



# Chinese Energy Holdings Limited 華夏能源控股有限公司

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)  
Stock Code 股份代號: 8009

---

Interim Report  
中期報告 2021/22

---

## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (“**Directors**” and each a “**Director**”) of Chinese Energy Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledges and beliefs: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## 香港聯合交易所有限公司 （「聯交所」）GEM之特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司可能帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所《GEM證券上市規則》（「**GEM上市規則**」）提供有關華夏能源控股有限公司（「**本公司**」）之資料，本公司董事（「**董事**」）及各董事（「**各董事**」）願對此共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等深知及確信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；(2)並無遺漏任何其他事實致使本報告所載任何陳述產生誤導；及(3)本報告內表達之一切意見均經審慎周詳考慮後方始作出，並以公平合理的基礎及假設為依據。

## HIGHLIGHTS

### 摘要

- The Company and its subsidiaries (collectively referred to as the “**Group**”) recorded a revenue of approximately HK\$202,925,000 (2020: HK\$212,940,000) for the six months ended 30 September 2021, representing a decrease of approximately 4.70% when compared with the same period in 2020.
- The Group recorded an unaudited consolidated profit attributable to owners of the Company of approximately HK\$2,023,000 for the six months ended 30 September 2021 as compared with a loss of approximately HK\$723,000 for the same period of last year. The board (the “**Board**”) of Directors considered that the improvement in the performance of the Group was mainly attributable to the increase in gross profit arising from increase in gross profit margin, decrease in interest expense on convertible note (“**CN**”) (under finance costs), and increase in a value-added item of handling fee income (under other income).
- The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2021.
- 截至二零二一年九月三十日止六個月，本公司及其附屬公司（統稱「**本集團**」）錄得收益約202,925,000港元（二零二零年：212,940,000港元），與二零二零年同期相比減少約4.70%。
- 截至二零二一年九月三十日止六個月，本集團錄得本公司擁有人應佔未經審核綜合溢利約2,023,000港元，而去年同期則錄得虧損約723,000港元。董事會（「**董事會**」）認為本集團表現改善主要歸因於毛利率增加導致毛利增加、可換股票據（「**可換股票據**」）之利息開支（融資成本項下）減少及手續費收入（其他收入項下）之一項增值項目增加。
- 董事會不建議派發截至二零二一年九月三十日止六個月之中期股息。

## RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months and six months ended 30 September 2021, together with the comparative unaudited figures for the corresponding periods in 2020, as follows:

## 業績

本公司董事會謹此宣佈本集團截至二零二一年九月三十日止三個月及六個月之未經審核綜合業績，連同二零二零年同期之未經審核比較數字如下：

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

## 簡明綜合損益及其他全面收益表

|  |                                   | Notes<br>附註 | Three months ended<br>30 September<br>截至九月三十日止三個月         |   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|-----------------------------------|-------------|---|---|---|---|
|  |                                   |             | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Revenue  | 收益                                | 4           | 101,726   | 106,366   | 202,925   | 212,940   |
| Cost of sales  | 銷售成本                              |             | (98,800)  | (103,624)   | (197,374)   | (209,000)   |
| Gross profit   | 毛利                                |             | 2,926   | 2,742   | 5,551   | 3,940   |
| Other income   | 其他收入                              | 6           | 4,356   | 274   | 4,932   | 1,109   |
| Impairment loss under expected credit loss ("ECL") model on a trade receivable | 一宗貿易應收款項預期信貸虧損(「預期信貸虧損」)模型項下之減值虧損 |             | (1,204)   | -   | (2,403)   | -   |
| Administrative expenses  | 行政開支                              |             | (1,829)   | (1,784)   | (3,871)   | (3,866)   |
| Finance costs  | 融資成本                              |             | (25)  | (716)   | (36)  | (1,400)   |
| Profit (loss) before tax   | 除稅前溢利(虧損)                         | 7           | 4,224   | 516   | 4,173   | (217)   |
| Income tax expense   | 所得稅開支                             | 8           | (1,798)   | (407)   | (2,150)   | (506)   |
| Profit (loss) for the period   | 期內溢利(虧損)                          |             | 2,426   | 109   | 2,023   | (723)   |

**CONDENSED CONSOLIDATED  
STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE  
INCOME (CONTINUED)**

**簡明綜合損益及其他全面  
收益表 (續)**

|  |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|---|---|---|---|---|
|  |   | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|  | Note<br>附註                                    |   |   |   |   |
| <b>Other comprehensive income (expense) for the period, net of income tax</b>  | <b>期內其他全面收益(開支), 已扣除所得稅</b>                   |   |   |   |   |
| <i>Item that has been reclassified or may be reclassified subsequently to profit or loss:</i>                        | <i>已重新分類或隨後可重新分類至損益之項目:</i>                   |   |   |   |   |
| Exchange differences arising on translation of foreign operations  | 換算海外業務所產生之匯兌差額                                | 484   | 10,701  | 5,061   | 11,423  |
| <i>Item that will not be reclassified to profit or loss:</i>   | <i>將不會重新分類至損益之項目:</i>                         |   |   |   |   |
| Fair value (loss) gain on investment in financial assets at fair value through other comprehensive income ("FVTOCI") | 按公允值計入其他全面收益(「按公允值計入其他全面收益」)之金融資產投資的公允值(虧損)收益 | (4,424)   | 3,928   | (3,219)   | 12,450  |
| <b>Other comprehensive (expense) income for the period</b>   | <b>期內其他全面(開支)收益</b>                           | <b>(3,940)</b>  | <b>14,629</b>   | <b>1,842</b>  | <b>23,873</b>   |
| <b>Total comprehensive (expense) income for the period</b>   | <b>期內全面(開支)收益總額</b>                           | <b>(1,514)</b>  | <b>14,738</b>   | <b>3,865</b>  | <b>23,150</b>   |
| <b>Earnings (loss) per share</b>   | <b>每股盈利(虧損)</b>                               |   |   |   |   |
|  | 9   |   |   |   |   |
| - basic (HK cents)   | - 基本(港仙)                                      | 4.12  | 0.19  | 3.43  | (1.23)  |
| - diluted (HK cents)   | - 攤薄(港仙)                                      | 4.12  | 0.19  | 3.43  | (1.23)  |



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

|  |                          |             | As at<br>30 September<br>2021<br>於二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|--------------------------|-------------|--|--|
|  |                          | Notes<br>附註 |  |  |
| <b>Non-current assets</b>                | <b>非流動資產</b>             |             |  |  |
| Property, plant and equipment<br>("PPE") | 物業、廠房及設備<br>("物業、廠房及設備") | 11          | 549  | 46   |
| Right-of-use assets                      | 使用權資產                    |             | 1,650  | 352  |
| Financial assets at FVTOCI               | 按公允值計入其他全面<br>收益之金融資產    | 12          | 53,788   | 55,795   |
|  |                          |             | <b>55,987</b>  | <b>56,193</b>  |
| <b>Current assets</b>                    | <b>流動資產</b>              |             |  |  |
| Trade and other receivables              | 貿易及其他應收款項                | 13          | 179,525  | 176,469  |
| Non-pledged time deposit                 | 無抵押定期存款                  |             | 12,515   | 12,187   |
| Cash and cash equivalents                | 現金及現金等價物                 |             | 175,851  | 169,835  |
|  |                          |             | <b>367,891</b>   | <b>358,491</b>   |

**CONDENSED CONSOLIDATED  
STATEMENT OF FINANCIAL  
POSITION (CONTINUED)**

**簡明綜合財務狀況表 (續)**

|  |                 |             | As at<br>30 September<br>2021<br>於二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|-----------------|-------------|--|--|
|  |                 | Notes<br>附註 |  |  |
| <b>Current liabilities</b>                   | <b>流動負債</b>     |             |  |  |
| Other payables and accruals                  | 其他應付款項及應計款項     | 14          | 5,604  | 1,983  |
| Lease liabilities                            | 租賃負債            |             | 932  | 351  |
| Tax liabilities                              | 稅項負債            |             | 5,345  | 4,905  |
|  |                 |             | <b>11,881</b>  | <b>7,239</b>   |
| <b>Net current assets</b>                    | <b>流動資產淨值</b>   |             | <b>356,010</b>   | <b>351,252</b>   |
| <b>Total assets less current liabilities</b> | <b>總資產減流動負債</b> |             | <b>411,997</b>   | <b>407,445</b>   |
| <b>Non-current liability</b>                 | <b>非流動負債</b>    |             |  |  |
| Lease liabilities                            | 租賃負債            |             | 710  | 23   |
| <b>Net assets</b>                            | <b>資產淨值</b>     |             | <b>411,287</b>   | <b>407,422</b>   |
| <b>Capital and reserves</b>                  | <b>股本及儲備</b>    |             |  |  |
| Share capital                                | 股本              | 15          | 847,601  | 847,601  |
| Reserves                                     | 儲備              |             | (436,314)  | (440,179)  |
| <b>Total equity</b>                          | <b>權益總額</b>     |             | <b>411,287</b>   | <b>407,422</b>   |





## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

|  |                   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|-------------------|---|---|
|  |                   | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Net cash generated from (used in) operating activities                   | 經營業務所獲得(動用)的現金淨額  | 5,894   | (8,016)   |
| Net cash (used in) generated from investing activities                   | 投資業務所(動用)獲得的現金淨額  | (1,285)   | 68,560  |
| Net cash used in financing activities                                    | 融資業務所動用的現金淨額      | (514)   | (888)   |
| Net increase in cash and cash equivalents                                | 現金及現金等價物增加淨額      | 4,095   | 59,656  |
| Cash and cash equivalents at beginning of period                         | 期初現金及現金等價物        | 169,835   | 115,886   |
| Effect of foreign exchange rate changes                                  | 匯率變動之影響           | 1,921   | 3,378   |
| Cash and cash equivalents at end of period                               | 期末現金及現金等價物        | 175,851   | 178,920   |
| Analysis of balances of cash and cash equivalents:                       | 現金及現金等價物結餘分析：     |   |   |
| Represented by deposit in financial institutions, bank balances and cash | 指於金融機構之存款、銀行結餘及現金 | 175,851   | 178,920   |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The Company is a public limited company incorporated in Hong Kong (“HK”) and its ordinary shares (“Shares” and each a “Share”) are listed on the GEM of the Stock Exchange. The addresses of its registered office and principle place of business of the Company are Unit 3517, Floor 35, West Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, HK. The Group principally engaged in trading of liquefied natural gas (“LNG”), investment in financial assets, general trading (including market sourcing of technical and electronic products) and provision of money lending.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Except for the amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) applied by the Group in the current period, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2021 are consistent with those adopted in preparing the Group’s annual financial statements for the year ended 31 March 2021.

