

# 中國煤層氣集團有限公司 China CBM Group Company Limited

(於開曼群島註冊成立並在百慕達繼續營業之有限公司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

股份代號 Stock Code: 8270



## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Wang Zhong Sheng (*Chairman*)

Mr. Fu Shou Gang

##### Independent Non-Executive Directors

Mr. Luo Wei Kun

Ms. Pang Yuk Fong

Mr. Wang Zhi He

#### AUDIT COMMITTEE

Ms. Pang Yuk Fong

(*Chairman of audit committee*)

Mr. Luo Wei Kun

Mr. Wang Zhi He

#### NOMINATION COMMITTEE

Mr. Wang Zhi He

(*Chairman of nomination committee*)

Mr. Luo Wei Kun

Ms. Pang Yuk Fong

#### REMUNERATION COMMITTEE

Ms. Pang Yuk Fong

(*Chairman of remuneration committee*)

Mr. Luo Wei Kun

Mr. Wang Zhi He

#### 董事會

##### 執行董事

王忠勝先生 (*主席*)

付壽剛先生

##### 獨立非執行董事

羅維崑先生

彭玉芳女士

王之和先生

#### 審核委員會

彭玉芳女士

(*審核委員會主席*)

羅維崑先生

王之和先生

#### 提名委員會

王之和先生

(*提名委員會主席*)

羅維崑先生

彭玉芳女士

#### 薪酬委員會

彭玉芳女士

(*薪酬委員會主席*)

羅維崑先生

王之和先生

## **CORPORATE INFORMATION (Continued)**

### **公司資料(續)**

#### **COMPANY SECRETARY**

Mr. Lui Chi Keung

#### **公司秘書**

呂志強先生

#### **COMPLIANCE OFFICER**

Mr. Wang Zhong Sheng

#### **監察主任**

王忠勝先生

#### **AUTHORISED REPRESENTATIVES**

Mr. Wang Zhong Sheng

Mr. Lui Chi Keung

#### **授權代表**

王忠勝先生

呂志強先生

#### **HEAD OFFICE & PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Room 19, 13/F, Tower A,  
New Mandarin Plaza,  
14 Science Museum Road,  
Tsim Sha Tsui East,  
Kowloon, Hong Kong

#### **香港總辦事處兼主要營業地點**

香港九龍  
尖沙咀東  
科學館道14號  
新文華中心  
A座19室

#### **REGISTERED OFFICE**

Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

#### **註冊辦事處**

Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

#### **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Codan Services Limited  
Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

#### **主要股份過戶登記處**

Codan Services Limited  
Clarendon House,  
2 Church Street,  
Hamilton HM11,  
Bermuda

## **CORPORATE INFORMATION (Continued)**

### **公司資料(續)**

#### **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### **香港股份過戶登記分處**

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

#### **AUDITORS**

HLB Hodgson Impey Cheng Limited

#### **核數師**

國衛會計師事務所有限公司

#### **LEGAL ADVISERS**

Michael Li & Co

#### **法律顧問**

李智聰律師事務所

#### **PRINCIPAL BANKERS**

Hong Kong and Shanghai Banking Corporation

#### **主要往來銀行**

香港上海滙豐銀行有限公司

#### **STOCK CODE**

08270

#### **股份代號**

08270

## FINANCIAL HIGHLIGHTS

### 財務摘要

- Turnover of the Company together with its subsidiaries (collectively the “Group”) for the quarter ended 30 June 2017 (the “Quarterly Period”) and the six months ended 30 June 2017 (the “Interim Period”) were approximately RMB47,864,000 and RMB82,371,000 respectively, representing a decrease of approximately 26.33% and 32.81% respectively compared with corresponding periods in the previous financial year.
- 本公司連同其附屬公司(統稱「本集團」)截至二零一七年六月三十日止季度(「本季度」)及截至二零一七年六月三十日止六個月(「本中期」)之營業額分別約為人民幣47,864,000元及人民幣82,371,000元，較上一個財政年度同期分別減少約26.33%及32.81%。
- The Group recorded a loss attributable to owners of the Company of approximately RMB21,582,000 for the Interim Period.
- 於本中期，本集團錄得本公司擁有人應佔虧損約為人民幣21,582,000元。
- Loss per share of the Group was approximately RMB1.64 cents for the Interim Period.
- 本集團於本中期之每股虧損約為人民幣1.64分。
- The board of Directors (the “Board”) does not recommend the payment of any dividend for the Interim Period.
- 董事會(「董事會」)並不建議就本中期派發任何股息。

## CONDENSED CONSOLIDATED INCOME STATEMENT

### 簡明綜合收益表

The unaudited consolidated results of the Group for the Quarterly Period and the Interim Period, together with the unaudited comparative figures for the corresponding periods in 2016, respectively were as follows:

(Unless otherwise stated, all financial figures presented in this interim report are denominated in Renminbi (“RMB”).

本集團於本季度及本中期之未經審核綜合業績，連同二零一六年同期之未經審核比較數字分別詳列如下：

(除另作註明外，本中期報告內所呈列之所有財務數字均以人民幣(「人民幣」)列值)。

**CONDENSED CONSOLIDATED INCOME STATEMENT (Continued)**  
**簡明綜合收益表(續)**

		Quarterly ended 30 June 截至六月三十日止季度		Half year ended 30 June 截至六月三十日止半年		
		2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	
	Note 附註					
Turnover	營業額	3	47,864	64,971	82,371	122,592
Cost of sales	銷售成本		(44,743)	(71,114)	(79,408)	(124,829)
Gross profit/(loss)	毛利/(毛虧)		3,121	(6,143)	2,963	(2,237)
Other revenue and net income	其他收益及淨收入	3	4,264	136	4,577	234
Distribution costs	分銷成本		(587)	(275)	(1,332)	(1,067)
Administrative and other operating expenses	行政及其他經營開支		(9,534)	(13,708)	(21,742)	(26,335)
Finance costs	財務費用		(1,818)	(2,242)	(3,887)	(4,491)
Loss before income tax	除所得稅前虧損	4	(4,554)	(22,232)	(19,421)	(33,896)
Income tax (charge)/credit	所得稅(開支)/抵免	5	-	(84)	182	95
Loss for the period	期間虧損		(4,554)	(22,316)	(19,239)	(33,801)
<b>Attributable to:</b>	<b>下列應佔：</b>					
Owners of the Company	本公司擁有人		(7,482)	(21,857)	(21,582)	(32,570)
Non-controlling interests	非控股權益		2,928	(459)	2,343	(1,231)
<b>Loss for the period</b>	<b>期間虧損</b>		<b>(4,554)</b>	<b>(22,316)</b>	<b>(19,239)</b>	<b>(33,801)</b>
Dividends attributable to the period	期內股息	6	-	-	-	-
			<b>RMB (cents)</b> 人民幣(分)	<b>RMB (cents)</b> 人民幣(分)	<b>RMB (cents)</b> 人民幣(分)	<b>RMB (cents)</b> 人民幣(分)
<b>Loss per share</b>	<b>每股虧損</b>					
- basic	- 基本	7	(0.57)	(1.66)	(1.64)	(2.47)
- diluted	- 攤薄		(0.57)	(1.66)	(1.64)	(2.47)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

