



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

Third Quarterly Report
第三季度報告

2022/23

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.

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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。

香港交易及結算所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項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\$110,693,000 (2021: HK\$293,629,000) for the nine months ended 31 December 2022, representing a significant decrease of approximately 62.30% when compared with the same period in 2021.
- The Group recorded an unaudited consolidated loss attributable to owners of the Company of approximately HK\$9,249,000 for the nine months ended 31 December 2022 as compared with a profit of approximately HK\$3,244,000 for the same period of last year. The board (the “**Board**”) of Directors considered that the deterioration in the performance of the Group was mainly attributable to global supply chain disruptions and increase in provision of impairment loss under expected credit loss (“**ECL**”) model on trade receivables.
- The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).
- 截至二零二二年十二月三十一日止九個月，本公司及其附屬公司（統稱「**本集團**」）錄得收益約110,693,000港元（二零二一年：293,629,000港元），與二零二一年同期相比大幅減少約62.30%。
- 截至二零二二年十二月三十一日止九個月，本集團錄得本公司擁有人應佔未經審核綜合虧損約9,249,000港元，而去年同期則錄得溢利約3,244,000港元。董事會（「**董事會**」）認為本集團表現轉差主要歸因於全球供應鏈中斷及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撥備增加。
- 董事會不建議派發截至二零二二年十二月三十一日止九個月之中期股息（二零二一年：無）。

RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2022, together with the comparative unaudited figures for the corresponding periods in 2021, as follows:

業績

本公司董事會謹此宣佈本集團截至二零二二年十二月三十一日止三個月及九個月之未經審核綜合業績，連同二零二一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

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月		
		2022	2021	2022	2021	
		二零二二年	二零二一年	二零二二年	二零二一年	
		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)	
	Notes 附註					
Revenue	收益	4	54,603	90,704	110,693	293,629
Cost of sales	銷售成本		(52,391)	(87,968)	(106,789)	(285,342)
Gross profit	毛利		2,212	2,736	3,904	8,287
Other income	其他收入	5	868	1,021	1,510	5,953
Other gain	其他收益	6	-	-	11	-
Provision of impairment loss under ECL model on trade receivables	貿易應收款項預期信貸虧損模型項下之減值虧損撥備		(3,642)	(13)	(7,913)	(2,416)
Administrative expenses	行政開支		(1,856)	(2,105)	(6,255)	(5,976)
Finance costs	融資成本		(17)	(30)	(60)	(66)
(Loss) profit before tax	除稅前(虧損)溢利	7	(2,435)	1,609	(8,803)	5,782
Income tax expense	所得稅開支	8	(339)	(388)	(194)	(2,538)
(Loss) profit for the period	期內(虧損)溢利		(2,774)	1,221	(8,997)	3,244

**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 31 December 截至十二月三十一日止三個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)		Nine months ended 31 December 截至十二月三十一日止九個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive income (expense) for the period, net of income tax	期內其他全面收益 (開支)，已扣除所得稅				
<i>Item that may be reclassified subsequently to profit or loss:</i>	隨後可重新分類至損益之項目：				
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	7,388	5,091	(26,481)	10,152
<i>Item that will not be reclassified to profit or loss:</i>	將不會重新分類至損益之項目：				
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」) 之金融資產投資之公允值 (虧損) 收益	(1,979)	8,051	(5,136)	4,832
Other comprehensive income (expense) for the period	期內其他全面收益 (開支)	5,409	13,142	(31,617)	14,984
Total comprehensive income (expense) for the period	期內全面收益 (開支) 總額	2,635	14,363	(40,614)	18,228
(Loss) profit for the period attributable to:	由下列人士應佔期內 (虧損) 溢利：				
Owners of the Company	本公司擁有人	(3,026)	1,221	(9,249)	3,244
Non-controlling interests ("NCI")	非控股權益 (「非控股權益」)	252	-	252	-
		(2,774)	1,221	(8,997)	3,244

