可能性較低，或是無法對有關金額作出可靠估計，則該責任披露為或然負債，但經濟利益外流的可能性極低則除外。倘本集團的可能責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或然負債，但經濟利益外流的可能性極低則除外。

(x) 報告期後事件

提供有關本集團於報告期末狀況的額外資料的報告期後事項，或表明持續經營假設不恰當的事項，屬於調整事項，並於綜合財務報表內反映。倘屬重大，不屬調整事項的報告期後事項於綜合財務報表附註內披露。

5. 關鍵判斷及主要估計

於應用會計政策時之關鍵判斷

於應用會計政策過程中，董事已作出以下對於綜合財務報表確認之款項有最重大影響之判斷(涉及估計者除外，於下文討論)。

持續經營基準

此等綜合財務報表以持續經營基準編製，本集團透過其持續的正面經營現金流量及銀行與其他融資滿足其日常營運資金需求。詳細解釋見綜合財務報表附註2。

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. CRITICAL JUDGEMENT AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

The carrying amounts of property, plant and equipment and right-of-use assets as at 31 December 2020 were approximately US\$95,383,000 (2019: US\$100,014,000) and approximately US\$103,206,000 (2019: US\$108,918,000) respectively.

5. 關鍵判斷及主要估計(續)

估計不明朗因素的主要來源

下文討論具有重大風險會導致對下一財政年度資產及負債賬面值作出重大調整的有關未來的主要假設及於報告期末不明朗因素估計的其他主要來源。

(a) 物業、廠房及設備以及使用權資產減值

物業、廠房及設備以及使用權資產按成本減累計折舊及減值(倘有)列賬。於釐定資產是否減值時，本集團需作出判斷及估計，尤其需要評估：(1)是否發生可能影響資產價值的事件或任何跡象；(2)資產的賬面值能否由可收回金額(倘為使用價值，即根據持續使用資產估計的未來現金流量之現值淨額)支持；及(3)估計可收回金額時所採用的適當主要假設，包括現金流量預測及適當的折現率。倘無法估計個別資產(包括使用權資產)的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。假設及估計(包括現金流量預測的折現率或增長率)變更可對可收回金額產生重大影響。

於2020年12月31日，物業、廠房及設備以及使用權資產的賬面值分別約為95,383,000美元(2019年：100,014,000美元)及103,206,000美元(2019年：108,918,000美元)。

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

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(b) Income taxes

Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, approximately US\$5,000 (2019: US\$Nil) of Singapore Corporate Income Tax was charged to profit or loss based on the estimated profit from operations. No provision for Hong Kong Profits Tax and the People's Republic of China (the "PRC") Enterprise Income Tax was made since the Group had no assessable profit for the years ended 31 December 2020 and 2019.

(c) Impairment of trade receivables and contract assets

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2020, the carrying amount of trade receivables and contract assets was approximately US\$1,538,000 (2019: US\$2,686,000) and no allowance of doubtful debts was made (2019: Nil).

5. 關鍵判斷及主要估計(續)

估計不明朗因素的主要來源(續)

(b) 所得稅

於釐定所得稅撥備時需作出重大估計。於日常業務中存在眾多最終稅項釐定不明確的交易及計算。倘該等事項的最終稅項結果有別於初步入賬的金額，則該等差額將影響釐定期間的所得稅及遞延稅項撥備。於本年度，已就估計經營所得溢利於損益中扣除新加坡企業所得稅約5,000美元(2019年：零美元)。由於本集團於截至2020年及2019年12月31日止年度並無應課稅溢利，並無就香港利得稅及中華人民共和國(「中國」)企業所得稅作出撥備。

(c) 貿易應收款項及合約資產減值

本集團管理層根據貿易應收款項及合約資產的信貸風險估計貿易應收款項及合約資產的預期信貸虧損的減值虧損金額。基於預期信貸虧損模式計算的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預期收到的所有現金流量之間的差額計算，並按於初始確認時釐定的實際利率折現。倘未來現金流量低於預期，或因事實及情況變化而下調，則可能產生重大減值虧損。

於2020年12月31日，貿易應收款項及合約資產的賬面值約為1,538,000美元(2019年：2,686,000美元)，並無作出呆賬撥備(2019年：無)。

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. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of respective Group entities such as Singapore dollars ("SGD") and Renminbi ("RMB"). During the year, the Group entered into foreign currency forward contracts to hedge the foreign currency risk in respect of bank loans denominated in SGD. The Group monitors its foreign currency exposure closely and will consider further its hedging significant foreign currency exposure should the need arise.

At 31 December 2020, if US\$ had strengthened/weakened 5 per cent against SGD with all other variables held constant, consolidated profit after tax for the year would have been approximately US\$651,000 (2019: US\$833,000) higher/lower, arising mainly as a result of the foreign exchange gains/losses on other loans denominated in SGD.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents and derivative financial assets is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

6. 金融風險管理

本集團的活動承受各種不同的金融風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃是針對難以預測的金融市場，並致力減低對本集團財務表現的潛在不利影響。

(a) 外匯風險

本集團因其部分業務交易、資產及負債以相關集團實體功能貨幣以外的貨幣(如新加坡元(「新加坡元」)及人民幣(「人民幣」))計值，而承受若干外匯風險。年內，本集團訂立外匯遠期合約以對沖與以新加坡元計值的銀行貸款有關的外匯風險。本集團密切監管其外匯風險，並將於需要時考慮進一步對沖重大外匯風險。

於2020年12月31日，假設美元兌新加坡元升值／貶值5%，而所有其他變量維持不變，年度綜合除稅後溢利將增加／減少約651,000美元(2019年：833,000美元)，主要是因以新加坡元計值的其他貸款外匯收益／虧損所致。

(b) 信貸風險

信貸風險是因交易對手未能履行其於金融工具或客戶合約項下責任而導致財務損失的風險。本集團面臨其經營活動(主要為貿易應收款項)及其融資活動(包括銀行及金融機構存款、外匯交易及其他金融工具)產生的信貸風險。本集團因現金及現金等價物及衍生金融資產而產生的信貸風險有限，因為有關交易對手為國際信貸評級機構給予較高信貸評級而本集團認為信貸風險較低的銀行及金融機構。

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. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade receivables and contracts assets

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables, for voyage charter, generally are due within five business days after completion of cargo loading. For CoA, the balances generally are due within three business days after completion of cargo discharging. For demurrage claims, the balances normally are due within 30 days after the finalisation. For asphalt trading, the balance is normally paid within 30 days after the invoice date. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The ECL rate of current trade receivables and contract assets is assessed to be 0% (2019: 0%). No loss allowance provision was recognised during the year.

6. 金融風險管理(續)

(b) 信貸風險(續)

(i) 貿易應收款項及合約資產

客戶信貸風險根據本集團有關客戶信貸風險管理的既定政策、程序及監控按各業務單位進行管理。本集團對所有要求超過一定金額信貸的客戶進行個別信貸評估。該等評估著重於客戶支付到期款項的過往記錄及目前的付款能力，並考慮客戶特有及與客戶經營業務所在經濟環境有關的資料。程租的貿易應收款項一般在完成裝貨後五個營業日內到期。就包運合約而言，一般在完成卸貨後三個營業日內到期。至於滯期費索賠，有關結餘一般於落實後30天內到期。就瀝青貿易而言，有關結餘一般於發票日後30日內支付。餘款逾期3個月以上的債務人必須清償所有未償還結餘，方可獲授進一步信貸。本集團通常不會向客戶收取抵押品。

本集團按相等於全期預期信貸虧損之金額計量貿易應收款項及合約資產虧損撥備，有關金額乃使用撥備矩陣計算得出。由於本集團的過往信貸虧損經驗並無顯示不同細分客戶群發生虧損的情況有顯著差異，因此基於逾期情況作出的虧損撥備並無就本集團不同客戶群作出進一步區分。流動貿易應收款項及合約資產的預期信貸虧損率評估為0% (2019年：0%)。年內並無確認虧損撥備。

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

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) Other receivables

The Group assessed that the ECL for other receivables are not material under 12-month expected losses method. Allowance provision of approximately US\$204,000 (2019: US\$Nil) was recognised during the year.