		Quarterly ended 30 June 截至六月三十日止季度		Half year ended 30 June 截至六月三十日止半年	
		2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)
<b>Loss for the period</b>	期間虧損	<b>(4,554)</b>	(22,316)	<b>(19,239)</b>	(33,801)
<b>Other comprehensive (expense)/income for the period</b>	期間其他全面 (開支)/收入				
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益的項目：				
Exchange differences on translation of financial statements of foreign entities	換算外國實體 財務報表之 匯兌差額	(677)	416	(67)	351
<b>Total comprehensive expense for the period</b>	期間全面開支總額	<b>(5,231)</b>	(21,900)	<b>(19,306)</b>	(33,450)
<b>Total comprehensive expense attributable to:</b>	下列應佔全面 開支總額：				
Equity shareholders of the Company	本公司權益股東	(8,159)	(21,441)	(21,649)	(32,219)
Non-controlling interests	非控股權益	2,928	(459)	2,343	(1,231)
		<b>(5,231)</b>	(21,900)	<b>(19,306)</b>	(33,450)



**CONDENSED CONSOLIDATED  
STATEMENT OF FINANCIAL POSITION**  
簡明綜合財務狀況表

	Note	30 June 2017 二零一七年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
<b>Non-current assets</b>			
Property, plant and equipment		694,782	728,717
Prepaid lease payments for land under operating leases		34,211	35,074
Deposits and prepayments		25,896	26,347
		<b>754,889</b>	790,138
<b>Current assets</b>			
Prepaid lease payments for land under operating leases		863	863
Financial asset at fair value through profit or loss		-	200
Inventories		9,110	8,115
Trade and other receivables	9	99,945	100,285
Tax recoverable		2,000	2,000
Cash and cash equivalents		11,536	20,534
		<b>123,454</b>	131,997
<b>Current liabilities</b>			
Trade and other payables	10	359,430	382,927
Bank and other borrowings due within one year	11	46,490	40,080
Obligation under finance leases		23,476	19,933
Provision		12,308	8,658
Tax payable		3,469	6,574
		<b>445,173</b>	458,172

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

**簡明綜合財務狀況表(續)**

		Note 附註	30 June 2017 二零一七年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(321,719)</b>	(326,175)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>433,170</b>	463,963
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Obligation under finance leases	融資租賃承擔		<b>14,785</b>	25,626
Convertible bonds	可換股債券		<b>8,056</b>	8,316
Deferred tax liabilities	遞延稅項負債		<b>11,499</b>	11,885
			<b>34,340</b>	45,827
<b>Net assets</b>	<b>資產淨值</b>		<b>398,830</b>	418,136
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	12	<b>10,910</b>	10,910
Reserves	儲備		<b>399,688</b>	421,337
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益		<b>410,598</b>	432,247
Non-controlling interests	非控股權益		<b>(11,768)</b>	(14,111)
<b>Total equity</b>	<b>總權益</b>		<b>398,830</b>	418,136

**CONDENSED CONSOLIDATED  
STATEMENT OF CASH FLOWS**

**簡明綜合現金流量表**

		<b>Six months ended</b>	
		<b>30 June</b>	
		截至六月三十日止六個月	
		<b>2017</b>	2016
		二零一七年	二零一六年
		<b>RMB' 000</b>	RMB' 000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
CASH INFLOW FROM OPERATING ACTIVITIES	經營業務產生之現金流入	<b>7,598</b>	27,628
CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動產生之現金流出	<b>(11,416)</b>	(8,434)
CASH OUTFLOW FROM FINANCING ACTIVITIES	融資活動產生之現金流出	<b>(5,180)</b>	(22,202)
NET DECREASE IN CASH AND BANK BALANCES	現金及銀行結存減少淨額	<b>(8,998)</b>	(3,008)
CASH AND BANK BALANCES AT 1 JANUARY	於一月一日之現金及銀行結存	<b>20,534</b>	45,437
CASH AND BANK BALANCES AT 30 JUNE	於六月三十日之現金及銀行結存	<b>11,536</b>	42,429

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

		Attributable to equity shareholders of the Company 本公司權益股東應佔										
		Share capital	Share premium	General reserve	Translation reserve	Contributed surplus	Share option reserve	Convertible bonds reserve	Accumulated losses	Total	Non- controlling interests	Total equity
		股本	股份溢價	一般儲備	換算儲備	實繳盈餘	購股權儲備	債券儲備	累計虧損	總計	非控股權益	總權益
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
(unaudited)	(未經審核)											
Balance at 1 January 2017	於二零一七年 一月一日結餘	10,910	131,062	8,273	(5,412)	584,838	30,849	8,652	(336,945)	432,247	(14,111)	418,136
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(21,582)	(21,582)	2,343	(19,239)
Other comprehensive expenses for the period	本期間其他 全面支出	-	-	-	(67)	-	-	-	-	(67)	-	(67)
Total comprehensive (expenses)/income for the period	本期間全面(支出)/ 收入總額	-	-	-	(67)	-	-	-	(21,582)	(21,649)	2,343	(19,306)
Balance at 30 June 2017	於二零一七年 六月三十日結餘	10,910	131,062	8,273	(5,479)	584,838	30,849	8,652	(358,527)	410,598	(11,768)	398,830

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 簡明綜合權益變動表(續)

Attributable to equity shareholders of the Company  
本公司權益股東應佔

		Share	Share	General	Translation	Contributed	option	Share	Convertible	Total	controlling	Non-
		capital	premium	reserve	reserve	surplus	reserve	bonds	Accumulated		interests	Total
		股本	股份溢價	一般儲備	換算儲備	實繳盈餘	購股權儲備	可換股債券 儲備	累計虧損	總計	權益 非控股	總權益
(unaudited)	(未經審核)	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at	於二零一六年	10,910	131,082	8,273	(5,528)	584,838	30,849	8,652	(235,943)	533,133	(12,729)	520,404
1 January 2016	一月一日結餘											
Loss for the period	期間虧損	-	-	-	-	-	-	-	(32,570)	(32,570)	(1,231)	(33,801)
Other comprehensive	期間其他											
income for the period	全面收入	-	-	-	351	-	-	-	-	351	-	351
Total comprehensive	期間全面											
expense for the period	開支總額	-	-	-	351	-	-	-	(32,570)	(32,219)	(1,231)	(33,450)
Balance at	於二零一六年											
30 June 2016	六月三十日結餘	10,910	131,082	8,273	(5,177)	584,838	30,849	8,652	(268,513)	500,914	(13,960)	486,954

NOTES:

附註：

## 1. Basis of presentation of financial statements

The unaudited financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). They are prepared under the historical cost convention.

The unaudited consolidated results for the six months ended 30 June 2017 have not been audited by the Company’s auditors, but have been reviewed by the Company’s audit committee.

The accounting policies and basis of preparation used in the preparation of the unaudited consolidated results for the six months ended 30 June 2017 are consistent with those used in the Company’s annual financial statements for the year ended 31 December 2016.