### 1. 一般資料

本公司是一間在香港（「香港」）註冊成立之公眾有限公司，其普通股（「股份」及各股份「各股份」）在聯交所GEM上市。本公司註冊辦事處及主要營業地點之地址為香港干諾道中168-200號信德中心西座35樓3517室。本集團主要從事液化天然氣（「液化天然氣」）貿易、投資於金融資產、一般貿易（包括市場採購技術及電子產品）及提供放貸。

### 2. 編製基準

簡明綜合財務報表乃遵照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號（「香港會計準則第34號」）中期財務報告及《GEM上市規則》第十八章之適用披露規定而編製。

簡明綜合財務報表乃根據歷史成本基準編製，惟按公允值（如適用）計量之若干金融工具除外。

除本集團於本期間採用之香港財務報告準則（「香港財務報告準則」）之修訂外，截至二零二一年九月三十日止六個月之簡明綜合財務報表所用之會計政策及計算方法與編製本集團截至二零二一年三月三十一日止年度之年度財務報表所採用者一致。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 2. BASIS OF PREPARATION (CONTINUED)

The financial information relating to the year ended 31 March 2021 included in these financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31 March 2021 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's external auditor has reported on the financial statements for the years ended 31 March 2020 and 2021. The independent auditor's reports were unqualified; did not include references to any matter to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain statements under sections 406(2), 407(2) or (3) of the Companies Ordinance.

The condensed consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and by the Companies Ordinance.

The condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee (the "Audit Committee") of the Company and were approved for issue by the Board.

#### 2. 編製基準 (續)

該等財務報表所載有關截至二零二一年三月三十一日止年度之財務資料乃作為比較資料，並不構成本公司於該財政年度之法定年度綜合財務報表，惟有關資料摘錄自該等財務報表。根據《公司條例》第436條規定須予披露之有關該等法定財務報表之進一步資料如下：

本公司已根據《公司條例》第662(3)條及附表6第3部將截至二零二一年三月三十一日止年度之財務報表送呈公司註冊處處長。

本公司之外聘核數師已就截至二零二零年及二零二一年三月三十一日止年度之財務報表提交報告。該獨立核數師報告並無保留意見；並無載有核數師在不對其報告出具保留意見之情況下，以強調方式提請注意之任何事項；亦無載有《公司條例》第406(2)、407(2)或(3)條項下之聲明。

簡明綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，簡明綜合財務報表包括《GEM上市規則》及《公司條例》規定之適用披露。

簡明綜合財務報表乃未經審核，惟已經本公司審核委員會（「審核委員會」）審閱並經由董事會批准刊發。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

*Amendments to HKFRSs that are mandatorily effective for the current period*

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time in the current period:

|   |  |
|---|--|
| Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 | Interest Rate Benchmark Reform – Phase 2 |
|---|--|

|                        |                                   |
|------------------------|-----------------------------------|
| Amendments to HKFRS 16 | Covid-19-Related Rent Concessions |
|------------------------|-----------------------------------|

*New and amendments to HKFRSs issued but not yet effective*

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

|                                   |  |
|-----------------------------------|--|
| Accounting Guideline 5 (Revised)  | Merger Accounting for Common Control Combinations <sup>1</sup>   |
| Hong Kong Interpretation 5 (2020) | Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>2</sup> |
| HKFRS 17                          | Insurance Contracts and the related Amendments <sup>2</sup>  |
| Amendments to HKAS 1              | Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>             |
| Amendments to HKAS 1              | Disclosure of Accounting Policies <sup>2</sup>   |

#### 3. 應用新訂香港財務報告準則及香港財務報告準則之修訂

*於本期間強制生效之香港財務報告準則之修訂*

本集團已於本期間首次應用下列由香港會計師公會頒佈之香港財務報告準則之修訂：

|  |               |
|--|---------------|
| 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號之修訂 | 利率基準改革 – 第二階段 |
|--|---------------|

|                 |                    |
|-----------------|--------------------|
| 香港財務報告準則第16號之修訂 | 2019冠狀病毒病 – 相關租金減免 |
|-----------------|--------------------|

*已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂*

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂：

|                 |  |
|-----------------|--|
| 會計指引第5號 (經修訂)   | 共同控制合併之合併會計處理 <sup>1</sup>                     |
| 香港詮釋第5號 (二零二零年) | 財務報表之呈列 – 借款人對含有按要償還條款之定期貸款的分類 <sup>2</sup>    |
| 香港財務報告準則第17號    | 保險合約及相關修訂 <sup>2</sup>                         |
| 香港會計準則第1號之修訂    | 負債分類為流動或非流動及香港詮釋第5號 (二零二零年) 之相關修訂 <sup>2</sup> |
| 香港會計準則第1號之修訂    | 會計政策披露 <sup>2</sup>                            |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (CONTINUED)

*New and amendments to HKFRSs issued but not yet effective (Continued)*

|                                    |  |
|------------------------------------|--|
| Amendments to HKAS 8               | Definition of Accounting Estimates <sup>2</sup>  |
| Amendments to HKAS 12              | Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>2</sup>      |
| Amendments to HKAS 16              | Property, Plant and Equipment – Proceeds before Intended Use <sup>1</sup>                          |
| Amendments to HKAS 37              | Onerous Contracts – Cost of Fulfilling a Contract <sup>1</sup>                                     |
| Amendments to HKFRS 3              | Reference to the Conceptual Framework <sup>1</sup>   |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup> |
| Amendments to HKFRSs               | Annual Improvements to HKFRSs 2018–2020 <sup>1</sup>   |

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2022.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2023.
- <sup>3</sup> Effective date to be determined.

The Directors do not anticipate that the application of these new and amendments to HKFRSs will have any material impact on the Group's consolidated financial statements in the foreseeable future.

#### 3. 應用新訂香港財務報告準則及香港財務報告準則之修訂 (續)

*已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂 (續)*

|                            |                                       |
|----------------------------|---------------------------------------|
| 香港會計準則第8號之修訂               | 會計估計定義 <sup>2</sup>                   |
| 香港會計準則第12號之修訂              | 與單一交易產生之資產及負債有關之遞延稅項 <sup>2</sup>     |
| 香港會計準則第16號之修訂              | 物業、廠房及設備—擬定用途前之所得款項 <sup>1</sup>      |
| 香港會計準則第37號之修訂              | 虧損合約—履行合約之成本 <sup>1</sup>             |
| 香港財務報告準則第3號之修訂             | 概念框架之提述 <sup>1</sup>                  |
| 香港財務報告準則第10號及香港會計準則第28號之修訂 | 投資者與其聯營公司或合營企業之間之資產出售或注資 <sup>3</sup> |
| 香港財務報告準則之修訂                | 二零一八年至二零二零年香港財務報告準則之年度改進 <sup>1</sup> |

- <sup>1</sup> 於二零二二年一月一日或之後開始之年度期間生效。
- <sup>2</sup> 於二零二三年一月一日或之後開始之年度期間生效。
- <sup>3</sup> 生效日期待定。

董事預期，應用該等新訂香港財務報告準則及香港財務報告準則之修訂將不會於可見未來對本集團之綜合財務報表有任何重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 4. REVENUE

Disaggregation of revenue from contracts with customers:

#### 4. 收益

來自客戶合約收益之分拆：

|  |                 | Three months ended<br>30 September<br>截至九月三十日止三個月         |   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|--|-----------------|---|---|---|---|
|  |                 | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Types of goods and service</b>                | <b>貨物及服務類型</b>  |   |   |   |   |
| Trading of LNG                                   | 液化天然氣貿易         | 101,726   | 106,366   | 202,925   | 212,940   |
| <b>Revenue from contracts<br/>with customers</b> | <b>來自客戶合約收益</b> | <b>101,726</b>  | <b>106,366</b>  | <b>202,925</b>  | <b>212,940</b>  |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 4. REVENUE (CONTINUED)

Disaggregation of revenue from contracts with customers by timing of revenue recognition:

#### 4. 收益 (續)

按收益確認時間劃分之來自客戶合約收益之分拆：

|  |                    | <b>Trading of LNG</b> |                 |
|--|--------------------|-----------------------|-----------------|
|  |                    | <b>液化天然氣貿易</b>        |                 |
|  |                    | 2021                  | 2020            |
|  |                    | 二零二一年                 | 二零二零年           |
|  |                    | <i>HK\$'000</i>       | <i>HK\$'000</i> |
|  |                    | 千港元                   | 千港元             |
|  |                    | <b>(Unaudited)</b>    | (Unaudited)     |
|  |                    | <b>(未經審核)</b>         | (未經審核)          |
| <b>For three months ended</b>                  | <b>截至九月三十日止三個月</b> |                       |                 |
| <b>30 September</b>                            |                    |                       |                 |
| Disaggregated by timing of revenue recognition | 按收益確認時間劃分之分拆       |                       |                 |
| Point in time                                  | 某一時間點              | <b>101,726</b>        | 106,366         |
| <b>For six months ended</b>                    | <b>截至九月三十日止六個月</b> |                       |                 |
| <b>30 September</b>                            |                    |                       |                 |
| Disaggregated by timing of revenue recognition | 按收益確認時間劃分之分拆       |                       |                 |
| Point in time                                  | 某一時間點              | <b>202,925</b>        | 212,940         |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 5. SEGMENT INFORMATION

The Group's operating segments represent information reported to the Board, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focus on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group's operating and reportable segments under HKFRS 8 are as follows:

- (a) Trading of LNG;
- (b) Investment in financial assets;
- (c) General trading (including market sourcing of technical and electronic products); and
- (d) Money lending.