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

6. 金融風險管理(續)

(b) 信貸風險(續)

(ii) 其他應收款項

本集團評估認為，其他應收款項預期信貸虧損按12個月預期虧損法計並不重大。於本年度確認撥備約204,000美元(2019年：零美元)。

(c) 流動資金風險

本集團的政策為定期監察目前及預期的流動資金需求，以確保本集團維持足夠現金儲備應付其短期及長期流動資金需求。

本集團非衍生金融負債按未折現現金流量呈列的到期分析如下：

		On demand or within 1 year 按要求或 於1年內 US\$'000 千美元	Between 1 and 2 years 1至2年 US\$'000 千美元	Between 2 and 5 years 2至5年 US\$'000 千美元	Over 5 years 5年以上 US\$'000 千美元	Total 總計 US\$'000 千美元
At 31 December 2020	於2020年12月31日					
Borrowings	借款	13,672	15,494	19,835	-	49,001
Lease liabilities	租賃負債	15,620	18,208	14,486	-	48,314
Trade and other payables	貿易及其他應付款項	2,570	-	-	-	2,570
At 31 December 2019	於2019年12月31日					
Borrowings	借款	30,285	8,311	18,121	-	56,717
Finance lease payables	融資租賃應付款項	14,411	16,523	33,244	-	64,178
Trade and other payables	貿易及其他應付款項	12,113	-	-	-	12,113

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. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group's exposure to interest-rate risk mainly arises from its bank deposits, bank loans, loans from a related company and other loans. Bank deposits of approximately US\$2,148,000 (2019: US\$2,129,000) bear interests at fixed interest rates and therefore are subject to fair value interest rate risk. Bank deposits of approximately US\$6,115,000 (2019: US\$357,000), bank loans, loans from a related company and other loans bear interests at variable rates varied with the then prevailing market condition.

The Group used interest rate swaps in order to mitigate its exposure associated with fluctuations relating to interest cash flows.

At 31 December 2020, if interest rates had been 100 basis points (2019: 100 basis points) lower/higher with all other variables held constant, consolidated profit after tax for the year would have been approximately US\$828,000 (2019: US\$1,093,000) higher/lower, arising mainly as a result of lower/higher interest expenses.

6. 金融風險管理(續)

(d) 利率風險

本集團的利率風險主要來自其銀行存款、銀行貸款、來自一間關聯公司的貸款及其他貸款。銀行存款約2,148,000美元(2019年: 2,129,000美元)按固定利率計息, 因此承受公平值利率風險。銀行存款約6,115,000美元(2019年: 357,000美元)、銀行貸款、來自一間關聯公司的貸款及其他貸款按浮動利率(隨當時現行市況變動)計息。

本集團使用利率掉期以減少其面臨的與利息現金流量相關的波動風險。

於2020年12月31日, 倘利率下降/上升100個基點(2019年: 100個基點), 而所有其他變量維持不變, 則年度綜合除稅後溢利將增加/減少約828,000美元(2019年: 1,093,000美元), 主要是因利息開支下降/上升所致。

(e) Categories of financial instruments

(e) 金融工具類別

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Financial assets:	金融資產:		
Financial assets mandatorily measured at FVTPL — derivative financial instruments	強制按公平值計入損益計量的金融資產— 衍生金融工具	230	—
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	12,119	8,069
Financial liabilities:	金融負債:		
Financial liabilities at FVTPL — derivative financial instruments	按公平值計入損益的金融負債— 衍生金融工具	508	286
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	46,104	56,166

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. FINANCIAL RISK MANAGEMENT (Continued)

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statements of financial position approximate their respective fair values.

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

6. 金融風險管理(續)

(f) 公平值

於綜合財務狀況表內反映的本集團金融資產及金融負債的賬面值與其各自的公平值相若。

7. 公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付之價格。下列公平值計量披露採用將公平值計量所使用之估值方法輸入數據分類為三個等級的公平值層級：

第一級輸入數據：本集團於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)。

第二級輸入數據：可直接或間接觀察之資產或負債的輸入數據(不包括第一級內之報價)。

第三級輸入數據：資產或負債不可觀察之輸入數據。

本集團的政策為在導致轉撥的事件或情況變動的日期確認三個等級各級的轉入及轉出。

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

7. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy:

Description 描述		Fair value measurements using: 使用下列層級的公平值計量：			At 31 December 2020 於2020年 12月31日
		Level 1 第一級 US\$'000 千美元	Level 2 第二級 US\$'000 千美元	Level 3 第三級 US\$'000 千美元	US\$'000 千美元
Recurring fair value measurement:	經常性公平值計量：				
Financial assets	金融資產				
Foreign currency forward contracts	外匯遠期合約	-	230	-	230
Recurring fair value measurement:	經常性公平值計量：				
Financial liabilities	金融負債				
Interest rate swap contracts	利率掉期合約	-	508	-	508

Description 描述		Fair value measurements using: 使用下列層級的公平值計量：			At 31 December 2019 於2019年 12月31日
		Level 1 第一級 US\$'000 千美元	Level 2 第二級 US\$'000 千美元	Level 3 第三級 US\$'000 千美元	US\$'000 千美元
Recurring fair value measurement:	經常性公平值計量：				
Financial liabilities	金融負債				
Interest rate swap contracts	利率掉期合約	-	286	-	286

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

7. FAIR VALUE MEASUREMENTS (Continued)

(b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

Level 2 fair value measurements

Description 描述	Valuation technique 估值方法	Inputs 輸入數據	Assets/(liabilities) 資產/(負債)	
			2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Foreign currency forward contracts 外匯遠期合約	Discounted cash flows 折現現金流量	Comparable exchange rate 可比匯率	230	–
Interest rate swap contracts 利率掉期合約	Discounted cash flows 折現現金流量	Interest rate Discount rate 利率折現率	(508)	(286)

During the two years, there were no changes in the valuation techniques used.

於兩個年度，所用估值方法並無變動。

8. REVENUE

Disaggregation of revenue from contracts with customers by services and the timing of revenue recognition for the year are as follow:

8. 收入

年內按服務及收入確認時間劃分的來自客戶合約的收入如下：

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號 範圍內來自客戶合約的收入		
— Voyage charter and CoA, recognised over time	— 程租及包運合約，分段確認	23,332	21,661
— Trading of asphalt, recognised at a point in time	— 瀝青貿易，於時間點確認	–	1,710
Revenue from other sources	來自其他來源的收入		
— Time charter	— 期租	32,641	26,380
		55,973	49,751

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

9. OTHER INCOME

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Bank interest income	銀行利息收益	26	227
Compensation income	賠償收益	426	1,212
Net fair value gains on derivative financial instruments	衍生金融工具公平值收益淨額	8	-
Gain on disposal of derivative financial instruments	出售衍生金融工具收益	9	-
Government grants (Note)	政府補助(附註)	45	3
Sundry income	雜項收益	120	47
		634	1,489

Note: During the year, the Group recognised government grants in respect of COVID-19 related subsidies provided by the government of Hong Kong and Singapore.