**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 31 December		Nine months ended 31 December	
		截至十二月三十一日止三個月 2022	2021	截至十二月三十一日止九個月 2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
	Note	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	附註	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Total comprehensive income (expense) for the period attributable to:	由下列人士應佔期內全面收益 (開支) 總額：				
Owners of the Company	本公司擁有人	2,383	14,363	(40,866)	18,228
NCI	非控股權益	252	-	252	-
		2,635	14,363	(40,614)	18,228
(Loss) earnings per share	每股 (虧損) 盈利				
- basic (HK cents)	- 基本 (港仙)	(5.14)	2.07	(15.70)	5.51
- diluted (HK cents)	- 攤薄 (港仙)	(5.14)	2.07	(15.70)	5.51

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 address of its registered office and principle place of business of the Company is Unit 3517, Floor 35, West Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, HK. The Group principally engaged in trading of natural gas and investment in financial assets.

2. BASIS OF PREPARATION

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 nine months ended 31 December 2022 are consistent with those adopted in preparing the Group’s annual financial statements for the year ended 31 March 2022.

The financial information relating to the year ended 31 March 2022 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:

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。本集團主要從事天然氣貿易及投資於金融資產。

2. 編製基準

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，截至二零二二年十二月三十一日止九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二零二二年三月三十一日止年度之年度財務報表所採用者一致。

該等財務報表所載有關截至二零二二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：

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 Company has delivered the financial statements for the year ended 31 March 2022 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 2021 and 2022. 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 Hong Kong Institute of Certified Public Accountants (“**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)

本公司已根據《公司條例》第662(3)條及附表6第3部將截至二零二二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二零二一年及二零二二年三月三十一日止年度之財務報表提交報告。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（「**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 3	Reference to the Conception Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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:

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹

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3號之修訂	概念框架之提述
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
香港會計準則第37號之修訂	虧損合約—履行合約之成本
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

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：

香港財務報告準則第17號	保險合約及相關修訂 ¹
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 ¹
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策披露 ¹
香港會計準則第8號之修訂	會計估計定義 ¹

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 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²

¹ Effective for annual periods beginning on or after 1 January 2023.

² 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.

4. REVENUE

Disaggregation of revenue from contracts with customers:

Types of goods and service	貨物及服務類型	Three months ended 31 December		Nine months ended 31 December	
		截至十二月三十一日止三個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	截至十二月三十一日止九個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Trading of natural gas	天然氣貿易	54,603	90,704	110,693	293,629
Revenue from contracts with customers	來自客戶合約收益	54,603	90,704	110,693	293,629

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 ¹
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 ²

¹ 於二零二三年一月一日或之後開始之年度期間生效。

² 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。

4. 收益

來自客戶合約收益之分拆：

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：

		Trading of natural gas 天然氣貿易	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
For three months ended	截至十二月三十一日止		
31 December	三個月		
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	54,603	90,704
For nine months ended	截至十二月三十一日止		
31 December	九個月		
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	110,693	293,629

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註 (續)

5. OTHER INCOME

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		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)
Dividend income	股息收入	464	-	944	437
Government subsidies	政府補貼	5	-	48	-
Handling fee income	手續費收入	-	18	-	4,282
Interest income from banks and financial institutions	來自銀行及金融機構之 利息收入	399	986	507	1,204
Net exchange gain	匯兌淨收益	-	17	-	24
Other refund	其他退款	-	-	11	6
		868	1,021	1,510	5,953

5. 其他收入

6. OTHER GAIN

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		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)
Gain on disposal of a financial asset at fair value through profit or loss	出售透過損益按公允值 計量之一項金融資產 之收益	-	-	11	-

6. 其他收益

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註 (續)

7. (LOSS) PROFIT BEFORE TAX

(Loss) profit before tax has been arrived at after charging (crediting) the following items:

7. 除稅前(虧損)溢利

除稅前(虧損)溢利已扣除(計入)以下項目：

	Three months ended 31 December		Nine months ended 31 December	
	截至十二月三十一日止三個月 2022	2021	截至十二月三十一日止九個月 2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年
	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	1,030	956	2,895
Contributions to retirement benefits schemes	退休福利計劃供款	25	22	73
		1,055	978	2,968
External auditor's remuneration	外聘核數師酬金			
– audit services	– 審計服務	113	105	338
– other services	– 其他服務	–	70	–
Depreciation of property, plant and equipment	物業、廠房及設備之 折舊	29	32	91
Depreciation of right-of-use assets	使用權資產之折舊	252	240	762
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	18	13	51
Legal and professional fees	法律及專業費用	238	132	599
Loss on disposal of property, plant and equipment	出售物業、廠房及設備 之虧損	–	2	–
Net exchange (gain) loss	匯兌淨(收益)虧損	(69)	(17)	201
Provision of impairment loss under ECL model on trade receivables	貿易應收款項預期信貸 虧損模型項下之 減值虧損撥備	3,642	13	7,913
				2,416