#### 5. 分類資料

本集團之經營分類乃向董事會（即主要營運決策者（「**主要營運決策者**」））為資源分配及評估分類表現而報告之資料（集中於所交付或提供之貨品或服務種類）。主要營運決策者於設定本集團之可報告分類時並無彙合所識別之經營分類。

根據香港財務報告準則第8號，本集團之經營及可報告分類如下：

- (a) 液化天然氣貿易；
- (b) 投資於金融資產；
- (c) 一般貿易（包括市場採購技術及電子產品）；及
- (d) 放貸。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 簡明綜合財務報表附註 (續)

### 5. SEGMENT INFORMATION (CONTINUED)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments.

For the six months ended 30 September 2021

### 5. 分類資料 (續)

#### 分類收益及業績

本集團之收益及業績按可報告分類作出之分析如下。

截至二零二一年九月三十日止六個月

|                                |             | Trading of LNG |                | Investment in financial assets |             | General trading |             | Money lending |             | Total          |                |
|--------------------------------|-------------|----------------|----------------|--------------------------------|-------------|-----------------|-------------|---------------|-------------|----------------|----------------|
|                                |             | 2021           | 2020           | 2021                           | 2020        | 2021            | 2020        | 2021          | 2020        | 2021           | 2020           |
|                                |             | 二零二一年          | 二零二零年          | 二零二一年                          | 二零二零年       | 二零二一年           | 二零二零年       | 二零二一年         | 二零二零年       | 二零二一年          | 二零二零年          |
|                                |             | HK\$'000       | HK\$'000       | HK\$'000                       | HK\$'000    | HK\$'000        | HK\$'000    | HK\$'000      | HK\$'000    | HK\$'000       | HK\$'000       |
|                                |             | 千港元            | 千港元            | 千港元                            | 千港元         | 千港元             | 千港元         | 千港元           | 千港元         | 千港元            | 千港元            |
|                                |             | (Unaudited)    | (Unaudited)    | (Unaudited)                    | (Unaudited) | (Unaudited)     | (Unaudited) | (Unaudited)   | (Unaudited) | (Unaudited)    | (Unaudited)    |
|                                |             | (未經審核)         | (未經審核)         | (未經審核)                         | (未經審核)      | (未經審核)          | (未經審核)      | (未經審核)        | (未經審核)      | (未經審核)         | (未經審核)         |
| <b>SEGMENT REVENUE</b>         | <b>分類收益</b> | <b>202,925</b> | <b>212,940</b> | <b>-</b>                       | <b>-</b>    | <b>-</b>        | <b>-</b>    | <b>-</b>      | <b>-</b>    | <b>202,925</b> | <b>212,940</b> |
| <b>SEGMENT RESULTS</b>         | <b>分類業績</b> | <b>9,815</b>   | <b>3,940</b>   | <b>437</b>                     | <b>353</b>  | <b>(2,403)</b>  | <b>-</b>    | <b>-</b>      | <b>-</b>    | <b>7,849</b>   | <b>4,293</b>   |
| Unallocated corporate income   | 未分配企業收入     |                |                |                                |             |                 |             |               |             | 231            | 756            |
| Unallocated corporate expenses | 未分配企業開支     |                |                |                                |             |                 |             |               |             | (3,907)        | (5,266)        |
| Profit (loss) before tax       | 除稅前溢利 (虧損)  |                |                |                                |             |                 |             |               |             | 4,173          | (217)          |
| Income tax expense             | 所得稅開支       |                |                |                                |             |                 |             |               |             | (2,150)        | (506)          |
| Profit (loss) for the period   | 期內溢利 (虧損)   |                |                |                                |             |                 |             |               |             | 2,023          | (723)          |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 簡明綜合財務報表附註 (續)

### 5. SEGMENT INFORMATION (CONTINUED)

#### Segment assets and liabilities

As at 30 September 2021

|                                 | Trading of LNG<br>液化天然氣貿易                            |   | Investment in<br>financial assets<br>投資於金融資產         |   | General trading<br>一般貿易                              |   | Money lending<br>放貸                                  |   | Total<br>總計  |   |
|---------------------------------|--|---|--|---|--|---|--|---|--|---|
|                                 | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日 | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日 | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日 | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日 | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日 | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日 | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日 | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日 | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日 | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日 |
|                                 | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)             | HK\$'000<br>千港元<br>(Audited)<br>(經審核)             | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)             | HK\$'000<br>千港元<br>(Audited)<br>(經審核)             | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)             | HK\$'000<br>千港元<br>(Audited)<br>(經審核)             | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)             | HK\$'000<br>千港元<br>(Audited)<br>(經審核)             | HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)             | HK\$'000<br>千港元<br>(Audited)<br>(經審核)             |
| <b>ASSETS</b>                   | <b>資產</b>  |   |  |   |  |   |  |   |  |   |
| Segment assets                  | 135,389  | 134,808   | 53,788   | 55,795  | 2,473  | 4,819   | 1,252  | 281   | 192,902  | 195,703   |
| Unallocated segment assets      |  |   |  |   |  |   |  |   | 230,976  | 218,981   |
| Consolidated assets             | 綜合資產   |   |  |   |  |   |  |   | 423,878  | 414,684   |
| <b>LIABILITIES</b>              | <b>負債</b>  |   |  |   |  |   |  |   |  |   |
| Segment liabilities             | (2,842)  | (1,068)   | -  | -   | (4,738)  | (4,815)   | (1,258)  | (299)   | (8,838)  | (6,182)   |
| Unallocated segment liabilities |  |   |  |   |  |   |  |   | (3,753)  | (1,080)   |
| Consolidated liabilities        | 綜合負債   |   |  |   |  |   |  |   | (12,591)   | (7,262)   |

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments, other than part of PPE, part of right-of-use assets, other receivables, non-pledged time deposit, and cash and cash equivalents which cannot be allocated into these reportable segments; and
- all liabilities are allocated to reportable segments, other than part of other payables and accruals, and part of lease liabilities which cannot be allocated into these reportable segments.

### 5. 分類資料 (續)

#### 分類資產及負債

於二零二一年九月三十日

就監控分類表現及在分類間分配資源而言：

- 除部分物業、廠房及設備、部分使用權資產、其他應收款項、無抵押定期存款以及現金及現金等價物不可分配於該等可報告分類外，所有資產均分配於可報告分類中；及
- 除部分其他應付款項及應計款項以及部分租賃負債不可分配於該等可報告分類外，所有負債均分配於可報告分類中。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 5. SEGMENT INFORMATION (CONTINUED)

##### Geographical information

The Group's revenue from external customers by location of operations and information about its non-current assets by location of the assets are disclosed below:

#### 5. 分類資料 (續)

##### 地區資料

本集團按經營所在地區劃分之來自外部客戶之收益及按資產所在地區劃分之其非流動資產的資料披露如下：

|  |                   | Revenue from external customers<br>來自外部客戶之收益              |   | Non-current assets*<br>非流動資產*   |            |
|--|-------------------|---|---|---|------------|
|  |                   | Six months ended 30 September<br>截至九月三十日止六個月              |   | As at<br>30 September<br>2021<br>於二零二一年<br>九月三十日                              |            |
|  |                   | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 31 March<br>2021<br>於二零二零年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |            |
| The People's Republic of China ("PRC") | 中華人民共和國<br>(「中國」) | 202,925   | 212,940   | 947   | 117        |
| HK                                     | 香港                | -   | -   | 1,252   | 281        |
|  |                   | <b>202,925</b>  | <b>212,940</b>  | <b>2,199</b>  | <b>398</b> |

\* Non-current assets exclude financial assets at FVTOCI.