附註：年內，本集團確認香港及新加坡政府提供的COVID-19相關補貼之政府補助。

10. SEGMENT INFORMATION

The Group has three operating segments as follows:

Asphalt tanker chartering services	—	Provision of asphalt tanker chartering services
Bulk carrier chartering services	—	Provision of bulk carrier chartering services
Asphalt trading	—	Trading of asphalt

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in Note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated interest revenue, unallocated interest expenses, unallocated corporate income and unallocated corporate expenses.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

10. 分部資料

本集團有以下三個經營分部：

瀝青船租船服務	—	提供瀝青船租船服務
散貨船租船服務	—	提供散貨船租船服務
瀝青貿易	—	瀝青貿易

本集團須予呈報的分部為提供不同產品及服務的戰略業務單位。該等分部分開管理，原因為各業務需要不同的技術及營銷戰略。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部溢利或虧損不包括未分配利息收入、未分配利息開支、未分配公司收益及未分配公司開支。

本集團按猶如銷售或轉讓予第三方(即以當前市價)的方式核算分部間銷售及轉讓。

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

10. SEGMENT INFORMATION (Continued)

Information about operating segment profit or loss, assets and liabilities:

10. 分部資料(續)

有關經營分部溢利或虧損、資產及負債的資料：

		Asphalt tanker chartering services 瀝青船 租船服務 US\$'000 千美元	Bulk carrier chartering services 散貨船 租船服務 US\$'000 千美元	Asphalt trading 瀝青貿易 US\$'000 千美元	Total 總計 US\$'000 千美元
Year ended 31 December 2020:	截至2020年12月31日 止年度：				
Revenue from external customers	來自外部客戶的收入	45,329	10,644	-	55,973
Segment profit/(loss)	分部溢利/(虧損)	7,662	3,577	(3)	11,236
Interest expenses	利息開支	3,846	929	-	4,775
Depreciation	折舊	8,963	1,819	-	10,782
Income tax expense	所得稅開支	5	-	-	5
Additions to segment non-current assets	添置分部非流動資產	442	-	-	442
As at 31 December 2020:	於2020年12月31日：				
Segment assets	分部資產	175,774	31,895	7	207,676
Segment liabilities	分部負債	73,738	16,253	-	89,991
Year ended 31 December 2019:	截至2019年12月31日 止年度：				
Revenue from external customers	來自外部客戶的收入	47,464	577	1,710	49,751
Segment profit	分部溢利	8,057	168	82	8,307
Interest expense	利息開支	5,969	93	-	6,062
Depreciation and amortisation	折舊及攤銷	8,929	160	-	9,089
Additions to segment non-current assets	添置分部非流動資產	664	32,994	-	33,658
As at 31 December 2019:	於2019年12月31日：				
Segment assets	分部資產	185,200	33,277	7	218,484
Segment liabilities	分部負債	92,224	248	-	92,472

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

10. SEGMENT INFORMATION (Continued)

Reconciliations of segment profit or loss:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Revenue	收入		
Total revenue of reportable segments	須予呈報分部收入總額	55,973	49,751
Profit or loss	溢利或虧損		
Total profit or loss of reportable segments	須予呈報分部溢利或虧損總額	11,236	8,307
Unallocated interest revenue	未分配利息收入	1	1
Unallocated interest expenses	未分配利息開支	(31)	(25)
Unallocated corporate income	未分配公司收益	62	1
Unallocated corporate expenses	未分配公司開支	(2,665)	(2,280)
Consolidated profit for the year	年度綜合溢利	8,603	6,004

10. 分部資料(續)

分部溢利或虧損對賬：

Reconciliations of segment assets and liabilities:

分部資產及負債對賬：

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Assets	資產		
Total assets of reportable segments	須予呈報分部資產總值	207,676	218,484
Unallocated amounts:	未分配款項：		
Other corporate assets	其他公司資產	4,849	481
Consolidated total assets	綜合資產總值	212,525	218,965
Liabilities	負債		
Total liabilities of reportable segments	須予呈報分部負債總額	89,991	92,472
Unallocated amounts:	未分配款項：		
Other corporate liabilities	其他公司負債	3,227	21,403
Consolidated total liabilities	綜合負債總額	93,218	113,875

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

10. SEGMENT INFORMATION (Continued)

Geographical information:

Revenue

The Group's business is managed on a worldwide basis. The revenue generated from provision of asphalt tanker chartering services and provision of bulk carrier chartering services which are carried out internationally, and the way in which costs are allocated, preclude a meaningful presentation of geographical information.

The revenue from asphalt trading is mainly generated from customers based in Hong Kong.

Non-current assets

As at 31 December 2020 and 2019, over 99% of the Group's non-current assets are vessels.

The vessels are primarily utilised across geographical markets for shipment of liquid asphalt and bulk carrier throughout the world. Accordingly, it is impractical to present the locations of the vessels by geographical areas and thus no segment analysis is presented.

Revenue from major customers:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Provision of asphalt tanker chartering services	提供瀝青船租船服務		
Customer A	客戶A	15,125	12,179
Customer B (Note (a))	客戶B (附註(a))	6,644	N/A 不適用
Customer C (Note (b))	客戶C (附註(b))	N/A 不適用	11,417
Customer D (Note (b))	客戶D (附註(b))	N/A 不適用	6,352
Customer E (Note (b))	客戶E (附註(b))	N/A 不適用	5,648

Notes:

- (a) Revenue from Customer B represented less than 10% of the Group's revenue for the year ended 31 December 2019.
- (b) Revenue from Customer C, Customer D and Customer E represented less than 10% of the Group's revenue for the year ended 31 December 2020.

10. 分部資料(續)

地區資料:

收入

本集團的業務遍佈全球。提供瀝青船租船服務及提供散貨船租船服務(在全球範圍內開展)產生的收入及分配成本的方式令致呈列地區資料並無意義。

瀝青貿易之收入主要源自香港的客戶。

非流動資產

於2020年及2019年12月31日,本集團逾99%的非流動資產為船舶。

船舶主要用於在全球各地區市場之間裝運液體瀝青及作散貨船。因此,按地理區域呈列船舶位置並不實際,故而並無呈列分部分析。

來自主要客戶的收入:

附註:

- (a) 來自客戶B的收入佔本集團截至2019年12月31日止年度收入不足10%。
- (b) 來自客戶C、客戶D及客戶E的收入佔本集團截至2020年12月31日止年度收入不足10%。

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

11. FINANCE COSTS

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Interest expenses on lease liabilities (Note 18)	租賃負債之利息開支(附註18)	2,600	4,219
Interest rate swap expenses	利率掉期開支	304	67
Interests on borrowings	借款利息	1,902	1,801
		4,806	6,087

11. 融資成本

12. INCOME TAX EXPENSE

Income tax has been recognised in profit or loss as following:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Current tax — Singapore Corporate Income Tax	即期稅項 — 新加坡企業所得稅		
Underprovision in prior year	上年度撥備不足	5	-

12. 所得稅開支

於損益內確認的所得稅如下：

The Group mainly operates in Hong Kong, the PRC and Singapore. During the year ended 31 December 2020, Singapore Corporate Income Tax has been provided at a rate of 17%. No provision for Hong Kong Profits Tax and PRC Enterprise Income Tax was made since the Group has no assessable profit for the year ended 31 December 2020. During the year ended 31 December 2019, no provision for Hong Kong Profits Tax, PRC Enterprise Income Tax and Singapore Corporate Income Tax was made since the Group has no assessable profit for the year ended 31 December 2019.

本集團主要在香港、中國及新加坡經營業務。於截至2020年12月31日止年度，已按17%的稅率計提新加坡企業所得稅。並無計提香港利得稅及中國企業所得稅，因為本集團截至2020年12月31日止年度並無應課稅溢利。於截至2019年12月31日止年度，並無計提香港利得稅、中國企業所得稅及新加坡企業所得稅，因為本集團截至2019年12月31日止年度並無應課稅溢利。

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

12. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Profit before tax	除稅前溢利	8,608	6,004
Tax at Hong Kong Profits Tax rate of 16.5% (2019: 16.5%)	按香港利得稅稅率 16.5% (2019年：16.5%) 計算的稅項	1,420	991
Tax effect of income that is not taxable	毋須課稅收益的稅務影響	(9,379)	(8,531)
Tax effect of expenses that are not deductible	不可扣稅開支的稅務影響	7,715	7,309
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	361	327
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	(117)	(96)
Underprovision in prior year	上年度撥備不足	5	-
Income tax expense	所得稅開支	5	-

As at 31 December 2020, the Group has unused tax losses of approximately US\$3,277,000 (2019: US\$2,938,000) available for offset against future profits. No deferred tax assets have been recognised due to the unpredictability of future profit streams from those loss making subsidiaries. The aforesaid unused tax losses of the Group have not yet been agreed by respective tax authorities. The expiry date of unrecognised tax losses are summarised as follows:

12. 所得稅開支(續)

所得稅開支與除稅前溢利乘以香港利得稅稅率所得結果的對賬如下：

於2020年12月31日，本集團有未動用稅項虧損約3,277,000美元(2019年：2,938,000美元)可供用於抵銷未來溢利。由於該等錄得虧損的附屬公司的未來溢利流不可預測，故並無確認遞延稅項資產。上述本集團未動用稅項虧損尚未經相關稅務機關同意。未確認稅項虧損的到期日概列如下：