The Group principally operates in the People’s Republic of China (the “PRC”) with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

## 1. 財務報表呈報基準

未經審核財務報表乃根據香港普遍採納之會計原則及遵照香港會計師公會（「香港會計師公會」）頒佈之會計準則而編製。財務報表乃按過往成本慣例編製。

截至二零一七年六月三十日止六個月之未經審核綜合業績並未經本公司核數師審核，但已由本公司之審核委員會審閱。

編製截至二零一七年六月三十日止六個月之未經審核綜合業績時所採納之會計政策及編製基準與本公司截至二零一六年十二月三十一日止年度之全年財務報表中所採納者一致。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the Interim Period, the Group has, where applicable, applied the new and revised HKFRSs issued by the HKICPA which are or have become effective.

The application of the new and revised HKFRSs in the current period had no material effect on the Group’s financial performance and positions for the current and prior accounting periods and/or on the disclosures set out in these financial statements.

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretation which are not yet effective for the period ended 30 June 2017 and which have not been adopted in these financial statements.

The Group is in the process of assessing the impact of these new and revised standards, amendments or interpretation is expected to be in the period of initial application but is not yet in a position to state whether those new and revised standards, amendments or interpretation would have a significant impact on the Group’s or the Company’s results of operations and financial position.

## 3. Turnover and segment information

The Company is an investment holding company. The principal activities of its subsidiaries are manufacture and sales of liquefied coalbed gas (including provision of liquefied coalbed gas logistics services), sales of piped natural gas and provision of gas supply connection services.

## 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本中期，本集團已（如適用）應用由香港會計師公會頒佈之目前或已經生效之新訂及經修訂香港財務報告準則。

於本期間應用新訂及經修訂香港財務報告準則對本集團現時或過往會計期間之財務表現及狀況及／或此等財務報表所載之披露概無造成重大影響。

直至此等財務報表刊發之日期，香港會計師公會已頒佈若干修訂本、新訂準則及詮釋，惟於截至二零一七年六月三十日止期間尚未生效，而此等財務報表並未採納該等修訂本、新訂準則及詮釋。

本集團正評估該等新訂及經修訂準則、修訂本或詮釋預期將於首次應用期間產生的影響，惟未能說明該等新訂及經修訂準則、修訂本或詮釋會否對本集團或本公司的經營業績及財務狀況造成重大影響。

## 3. 營業額及分部資料

本公司為投資控股公司，其附屬公司之主要業務為液化煤層氣生產及銷售（包括提供液化煤層氣物流服務）、管道天然氣銷售及提供供氣接駁服務。

### 3. Turnover and segment information (Continued)

Turnover represents the sales value of goods supplied and services provided to customers, which excludes value-added and business taxes, and is after deduction of any goods returns and trade discounts.

- The amount of each significant category of revenue recognised in turnover during the Quarterly Period and the Interim Period, and the corresponding periods in 2016 is as follows:

### 3. 營業額及分部資料(續)

營業額指向客戶提供貨品及服務之銷售值，惟不包括增值稅及營業稅，並於扣除任何退貨及商業折扣後列賬。

- 本季度及本中期以及二零一六年同期於營業額確認之各項重大收益類別金額如下：

		Quarterly ended 30 June 截至六月三十日止季度		Half year ended 30 June 截至六月三十日止半年	
		2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Turnover	營業額				
Sales of liquefied coalbed gas (including provision of liquefied coalbed gas logistic services)	液化煤層氣銷售 (包括提供液化煤層氣物流服務)	8,845	64,410	16,875	120,501
Sales of piped natural gas and provision of gas supply connection services	管道天然氣銷售及提供供氣接駁服務	39,019	561	65,496	2,091
		<b>47,864</b>	64,971	<b>82,371</b>	122,592
Other revenue and net income	其他收益及淨收入				
Interest income from bank deposits	銀行存款之利息收入	6	20	17	45
Others	其他	4,258	116	4,560	189
		<b>4,264</b>	136	<b>4,577</b>	234



### 3. Turnover and segment information (Continued)

The Group's turnover and assets were mainly derived from and related to the liquefied coalbed gas business in China while other segments were immaterial. Hence no geographical segment information is presented.

### 4. Loss before income tax

Loss before income tax was arrived at after charging:

### 3. 營業額及分部資料(續)

本集團之營業額及資產主要來自及涉及中國之液化煤層氣業務，而其他分部則屬不重大。因此，並無呈列地區分部資料。

### 4. 除所得稅前虧損

除所得稅前虧損乃扣除下列各項後得出：

		Quarterly ended 30 June 截至六月三十日止季度		Half year ended 30 June 截至六月三十日止半年	
		2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Staff costs (including Directors' remuneration)	員工成本 (包括董事酬金)				
- Salaries, wages, retirement benefit schemes contributions and other benefit	- 薪金、工資、退休福利計劃供款及其他福利	6,612	6,772	12,679	13,425
Depreciation of property, plant and equipment	物業、機器及設備折舊	17,854	19,954	37,155	38,569

## 5. Income tax

### (a) Hong Kong profits tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the period ended 30 June 2017 and 2016.

No provision for Hong Kong profits tax has been made as the Group did not derive any income subject to Hong Kong profits tax during the Interim Period.

### (b) Overseas income tax

Taxes on incomes assessable elsewhere were provided for in accordance with the applicable tax legislations, rules and regulations prevailing in the territories in which the Group operates. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and the Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

There was no significant unprovided deferred taxation for the Quarterly Period and Interim Period.

## 5. 所得稅

### (a) 香港利得稅

截至二零一七年及二零一六年六月三十日止期間之香港利得稅乃按估計應課稅溢利以稅率16.5%計算。

由於本集團於本中期並無賺取任何須繳納香港利得稅之收入，故並無為香港利得稅作出任何撥備。

### (b) 海外所得稅

本集團已根據其經營業務所在地區當時之適用稅務法律、規則及規例，就其他地區之應課稅收入作出稅項撥備。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，中國附屬公司自二零零八年一月一日起之稅率為25%。

本集團於本季度及本中期內並無重大之未撥備遞延稅項。

## 6. Dividends

The Board does not recommend payment of any interim dividend for the Interim Period (six-month ended 30 June 2016: Nil).

## 7. Loss per share

The calculation of basic and diluted loss per share for the Quarterly Period and Interim Period were based on the respective unaudited data as follows:

## 6. 股息

董事會並不建議於本中期派付任何中期股息(截至二零一六年六月三十日止六個月:無)。

## 7. 每股虧損

本季度及本中期之每股基本及攤薄虧損乃分別根據下列之未經審核數據計算:

		Quarterly ended 30 June 截至六月三十日止季度		Half year ended 30 June 截至六月三十日止半年	
		2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2017 二零一七年 RMB' 000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 RMB' 000 人民幣千元 (unaudited) (未經審核)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(7,482)	(21,857)	(21,582)	(32,570)
		Shares 股數 ( ' 000 ) (千股)	Shares 股數 ( ' 000 ) (千股)	Shares 股數 ( ' 000 ) (千股)	Shares 股數 ( ' 000 ) (千股)
Weighted average number of ordinary shares for the purposes of calculating basic loss per share	計算每股基本虧損時採用之普通股加權平均數	1,319,484	1,319,484	1,319,484	1,319,484

No dilutive loss per share was presented because there were no dilutive potential ordinary share in existence during the quarters and six months ended 30 June 2017 and 30 June 2016 respectively.