\* 非流動資產不包括按公允價值計入其他全面收益之金融資產。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 5. SEGMENT INFORMATION (CONTINUED)

##### Information about major customers

Revenue from customers contributing over 10% of the revenue of the corresponding periods for the Group from continuing business is as follows:

##### Revenue from trading of LNG 來自液化天然氣貿易之收益

|            |     |         |         |
|------------|-----|---------|---------|
| Customer A | 客戶甲 | 171,455 | 188,972 |
| Customer B | 客戶乙 | 30,132  | 23,968  |

#### 5. 分類資料 (續)

##### 有關主要客戶之資料

於同期對本集團持續業務之收益貢獻超過10%的客戶之收益如下：

| Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|---|---|
| 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |

#### 6. OTHER INCOME

#### 6. 其他收入

|   |                    | Three months ended<br>30 September<br>截至九月三十日止三個月         |   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|---|--------------------|---|---|---|---|
|   |                    | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Dividend income   | 股息收入               | -   | -   | 437   | 353   |
| Handling fee income   | 手續費收入              | 4,264   | -   | 4,264   | -   |
| Interest income from<br>banks and financial<br>institutions | 來自銀行及金融機構之<br>利息收入 | 85  | 220   | 218   | 696   |
| Net exchange gain   | 匯兌淨收益              | 7   | -   | 7   | -   |
| Other refund  | 其他退款               | -   | 54  | 6   | 54  |
| Sundries  | 雜項                 | -   | -   | -   | 6   |
|   |                    | 4,356   | 274   | 4,932   | 1,109   |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 7. PROFIT (LOSS) BEFORE TAX

Profit (loss) before tax has been arrived at after charging (crediting) the following items:

#### 7. 除稅前溢利 (虧損)

除稅前溢利 (虧損) 已扣除 (計入) 以下項目：

|  | Three months ended<br>30 September |             | Six months ended<br>30 September |             |
|--|------------------------------------|-------------|----------------------------------|-------------|
|  | 截至九月三十日止三個月                        |             | 截至九月三十日止六個月                      |             |
|  | 2021                               | 2020        | 2021                             | 2020        |
|  | 二零二一年                              | 二零二零年       | 二零二一年                            | 二零二零年       |
|  | HK\$'000                           | HK\$'000    | HK\$'000                         | HK\$'000    |
|  | 千港元                                | 千港元         | 千港元                              | 千港元         |
|  | (Unaudited)                        | (Unaudited) | (Unaudited)                      | (Unaudited) |
|  | (未經審核)                             | (未經審核)      | (未經審核)                           | (未經審核)      |
| Staff costs (including Directors' emoluments)  | 員工成本 (包括董事酬金)                      |             |                                  |             |
| Salaries, allowances and other benefits  | 薪金、津貼及其他福利                         |             |                                  |             |
|  | 895                                | 961         | 1,708                            | 1,975       |
| Contributions to retirement benefits schemes   | 退休福利計劃供款                           |             |                                  |             |
|  | 20                                 | 16          | 39                               | 27          |
|  | 915                                | 977         | 1,747                            | 2,002       |
| External auditor's remuneration  | 外聘核數師酬金                            |             |                                  |             |
| – audit services   | – 審計服務                             |             |                                  |             |
|  | 105                                | 100         | 210                              | 200         |
| – other services   | – 其他服務                             |             |                                  |             |
|  | 25                                 | 25          | 50                               | 50          |
| Depreciation of PPE  | 物業、廠房及設備之折舊                        |             |                                  |             |
|  | 32                                 | 9           | 54                               | 29          |
| Depreciation of right-of-use assets  | 使用權資產之折舊                           |             |                                  |             |
|  | 249                                | 225         | 509                              | 451         |
| Impairment loss under ECL model on a trade receivable                                    | 一宗貿易應收款項預期信貸虧損模型項下之減值虧損            |             |                                  |             |
|  | 1,204                              | –           | 2,403                            | –           |
| Legal and professional fees  | 法律及專業費用                            |             |                                  |             |
|  | 99                                 | 45          | 223                              | 114         |
| Net exchange (gain) loss   | 匯兌淨 (收益) 虧損                        |             |                                  |             |
|  | (59)                               | (44)        | (7)                              | 35          |
| Lease payments for short-term lease not included in the measurement of lease liabilities | 並無計入租賃負債計量之短期租賃租賃付款                |             |                                  |             |
|  | 11                                 | 11          | 22                               | 22          |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 8. INCOME TAX EXPENSE

Under the Two-tiered Profits Tax Rates Regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the Two-tiered Profits Tax Rates Regime will continue to be taxed at a flat rate of 16.5%. The Directors considered the amount involved upon implementation of the Two-tiered Profits Tax Rates Regime is insignificant to the condensed consolidated financial statements. HK Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods. No provision for HK profits tax had been made as the Group did not generate any assessable profits in HK for both periods.

Under the Law of PRC on Enterprise Income Tax (“EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% for both periods. Taxation for other entities of the Group is charged at their respective applicable income tax rates ruling in the relevant jurisdictions.

#### 8. 所得稅開支

根據利得稅兩級制，合資格集團實體首二百萬港元溢利將按8.25%徵稅，其後二百萬港元以上之溢利則按16.5%徵稅。不符合利得稅兩級制資格之集團實體的溢利將持續劃一按16.5%徵稅。董事認為，利得稅兩級制實施後所涉及金額對簡明綜合財務報表而言並不重大。於該兩個期間，香港利得稅均按估計應課稅溢利之16.5%計算。由於本集團於兩個期間內並無於香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

根據中國企業所得稅法（「**企業所得稅法**」）及企業所得稅法實施條例，中國之附屬公司於兩個期間內之稅率均為25%。本集團其他實體之稅項均按相關司法權區規定彼等各自適用之所得稅稅率繳納。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 9. EARNINGS (LOSS) PER SHARE

The basic and diluted earnings (loss) per Share attributable to owners of the Company are calculated on the following data:

#### 9. 每股盈利 (虧損)

本公司擁有人應佔每股基本及攤薄盈利 (虧損) 按下列數據計算：

|   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   |
|---|---|---|---|---|
|   | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2021<br>二零二一年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2020<br>二零二零年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Earnings (loss)</b>  | <b>盈利 (虧損)</b>  |   |   |   |
| Earnings (loss) for the purpose of basic earnings (loss) per Share    | 計算每股基本盈利 (虧損) 所使用之盈利 (虧損)                                 |   |   |   |
| Effect of dilutive potential Shares:                                  | 攤薄潛在股份之影響：  |   |   |   |
| Interest expense on CN (net of income tax)                            | 可換股票據之利息開支 (扣除所得稅)  |   |   |   |
| Earnings (loss) for the purpose of diluted earnings (loss) per Share  | 計算每股攤薄盈利 (虧損) 所使用之盈利 (虧損)                                 |   |   |   |
|   |   |   |   |   |
|   | '000<br>千股  | '000<br>千股  | '000<br>千股  | '000<br>千股  |
| <b>Number of Shares</b>   | <b>股份數目</b>   |   |   |   |
| Number of Shares for the purpose of basic earnings (loss) per Share   | 計算每股基本盈利 (虧損) 所使用之股份數目                                    |   |   |   |
| Effect of dilutive potential Shares:                                  | 攤薄潛在股份之影響：  |   |   |   |
| CN  | 可換股票據   |   |   |   |
| Number of Shares for the purpose of diluted earnings (loss) per Share | 計算每股攤薄盈利 (虧損) 所使用之股份數目                                    |   |   |   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 9. EARNINGS (LOSS) PER SHARE (CONTINUED)

The calculation of basic and diluted earnings (loss) per Share are based on the profit (loss) attributable to owners of the Company, and 58,900,537 (2020: 58,900,537) Shares in issue.

For the six months ended 30 September 2020, the computation of diluted loss per Share has not assumed the conversion of the Company's outstanding CN since the exercise would result in a decrease in loss per Share.

#### 10. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2021 (2020: Nil).

#### 11. PPE

During the six months ended 30 September 2021, the Group spent approximately HK\$549,000 on PPE (2020: Nil).

#### 9. 每股盈利 (虧損) (續)

每股基本及攤薄盈利 (虧損) 乃根據本公司擁有人應佔溢利 (虧損) 及58,900,537股 (二零二零年：58,900,537股) 已發行股份計算。

於截至二零二零年九月三十日止六個月，於計算每股攤薄虧損時並無假設本公司尚未行使之可換股票據已獲轉換，此乃由於行使有關轉換將會減少每股虧損。

#### 10. 中期股息

董事會不建議派發截至二零二一年九月三十日止六個月之中期股息 (二零二零年：無)。

#### 11. 物業、廠房及設備

於截至二零二一年九月三十日止六個月，本集團斥資約549,000港元購買物業、廠房及設備 (二零二零年：無)。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 12. FINANCIAL INSTRUMENTS

##### 12a. Categories of financial instruments

#### 12. 金融工具

##### 12a. 金融工具類別

|  |                        | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|------------------------|--|--|
| <b>Financial assets:</b>                   | <b>金融資產：</b>           |  |  |
| Financial assets at FVTOCI                 | 按公允價值計入其他<br>全面收益之金融資產 | <b>53,788</b>  | 55,795   |
| Financial assets at amortised cost         | 按攤銷成本計量之<br>金融資產       | <b>346,947</b>   | 339,342  |
|  |                        | <b>400,735</b>   | 395,137  |
| <b>Financial liability:</b>                | <b>金融負債：</b>           |  |  |
| Financial liabilities at<br>amortised cost | 按攤銷成本計量之<br>金融負債       | <b>4,656</b>   | 1,055  |

##### 12b. Fair value measurement

###### (i) Financial instruments carried at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, fair value measurement. The level into which a fair value measurement is classified with reference to the observability and significance of the inputs used in the valuation technique as follows:

##### 12b. 公允價值計量

###### (i) 按公允價值列賬之金融工具

下表呈列於報告期末，按香港財務報告準則第13號公允價值計量所界定分類為三層公允價值等級之按經常性基準計量之本集團金融工具之公允價值。公允價值計量之等級參照估值技術所用輸入數據之可觀察及重要程度分類如下：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 12. FINANCIAL INSTRUMENTS (CONTINUED)

##### 12b. Fair value measurement (Continued)

##### (i) Financial instruments carried at fair value (Continued)

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities as at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

Fair value of the Group's financial instruments, including financial assets at FVTOCI – listed equity securities which are categorised into Level 1, are determined with reference to quoted market closing prices in an active market.