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
On 31 December 2022	於2022年12月31日	43	43
On 31 December 2023	於2023年12月31日	789	789
On 31 December 2024	於2024年12月31日	1,003	1,003
On 31 December 2025	於2025年12月31日	1,442	-
Carried forward indefinitely	無限期結轉	-	1,103
		3,277	2,938

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

13. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging/(crediting) the following:

13. 年度溢利

本集團年度溢利乃經扣除／(計入)下列各項後呈列：

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Auditors' remuneration	核數師薪酬	154	160
Allowance for other receivables	其他應收款項撥備	204	-
Cost of inventories sold	已售存貨成本	-	1,600
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,079	3,117
Depreciation of right-of-use assets	使用權資產折舊	5,858	6,065
Exchange losses, net	匯兌虧損淨額	89	218
Fair value (gains)/losses on derivative financial instruments, net	衍生金融工具公平值(收益)／虧損淨額	(8)	201
(Gain)/loss on disposal of derivative financial instruments	出售衍生金融工具(收益)／虧損	(9)	5
Write-off of trade receivables	貿易應收款項沖銷	38	-
Write-off of other receivables	其他應收款項沖銷	183	-
Staff costs (including directors' emoluments)	員工成本(包括董事薪酬)		
— Salaries, bonuses and allowances	— 薪金、花紅及津貼	1,589	1,048
— Retirement benefits scheme contributions	— 退休福利計劃供款	34	109
— Other benefits	— 其他福利	170	146
		1,793	1,303

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

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments of each director are set out below:

Year ended		Fees	Salaries and allowances	Discretionary bonuses	Retirement benefit scheme	Total
					contributions	
		袍金	薪金及津貼	酌情花紅	退休福利計劃供款	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Year ended	截至2020年					
31 December 2020	12月31日止年度					
Mr. Wang Faqing	王法清先生	87	-	28	-	115
Mr. Xu Wenjun	徐文均先生	128	-	89	-	217
Mr. Ding Yuzhao	丁玉釗先生	-	-	8	-	8
Mr. Lai Guanrong	賴觀榮先生	34	-	-	-	34
Mr. Suen Chi Wai	孫志偉先生	34	-	-	-	34
Mr. Xu Jie	徐捷先生	34	-	-	-	34
		317	-	125	-	442
Year ended	截至2019年					
31 December 2019	12月31日止年度					
Mr. Wang Faqing (Note a)	王法清先生(附註a)	16	-	-	-	16
Mr. Ding Xiaoli (Note b)	丁肖立先生(附註b)	-	-	-	-	-
Mr. Xu Wenjun	徐文均先生	-	88	-	5	93
Mr. Ding Yuzhao	丁玉釗先生	-	-	-	-	-
Mr. Lai Guanrong	賴觀榮先生	25	-	-	-	25
Mr. Suen Chi Wai	孫志偉先生	25	-	-	-	25
Mr. Xu Jie	徐捷先生	25	-	-	-	25
		91	88	-	5	184

Notes:

(a) Appointed on 30 August 2019.

(b) Resigned on 30 August 2019.

There were no arrangements under which a director waived or agreed to waive any emoluments during the year (2019: Nil).

附註：

(a) 於2019年8月30日獲委任。

(b) 於2019年8月30日辭任。

年內概無董事放棄或同意放棄任何薪酬的安排(2019年：無)。

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

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included two (2019: one) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining three (2019: four) individuals are set out below:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Salaries and allowances	薪金及津貼	223	241
Discretionary bonuses	酌情花紅	124	–
Retirement benefits scheme contributions	退休福利計劃供款	–*	15
		347	256

* Less than US\$1,000

The emoluments fell within the following band:

		Number of individuals	
		人數	
		2020	2019
		2020年	2019年
Nil to HK\$1,000,000	零至1,000,000港元	3	4

(c) Directors' material interests in transactions, arrangements or contracts

Saved as disclosed in Notes 27 and 35, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

14. 董事及僱員薪酬(續)

(b) 五名最高薪酬人士

年內本集團五名最高薪酬人士中包括兩名(2019年：一名)董事，其薪酬於上文所列分析反映。其餘三名(2019年：四名)人士的薪酬載列如下：

* 不足1,000美元

有關薪酬介於下列範圍：

(c) 董事於交易、安排或合約中的重大權益

除附註27及35內所披露者外，概無於本年度末或於本年度內任何時間仍然存續的與本集團業務有關、本公司為其訂約方且本公司董事及董事之關連人士直接或間接於其中擁有重大權益的其他重大交易、安排及合約。

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

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2020, there were no loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favor of directors (2019: Nil).

15. DIVIDEND

The directors do not recommend the payment of a dividend (2019: Nil).

16. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the following:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Earnings	盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度溢利	8,603	6,004
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares	普通股加權平均數	423,169	400,000

No diluted earnings per share was presented for the year ended 31 December 2020 (2019: Nil) as there was no potential ordinary share outstanding.

14. 董事及僱員薪酬(續)

(d) 有關以董事、其受控法團及其關連實體為受益人的貸款、準貸款及其他交易的資料

於截至2020年12月31日止年度，本公司或本公司的附屬公司(如適用)概無以董事為受益人訂立任何貸款、準貸款及其他交易(2019年：無)。

15. 股息

董事不建議派付股息(2019年：無)。

16. 每股盈利

每股基本盈利的計算基於以下各項：

由於並無潛在未發行普通股，因此並無呈列截至2020年12月31日止年度的每股攤薄盈利(2019年：無)。

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

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Vessels & dry-docking	Office equipment & motor vehicle	Total
		船舶及乾塢	辦公設備及 汽車	總計
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Cost	成本			
At 1 January 2019	於2019年1月1日	207,888	59	207,947
Reclassification upon adoption of HKFRS 16	於採納香港財務報告準則 第16號後重新分類	(133,443)	–	(133,443)
Additions	添置	33,658	68	33,726
Exchange differences	匯兌差額	–	1	1
At 31 December 2019 and 1 January 2020	於2019年12月31日及 2020年1月1日	108,103	128	108,231
Additions	添置	442	4	446
Write-off	沖銷	–	(1)	(1)
Exchange differences	匯兌差額	–	4	4
At 31 December 2020	於2020年12月31日	108,545	135	108,680
Accumulated depreciation	累計折舊			
At 1 January 2019	於2019年1月1日	23,732	25	23,757
Reclassification upon adoption of HKFRS 16	於採納香港財務報告準則 第16號後重新分類	(18,656)	–	(18,656)
Charge for the year	年內扣除	3,096	21	3,117
Exchange differences	匯兌差額	–	(1)	(1)
At 31 December 2019 and 1 January 2020	於2019年12月31日及 2020年1月1日	8,172	45	8,217
Charge for the year	年內扣除	5,058	21	5,079
Write-off	沖銷	–	(1)	(1)
Exchange differences	匯兌差額	–	2	2
At 31 December 2020	於2020年12月31日	13,230	67	13,297
Carrying amount	賬面值			
At 31 December 2020	於2020年12月31日	95,315	68	95,383
At 31 December 2019	於2019年12月31日	99,931	83	100,014

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

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2020, the carrying amounts of vessels pledged as securities for the Group's bank loans and other loans amounted to approximately US\$63,964,000 (2019: US\$66,865,000) and approximately US\$31,016,000 (2019: Nil) respectively (Note 27).

18. RIGHT-OF-USE ASSETS

		Vessels 船舶	Leased properties 租賃物業	Total 總計
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2019	於2019年1月1日	114,787	199	114,986
Depreciation	折舊	(5,993)	(72)	(6,065)
Exchange differences	匯兌差額	-	(3)	(3)
At 31 December 2019	於2019年12月31日	108,794	124	108,918
Additions	添置	-	143	143
Depreciation	折舊	(5,724)	(134)	(5,858)
Exchange differences	匯兌差額	-	3	3
At 31 December 2020	於2020年12月31日	103,070	136	103,206

Lease liabilities of approximately US\$45,355,000 (2019: US\$56,900,000) are recognised with related right-of-use assets of approximately US\$103,206,000 (2019: US\$108,918,000) as at 31 December 2020. The lease agreements do not impose any covenants other than the security interests in the vessels that are held by the lessor (Note 28). Except for leased vessels with carrying amount of approximately US\$103,070,000 (2019: US\$108,794,000), there is no other leased asset that was used as security for borrowing purposes.