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 the People's Republic of China ("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。

根據中華人民共和國(「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. (LOSS) EARNINGS PER SHARE

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

	Three months ended 31 December		Nine months ended 31 December	
	截至十二月三十一日止三個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	截至十二月三十一日止九個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss) earnings	(虧損) 盈利			
(Loss) profit for the period attributable to owners of the Company	本公司擁有人應佔期內 (虧損) 溢利			
	(3,026)	1,221	(9,249)	3,244
	'000 千股	'000 千股	'000 千股	'000 千股
Number of Shares	股份數目			
Number of Shares as at 31 December	於十二月三十一日之股份數目			
	58,901	58,901	58,901	58,901

The calculation of basic and diluted (loss) earnings per Share are based on the (loss) profit attributable to owners of the Company, and number of 58,900,537 (2021: 58,900,537) Shares in issue.

No diluted (loss) earnings per Share for both periods were presented as there were no potential Shares in issue for both periods.

10. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).

9. 每股 (虧損) 盈利

本公司擁有人應佔每股基本及攤薄 (虧損) 盈利按下列數據計算：

每股基本及攤薄 (虧損) 盈利乃根據本公司擁有人應佔 (虧損) 溢利及58,900,537股 (二零二一年：58,900,537股) 已發行股份數目計算。

由於兩個期間並無潛在已發行股份，故於兩個期間並無呈列每股攤薄 (虧損) 盈利。

10. 中期股息

董事會不建議派發截至二零二二年十二月三十一日止九個月之中期股息 (二零二一年：無)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註 (續)

11. MOVEMENT OF RESERVES

11. 儲備變動

		Equity attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital 股本 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	NCI 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	847,601	(808)	45,918	54,761	21,727	(561,777)	407,422	-	407,422
Profit for the period	期內溢利	-	-	-	-	-	3,244	3,244	-	3,244
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-
- Exchange differences arising on translation of foreign operations	—換算海外業務所產生之匯兌差額	-	-	-	10,152	-	-	10,152	-	10,152
- Fair value gain on investment in financial assets at FVTOCI	—按公允值計入其他全面收益之金融資產投資之公允值收益	-	1,743	-	-	3,089	-	4,832	-	4,832
Total comprehensive income for the period	期內全面收益總額	-	1,743	-	10,152	3,089	3,244	18,228	-	18,228
As at 31 December 2021 (unaudited)	於二零二一年十二月三十一日 (未經審核)	847,601	935	45,918	64,913	24,816	(558,533)	425,650	-	425,650

		Equity attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital 股本 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	NCI 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	847,601	1,069	45,918	66,947	15,312	(561,448)	415,399	-	415,399
Share of NCI	應佔非控股權益	-	-	-	-	-	-	-	24	24
(Loss) profit for the period	期內(虧損)溢利	-	-	-	-	-	(9,249)	(9,249)	252	(8,997)
Other comprehensive expense	其他全面開支	-	-	-	-	-	-	-	-	-
- Exchange differences arising on translation of foreign operations	—換算海外業務所產生之匯兌差額	-	-	-	(26,481)	-	-	(26,481)	-	(26,481)
- Fair value loss on investment in financial assets at FVTOCI	—按公允值計入其他全面收益之金融資產投資之公允值虧損	-	(3,828)	-	-	(1,308)	-	(5,136)	-	(5,136)
Total comprehensive (expenses) income for the period	期內全面(開支)收益總額	-	(3,828)	-	(26,481)	(1,308)	(9,249)	(40,866)	252	(40,614)
As at 31 December 2022 (unaudited)	於二零二二年十二月三十一日 (未經審核)	847,601	(2,759)	45,918	40,466	14,004	(570,697)	374,533	276	374,809