#### 12. 金融工具 (續)

##### 12b. 公允值計量 (續)

##### (i) 按公允值列賬之金融工具 (續)

- 第一級估值：僅利用第一級輸入數據（即在活躍市場上相同資產或負債於計量日期之未經調整報價）計量之公允值。
- 第二級估值：利用第二級輸入數據（即不能符合第一級之可觀察輸入數據，亦非利用重大不可觀察輸入數據）計量之公允值。不可觀察輸入數據為無法取得市場數據之輸入數據。
- 第三級估值：利用重大不可觀察輸入數據計量之公允值。

本集團金融工具（包括分類為第一級之按公允值計入其他全面收益之金融資產－上市股權證券）之公允值乃參考活躍市場所報之收市價後釐定。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 12. FINANCIAL INSTRUMENTS (CONTINUED)

##### 12b. Fair value measurement (Continued)

##### (i) Financial instruments carried at fair value (Continued)

|                            | Fair value as at<br>30 September<br>2021<br>於二零二一年<br>九月三十日<br>之公允值<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Fair value measurement<br>as at 30 September 2021 categorised into<br>於二零二一年九月三十日之<br>公允值計量之分類 |  |  |
|----------------------------|---|--|--|--|
|                            |   | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)                                     | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Financial assets:</b>   | <b>金融資產：</b>  |  |  |  |
| Financial assets at FVTOCI | 按公允值計入其他全面收益之<br>金融資產   |  |  |  |
| - listed equity securities | - 上市股權證券  | 52,584   | 52,584   | -  |
| - unlisted fund            | - 非上市基金   | 1,204  | -  | 1,204  |
|                            |   | <b>53,788</b>  | <b>52,584</b>  | <b>-</b>   |
|                            |   |  |  | <b>1,204</b>   |

|                            | Fair value as at<br>31 March<br>2021<br>於二零二一年<br>三月三十一日<br>之公允值<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Fair value measurement<br>as at 31 March 2021 categorised into<br>於二零二一年三月三十一日之<br>公允值計量之分類 |   |   |
|----------------------------|---|---|---|---|
|                            |   | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核)                                     | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
| <b>Financial assets:</b>   | <b>金融資產：</b>  |   |   |   |
| Financial assets at FVTOCI | 按公允值計入其他全面收益之<br>金融資產   |   |   |   |
| - listed equity securities | - 上市股權證券  | 55,795  | 55,795  | -   |
|                            |   |   |   | -   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 12. FINANCIAL INSTRUMENTS (CONTINUED)

##### 12b. Fair value measurement (Continued)

###### (i) *Financial instruments carried at fair value (Continued)*

During the reporting periods ended 30 September 2021 and 31 March 2021, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting periods in which they occur.

###### (ii) *Fair values of financial instruments that are not measured at fair value (but fair value disclosure are required)*

In respect of trade and other receivables, non-pledged time deposit, cash and cash equivalents as well as other payables and accruals, the carrying amounts approximate their fair value due to the relatively short-term nature of these financial instruments.

#### 12. 金融工具 (續)

##### 12b. 公允值計量 (續)

###### (i) *按公允值列賬之金融工具 (續)*

於截至二零二一年九月三十日及二零二一年三月三十一日止報告期間，第一級及第二級之間概無轉移，或概無轉入或轉出第三級。本集團之政策為於公允值等級級別間之轉移所出現之報告期末確認有關轉移。

###### (ii) *並非按公允值計量之金融工具之公允值 (惟公允值須予披露)*

就貿易及其他應收款項、無抵押定期存款、現金及現金等價物以及其他應付款項及應計款項而言，由於該等金融工具之相對短期性質使然，賬面值與其公允值相若。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 13. TRADE AND OTHER RECEIVABLES

#### 13. 貿易及其他應收款項

|   |                | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|----------------|--|--|
| Trade receivables from contracts with customers | 來自客戶合約之貿易應收款項  | 153,005  | 152,127  |
| Less: allowance for credit losses               | 減：信貸虧損撥備       | (15,214)   | (12,595)   |
|   |                | <b>137,791</b>   | 139,532  |
| Other receivables, prepayments and deposits     | 其他應收款項、預付款項及按金 | 41,734   | 36,937   |
|   |                | <b>179,525</b>   | 176,469  |

The Group's credit period granted to each customer was generally for an average period from 60 days to 180 days. The following is an aging analysis of the Group's trade receivables presented based on the invoice date net of allowance for credit losses at the end of the reporting periods:

本集團向各客戶授出之信貸期一般平均為期60日至180日。於報告期末，根據發票日期呈列本集團之貿易應收款項(扣除信貸虧損撥備)的賬齡分析如下：

|                 |          | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------|----------|--|--|
| Within 90 days  | 90日內     | 100,029  | 88,774   |
| 91 to 180 days  | 91至180日  | 35,360   | 46,034   |
| 181 to 365 days | 181至365日 | -  | -  |
| Over 365 days   | 超過365日   | 2,402  | 4,724  |
|                 |          | <b>137,791</b>   | 139,532  |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 14. OTHER PAYABLES AND ACCRUALS

#### 14. 其他應付款項及應計款項

|  |             | As at<br>30 September<br>2021<br>於<br>二零二一年<br>九月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | As at<br>31 March<br>2021<br>於<br>二零二一年<br>三月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|-------------|--|--|
| Other payables and accruals                | 其他應付款項及應計款項 | 3,014  | 681  |
| PRC value-added tax and<br>levies payables | 中國增值稅及應付徵稅  | 2,590  | 1,302  |
|  |             | <b>5,604</b>   | <b>1,983</b>   |

#### 15. SHARE CAPITAL

#### 15. 股本

|   |  | Number of<br>Shares<br>股份數目<br>'000<br>千股 | Amount<br>金額<br>HK\$'000<br>千港元 |
|---|--|---|---------------------------------|
| <b>Issued and fully paid</b>  | <b>已發行及繳足</b>  |   |                                 |
| As at 1 April 2020, 30 September 2020,<br>31 March 2021, 1 April 2021 and<br>30 September 2021, Shares with<br>no par value | 於二零二零年四月一日、<br>二零二零年九月三十日、<br>二零二一年三月三十一日、<br>二零二一年四月一日及<br>二零二一年九月三十日、<br>並無面值之股份 | 58,901                                    | 847,601                         |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註 (續)

#### 16. RELATED PARTY DISCLOSURE

##### Remuneration for key management personnel

Remuneration for key management personnel, including emoluments paid to the Directors and certain employees of the Group, are follows:

#### 16. 關連人士披露

##### 主要管理人員之薪酬

主要管理人員之薪酬 (包括支付予本集團董事及若干僱員之酬金) 載列如下:

|   |                | <b>Six months ended</b> |                    |
|---|----------------|-------------------------|--------------------|
|   |                | <b>30 September</b>     |                    |
|   |                | <b>截至九月三十日止六個月</b>      |                    |
|   |                | <b>2021</b>             | <b>2020</b>        |
|   |                | <b>二零二一年</b>            | <b>二零二零年</b>       |
|   |                | <b>HK\$'000</b>         | <b>HK\$'000</b>    |
|   |                | <b>千港元</b>              | <b>千港元</b>         |
|   |                | <b>(Unaudited)</b>      | <b>(Unaudited)</b> |
|   |                | <b>(未經審核)</b>           | <b>(未經審核)</b>      |
| Salaries, allowances and other benefits             | 薪金、津貼及其他福利     | <b>985</b>              | 1,252              |
| Contributions to retirement benefits schemes        | 退休福利計劃供款       | <b>9</b>                | 9                  |
| Total remuneration paid to key management personnel | 向主要管理人員支付之薪酬總額 | <b>994</b>              | 1,261              |

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2021 (2020: Nil).

## FINANCIAL REVIEW

For the six months ended 30 September 2021, the revenue of the Group was approximately HK\$202,925,000 (2020: HK\$212,940,000). The cost of sales of the Group for the six months ended 30 September 2021 was approximately HK\$197,374,000 (2020: HK\$209,000,000). The gross profit of the Group for the six months ended 30 September 2021 was approximately HK\$5,551,000 (2020: HK\$3,940,000). Dividend income received by the Group from investment in financial and investment products for the six months ended 30 September 2021 was approximately HK\$437,000 (2020: HK\$353,000). The administrative expenses of the Group for the six months ended 30 September 2021 was approximately HK\$3,871,000 (2020: HK\$3,866,000). The Group recorded an unaudited consolidated profit attributable to owners of the Company of approximately HK\$2,023,000 for the six months ended 30 September 2021 as compared with a loss of approximately HK\$723,000 for the same period of last year. The Board considered that the improvement in the performance of the Group was mainly attributable to the increase in gross profit arising from increase in gross profit margin, decrease in interest expense on CN (under finance costs), and increase in a value-added item of handling fee income (under other income). The Group continues to be in a healthy financial condition with net current assets of approximately HK\$356,010,000 at the end of the reporting period (31 March 2021: HK\$351,252,000).

## 中期股息

董事會不建議派發截至二零二一年九月三十日止六個月之中期股息 (二零二零年：無)。

## 財務回顧

截至二零二一年九月三十日止六個月，本集團的收益約202,925,000港元 (二零二零年：212,940,000港元)。截至二零二一年九月三十日止六個月，本集團的銷售成本約197,374,000港元 (二零二零年：209,000,000港元)。截至二零二一年九月三十日止六個月，本集團的毛利約5,551,000港元 (二零二零年：3,940,000港元)。截至二零二一年九月三十日止六個月，本集團收取來自投資於金融及投資產品之股息收入約437,000港元 (二零二零年：353,000港元)。截至二零二一年九月三十日止六個月，本集團的行政開支約3,871,000港元 (二零二零年：3,866,000港元)。截至二零二一年九月三十日止六個月，本集團錄得本公司擁有人應佔未經審核綜合溢利約2,023,000港元，而去年同期則錄得虧損約723,000港元。董事會認為本集團表現改善主要歸因於毛利率增加導致毛利增加、可換股票據之利息開支 (融資成本項下) 減少及手續費收入 (其他收入項下) 之一項增值項目增加。於報告期末，本集團財務狀況維持穩健，流動資產淨值約356,010,000港元 (二零二一年三月三十一日：351,252,000港元)。



## INVESTMENTS

The Company continues to identify suitable investments in HK stock equity market as well as any industry with high growth potential in PRC. As of 30 September 2021, the Group has investment classified as financial assets at FVTOCI of approximately HK\$53,788,000 (31 March 2021: HK\$55,795,000). In general, the investment strategy will be reviewed and monitored constantly with appropriate actions taken whenever necessary in response to the changes in global economic and market situations.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

The Group did not make any material acquisition and disposal of subsidiaries and affiliated companies for the six months ended 30 September 2021.