17. 物業、廠房及設備(續)

於2020年12月31日，質押作為本集團銀行貸款及其他貸款擔保的船舶賬面值分別為約63,964,000美元(2019年：66,865,000美元)及約31,016,000美元(2019年：零)(附註27)。

18. 使用權資產

於2020年12月31日，確認租賃負債約45,355,000美元(2019年：56,900,000美元)，相關使用權資產約103,206,000美元(2019年：108,918,000美元)。除出租人持有的船舶擔保權益(附註28)外，租賃協議並無施加任何契諾。除賬面值約103,070,000美元(2019年：108,794,000美元)的租賃船舶外，並無其他租賃資產用作借款抵押。

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

18. RIGHT-OF-USE ASSETS (Continued)

18. 使用權資產(續)

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Depreciation expenses on right-of-use assets	使用權資產的折舊費用	5,858	6,065
Interest expense on lease liabilities (included in finance costs)	租賃負債的利息開支 (計入融資成本)	2,600	4,219
Expenses relating to short-term leases (included in administrative expenses)	與短期租賃有關的開支 (計入行政開支)	66	56
Expenses relating to leases of low-value assets (included in administrative expenses)	與租賃低價值資產有關的開支 (計入行政開支)	8	9

Details of total cash outflow for leases are set out in Note 32(c).

租賃現金流出總額詳情載於附註32(c)。

For both years, the Group leases certain vessels and offices for its operations. Lease contracts are entered into for fixed terms ranging from 1 to 5 years (2019: 1 to 5 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.

於兩個年度，本集團為開展業務租賃若干船舶及辦公室。訂立的租賃合約固定期限為1至5年(2019年：1至5年)。租賃條款乃按個別基準磋商，包括各種不同的條款及條件。於釐定租期及評估不可撤銷期限時，本集團應用合約的定義並釐定合約可強制執行的期限。

No lease of the Group includes an option to renew the lease for an additional period after the end of the contract term.

本集團的租賃概不包含於合約期滿後續約的選擇權。

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

19. DERIVATIVE FINANCIAL INSTRUMENTS

19. 衍生金融工具

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Financial assets	金融資產		
Fair value of foreign currency forward contracts	外匯遠期合約公平值	230	-
Financial liabilities	金融負債		
Fair value of interest rate swap contracts	利率掉期合約公平值	508	286

The Group entered into certain foreign currency forward contracts and interest rate swap contracts with banks to manage its exchange rate and interest rate exposure.

The foreign currency forward contracts are measured at FVTPL. The fair value has been estimated using discounted cash flows that are based on forward exchange rates and contract forward rates. At 31 December 2019, there was no outstanding foreign currency forward contract.

The interest rate swap contracts are measured at FVTPL. The fair value has been estimated using discounted cash flows that are based on interest rates and discount rates.

本集團與銀行訂立若干外匯遠期合約及利率掉期合約以管理其匯率及利率風險。

外匯遠期合約按公平值計入損益計量。公平值乃使用基於遠期匯率及合約遠期匯率的折現現金流量估計。於2019年12月31日，並無尚未了結之遠期外匯合約。

利率掉期合約按公平值計入損益計量。公平值乃使用基於利率及折現率的折現現金流量估計。

20. INVENTORIES

20. 存貨

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Bunker and lubricant oil for vessels	船舶燃料及潤滑油	1,409	1,508

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

21. TRADE RECEIVABLES

For time charter, the Group generally receives monthly prepayments from customers. For voyage charter, the Group generally receives full payments within five business days after completion of cargo loading. For CoA, the Group generally receives full payments within three business days after completion of cargo discharging. For demurrage claims, the balances are normally paid within 30 days after the finalisation. For trading of asphalt, the balances are normally paid within 30 days after the invoice date. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade receivables, based on the invoice date, is as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
0 to 30 days	0至30日	1,462	2,167
Over 30 days	30日以上	-	146
		1,462	2,313

The carrying amounts of the Group's trade receivables are denominated in US\$.

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Other receivables	其他應收款項	173	1,152
Deposits and prepayments	按金及預付款項	413	491
		586	1,643

21. 貿易應收款項

就期租而言，本集團一般按月向客戶收取預付款。就程租而言，本集團一般會在裝貨完成後五個營業日內收到全部款項。就包運合同而言，本集團一般於完成卸貨後三個營業日內收取全部款項。至於滯期費索賠，有關結餘一般於落實後30天內支付。就瀝青貿易而言，有關結餘一般於發票日期後30天內支付。每名客戶均有最高信貸限額。本集團嚴格控制其未償還應收款項。董事定期檢討逾期結餘。

按發票日期呈列的貿易應收款項賬齡分析如下：

22. 其他應收款項、按金及預付款項

本集團貿易應收款項的賬面值以美元計值。

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

23. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

- (a) The Group's pledged bank deposits included deposits pledged to a bank to secure bank loans granted to the Group (Note 27). The deposits were denominated in US\$ and bore fixed interest rate of 0.15% (2019: 2.0%) per annum, and therefore were subject to fair value interest rate risk.
- (b) At 31 December 2020, bank balances of approximately US\$1,660,000 (2019: US\$1,223,000) were restricted from being used and charged over the Group's bank loans (Note 27).

At 31 December 2020, bank balances of approximately US\$1,234,000 (2019: US\$511,000) were restricted from being used and charged over the Group's lease liabilities

- (c) At 31 December 2020, the bank and cash balances of the Group denominated in RMB and kept in the PRC amounted to approximately US\$147,000 (2019: US\$61,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

23. 已抵押銀行存款以及銀行及現金結餘

- (a) 本集團的已抵押銀行存款包括抵押予銀行作為授予本集團銀行貸款擔保的存款(附註27)。該等存款以美元計值，按固定利率每年0.15%(2019年：2.0%)計息，因此面臨公平值利率風險。
- (b) 於2020年12月31日，約1,660,000美元(2019年：1,223,000美元)的銀行結餘受限制使用及作為本集團銀行貸款的質押(附註27)。

於2020年12月31日，約1,234,000美元(2019年：511,000美元)的銀行結餘受限制使用及作為本集團租賃負債的質押

- (c) 於2020年12月31日，本集團以人民幣計值並存置於中國的銀行及現金結餘約為147,000美元(2019年：61,000美元)。人民幣兌換為外幣須受中國的《外匯管理條例》及《結匯、售匯及付匯管理規定》規限。

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

24. SHARE CAPITAL

24. 股本

		Number of shares 股份數目	Amount 金額 US\$'000 千美元
Authorised:	法定：		
At 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020 (US\$0.01 each)	於2019年1月1日、 2019年12月31日、 2020年1月1日及2020年 12月31日(每股0.01美元)	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2019, 31 December 2019 and 1 January 2020	於2019年1月1日、2019年 12月31日及2020年1月1日	400,000,000	4,000
Issue of shares (Note)	發行股份(附註)	40,000,000	400
At 31 December 2020 (US\$0.01 each)	於2020年12月31日 (每股0.01美元)	440,000,000	4,400

Note: On 19 May 2020, the Company entered into two subscription agreements (the "Subscription Agreements") with Forever Win Asia Trading Limited and Profit Source HK Trading Limited (the "Subscribers"), pursuant to the Subscription Agreements, the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, an aggregate of 40,000,000 subscription shares (the "Subscription Shares") at the subscription price of HK\$1.092 per Subscription Share for an aggregate cash consideration of HK\$43,680,000 (equivalent to approximately US\$5,628,866). The subscription was completed on 3 June 2020.