由於截至二零一七年六月三十日止季度及截至二零一六年六月三十日止六個月內並不存在任何具攤薄效應之潛在普通股,故此並無呈列每股攤薄虧損。

## 8. Additions and disposals of property, plant and equipment

During the Interim Period, the Group have acquired approximately RMB2,562,000 (six months ended 30 June 2016: approximately RMB27,520,000) property, plant and equipment. There was no material disposal in the Interim Period (six months ended 30 June 2016: Nil).

## 9. Trade and other receivables

The Group's trade receivables relate to sales of goods to third party customers. The Group performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral on trade receivables.

The Group's trade and other receivables are as follows:

## 8. 添置及出售物業、機器及設備

於本中期，本集團收購物業、機器及設備約人民幣2,562,000元（截至二零一六年六月三十日止六個月：約人民幣27,520,000元）。本中期並無大型出售事項（截至二零一六年六月三十日止六個月：無）。

## 9. 應收賬款及其他應收款項

本集團的應收賬款與銷售貨品予第三方客戶有關。本集團對其客戶的財務狀況持續進行信貸評估，一般不須就應收賬款作出抵押。

本集團之應收賬款及其他應收款項如下：

		30 June 2017 二零一七年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Trade and bills receivables	應收賬款及應收票據	6,316	4,346
Amounts due from related companies	應收關連公司款項	5,235	3,730
Advances to suppliers	向供應商墊款	1,966	1,840
Prepayments and other receivables	預付款項及其他應收款項	80,969	84,673
Other tax recoverable	其他可收回稅項	5,459	5,696
		<b>99,945</b>	100,285

## 9. Trade and other receivables (Continued)

The ageing analysis of the trade and bills receivables based on invoice date is as follows:

## 9. 應收賬款及其他應收款項(續)

應收賬款及應收票據(按發票日期)之賬齡分析如下:

		<b>30 June</b> <b>2017</b> 二零一七年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(unaudited)</b> (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 month	1個月內	<b>5,254</b>	3,078
More than 1 month but 1 less than 3 months	1個月後但3個月內	<b>211</b>	428
More than 3 months but less than 6 months	3個月後但6個月內	<b>11</b>	-
More than 6 months but less than 12 months	6個月後但12個月內	-	-
More than 12 months	12個月後	<b>840</b>	840
		<b>6,316</b>	4,346

## 10. Trade and other payables

## 10. 應付賬款及其他應付款項

		<b>30 June</b>	31 December
		<b>2017</b>	2016
		二零一七年	二零一六年
		六月三十日	十二月三十一日
		<b>RMB' 000</b>	RMB' 000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		(未經審核)	(經審核)
Trade payables	應付賬款	<b>153,145</b>	160,236
Amount due to a non-controlling shareholder of a subsidiary (note (a))	應付一間附屬公司之非控股股東款項(附註(a))	<b>5,928</b>	6,451
Accrued expenses and other payables	應計開支及其他應付款項	<b>183,881</b>	204,395
Deposits received from customers	向客戶收取訂金	<b>13,448</b>	10,019
Other taxes payables	其他應繳稅項	<b>3,028</b>	1,826
		<b>359,430</b>	382,927

## 10. Trade and other payables (Continued)

The ageing analysis of the trade payables based on invoice date is as follows:

## 10. 應付賬款及其他應付款項(續)

應付賬款(按發票日期)之賬齡分析如下:

		2017 二零一七年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 month	1個月內	6,758	3,294
More than 1 month but less than 3 months	1個月後但3個月內	5,170	447
More than 3 months but less than 6 months	3個月後但6個月內	-	-
More than 6 months but less than 12 months	6個月後但12個月內	44,659	155,688
More than 12 months	12個月後	96,558	807
		<b>153,145</b>	160,236

Note:

- (a) The amounts are unsecured, interest-free and repayable on demand.

附註:

- (a) 該筆款項為無抵押，免息及須按要求償還。

## 11. Bank and other borrowings

As at 30 June 2017, the bank and other loans were repayable as follows:

		30 June 2017 二零一七年 六月三十日 RMB' 000 人民幣千元 (unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB' 000 人民幣千元 (audited) (經審核)
Bank loan and unsecured other loans repayable:	須償還之銀行貸款及無抵押其他貸款：		
Within 1 year or on demand	1年內或須按要求償還	46,490	40,080

Notes:

- (a) Unsecured other loans of RMB36,590,000 (2016: RMB40,080,000) represent loans due to non-controlling shareholders of PRC subsidiaries of the Group. The loans bear interest at fixed rates ranging from 7.12% to 11.50% (2016: 7.12% to 11.50%) per annum.
- (b) As at 30 June 2017, bank borrowing of RMB9,900,000 (2016: Nil) was personal guaranteed by the Group's key management personnel and bear an interest at fixed rate of 6.96% (2016: Nil) per annum.

## 11. 銀行及其他借貸

於二零一七年六月三十日，須償還的銀行及其他貸款如下：

附註：

- (a) 無抵押之其他貸款人民幣36,590,000元(二零一六年：人民幣40,080,000元)乃結欠本集團中國附屬公司非控股股東之貸款。該等貸款按介乎每年7.12%至11.50%(二零一六年：7.12%至11.50%)之固定利率計息。
- (b) 於二零一七年六月三十日，銀行借款人民幣9,900,000元(二零一六年：無)以本集團之關鍵管理人員個人擔保，按介乎每年6.96%之固定利率計息。



## 12. Share capital

## 12. 股本

		30 June 2017 二零一七年六月三十日 (unaudited) (未經審核)		31 December 2016 二零一六年十二月三十一日 (audited) (經審核)	
		Number of shares 股份數目 '000 千股	Total nominal value 總面值 RMB'000 人民幣千元	Number of shares 股份數目 '000 千股	Total nominal value 總面值 RMB'000 人民幣千元
Authorised	法定	20,000,000	174,064	20,000,000	174,064
Issued and fully paid At 1 January ordinary shares of HK\$0.01 each	已發行及繳足 於一月一日每股面值 0.01港元之普通股	1,319,484	10,910	1,319,484	10,910
At 30 June/ 31 December	於六月三十日/ 十二月三十一日	1,319,484	10,910	1,319,484	10,910

## 12. Share capital (Continued)

### Share option scheme

Pursuant to an ordinary resolution passed on 18 May 2011, the Company adopted a share option scheme (the “Scheme”) for the purpose of enabling the Company to recruit and retain high-calibre employees and attract resources that are available to the Group and to provide the Company with a means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to such persons who contribute or may bring benefit to the Group. The Scheme will remain in force for a period of 10 years from adoption of the Scheme and will expire on 17 May 2021.

On 30 May 2011, the Board approved to grant options in respect of 258,300,000 ordinary shares to the Company’s directors, employees and consultants under the Scheme.

As a result of the Open Offer, adjustment has been made, among others, to the number of the share options to subscribe for shares granted and the exercise price of the outstanding share options pursuant to the New Share Option Scheme with effect from 6 February 2014.