## 投資

本公司繼續在香港股票市場及於中國有高增長潛力之任何行業內物色合適之投資項目。截至二零二一年九月三十日，本集團分類為按公允值計入其他全面收益之金融資產之投資約53,788,000港元（二零二一年三月三十一日：55,795,000港元）。一般而言，本集團將會經常檢討及監控投資策略，並應對全球經濟及市況變動適時採取適當行動。

## 重大收購及出售附屬公司及聯屬公司

截至二零二一年九月三十日止六個月，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2021, the Group had total current assets of approximately HK\$367,891,000 (31 March 2021: HK\$358,491,000). The management of the Group considers its financial resources to be liquid because approximately 47.80% (31 March 2021: 47.37%) of this total comprised of cash and cash equivalents. The Group's current ratio as at 30 September 2021 was approximately 30.96 times (31 March 2021: 49.52 times), as calculated by taking the ratio of the Group's current assets divided by its current liabilities. The Group's gearing ratio as at 30 September 2021 was approximately 0% (31 March 2021: 0%), as calculated by taking the ratio of the Group's interest-bearing borrowings divided by its equity.

The Group's treasury policies are designed to mitigate the impact of fluctuations in interest and exchange rates on the Group's overall financial position and to minimise the Group's financial risks. The Group's treasury function operates as a centralised service for managing financial risks, including interest rate and foreign exchange risks and for providing cost-efficient funding to the Group.

## 流動資金、財務資源及資本結構

於二零二一年九月三十日，本集團錄得流動資產總額約367,891,000港元（二零二一年三月三十一日：358,491,000港元）。由於財務資源總額約47.80%（二零二一年三月三十一日：47.37%）為現金及現金等價物，本集團管理層認為其財務資源具有流動性。本集團於二零二一年九月三十日之流動比率約30.96倍（二零二一年三月三十一日：49.52倍），以本集團之流動資產除以其流動負債之比率計算。本集團於二零二一年九月三十日之資本負債比率約0%（二零二一年三月三十一日：0%），以本集團之計息借貸除以其權益之比率計算。

本集團之庫務政策旨在減輕利率及匯率波動對本集團整體財務狀況造成之影響，及盡量降低本集團之財務風險。本集團之庫務職能乃作為管理財務風險（包括利率風險及外匯風險）及為本集團提供具成本效益之資金的中央服務而營運。

## **CONTINGENT LIABILITIES AND CHARGE ON ASSETS**

The Group has no significant contingent liabilities as at 30 September 2021 (31 March 2021: Nil). As at 30 September 2021, the Group did not pledge any asset to financial institution in respect of the due and punctual payment of its obligations (31 March 2021: Nil).

## **FOREIGN EXCHANGE EXPOSURE**

During the period under review, most of the Group's business transactions, assets and liabilities are denominated in HK dollars and Renminbi. The Group's exposure to currency risk is minimal. The Group did not have any derivatives or financial instruments for hedging against the foreign exchange risk (31 March 2021: Nil).

## **BUSINESS REVIEW AND OUTLOOK**

As more Coronavirus Disease 2019 vaccine inoculations were rolled out worldwide, global economy is expected to recover from its trough. Commodity prices, including market price of LNG are expected to rebound. Further, major economies are expected to continue to implement easing economic policies, which will have positive impacts to the price of LNG. In terms of the domestic macro economy, PRC's economy will keep the momentum of stable growth in the long-term and there is ample room for growth in LNG demand.

## **或然負債及資產抵押**

本集團於二零二一年九月三十日並無重大或然負債(二零二一年三月三十一日：無)。於二零二一年九月三十日，本集團並無任何資產抵押予金融機構，作為妥善及準時支付其債務之保證(二零二一年三月三十一日：無)。

## **外匯風險**

於回顧期內，本集團大部分業務交易、資產及負債以港元及人民幣計值。本集團之貨幣風險屬輕微。本集團並無任何衍生或金融工具以對沖外匯風險(二零二一年三月三十一日：無)。

## **業務回顧及前景**

隨著全球開展更多2019冠狀病毒疫苗接種，預期全球經濟會從低谷中復甦。大宗商品價格(包括液化天然氣的市場價)有望回升。此外，主要經濟體預期將繼續實施寬鬆的經濟政策，這將對液化天然氣價格產生正面影響。就國內宏觀經濟而言，中國經濟長期將保持穩定增長勢頭，液化天然氣需求具有充足增長空間。

## BUSINESS REVIEW AND OUTLOOK (CONTINUED)

In the midst of the pandemic along with the opportunities and challenges arising from the development of LNG industry in PRC, the Group implemented the control system to stimulate organizational vitality based on its management-directed focus on “cost reduction and efficiency enhancement, development through transformation”. Looking forward, the Group will not only develop its core business in LNG sector but also to explore new business opportunities in order to create value for shareholders (“Shareholders” and each a “Shareholder”) of the Company.

## SEGMENT INFORMATION

### Geographical segments

The geographical location of the Group’s financial and investment products can be categorised into PRC and HK. Details of results by geographical segments are shown in note 5 to the condensed interim financial statements.

### Business segments

For management purposes, the Group is organised into four operating divisions during the period ended 30 September 2021. These divisions are the basis on which the Group reports its primary segment information.

## 業務回顧及前景 (續)

於疫情期間，面對中國液化天然氣行業發展所產生的機遇與挑戰，本集團緊緊圍繞「降本增效、變革發展」的管理目標，實施控制體系，激發組織活力。展望未來，本集團將不僅發展液化天然氣行業的核心業務，亦會發掘新商機，務求為本公司股東（「股東」及各股東「各股東」）締造價值。

## 分類資料

### 地區分類

本集團之金融及投資產品可按中國及香港作地區分類。地區分類業績詳情於簡明中期財務報表附註5列示。

### 業務分類

為便於管理，截至二零二一年九月三十日止期間，本集團分為四個營運部門。本集團按此等部門申報主要分類資料。

## SEGMENT INFORMATION (CONTINUED)

### Business segments (Continued)

Principal activities are as follows:

- (a) Trading of LNG;
- (b) Investment in financial assets;
- (c) General trading (including market sourcing of technical and electronic products); and
- (d) Money lending.

Details of results by business segments are shown in note 5 to the condensed interim financial statements.

## EMPLOYEES

As of 30 September 2021, the Group had an aggregate of 18 (2020: 18) full-time employees. Remuneration for the employees of the Group is typically reviewed once a year by the remuneration committee (the “**Remuneration Committee**”) of the Company, or as the management deems appropriate. For the six months ended 30 September 2021, the Group’s staff costs including Directors’ emoluments, employees’ salaries and retirement benefits schemes amounted to approximately HK\$1,747,000 (2020: HK\$2,002,000).

## 分類資料 (續)

### 業務分類 (續)

主要業務如下：

- (a) 液化天然氣貿易；
- (b) 投資於金融資產；
- (c) 一般貿易 (包括市場採購技術及電子產品)；及
- (d) 放貸。

業務分類業績詳情於簡明中期財務報表附註5列示。

## 僱員

截至二零二一年九月三十日，本集團共有18名 (二零二零年：18名) 全職僱員。本集團僱員的薪酬通常由本公司薪酬委員會 (「**薪酬委員會**」) 每年檢討一次，或於管理層認為適當時檢討僱員薪酬。截至二零二一年九月三十日止六個月，本集團員工成本包括董事酬金、僱員薪酬及退休福利計劃，約1,747,000港元 (二零二零年：2,002,000港元)。

## EMPLOYEES (CONTINUED)

Employees are rewarded on the basis of merit, qualifications, competence and market conditions and in accordance with the statutory requirements of the respective jurisdiction where the employees are located. The Group has not granted any share option to the employees under its existing share option schemes during the period under review (30 September 2020: Nil).

## DIRECTOR'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATION

As at 30 September 2021, the interests of the Directors, chief executives of the Company and their associates in the Shares or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Chapter 571, Laws of HK)) which are 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) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

## 僱員 (續)

僱員乃基於個人表現、資歷、能力及市況以及根據僱員所在各司法權區之法定規定取得報酬。於回顧期間，本集團並無根據其現有購股權計劃向僱員授出任何購股權（二零二零年九月三十日：無）。

## 董事於本公司或任何其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二一年九月三十日，董事、本公司主要行政人員及彼等之聯繫人於股份或其任何相聯法團（定義見《證券及期貨條例》（「《證券及期貨條例》」）（香港法例第571章）第XV部）擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據《證券及期貨條例》之有關條文被當作或視為擁有之權益或淡倉），或(b)根據《證券及期貨條例》第352條須登記於該條文所指股東登記冊，或(c)根據《GEM上市規則》第5.48至5.67條所載之董事交易必守標準須知會本公司及聯交所之權益如下：



**DIRECTOR'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATION (CONTINUED)**

**董事於本公司或任何其相聯法團之股份、相關股份及債券之權益及淡倉 (續)**

**Long position in the Shares:**

**於股份之好倉：**

| Name of a Director               | Capacity                              | Number of Shares held | Approximate percentage of issued share capital of the Company<br>佔本公司已發行股本之概約百分比 |
|----------------------------------|---------------------------------------|-----------------------|--|
| 一名董事名稱                           | 身份                                    | 所持股份數目                |  |
| Mr. Chen Haining ("Mr. HN Chen") | Held by controlled corporation (Note) | 7,141,000             | 12.12%   |
| 陳海寧先生 (「陳海寧先生」)                  | 由受控制法團持有 (附註)                         |                       |  |

*Note:*

*附註：*

These Shares are registered in the name of Wise Triumph Limited ("WTL"), which is wholly-owned by Mr. HN Chen who is deemed to be interested in all the shares in which WTL is interested by virtue of the SFO.