FINANCIAL REVIEW

The Group recorded a revenue of approximately HK\$110,693,000 (2021: HK\$293,629,000) for the nine months ended 31 December 2022, representing a significant decrease of approximately 62.30% when compared with the same period in 2021. The cost of sales of the Group for the nine months ended 31 December 2022 was approximately HK\$106,789,000 (2021: HK\$285,342,000). The gross profit of the Group for the nine months ended 31 December 2022 was approximately HK\$3,904,000 (2021: HK\$8,287,000). Dividend income received by the Group from investment in financial and investment products for the nine months ended 31 December 2022 was approximately HK\$944,000 (2021: HK\$437,000). The administrative expenses of the Group for the nine months ended 31 December 2022 were approximately HK\$6,255,000 (2021: HK\$5,976,000). The Group recorded an unaudited consolidated loss attributable to owners of the Company of approximately HK\$9,249,000 for the nine months ended 31 December 2022 as compared with a profit of approximately HK\$3,244,000 for the same period of last year. The Board considered that the deterioration in the performance of the Group was mainly attributable to global supply chain disruptions and increase in provision of impairment loss under ECL model on trade receivables.

財務回顧

截至二零二二年十二月三十一日止九個月，本集團錄得收益約110,693,000港元（二零二一年：293,629,000港元），與二零二一年同期相比大幅減少約62.30%。截至二零二二年十二月三十一日止九個月，本集團的銷售成本約106,789,000港元（二零二一年：285,342,000港元）。截至二零二二年十二月三十一日止九個月，本集團的毛利約3,904,000港元（二零二一年：8,287,000港元）。截至二零二二年十二月三十一日止九個月，本集團收取來自投資於金融及投資產品之股息收入約944,000港元（二零二一年：437,000港元）。截至二零二二年十二月三十一日止九個月，本集團的行政開支約6,255,000港元（二零二一年：5,976,000港元）。截至二零二二年十二月三十一日止九個月，本集團錄得本公司擁有人應佔未經審核綜合虧損約9,249,000港元，而去年同期則錄得溢利約3,244,000港元。董事會認為本集團表現轉差主要歸因於全球供應鏈中斷及貿易應收款項預期信貸虧損模型項下之減值虧損撥備增加。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).

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 31 December 2022, the Group has investment classified as financial assets at FVTOCI of approximately HK\$46,121,000 (31 March 2022: HK\$51,257,000). 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 nine months ended 31 December 2022.

中期股息

董事會不建議派發截至二零二二年十二月三十一日止九個月之中期股息 (二零二一年：無)。

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。截至二零二二年十二月三十一日，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46,121,000港元 (二零二二年三月三十一日：51,257,000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

截至二零二二年十二月三十一日止九個月，本集團並無任何重大收購及出售附屬公司及聯屬公司。

CONTINGENT LIABILITIES AND CHARGE ON ASSETS

The Group has no significant contingent liabilities as at 31 December 2022 (31 March 2022: Nil). As at 31 December 2022, the Group did not pledge any asset to financial institution in respect of the due and punctual payment of its obligations (31 March 2022: Nil).

BUSINESS REVIEW AND OUTLOOK

Not only the risks of the occurrence of another wave of Coronavirus Disease 2019 pandemic, but also the geopolitical tensions and inflation pressure are dampening the recovery of various industries and economy in general. We much hope that the overall economic performance will be improved and the previously suppressed global economic activities will gradually restore to normal.

The Government of PRC will continue to implement proactive fiscal policy and prudent monetary policy in order to support for economic recovery. It is expected that PRC economy will continue to grow within a reasonable range.

The Group has implemented both quantitative and qualitative approaches to overcome the energy crises and continued to operate its clean energy of natural gas so as to create value for the shareholders (“**Shareholders**” and each a “**Shareholder**”) of the Company.