After the aforesaid adjustment upon the completion of the Open Offer, the total number of the outstanding share options has been adjusted from 247,260,000 to 321,190,740 on 6 February 2014 and the exercise price of the outstanding share options had been adjusted from HK\$0.495 to HK\$0.381.

## 12. 股本(續)

### 購股權計劃

根據於二零一一年五月十八日通過之普通決議案，本公司採納了一項購股權計劃（「該計劃」），藉此令本公司得以聘請及挽留具才幹之僱員，吸納可供本集團使用之資源，及為本公司提供渠道向該等對本集團有貢獻或可帶來利益之人士作出激勵、獎賞、報酬、補償及／或提供福利。該計劃自採納該計劃當日起計十年期間內有效，並將於二零一一年五月十七日屆滿。

於二零一一年五月三十日，董事會批准根據該計劃授予本公司董事、僱員及顧問購股權以認購258,300,000股普通股。

因公开发售對（其中包括）根據新購股權計劃授出之可認購股份之購股權數目及未行使購股權之行使價作出調整，自二零一四年二月六日起生效。

於公开发售完成後經上述調整後，未行使購股權總數已由247,260,000份調整至於二零一四年二月六日之321,190,740份，未行使購股權之行使價已由0.495港元調整至0.381港元。

## 12. Share capital (Continued)

### Share option scheme (Continued)

As a result of the capital reorganisation, adjustment has been made, among others, to the number of the share options to subscribe for shares granted and the exercise price of the outstanding share options pursuant to the New Share Option Scheme with effect from 12 May 2014.

After the aforesaid adjustment upon the completion of the capital reorganisation, the total number of the outstanding share options has been adjusted from 321,190,740 to 32,119,074 on 12 May 2014 and the exercise price of the outstanding options has been adjusted from HK\$0.381 to HK\$3.81.

The options outstanding at 30 June 2017 had an exercise price of HK\$3.81 and a weighted average remaining contractual life of 3.9 years. The exercise periods for the above options granted under the Scheme shall end not later than 10 years from 30 May 2011.

## 12. 股本(續)

### 購股權計劃(續)

因股本重組對(其中包括)根據新購股權計劃授出之可認購股份之購股權數目及未行使購股權之行使價作出調整,自二零一四年五月十二日生效。

於股本重組完成後經上述調整後,未行使購股權總數已由321,190,740份調整至於二零一四年五月十二日之32,119,074份,未行使購股權之行使價已由0.381港元調整至3.81港元。

於二零一七年六月三十日之尚未行使購股權之行使價為3.81港元,加權平均合約剩餘年期為3.9年。上述根據該計劃授出之購股權之行使期將不遲於二零一一年五月三十日起計十年終止。

### 13. Commitments

- (a) At 30 June 2017, the total future minimum lease payments under non-cancellable operating leases in respect of office premises are payable as follows:

		<b>30 June 2017</b> 二零一七年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(unaudited)</b> (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 year	1 年內	<b>292</b>	109
After 1 year but within 5 years	1 年後但 5 年內	<b>487</b>	-
		<b>779</b>	109

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease with all terms renegotiable. None of the leases includes contingent rentals.

### 13. 承擔

- (a) 於二零一七年六月三十日，根據辦公室物業之不可撤銷經營租約應付之日後最低租賃款項總額如下：

本集團按經營租約租賃若干物業。租約之最初年期一般為一至三年不等，可於重新磋商所有條款後續租。並無租約附有任何或然租金。

### 13. Commitments (Continued)

(b) At 30 June 2017, the Group had the following capital commitments:

### 13. 承擔 (續)

(b) 本集團於二零一七年六月三十日的資本承擔如下：

		30 June 2017 二零一七年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Capital expenditure in respect of acquisition of property, plant and equipment and in respect of construction in progress:	有關收購物業、機器及設備以及有關在建工程的資本開支：		
- contracted but not provided for in the financial statements	- 已訂約但未於財務報表撥備	<b>123,566</b>	135,000

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FINANCIAL REVIEW

The Group recorded a consolidated turnover of approximately RMB82,371,000 for the Interim Period, representing an decrease of approximately 32.81% compared with the corresponding period of last year. The Group has suspended the production of liquefied natural gas by Shanxi Qinshui Shuntai since February 2017, and it leads to the decrease in turnover of the Group during the Interim Period.

Loss attributable to equity shareholders of the Company for the Interim Period was approximately RMB21,582,000, compared with the loss attributable to equity shareholders of approximately RMB32,570,000 for the previous period. The reasons for the loss are as follows:

- (i) The Group has suspended the production of liquefied natural gas by Shanxi Qinshui Shuntai since February 2017, and it leads to the decrease in turnover of the Group during the Interim Period.
- (ii) The other revenue and net income increased by RMB4,343,000 to RMB4,577,000, it mainly due to the approximately RMB4,000,000 of Valued Add Tax refund.
- (iii) Income tax credit for approximately RMB182,000 mainly due to the recognition of deferred tax liabilities in relation to the withholding tax provision for the Interim Period.

#### 財務回顧

本集團於本中期錄得綜合營業額約人民幣82,371,000元，較去年同期減少約32.81%。本集團自2017年2月起停止了山西沁水順泰之液化天然氣的生產，令本集團於本中期的營業額下跌。

本中期之本公司權益股東應佔虧損約為人民幣21,582,000元，而上一期間之權益股東應佔虧損則約為人民幣32,570,000元。有關虧損之原因如下：

- (i) 本集團自2017年2月起停止了山西沁水順泰之液化天然氣的生產，令本集團於本中期的營業額下跌。
- (ii) 其他收益及淨收入增加人民幣4,343,000元至為人民幣4,577,000元，主要由於約人民幣4,000,000元之增值稅退稅所致。
- (iii) 所得稅抵免約為人民幣182,000元，主要由於本中期確認有關預扣稅撥備之遞延稅項負債所致。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS

## 業務回顧及發展前景

### Resources and reserves

Yangcheng Huiyang New Energy Development Company Limited (hereinafter referred to as “Huiyang New Energy”) has interest in certain coalbed methane (CBM) properties located at Shanxi Province, the PRC. The Yangcheng area is approximately 96 km<sup>2</sup> in the Shanxi Province, the PRC. Development within the Yangcheng gas block is focused on the #3 and #15 coal seams. These CBM properties are located at various coal mine areas owned by Shanxi Yangcheng Yangtai Group Industrial Company Limited. Huiyang New Energy is a joint venture company and 60% of its equity interests is held by one of the wholly-owned subsidiaries of the Group.