此等股份以智勝有限公司 (「智勝有限公司」) 之名義登記，陳海寧先生全資擁有該公司，故根據《證券及期貨條例》，陳海寧先生被視為於智勝有限公司擁有權益之所有股份中擁有權益。

Save as disclosed above, none of the Directors, chief executive of the Company or their associates had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations.

除上文所披露者外，董事、本公司主要行政人員或彼等之聯繫人並無於本公司或其任何相聯法團之股份、相關股份或債券中擁有或被視作擁有任何權益或淡倉。

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

As at 30 September 2021, the following persons or companies (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### Long positions in the underlying shares and Shares

## 主要股東於股份及相關股份之權益及淡倉

於二零二一年九月三十日，下列人士或公司（董事或本公司主要行政人員除外）於股份或本公司相關股份中擁有須根據《證券及期貨條例》第XV部第2及第3分部之規定向本公司及聯交所披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

### 於相關股份及股份之好倉

| Names of substantial Shareholders                          | Capacities/<br>natures of interests                 | Numbers of<br>underlying<br>shares/<br>Shares held | Approximate<br>percentages of<br>issued share<br>capital of the<br>Company<br><i>(Note 4)</i><br>佔本公司<br>已發行股本之<br>概約百分比<br><i>(附註4)</i> |
|--|---|--|--|
| 主要股東名稱   | 身份／權益性質   | 所持相關<br>股份／股份數目                                    |  |
| Keen Insight Limited ("KIL")<br><i>(Note 1) (附註1)</i>      | Beneficial owner<br>實益擁有人                           | 8,250,000  | 14.01%   |
| Hony Capital Group L.P. ("HCGLP")<br><i>(Note 1) (附註1)</i> | Interests in controlled<br>corporation<br>於受控制法團之權益 | 8,250,000  | 14.01%   |

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

**主要股東於股份及相關股份之權益及淡倉 (續)**

Long positions in the underlying shares and Shares (Continued)

於相關股份及股份之好倉 (續)

| Names of substantial Shareholders                                  | Capacities/natures of interests                  | Numbers of underlying shares/ Shares held | Approximate percentages of issued share capital of the Company<br>(Note 4)<br>佔本公司已發行股本之概約百分比<br>(附註4) |
|--|--|---|--|
| 主要股東名稱   | 身份／權益性質  | 所持相關股份／股份數目                               |  |
| Hony Group Management Limited<br>("HGML") (Note 1) (附註1)           | Interests in controlled corporation<br>於受控制法團之權益 | 8,250,000                                 | 14.01%   |
| Hony Managing Partners Limited<br>("HMPL") (Note 1) (附註1)          | Interests in controlled corporation<br>於受控制法團之權益 | 8,250,000                                 | 14.01%   |
| Exponential Fortune Group Limited<br>("EFGL") (Note 1) (附註1)       | Interests in controlled corporation<br>於受控制法團之權益 | 8,250,000                                 | 14.01%   |
| Mr. Zhao John Huan ("Mr. Zhao")<br>(Note 1)<br>趙令歡先生 (「趙先生」) (附註1) | Interests in controlled corporation<br>於受控制法團之權益 | 8,250,000                                 | 14.01%   |
| WTL (Note 2)<br>智勝有限公司 (附註2)                                       | Beneficial owner<br>實益擁有人                        | 7,141,000                                 | 12.12%   |

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

Long positions in the underlying shares and Shares (Continued)

**主要股東於股份及相關股份之權益及淡倉 (續)**

於相關股份及股份之好倉 (續)

| Names of substantial Shareholders  | Capacities/natures of interests                  | Numbers of underlying shares/Shares held | Approximate percentages of issued share capital of the Company<br>(Note 4)<br>佔本公司已發行股本之概約百分比<br>(附註4) |
|--|--|--|--|
| 主要股東名稱   | 身份／權益性質  | 所持相關股份／股份數目                              |  |
| Mark Profit Development Limited<br>("MPDL") (Note 3)<br>卓益發展有限公司<br>("卓益發展有限公司") (附註3)             | Beneficial owner<br>實益擁有人                        | 3,585,000                                | 6.09%  |
| Easyknit Properties Holdings Limited ("EPHL")<br>(Note 3) (附註3)                                    | Interests in controlled corporation<br>於受控制法團之權益 | 3,585,000                                | 6.09%  |
| Easyknit International Holdings Limited ("EIHL") (Note 3)<br>永義國際集團有限公司<br>("永義國際集團有限公司")<br>(附註3) | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                | 9.80%  |
| Magical Profits Limited ("MPL")<br>(Note 3) (附註3)  | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                | 9.80%  |

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

**主要股東於股份及相關股份之權益及淡倉 (續)**

Long positions in the underlying shares and Shares (Continued)

於相關股份及股份之好倉 (續)

| Names of substantial Shareholders  | Capacities/ natures of interests                 | Numbers of underlying shares/ Shares held | Approximate percentages of issued share capital of the Company<br>(Note 4)<br>佔本公司已發行股本之概約百分比<br>(附註4) |
|--|--|---|--|
| 主要股東名稱   | 身份／權益性質  | 所持相關股份／股份數目                               |  |
| Accumulate More Profits Limited<br>("AMPL") (Note 3) (附註3)   | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |
| The Winterbotham Trust Company Limited ("TWTCL") (Note 3)<br>溫特博森信託有限公司<br>(「溫特博森信託有限公司」)<br>(附註3) | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |
| The Magical 2000 Trust<br>("The Magical")<br>(Note 3) (附註3)  | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |
| Ms. Koon Ho Yan Candy<br>("Ms. Koon") (Note 3)<br>官可欣女士 (「官女士」) (附註3)                              | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

Long positions in the underlying shares and Shares (Continued)

**主要股東於股份及相關股份之權益及淡倉 (續)**

於相關股份及股份之好倉 (續)

| Names of substantial Shareholders  | Capacities/natures of interests                  | Numbers of underlying shares/ Shares held | Approximate percentages of issued share capital of the Company<br>(Note 4)<br>佔本公司已發行股本之概約百分比<br>(附註4) |
|--|--|---|--|
| 主要股東名稱   | 身份／權益性質  | 所持相關股份／股份數目                               |  |
| Winterbotham Holdings Limited<br>("WHL") (Note 3) (附註3)  | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |
| Mr. Christopher Geoffrey Douglas Hooper ("Mr. Hooper") (Note 3)<br>Christopher Geoffrey Douglas Hooper先生 (「Hooper先生」)<br>(附註3) | Interests in controlled corporation<br>於受控制法團之權益 | 5,770,000                                 | 9.80%  |

Notes:

- KIL is a wholly-owned subsidiary of HCGLP. HCGLP is a wholly-owned subsidiary of HGML. HGML is owned as to 80% by HMPL, a wholly-owned subsidiary of EFGL. EFGL is held as to 49% by Mr. Zhao, and the remaining 51% is held by two individuals equally.
- WTL is wholly-owned by Mr. HN Chen.

附註：

- KIL為HCGLP之一間全資附屬公司。HCGLP為HGML之一間全資附屬公司。HGML由HMPL擁有80%權益，而後者為EFGL之一間全資附屬公司。EFGL由趙先生持有49%權益，而餘下51%權益則由兩名個人平均持有。
- 智勝有限公司由陳海寧先生全資擁有。



## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

### Long positions in the underlying shares and Shares (Continued)

Notes: (Continued)

- MPDL is a wholly-owned subsidiary of EPHL, which in turn is a wholly-owned subsidiary of EIHL. Glory Link Investment Limited is a wholly-owned subsidiary of Eminence Enterprise Limited (“EEL”), which holds 2,185,000 Shares or approximately 3.71% of issued share capital of the Company. EEL is held as to approximately 52.02%, 17.33%, 2.51% and 2.90% by Ace Winner Investment Limited, Goodco Development Limited and Landmark Profits Limited (those are wholly-owned subsidiaries of EIHL) as well as EIHL respectively. As such, EEL is totally held by EIHL approximately 74.76%. EIHL is held as to approximately 37.49% by MPL, which in turn is a wholly-owned subsidiary of AMPL. AMPL is wholly-owned by TWTCCL in its capacity as a trustee of The Magical (beneficiaries include Ms. Koon). TWTCCL is held as to 75% by WHL, which in turn is held as to approximately 99.99% by Mr. Hooper. Furthermore, EIHL is held as to approximately 22.40% by Sea Rejoice Limited, which in turn is wholly-owned by Ms. Lui Yuk Chu, the spouse of Mr. Koon Wing Yee.
- The percentage is based on 58,900,537 issued Shares as at 30 September 2021.

## 主要股東於股份及相關股份之權益及淡倉 (續)

### 於相關股份及股份之好倉 (續)

附註：(續)

- 卓益發展有限公司為EPHL之一間全資附屬公司，而EPHL為永義國際集團有限公司之一間全資附屬公司。邦興投資有限公司為高山企業有限公司（「高山企業有限公司」）之一間全資附屬公司，其持有2,185,000股股份或本公司已發行股本約3.71%。高山企業有限公司由運榮投資有限公司、佳豪發展有限公司及Landmark Profits Limited（均為永義國際集團有限公司之全資附屬公司）以及永義國際集團有限公司分別持有約52.02%、17.33%、2.51%及2.90%權益。因此，高山企業有限公司由永義國際集團有限公司合共持有約74.76%權益。永義國際集團有限公司由MPL持有約37.49%權益，而MPL為AMPL之一間全資附屬公司。AMPL由溫特博森信託有限公司以The Magical（受益人包括官女士）之一名受託人身份全資擁有。溫特博森信託有限公司由WHL持有75%權益，而WHL由Hooper先生持有約99.99%權益。此外，EIHL由樂洋有限公司持有約22.40%權益，而樂洋有限公司由官永義先生之配偶雷玉珠女士全資擁有。
- 百分比乃基於二零二一年九月三十日之58,900,537股已發行股份計算。

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)**

### **Long positions in the underlying shares and Shares (Continued)**

Save as disclosed above, there was no long positions of the other persons and substantial Shareholders in the underlying shares and Shares recorded in the register.