附註：於2020年5月19日，本公司與Forever Win Asia Trading Limited及廣源香港貿易有限公司（「該等認購人」）訂立兩份認購協議（「該等認購協議」），根據該等認購協議，本公司已有條件同意配發及發行，而該等認購人已有條件同意按認購價每股認購股份1.092港元認購合共40,000,000股認購股份（「認購股份」），總現金代價為43,680,000港元（相當於約5,628,866美元）。該認購事項已於2020年6月3日完成。

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

本集團的資本管理目標是保障本集團持續經營的能力並通過優化債務與權益之間的平衡使股東回報最大化。

The only externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained sufficient public float as required by the Listing Rules. As at 31 December 2020, over 25% (2019: over 25%) of the shares were in public hands.

本集團為維持其於聯交所的上市地位唯一須遵守的外界資本規定是公眾持股量不低於25%的股份。根據本公司公開可獲得的資料及據董事所知，本公司已維持上市規則規定的足夠公眾持股量。於2020年12月31日，超過25%（2019年：超過25%）的股份由公眾人士持有。

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

25. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

25. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

		As at 31 December	
		於12月31日	
		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資 36	55,603	55,603
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	17	31
Due from subsidiaries	應收附屬公司款項 36	19,962	15,422
Bank and cash balances	銀行及現金結餘	37	25
Total current assets	流動資產總值	20,016	15,478
TOTAL ASSETS	資產總值	75,619	71,081
EQUITY AND LIABILITIES	權益及負債		
Share capital	股本 24	4,400	4,000
Reserves	儲備 25(b)	70,875	66,389
Total equity	權益總額	75,275	70,389
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	229	569
Due to subsidiaries	應付附屬公司款項 36	115	123
Total current liabilities	流動負債總額	344	692
TOTAL EQUITY AND LIABILITIES	權益及負債總額	75,619	71,081

Approved by the Board of Directors on 25 March 2021 and is signed on its behalf by:

於2021年3月25日獲董事會批准，並由下列人士代表簽署：

Xu Wenjun
徐文均

Wang Faqing
王法清

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

25. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(b) Reserve movement of the Company

		Share premium 股份溢價 US\$'000 千美元	Accumulated losses 累計虧損 US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January 2019	於2019年1月1日	69,663	(2,535)	67,128
Loss for the year	年度虧損	-	(739)	(739)
At 31 December 2019 and 1 January 2020	於2019年12月31日及 2020年1月1日	69,663	(3,274)	66,389
Issue of shares	發行股份	5,229	-	5,229
Loss for the year	年度虧損	-	(743)	(743)
At 31 December 2020	於2020年12月31日	74,892	(4,017)	70,875

26. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserve

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall in the ordinary course of business.

25. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

26. 儲備

(a) 本集團

本集團的儲備金額及其變動情況列示於綜合損益及其他全面收益表以及綜合權益變動表。

(b) 儲備的性質及目的

(i) 股份溢價

根據開曼群島公司法，於本公司股份溢價賬的資金可供分派予本公司股東，前提為緊隨建議分派股息之日後本公司有能力清償其日常業務中的到期債務。

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

26. RESERVES (Continued)

(b) Nature and purpose of reserve (Continued)

(ii) Capital reserve

The capital reserve represents waiver of amount due to the controlling shareholders. As the waived amount is in substance equivalent to a capital contribution to the Group, hence, it has been accounted for as capital reserve.

(iii) Merger reserve

The merger reserve of the Group represents the difference between the cost of investment in Xin Yuan Ocean Shipping (HK) Group Limited ("Xin Yuan Ocean") over the nominal value of shares of Xin Yuan Ocean acquired pursuant to the reorganisation.

(iv) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange difference arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 4(b)(iii) to the consolidated financial statements.

26. 儲備(續)

(b) 儲備的性質及目的(續)

(ii) 資本儲備

資本儲備為應付控股股東款項豁免。由於獲豁免款項實質上相等於向本集團的出資，因此入賬列作資本儲備。

(iii) 合併儲備

本集團的合併儲備為於信源遠洋運輸(香港)集團有限公司(「信源遠洋」)的投資成本與根據重組所收購信源遠洋股份面值之間的差額。

(iv) 外幣兌換儲備

外幣兌換儲備包括換算海外業務財務報表所產生所有外匯差額。儲備乃根據綜合財務報表附註4(b)(iii)所載的會計政策處理。

27. BORROWINGS

27. 借款

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Bank loans, secured	銀行貸款，有抵押	25,174	32,317
Other loans, secured	其他貸款，有抵押	15,860	8,716
Loans from a related company, unsecured (Note)	來自一間關聯公司之貸款(附註)	2,500	11,736
		43,534	52,769

Note: Mr. Xu Wenjun, the director of the Company, has beneficial interests in the relate company.

附註：本公司董事徐文均先生於該關聯公司擁有實益權益。

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

27. BORROWINGS (Continued)

The borrowings are repayable as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Within one year	一年以內	12,787	27,831
More than one year, but not exceeding two years	一年以上但不超過兩年	15,087	7,379
More than two years, but not more than five years	兩年以上但不超過五年	15,660	17,559
		43,534	52,769
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算金額 (列為流動負債)	(12,787)	(27,831)
Amount due for settlement after 12 months	於12個月後到期結算金額	30,747	24,938

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
US\$	美元	30,360	36,052
SGD	新加坡元	13,174	16,717
		43,534	52,769

27. 借款(續)

應償還借款如下：

本集團借款的賬面值以下列貨幣列值：

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

27. BORROWINGS (Continued)

The effective interest rates as at 31 December were as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Bank loans	銀行貸款	2.90%–4.56%	4.40%–5.31%
Loans from a related Company	來自一間關聯公司之貸款	4.08%	5.84%
Other loans	其他貸款	3.93%–4.08%	5.84%

All borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

Bank loans were obtained for the sole purpose of the construction of the vessels. At 31 December 2020, the bank loans were secured by the followings:

- (i) Mortgage over the Group's vessels (Note 17);
- (ii) Corporate guarantee provided by the Company and subsidiaries; and
- (iii) Pledged bank deposits (Note 23(a)) and restricted bank balances (Note 23(b)).

Other loans were obtained for the additional working capital of the Group. At 31 December 2020, the bank loans were secured by the followings:

- (i) Mortgage over the Group's vessels (Note 17);
- (ii) Corporate guarantee provided by the Company and subsidiaries; and
- (iii) Restricted bank balances (Note 23(b))

27. 借款(續)

於12月31日實際利率如下：

所有借款乃按浮動利率安排，因此使本集團面臨現金流量利率風險。

銀行貸款是純粹為建造船舶而取得。於2020年12月31日，銀行貸款以下列項目作抵押：

- (i) 本集團船舶的押記(附註17)；
- (ii) 本公司及附屬公司提供的公司擔保；及
- (iii) 已抵押銀行存款(附註23(a))及受限制銀行結餘(附註23(b))。

其他貸款是為本集團補充營運資金而取得。於2020年12月31日，銀行貸款以下列項目作抵押：

- (i) 本集團船舶的押記(附註17)；
- (ii) 本公司及附屬公司提供的公司擔保；及
- (iii) 受限制銀行結餘(附註23(b))

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

28. LEASE LIABILITIES

28. 租賃負債

		Minimum lease payments 最低租賃付款	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within one year	一年以內	15,620	14,411
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	32,694	49,767
		48,314	64,178
Less: Future finance charges	減：未來融資費用	(2,959)	(7,278)
Present value of lease obligations	租賃責任現值	45,355	56,900

		Present value of minimum lease payments 最低租賃付款現值	
		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within one year	一年以內	14,184	11,635
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	31,171	45,265
Present value of lease obligations	租賃責任現值	45,355	56,900
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算金額 (列為流動負債)	(14,184)	(11,635)
Amount due for settlement after 12 months	於12個月後到期結算金額	31,171	45,265

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

28. LEASE LIABILITIES (Continued)

The carrying amounts of the Group's lease liabilities are denominated in US\$.

At 31 December 2020, the lease liabilities were secured by the followings:

- (i) Charges over the Group's right-of-use assets (Note 18);
- (ii) Corporate guarantee provided by the Company and/or subsidiaries;
- (iii) Restricted bank balances (Note 23(b)); and
- (iv) Shares of subsidiaries.