The movements in the reserves of certain CBM properties as of 30 June 2017 are set out below:

### 資源及儲量

陽城縣惠陽新能源發展有限公司(下稱「惠陽新能源」)於位於中國山西省的若干煤層氣資產擁有權益。陽城地區位於中國山西省，面積約96平方公里。陽城天然氣區塊主要開發3號和15號煤層。該等煤層氣資產位於山西陽城陽泰集團實業有限公司擁有的多個煤礦區域內。惠陽新能源為一間合營企業，其60%股本權益由本集團其中一間全資附屬公司持有。

下文載列若干煤層氣資產截至二零一七年六月三十日的儲量變化：

	<b>Reserve evaluation of the CBM properties as at 30 June 2017</b>	<b>Reserve evaluation of the CBM properties as at 31 March 2012</b>
	<b>BCF</b>	<b>BCF</b>
	<b>於二零一七年 六月三十日 的煤層氣資產 儲量評估 十億立方英尺</b>	<b>於二零一二年 三月三十一日 的煤層氣資產 儲量評估 十億立方英尺</b>
Total original gas in place on all blocks	2,724	2,724
Net 1P (Proved) reserves	1,419	35
Net 2P (Proved + Probable) reserves (2P)	1,869	277
Net 3P (Proved + Probable + Possible) reserves (3P)	2,282	2,050

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Resources and reserves (Continued)

The reserve evaluation of the CBM properties as at 31 March 2012 is the results of evaluation conducted by an independent, US-licensed natural gas reserve engineer, Netherland, Sewell & Associates, Inc. (“NSAI”) engaged by the Company in 2011 to evaluate the CBM properties reserves.

Due to continued development of the gas field blocks by the Company, the number and scope of the gas production wells are relatively increased as compared with that of 2012, enabling the Company to collect more data about the CBM properties to evaluate the CBM properties more accurately. Accordingly, the Company engaged an independent professional valuer in the PRC in July 2014 to evaluate certain CBM properties of “Huiyang New Energy” in terms of net 3P (Proved + Probable + Possible) reserves, net 2P (Proved + Probable) reserves and net 1P (Proved) reserves based on substantially the same definitions and guidelines as that of NSAI in 2012. According to the results of the evaluation, the total original gas in place on all blocks was generally unchanged as compared with that of NSAI in 2012. Based on the current costs for developing wells, the technical department of the Group estimates the capital expenditure for each well to be approximately RMB1.4 million, mainly comprising of road maintenance fees of approximately RMB0.09 million, drilling expenses of approximately RMB0.86 million, well testing fees of approximately RMB0.04 million and costs of equipment and materials of approximately RMB0.41 million.

## 業務回顧及發展前景 (續)

### 資源及儲量 (續)

二零一二年三月三十一日的煤層氣資產儲量評估是本公司於二零一一年委聘獨立美國持牌天然氣儲量工程師Netherland, Sewell & Associates, Inc. (「NSAI」)對煤層氣資產儲量的評估結果。

由於氣田區塊得到本公司的持續發展，產氣井口數量及範圍比二零一二年相對地提高，這促使本公司能夠搜集更多煤層氣資產的數據，藉此對煤層氣資產作出更準確的評估。所以本公司於二零一四年七月已聘請中國境內之獨立專業評估機構對「惠陽新能源」的若干煤層氣資產作出以上對於已證實加概略加可能(3P)淨儲量、已證實加概略(2P)淨儲量和已證實(1P)淨儲量的評估，而評估的定義及指引與二零一二年NSAI之定義及指引大致相同。根據評估的結果，所有區塊的原始天然氣地質總含量與二零一二年NSAI之評估相比大致沒有變動。根據本集團技術部門以目前開發井口成本計算，每一口井的資本支出約人民幣1,400,000元，主要歸類為道路維修費用約人民幣90,000元、鑽井費用約人民幣860,000元、測試井口費用約人民幣40,000元及設備材料費用約人民幣410,000元。



## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Resources and reserves (Continued)

Gas volumes are expressed in billion of cubic feet (BCF) at standard temperature and pressure bases. The reserves shown in the above table are estimates only and should not be construed as exact quantities. Proved reserves are those quantities of oil and gas which, by analysis of engineering and geoscience data, can be estimated with reasonable certainty to be commercially recoverable; probable and possible reserves are those additional reserves which are sequentially less certain to be recovered than proved reserves. Estimates of reserves may increase or decrease as a result of market conditions, future operations, changes in regulations, or actual reservoir performance.

### Natural gas exploration and extraction

As at 30 June 2017, the Group has completed the ground work and drilling of 274 CBM wells, among which 225 wells were in production, representing no change in number of well compared with the number of wells at the end of 2016. It was mainly attributed to the fact that the Company spent part of funds and put certain efforts in stabilizing and increasing the output of producing wells, which, to some extent, has led to slowdown of construction of new wells. The existing gas output wells produce approximately 800 cubic meters of gas on average per day. The Group expected that by the end of 2017, the number of total drills and wells in production will reach 288 and 264 respectively and the total gas output will exceed 200,000 cubic meters per day.

## 業務回顧及發展前景 (續)

### 資源及儲量 (續)

天然氣儲量乃按標準溫度及壓力以十億立方英尺(BCF)表示。上表所載的儲量僅為估計之數，不應當作實際數量。已證實儲量為透過分析工程及地質數據可合理肯定可作商業性採收而加以估計的石油及天然氣數量；概略及可能儲量為可採收機會依次低於已證實儲量的額外儲量。儲量估計可能因市況、未來營運、監管變動或實際儲層情況而增加或減少。

### 天然氣勘探及開採

於二零一七年六月三十日，本集團已完成了274口煤層氣井的地面施工及打井，其中，投產井數目為225口，比二零一六年沒有增加井口數目。主要由於本公司使用了部份資金及致力於穩定及提高生產井產量，以致某程度上減慢了新井的建設。現有的可出氣井之平均單井出氣量約為每天800立方米。本集團預期於二零一七年底打井及生產井數目將分別達288口及264口，而總出氣量將超過每天200,000立方米。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Liquefaction operation

Since February 2017, the Group has suspended the production of liquefied natural gas by Shanxi Qinshui Shuntai, with an aim to lower the subsequent production cost of R&D on the Group's new project, liquefied A-class air. During the quarter, the trial production of liquefied A-class air has commenced by making use of our existing liquefied natural gas equipping with some necessary transformation and process adjustment. It is anticipated that such R&D will yield results in 2017.

### Marketing and sales

During the Quarter, marketing and sales, employee structure and sales strategy remained basically the same. The marketing and sales operation is mainly focused on the development of the Group's new business, i.e. liquefied A-class air. Despite the suspension of production of liquefied natural gas by the liquefied natural gas plant, the Group's coalbed methane will be delivered directly to the end user by pipeline, and in line with the expected increase in gas output volume of CBM wells, marketing personnel of the Group will strive for the expansion of customer base to include more customers with higher profit margin potential, so as to ensure the sales of piped natural gas will continue to contribute to the Group's profitability.