### **Short positions in the underlying shares and Shares**

As at 30 September 2021, no short positions of other persons and substantial Shareholders in the underlying shares of equity derivatives of the Company and Shares were recorded in the register.

As at 30 September 2021, save as disclosed above, the Directors and chief executive of the Company were not aware of any persons or companies (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which were interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or any persons (not being a Director) have interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## **主要股東於股份及相關股份之權益及淡倉 (續)**

### **於相關股份及股份之好倉 (續)**

除上文所披露者外，股東登記冊並無記錄其他人士及主要股東於相關股份及股份的好倉。

### **於相關股份及股份之淡倉**

於二零二一年九月三十日，股東登記冊並無記錄其他人士及主要股東擁有本公司股本衍生工具相關股份及股份之淡倉。

於二零二一年九月三十日，除上文所披露者外，董事及本公司主要行政人員概無知悉擁有或被視為擁有附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票之5%或以上已發行股本權益之任何人士或公司（董事及本公司主要行政人員除外）於股份或本公司相關股份中擁有權益或淡倉，或任何人士（董事除外）於股份或本公司相關股份中擁有須根據《證券及期貨條例》第XV部第2及第3分部之規定向本公司及聯交所披露，或根據《證券及期貨條例》第336條記錄於本公司須存置之股東登記冊內的權益或淡倉。

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Associations ("**Articles**") which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Group has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the six months ended 30 September 2021 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the six months ended 30 September 2021.

## 優先購買權

本公司組織章程細則（「**組織章程細則**」）概無有關優先購買權之規定，以致本公司須按比例向現有股東提呈發售新股份。

## 有關董事進行證券交易之操守守則

於回顧期內，本集團已採納一套有關董事進行證券交易之操守守則，其條款不遜於《GEM上市規則》第5.48至5.67條所載之交易必守標準。本公司亦已向全體董事作出特定查詢，本公司並不知悉任何不遵守交易必守標準及有關董事進行證券交易之操守守則之情況。

## 購買股份或債券之安排

於截至二零二一年九月三十日止六個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零二一年九月三十日止六個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## COMPETITION AND CONFLICT OF INTERESTS

During the period under review, none of the Directors, the management Shareholders, substantial Shareholders or any of their respective associates (as defined in the GEM Listing Rules) had interests in a business which causes or may cause any significant competition and conflict of interests with the business of the Group.

## CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 of the GEM Listing Rules for the six months ended 30 September 2021 except for the following deviation:

## 購買、出售或贖回本公司上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

## 競爭及權益衝突

於回顧期內，董事、管理層股東、主要股東或彼等各自之任何聯繫人（定義見《GEM上市規則》）概無在與本集團業務構成或可能構成任何重大競爭及權益衝突之業務中擁有權益。

## 企業管治常規

截至二零二一年九月三十日止六個月，本公司已遵守《GEM上市規則》附錄十五之企業管治守則（「**企業管治守則**」）所載之守則條文，惟以下偏離情況除外：

## CORPORATE GOVERNANCE PRACTICES (CONTINUED)

1. Code Provision A.2.1 of the CG Code stipulates that the roles of chairman (“**Chairman**”) of the Company and chief executive officer (“**Chief Executive Officer**”) of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

At present, Mr. HN Chen currently performs these two roles. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership with the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decision promptly and efficiently. The Group considers that, at its present size, there is no imminent need to segregate the roles of Chairman and Chief Executive Officer.

2. Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election while all Directors should be subject to retirement by rotation at least once every three years. All independent (“**Independent**”) non-executive (“**Non-Executive**”) Directors were not appointed for a specific term but they are subject to retirement by rotation and re-election at annual general meetings of the Company in line with the Articles. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

## 企業管治常規 (續)

1. 企業管治守則守則條文第A.2.1條規定，本公司主席（「**主席**」）及本公司行政總裁（「**行政總裁**」）之角色須分開，而不應由同一人擔任。主席及行政總裁之職責須明確區分，並以書面形式訂明。

現時，陳海寧先生兼任該兩項職位。董事會相信，由同一人出任主席及行政總裁職務，可讓本集團得到一貫之領導，及能夠更有效及有效率地為本集團作出整體策略規劃。董事會認為，此並不會減弱現時安排權力及授權之平衡及此結構可使本公司即時及有效地作出及執行決定。本集團認為，按其現時之規模，並無迫切需要分開主席及行政總裁之角色。

2. 企業管治守則守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重選，所有董事均須至少每三年輪值退任一次。所有獨立（「**獨立**」）非執行（「**非執行**」）董事並未獲指定任期，但彼等須輪值退任，且將於本公司股東週年大會上根據組織章程細則膺選連任。因此，本公司認為，已採取足夠措施確保本公司的企業管治常規不遜於企業管治守則所載列者。



## AUDIT COMMITTEE

The Audit Committee has three members comprising three Independent Non-Executive Directors, namely, Mr. Luk Chi Shing (“**Mr. Luk**”) (Chairman of the Audit Committee), Mr. Leung Fu Hang (“**Mr. Leung**”) and Mr. Chen Liang (“**Mr. L Chen**”).

The primary duties of the Audit Committee are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems, risk management, and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements.

The Group’s interim results for the six months ended 30 September 2021 have been reviewed by the members of the Audit Committee, who are of the opinion that the preparation of such financial results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

## 審核委員會

審核委員會由三名成員組成，包括三名獨立非執行董事，即陸志成先生（「**陸先生**」）（審核委員會主席）、梁富衡先生（「**梁先生**」）及陳亮先生（「**陳亮先生**」）。

審核委員會之主要職責為確保本集團之會計及財務監控充分及有效、監控內部監控系統、風險管理及財務申報過程之表現、監察財務報表是否完整及符合法定及上市規定。

本集團截至二零二一年九月三十日止六個月之中期業績已由審核委員會成員審閱，彼等認為編製該財務業績乃遵照適用之會計準則、《GEM上市規則》及法律規定，並已作出充分披露。



## REMUNERATION COMMITTEE

The Remuneration Committee has three members comprising three Independent Non-Executive Directors, namely, Mr. Leung (Chairman of the Remuneration Committee), Mr. Luk and Mr. L Chen.

The primary duties of the Remuneration Committee, among others, are (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) to make recommendations to the Board on the remuneration packages of individual executive ("**Executive**") Directors and senior management.

## 薪酬委員會

薪酬委員會由三名成員組成，包括三名獨立非執行董事，即梁先生（薪酬委員會主席）、陸先生及陳亮先生。

薪酬委員會之主要職責為（其中包括）(i)就本公司有關全體董事及高級管理層之薪酬政策及結構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(ii)參考董事會之企業目標及宗旨審閱及批准建議之管理層薪酬；及(iii)就各執行（「**執行**」）董事及高級管理層之薪酬組合，向董事會提出建議。

## NOMINATION COMMITTEE

The nomination committee (the “**Nomination Committee**”) of the Company has three members comprising two Independent Non-Executive Directors, namely, Mr. L Chen (Chairman of the Nomination Committee) and Mr. Leung, and one Executive Director, namely, Mr. HN Chen.

The primary duties of the Nomination Committee include, among other things:

- (a) to review director nomination policy and board diversity policy;
- (b) to review the structure, size and composition (including the skills, knowledges and experiences) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategies;
- (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of Independent Non-Executive Directors; and

## 提名委員會

本公司提名委員會（「**提名委員會**」）由三名成員組成，包括兩名獨立非執行董事，即陳亮先生（提名委員會主席）及梁先生和一名執行董事，即陳海寧先生。

提名委員會之主要職責包括（其中包括）：

- (a) 檢討董事提名政策及董事會成員多元化政策；
- (b) 至少每年檢討一次董事會之架構、規模及組成（包括技能、知識及經驗）並就任何建議變動向董事會提出推薦意見以補充本公司之企業策略；
- (c) 物色合資格成為董事會成員之合適人士並進行篩選或提出推薦意見供董事會選擇獲提名為董事的人士；
- (d) 評估獨立非執行董事的獨立性；及

## NOMINATION COMMITTEE (CONTINUED)

## 提名委員會 (續)

(e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and/or chief executive of the Company.

(e) 就董事委任或續聘以及董事尤其是本公司主席及／或主要行政人員之繼任計劃向董事會提出推薦意見。

By order of the Board

**Mr. Chen Haining**

*Chairman and Chief Executive Officer*

承董事會命

主席兼行政總裁

**陳海寧先生**

Hong Kong, 12 November 2021

香港，二零二一年十一月十二日

*As at the date hereof, the Executive Directors are Mr. Chen Haining (Chairman and Chief Executive Officer) and Ms. Tong Jiangxia; and the Independent Non-Executive Directors are Mr. Luk Chi Shing, Mr. Leung Fu Hang and Mr. Chen Liang.*

於本報告日期，執行董事為陳海寧先生（主席兼行政總裁）及童江霞女士；而獨立非執行董事為陸志成先生、梁富衡先生及陳亮先生。



**Chinese Energy Holdings Limited**  
**華夏能源控股有限公司**