28. 租賃負債(續)

本集團租賃負債的賬面值以美元計值。

於2020年12月31日，租賃負債以下列項目作抵押：

- (i) 本集團使用權資產的押記(附註18)；
- (ii) 本公司及／或附屬公司提供的公司擔保；
- (iii) 受限制銀行結餘(附註23(b))；及
- (iv) 附屬公司的股份。

29. CONTRACT ASSETS AND CONTRACT LIABILITIES

29. 合約資產及合約負債

Contract assets		2020	2019
合約資產		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Unbilled revenue — voyage charter and CoA	未開具賬單收入 — 程租及包運合約	76	373
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade receivables"	香港財務報告準則第15號範圍內來自客戶合約的應收款項，計入「貿易應收款項」	1,462	2,313

Amounts relating to contract assets are unbilled amount resulting from voyage charter and CoA over time. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues invoice to the customer.

There were no significant changes in the contract assets balances during the reporting period.

The amount of contract assets that is expected to be recovered no more than one year is approximately US\$76,000 (2019: US\$373,000).

與合約資產有關的款項為分段確認程租及包運合約的未開具賬單金額。合約資產於有關權利成為無條件時轉至應收款項。此一般於本集團向客戶發出賬單時發生。

報告期內合約資產結餘未發生重大變化。

預計於不超過一年內收回的合約資產金額為約76,000美元(2019年：373,000美元)。

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

29. CONTRACT ASSETS AND CONTRACT LIABILITIES 29. 合約資產及合約負債(續)

(Continued)

Contract liabilities 合約負債		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Billings in advance — voyage charter and CoA	預先開具賬單 — 程租及包運合約	532	187

Contract liabilities relating to the advance payments made by the customers or billing involved to the customers (whichever is earlier) while underlying services are yet to be provided. Such liabilities decreased as a result of decrease in advance payments made by the customers or billing raised to the customers.

合約負債產生自客戶就尚未提供的相關服務預付款項或向客戶開具賬單(以較早者為準)。由於客戶預付款項或向客戶開具賬單減少，有關負債有所減少。

There were no significant changes in the contract liabilities balances during the reporting period.

報告期內合約負債結餘未發生重大變化。

Movements in contract liabilities:

合約負債變動：

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Balance at 1 January	於1月1日之結餘	187	869
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the year	年內確認年初計入合約負債的收入致使合約負債減少	(187)	(869)
Increase in contract liabilities as a result of billing in advance of voyage charter and CoA	程租及包運合約預先開具賬單致使合約負債增加	480	187
Increase in contract liabilities as a result of advance payments made by customers	客戶預付款項致使合約負債增加	52	-
Balance at 31 December	於12月31日之結餘	532	187

The amount of billings in advance of performance received that is expected to be recognised as income no more than one year is approximately US\$532,000 (2019: US\$187,000).

預計於不超過一年內確認為收益之履約前預先開具賬單金額為約532,000美元(2019年：187,000美元)。

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

30. TRADE PAYABLES

The ageing analysis of trade payables, based on the invoice date, is as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
0 to 30 days	0至30日	1,695	1,480
31 to 60 days	31至60日	150	26
Over 60 days	60日以上	64	414
		1,909	1,920

The carrying amounts of the Group's trade payables are denominated in US\$.

30. 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

本集團貿易應付款項的賬面值以美元計值。

31. OTHER PAYABLES AND ACCRUALS

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Receipts in advance	預收款項	439	189
Other payables and accruals	其他應付款項及應計費用	941	1,624
		1,380	1,813

31. 其他應付款項及應計費用

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

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

Additions to right-of-use assets during the year of approximately US\$143,000 (2019: US\$199,000) were financed by lease liabilities.

(b) 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 statements of cash flows as cash flows from financing activities.

32. 綜合現金流量表附註

(a) 重大非現金交易

年內使用權資產添置約143,000美元(2019年: 199,000美元)乃由租賃負債撥付。

(b) 融資活動產生負債的對賬

下表詳列本集團融資活動產生負債的變動，包括現金及非現金變動。融資活動產生的負債為現金流量已經或未來現金流量將會於本集團綜合現金流量表歸類為融資活動所得現金流量的負債。

	At 1 January 2020 於2020年 1月1日 US\$'000 千美元	Additions of lease liabilities 新增 租賃負債 US\$'000 千美元	Cash flows, net 現金 流量淨額 US\$'000 千美元	Non-cash interest 非現金權益 US\$'000 千美元	Exchange differences 匯兌差額 US\$'000 千美元	At 31 December 2020 於2020年 12月31日 US\$'000 千美元
Borrowings 借款	52,769	-	(9,379)	-	144	43,534
Lease liabilities 租賃負債	56,900	143	(11,717)	27	2	45,355
Total 總計	109,669	143	(21,096)	27	146	88,889

	At 1 January 2019 於2019年 1月1日 US\$'000 千美元	Impact on initial application of HKFRS 16 首次應用香港 財務報告 準則第16號 的影響 US\$'000 千美元	Restated balance at 1 January 2019 經重列 於2019年 1月1日 之結餘 US\$'000 千美元	Cash flows, net 現金 流量淨額 US\$'000 千美元	Non-cash interest 非現金權益 US\$'000 千美元	Exchange differences 匯兌差額 US\$'000 千美元	At 31 December 2019 於2019年 12月31日 US\$'000 千美元
Borrowings 借款	39,431	-	39,431	13,127	-	211	52,769
Finance lease payables 融資租賃應付款項	68,321	(68,321)	-	-	-	-	-
Lease liabilities 租賃負債	-	68,520	68,520	(11,649)	25	4	56,900
Total 總計	107,752	199	107,951	1,478	25	215	109,669

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

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Within operating cash flows	屬於經營現金流量	2,647	4,259
Within financing cash flows	屬於融資現金流量	11,717	11,649
		14,364	15,908

These amounts relate to the following:

		2020 2020年 US\$'000 千美元	2019 2019年 US\$'000 千美元
Lease rental paid	已付租賃租金	14,364	15,908

33. CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any significant contingent liabilities (2019: Nil).

32. 綜合現金流量表附註(續)

(c) 租賃現金流出總額

租賃計入現金流量表的金額包括以下：

該等金額與下列項目相關：

33. 或然負債

於2020年12月31日，本集團並無任何重大或然負債(2019年：無)。

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

34. OPERATING LEASE ARRANGEMENTS

The Group as lessee

The Group regularly entered into short-term leases for office premises. As at 31 December 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in Note 18.

As at 31 December 2020, the outstanding lease commitments relating to these leases is approximately US\$5,000 (2019: US\$14,000).

The Group as lessor

Operating leases relate to future aggregate minimum charter hire income receivable under non-cancellable time charters. The lessee does not have an option to purchase the vessels at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Within one year	一年以內	19,680	25,076
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	5,426	20,625
		25,106	45,701

34. 經營租賃安排

本集團作為承租人

本集團定期就辦公物業訂立短期租賃。於2020年12月31日，短期租賃組合與附註18披露的短期租賃開支的短期租賃組合相若。

於2020年12月31日，與該等租賃有關的未償還租賃承擔約為5,000美元(2019年：14,000美元)。

本集團作為出租人

經營租賃與根據不可撤銷期租應收的未來最低租金收入總額有關。承租人並無在租期屆滿時購買船舶的選擇權。

就租賃應收的最低租賃付款如下：

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

35. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Interest paid to a related company (Note)	向一間關聯公司支付的利息 (附註)	176	106

Note: Mr. Xu Wenjun, the director of the Company, has beneficial interests in the related company.