## 業務回顧及發展前景 (續)

### 液化業務

本集團為降低研發本集團新項目—液化A級空氣的後續生產成本，自2017年2月起停止了山西沁水順泰之液化天然氣的生產。於本季度，本集團利用現有液化天然氣設備，對其進行必要之改造及工藝佈局調整，開始了液化A級空氣的試生產工作。預計此項研發將於2017年獲得成果。

### 市場營銷及銷售業務

於本季度，市場銷售、員工結構及銷售策略基本維持一致。市場營銷及銷售業務主要更專注於本集團的新業務(液化A級空氣)的開發。雖然液化天然氣工場已停止液化天然氣業務，但本集團的煤層氣將以通過管道直接銷售給最終用戶，市場銷售人員將更努力尋求利潤更高的客戶，這將配合煤層氣井出氣量的上升，以確保銷售管道天然氣會繼續對本集團的盈利帶來貢獻。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

## 業務回顧及發展前景 (續)

### Liquidity, Financial Resources and Capital Structure

### 流動資金、財務資源及資本結構

As at 30 June 2017, the Group had net assets of approximately RMB398,830,000, including cash and bank balances of approximately RMB11,536,000. To minimise financial risks, the Group implements stringent financial and risk management strategies and avoids the use of highly-gearred financing arrangements. The Group's gearing ratio, calculated by the Group's total external borrowings divided by its shareholders' fund, was approximately 20.64%.

於二零一七年六月三十日，本集團的資產淨值約為人民幣398,830,000元，其中包括現金及銀行結存約人民幣11,536,000元。本集團為減低其財務風險，採取謹慎的財務及風險管理策略，盡量避免使用高槓桿比率之融資安排。故此，本集團之資本與負債比率（按本集團對外借貸總額除以其股東資金計算）約為20.64%。

The Group is opportunistic in obtaining financing to further improve the cash position given that the natural gas drilling program is capital intensive. If the Group has adequate financing in the future (whether it is from internal cash flow due to increased gas sales, or from fund raising), the Group will accelerate the drilling program. Apart from the intended investment in upstream CBM exploration and extraction, the Group does not have any other plan for acquisition or investment, disposal or scaling-down of any current business.

由於天然氣打井項目需要大量資金，本集團有可能為進一步改善現金狀況獲得融資。倘本集團於日後擁有充足融資（無論是來自內部現金流量（因天然氣銷量增長）或者來自融資），本集團將加快打井項目進程。除擬於上游煤層氣勘探及開採進行投資外，本集團並無任何其他計劃進行收購事項或投資、出售或縮減目前的任何業務規模。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Employees

As at 30 June 2017, the Group has an aggregate of 545 employees, of which 101 are research and development staff, 259 are engineering and customer service staff, 138 administrative staff and 47 marketing staff. During the Interim period, the staff cost (including Directors' remuneration) was approximately RMB12,670,000 (six months ended 30 June 2016: approximately RMB13,425,000). The salary and bonus policy of the Group is principally determined by the performance of the individual employee. The Group will, on an ongoing basis, provides opportunity for professional development and training to its employees. The Company has also adopted a share option scheme as incentive to Directors and eligible employees, details of the scheme are set out in the paragraph headed "Share Option Scheme" in this report.

### Risk in Foreign Exchange

The group entities collect most of the revenue and incur most of expenditures in their respective functional currencies. The Directors consider that the Group's exposure to foreign currency exchange is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity.

## 業務回顧及發展前景 (續)

### 僱員

於二零一七年六月三十日，本集團共僱用545名僱員，其中研發人員101名，工程和客服人員259名，行政管理人員138名及市場銷售人員47名。於本中期，員工成本(包括董事酬金)約為人民幣12,679,000元(截至二零一六年六月三十日止六個月：約人民幣13,425,000元)。本集團之薪酬及花紅政策基本上按個別僱員工作表現確定。本集團將按持續方式為僱員提供專業進修與培訓機會。本公司亦已採納一項購股權計劃作為對董事及合資格僱員之獎勵，有關計劃之詳情載於本報告「購股權計劃」一段。

### 外匯風險

集團實體各自收取的大部份收益及產生的大部份開支均以其各自的功能貨幣計值。董事認為，由於本集團大部份交易以個別集團實體各自的功能貨幣計值，故本集團所面臨的外匯風險並不重大。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Significant investment, material acquisitions and disposal of subsidiaries

Save as disclosed in this report, the Group did not have any significant investment, material acquisition and disposal of subsidiaries and associated companies during the Interim Period.

### Outlook

The upstream business of the Company is improving steadily and the well construction and gas output are both increasing constantly. Apart from constructing new wells, the Company made technological upgrade to some old wells to improve production capacity and output, laying a solid foundation for the Company's long-term performance. With the steady increase in the number of upstream wells and gas output, the foundation of the Company's upstream business is increasingly consolidated and the advantage of the Group's vertical integration business will emerge. In recent years, the unfavorable bottleneck of raw gas shortage will gradually be tackled and the production capacity of our LNG plants will be fully unleashed. Together with the increase in the proportion of self-produced LNG, the Company will be gradually less affected by external factors and the uncontrollable risks involved in the operation of the Company will be lowered. It is projected that by the end of 2017, the daily output of natural gas exploration business will break through beyond 200,000 cubic meters.

## 業務回顧及發展前景(續)

### 重大投資、重大收購及出售附屬公司

除本報告所披露者外，本集團於本中期並無任何重大投資、重大收購及出售附屬公司及聯營公司。

### 前景

本公司之上游業務正穩步提升及井口建設及出氣量亦不斷提升。除新井的建設外，本公司對若干舊井作出技術提升以改善產能及產量，為本公司長期表現奠下穩固基礎。隨著上游井口及出氣量的數目穩定增加，本公司之上游業務基礎進一步鞏固，而本集團垂直一體化業務的優勢亦將展現。近年來，未加工天然氣短缺的不利缺口將逐漸解決，而液化天然氣工廠的產能將完全釋放。加上自有液化天然氣的比例提高，本公司將逐漸減少受外來因素影響，而本公司營運中不能控制的風險亦將會減少。預期於二零一七年底，天然氣勘探業務的每日產量將超越200,000立方米。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Outlook (Continued)

As there are growing concerns over the environmental issues, it is foreseen that the highly polluted energy will be eliminated from the market more rapidly and the use of replaceable clean energy will be more popular, resulting in a keener market demand for natural gas. Although the production capacity of natural gas has been increasing significantly in recent years, the projected demand will not be satisfied still. The demand growth of natural gas market will continue to retain its strong momentum. However, the drop in selling prices of natural gas has resulted in operating losses. Management of the Company will spare no effort in overcoming difficulties and be devoted to making contribution to the Company's profit margin and long-term development.

## 業務回顧及發展前景 (續)

### 前景 (續)

隨著大眾日益關注環境問題，預期高污染能源將更快被市場淘汰，使用可替代潔淨能源將更普及，使天然氣市場需求更殷切。儘管近年天然氣產能大幅增長，但仍未能滿足預期的需求。天然氣市場的需求將維持強勁的增長勢頭。但由於近年天然氣銷售價格下滑，導致營運虧損，本公司管理層將全力克服困難，致力為本公司利潤率及長期發展作出貢獻。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Outlook (Continued)