或然負債及資產抵押

本集團於二零二二年十二月三十一日並無重大或然負債（二零二二年三月三十一日：無）。於二零二二年十二月三十一日，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（二零二二年三月三十一日：無）。

業務回顧及前景

不僅存在爆發另一波2019冠狀病毒病疫情的風險，且地緣政治局勢緊張及通脹壓力亦在抑制各行業及整體經濟的復甦。我們期望整體經濟表現將會有所改善，以及先前受到抑制的全球經濟活動將逐漸恢復正常。

中國政府將繼續實施積極的財政政策及穩健的貨幣政策，以支持經濟復甦。預計中國經濟將會在合理區間持續增長。

為克服能源危機，本集團已採取定量及定性方法，並繼續經營其天然氣清潔能源，務求為本公司股東（「**股東**」及各股東「**各股東**」）締造價值。

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

As at 31 December 2022, the interests of the Directors, chief executives of the Company and their associates in 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:

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

於二零二二年十二月三十一日，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：

DIRECTORS' INTERESTS AND SHORT POSITIONS IN 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 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
一名董事名稱	身份	所持股份數目	佔本公司已發行股本之概約百分比
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 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 SHARES AND UNDERLYING SHARES

As at 31 December 2022, the following persons or companies (other than the Directors or chief executive of the Company) had interests or short positions in 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 Shares:

主要股東於股份及相關股份之權益及淡倉

於二零二二年十二月三十一日，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。

於股份之好倉：

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN 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 Shares (Continued):

於股份之好倉 (續) :

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN 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 Shares (Continued):

於股份之好倉 (續) :

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN 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 Shares (Continued):

於股份之好倉 (續) :

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN 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 Shares (Continued):

於股份之好倉 (續) :

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

Notes:

附註：

- 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.

- 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 SHARES AND UNDERLYING SHARES (CONTINUED)

Long positions in Shares (Continued):

Notes (Continued):

3. 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 22.79%, 26.45%, 1.10% and 1.27% 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 51.61%. EIHL is held as to approximately 39.44% 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 23.56% by Sea Rejoice Limited, which in turn is wholly-owned by Ms. Lui Yuk Chu, the spouse of Mr. Koon Wing Yee.
4. The percentage is based on 58,900,537 issued Shares as at 31 December 2022.

主要股東於股份及相關股份之權益及淡倉 (續)

於股份之好倉 (續)：

附註 (續)：

3. 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22.79%、26.45%、1.10%及1.27%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51.61%權益。永義國際集團有限公司由MPL持有約39.44%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，永義國際集團有限公司由樂洋有限公司持有約23.56%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。
4. 百分比乃基於二零二二年十二月三十一日之58,900,537股已發行股份計算。

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

Long positions in 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 31 December 2022, 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 31 December 2022, 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 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 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：

於二零二二年十二月三十一日，股東登記冊並無記錄其他人士及主要股東於本公司股本衍生工具相關股份及股份之淡倉。

於二零二二年十二月三十一日，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 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 Directors.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the nine months ended 31 December 2022 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 nine months ended 31 December 2022.

優先購買權

本公司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

於截至二零二二年十二月三十一日止九個月內任何時間，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二零二二年十二月三十一日止九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.

AUDIT COMMITTEE

The Audit Committee has three members comprising three independent (“**Independent**”) non-executive (“**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.

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。

審核委員會

審核委員會由三名成員組成，包括三名獨立（「獨立」）非執行（「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遵守法定及上市規定。

AUDIT COMMITTEE (CONTINUED)

The Group's third quarterly results for the nine months ended 31 December 2022 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.

REMUNERATION COMMITTEE

The remuneration committee (the “**Remuneration Committee**”) of the Company 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 remunerations 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.

審核委員會 (續)

本集團截至二零二二年十二月三十一日止九個月之第三季度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。

薪酬委員會

本公司薪酬委員會（「**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;

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；

NOMINATION COMMITTEE (CONTINUED)

- (d) to assess the independence of Independent Non-Executive Directors; and
- (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.

By order of the Board

Mr. Chen Haining

Chairman and Chief Executive Officer

Hong Kong, 14 February 2023

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

提名委員會 (續)

- (d) 評估獨立非執行董事的獨立性；及
- (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。

承董事會命

主席兼行政總裁

陳海寧先生

香港，二零二三年二月十四日

於本報告日期，執行董事為陳海寧先生（本公司之主席兼行政總裁）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