附註：本公司董事徐文均先生於該關聯公司擁有實益權益。

- (b) The remuneration of directors and other members of key management during the year was as follows:

		2020	2019
		2020年	2019年
		US\$'000	US\$'000
		千美元	千美元
Short-term benefits	短期福利	698	329
Retirement benefit Scheme contributions	退休福利計劃供款	1	20
		699	349

35. 關聯方交易

- (a) 除綜合財務報表其他地方所披露的關聯方交易及結餘外，本集團於年內與其關聯方進行了以下交易：

- (b) 董事及主要管理層其他成員於年內的薪酬如下：

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

36. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2020 are as follows:

36. 主要附屬公司

於2020年12月31日，主要附屬公司的詳情如下：

Name	Principal place of operation	Place of incorporation/ establishment	Particular of issued share capital	Percentage ownership interest/ voting power/ profit sharing	Principal activities
名稱	主要營業地點	註冊成立/ 成立地點	已發行股本詳情	所有權/ 投票權/ 溢利分成比例	主要業務
Directly held:					
直接持有：					
Virtue Glory Holdings Limited	Hong Kong	The British Virgin Islands	10,000 ordinary shares of US\$1 each	100%	Investment holding
Virtue Glory Holdings Limited	香港	英屬處女群島	10,000股每股面值1美元的普通股	100%	投資控股
Indirectly held:					
間接持有：					
Baustella Shipping (Hong Kong) Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Vessel owning and chartering
紫荊星船務(香港)有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	擁有船舶及船舶租賃
Begstella Shipping (Hongkong) Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Vessel owning and chartering
海棠星船務(香港)有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	擁有船舶及船舶租賃
China Union Sealand Group Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Investment holding
中聯海陸集團有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	投資控股
Jastella Shipping (Hong Kong) Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Vessel owning and chartering
茉莉星船務(香港)有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	擁有船舶及船舶租賃
Lotstella Shipping (Hongkong) Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Vessel owning and chartering
荷花星船務(香港)有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	擁有船舶及船舶租賃
Oasis Oriental Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1 each	100%	Asphalt trading
東方綠洲有限公司	香港	香港	10,000股每股面值1港元的普通股	100%	瀝青貿易

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

36. PRINCIPAL SUBSIDIARIES (Continued)

36. 主要附屬公司 (續)

Name	Principal place of operation	Place of incorporation/ establishment	Particular of issued share capital	Percentage ownership interest/ voting power/ profit sharing	Principal activities
名稱	主要營業地點	註冊成立/ 成立地點	已發行股本詳情	所有權/ 投票權/ 溢利分成比例	主要業務
Phoenix Shipping (Hong Kong) Limited 鳳凰船務(香港)有限公司	Hong Kong 香港	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃
Shun Yuen Group (Hong Kong) Limited 信源集團(香港)有限公司	Hong Kong 香港	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	100%	Investment holding 投資控股
Xin De Yuan (Hong Kong) Shipping Limited 信德源(香港)船務有限公司	Hong Kong 香港	Hong Kong 香港	59,000,000 ordinary shares of HK\$1 each 59,000,000股每股面值1港元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃
Xin Yuan Ocean 信源遠洋	Hong Kong 香港	Hong Kong 香港	70,000,000 ordinary shares of RMB1 each 70,000,000股每股面值人民幣1元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃
Xin Yuan Ship Management (Hong Kong) Limited 信源船舶管理(香港)有限公司	Hong Kong 香港	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	100%	Vessel management 船舶管理
Z&L Dolphin Shipping Limited 海豚船務有限公司	Hong Kong 香港	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃
Bilxin Shipping Group Pte. Ltd.	Singapore	Singapore	1,000,000 ordinary shares of US\$1 each 1,000,000股每股面值1美元的普通股	100%	Investment holding 投資控股
Bilxin Shipping Group Pte. Ltd.	Singapore	Singapore	1,000,000 ordinary shares of US\$1 each 1,000,000股每股面值1美元的普通股	100%	Investment holding 投資控股
Lilstella Shipping Pte. Ltd.	Singapore	Singapore	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃
Lilstella Shipping Pte. Ltd.	Singapore	Singapore	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%	Vessel owning and chartering 擁有船舶及船舶租賃

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

36. PRINCIPAL SUBSIDIARIES (Continued)

36. 主要附屬公司(續)

Name	Principal place of operation	Place of incorporation/ establishment	Particular of issued share capital	Percentage ownership interest/ voting power/ profit sharing	Principal activities
名稱	主要營業地點	註冊成立/ 成立地點	已發行股本詳情	所有權/ 投票權/ 溢利分成比例	主要業務
Orcstella Shipping Pte. Ltd.	Singapore	Singapore	50,000 ordinary shares of US\$1 each	100%	Vessel owning and chartering
Orcstella Shipping Pte. Ltd.	新加坡	新加坡	50,000 股每股面值 1 美元的普通股	100%	擁有船舶及船舶租賃
Poestella Shipping Pte. Ltd.	Singapore	Singapore	50,000 ordinary shares of US\$1 each	100%	Vessel owning and chartering
Poestella Shipping Pte. Ltd.	新加坡	新加坡	50,000 股每股面值 1 美元的普通股	100%	擁有船舶及船舶租賃
Rostella Shipping Pte. Ltd.	Singapore	Singapore	50,000 ordinary shares of US\$1 each	100%	Vessel owning and chartering
Rostella Shipping Pte. Ltd.	新加坡	新加坡	50,000 股每股面值 1 美元的普通股	100%	擁有船舶及船舶租賃
Fujian Xinyuanxinlanhai Import and Export Trade Company Limited ("Xinlanhai") (福建信源新藍海進出口貿易有限公司) (Note)	The PRC	The PRC	Registered capital of RMB50,000,000	100%	Sourcing of mechanical equipment and hardware product for the Group's vessels and provision of administrative services to group companies
福建信源新藍海進出口貿易有限公司(「新藍海」)(附註)	中國	中國	註冊資本 人民幣 50,000,000 元	100%	為本集團船舶採購機械設備及硬件產品以及為集團公司提供行政服務

Note: Xinlanhai is a wholly-owned foreign enterprise established in the PRC. The registered capital of Xinlanhai is RMB50,000,000 (2019: RMB30,000,000) and RMB28,873,478 (2019: RMB18,285,568) has been paid up at 31 December 2020.

附註：新藍海為一間於中國成立的外商獨資企業。於2020年12月31日，新藍海的註冊資本為人民幣50,000,000元（2019年：人民幣30,000,000元），已繳納人民幣28,873,478元（2019年：人民幣18,285,568元）。

The above list contains the particular of subsidiaries which principally affected the results, assets or liabilities of the Group. None of the subsidiaries has issued any debt securities.

上表載列主要影響本集團業績、資產或負債的附屬公司的資料。概無附屬公司已發行任何債務證券。

The amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

應收/(應付)附屬公司款項為無抵押、免息及須於要求時償還。

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

37. EVENTS AFTER THE REPORTING PERIOD

- (a) After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of the Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impacts on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.
- (b) On 2 March 2021, the Group entered into a supplementary agreement with a related company for the extension of the repayment term from December 2021 to December 2022.
- (c) On 2 March 2021, the Group entered into a finance lease agreement of US\$12,600,000 for the additional working capital of the Group. The lease is repayable in six years, bearing interest at 3-month LIBOR plus 3.90% per annum and secured by the followings:
- (i) charge over a vessel of the Group;
 - (ii) corporate guarantee provided by the Company;
 - (iii) restricted bank balance; and
 - (iv) 100% of the shares of a subsidiary

Further on 8 March 2021, the Group received US\$12,411,000 from the financial institution.

37. 報告期後事項

- (a) 於2020年初爆發COVID-19疫情後，全球各地實施並持續實施一系列防控措施。本集團一直密切關注COVID-19疫情的發展及其對業務和經濟活動的影響，並評估其對本集團財務狀況、現金流量及經營業績產生的影響。鑒於COVID-19疫情不斷發展，於此等財務報表獲授權發佈之日，尚無法合理估計其對本集團財務狀況、現金流量及經營業績的影響。
- (b) 於2021年3月2日，本集團與一間關聯公司訂立補充協議，將還款期由2021年12月延長至2022年12月。
- (c) 於2021年3月2日，本集團訂立金額為12,600,000美元的融資租賃協議，為本集團提供額外營運資金。該租賃須於六年內償還，按3個月倫敦銀行同業拆息加3.90%的年利率計息，並以下列項目作抵押：
- (i) 本集團一艘船舶的押記；
 - (ii) 本公司提供的公司擔保；
 - (iii) 受限制銀行結餘；及
 - (iv) 一間附屬公司的全部股份

其後於2021年3月8日，本集團已收到該金融機構提供的12,411,000美元。

XIN YUAN ENTERPRISES GROUP LIMITED
信源企業集團有限公司