In addition, against a backdrop of air pollution in Mainland China that cannot be effectively improved in the short run, the public, especially residents in Northeast China where the pollution is relatively more severe, have an increasingly strong demand for fresh air. In response to such market demand, the Group has conducted the R&D on liquefied A-class air technology since the beginning of 2016. Liquefied A-class air refers to air undergone multiply filtration, liquefied and pumped into various sealed bottles. It is released slowly when used to provide A-class fresh air that sustains normal respiration by users. This product possesses advantages over ordinary air purifying devices as it is of low cost, easy to carry and subjected to no conditions of usage, such that it can be widely applied in household vehicles, family lives, and business or office venues. As an extremely desirable new product, the production of which is expected to bring about consideration cost-effectiveness for the Group. In respect of household vehicles, the Group's target cities are Beijing, Tianjin, Zhengzhou and Shijiazhuang, and the total number of vehicles in such places amounts to approximately 7.5 million. Based on the estimated production capacity of 山西沁水順泰液化工廠(Shanxi Qinshui Shuntai Liquefying Plant), the Group will only be able to meet 1.9% demand of the targeted cities. As such, the Group believes that the liquefied A-class air business has a huge development potential. Currently, the R&D on liquefied A-class air has entered the stage of transformation and calibration for liquefying equipment and optimized molding for liquefied air bottles. In order to expedite R&D of this new product that may kickoff a new business for the Group, the Group has suspended the production of liquefied natural gas by Shanxi Qinshui Shuntai since February 2017 with an aim to lower the subsequent production cost of R&D on liquefied A-class air. Trial production of liquefied A-class air has commenced by making use of our existing liquefied natural gas equipping with some necessary transformation and process adjustment. It is anticipated that such R&D will yield results in 2017.

## 業務回顧及發展前景 (續)

### 前景 (續)

另外，由於國內空氣污染狀況短期內難以有效性轉變，城鎮居民特別是污染性較嚴重之華北地區的城市居民對新鮮空氣的需求日益突出。為適應市場需求本集團自2016年初即開始了液化A級空氣的研發。液化A級空氣是將空氣多重過濾、液化後灌裝至多種瓶密器中，使用時緩釋，釋放出可維持人們正常呼吸之A級的新鮮空氣。這一產品較之空氣淨化裝置具有成本低廉、攜帶方便、不受使用條件限制等，可以廣泛應用於家用汽車、家庭生活、商務辦公等場所，是一種十分理想的新產品，其投產後能為集團帶來可觀的效益。就家用汽車市場而言，本集團的目標城市分別為北京、天津、鄭州和石家莊，該些地方的車輛合計數目為約750萬輛，按山西沁水順泰液化工廠產推算，本集團僅僅能滿足目標城市需求的1.9%，所以本集團認為液化A級空氣市場潛在著巨大的發展空間。目前，液化A級空氣研發已進入液化設備改造調試、液化空氣瓶優化定型階段。為加快這一增加集團業務的新產品研發工作，本集團為降低研發A級空氣後續生產成本，自2017年2月起停止了山西沁水順泰之液化天然氣的生產，利用現有液化天然氣設備，對其進行必要之改造及工藝佈局調整，開始了液化A級空氣的試生產工作。預計此項研發將於2017年獲得成果。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Outlook (Continued)

Despite that the Group has suspended the production of liquefied natural gas by Shanxi Qinshui Shuntai since February 2017, the Group is fully confident in the prospect of the natural gas market in China. In 2017, the Group is intending to transport natural gas from gas blocks directly to industrial users through pipelines, so as to secure profit contribution from the natural gas business.

## 業務回顧及發展前景 (續)

### 前景 (續)

雖然本集團自2017年2月起停止了山西沁水順泰之液化天然氣的生產，但本集團對中國的天然氣市場前景仍然充滿信心。於2017年，本集團計劃天然氣區塊輸出的天然氣將通過管道直接輸給工業用戶，以確保天然氣業務仍然能為本集團帶來盈利貢獻。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

## 董事及最高行政人員於股份、相關股份及債券之權益或淡倉

As at 30 June 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

於二零一七年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準已知會本公司及聯交所，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中之權益及淡倉如下：

Long positions in shares, underlying shares and debentures of the Company

於本公司股份、相關股份及債券之好倉

Name	Capacity	Nature of Interest	Number of ordinary shares/ underlying shares 普通股／相關 股份數目	Approximate% of shareholdings 持股概約 百分比
姓名	身份	權益性質		
Mr. Wang Zhong Sheng 王忠勝先生	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	18,118,500 (Note 1) (附註1)	1.38%
	Beneficial owner 實益擁有人	Personal 個人	470,588,254 (Note 2) (附註2)	35.66%
Mr. Fu Shou Gang 付壽剛先生	Beneficial Owner 實益擁有人	Personal 個人	324,750 (Note 3) (附註3)	0.02%

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

## 董事及最高行政人員於股份、相關股份及債券之權益或淡倉(續)

### Long positions in shares, underlying shares and debentures of the Company (Continued)

### 於本公司股份、相關股份及債券之好倉(續)

Notes:

附註：

1. Such shares are owned by Jumbo Lane Investments Limited.

Mr. Wang Zhong Sheng owns 100% interest in the issued share capital of Jumbo Lane Investments Limited and he is taken to be interested in the shares owned by Jumbo Lane Investments Limited pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

2. Out of the 470,588,254 long positions, Mr. Wang Zhong Sheng is interested as (i) a grantee of options to subscribe for 324,750 shares under the share option scheme adopted by the Company on 18 May 2011; (ii) a beneficial owner of 376,121,483 issued shares of the Company; and (iii) a holder of convertible bonds convertible to 94,142,021 conversion shares.
3. Mr. Fu Shou Gang is interested as a grantee of options to subscribe for 324,750 shares under the share option scheme adopted by the Company on 18 May 2011.

1. 該等股份由寶連投資有限公司擁有。

王忠勝先生擁有寶連投資有限公司已發行股本之100%權益，根據香港法例第571章證券及期貨條例第XV部，王忠勝先生被視為於寶連投資有限公司擁有之股份中擁有權益。

2. 王忠勝先生分別以下列形式擁有該470,588,254股股份之好倉：(i) 購股權之承授人，擁有可根據本公司於二零一一年五月十八日採納的購股權計劃認購324,750股股份；(ii) 實益擁有人，擁有376,121,483股本公司已發行股份；及(iii)可換股債券之持有人，可轉換為94,142,021股換股股份。
3. 付壽剛先生作為購股權之承授人擁有權益，可根據本公司於二零一一年五月十八日採納的購股權計劃認購324,750股股份。

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)**

### **Long positions in shares, underlying shares and debentures of the Company (Continued)**

Save as disclosed above, as at 30 June 2017, none of the Directors or chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange. The Group had not issued any debentures during the Interim Period.

## **董事及最高行政人員於股份、相關股份及債券之權益或淡倉 (續)**

### **於本公司股份、相關股份及債券之好倉 (續)**

除上文披露者外，於二零一七年六月三十日，董事或本公司最高行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有根據證券及期貨條例第352條規定而須載入該條例所述登記冊內，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準而須知會本公司及聯交所之任何其他權益或淡倉。本集團於本中期內並無發行任何債券。

## SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES AND OPTIONS UNDER SFO

## 主要股東及於股份及購股權擁有根據證券及期貨條例須予披露之權益及淡倉之人士

As at 30 June 2017, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零一七年六月三十日，按根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露之董事或本公司最高行政人員除外）於本公司股份及相關股份擁有權益或淡倉：

### Long positions in shares

### 股份之好倉

Name 姓名	Number of Shares 股份數目	Nature of Interest 權益性質	Approximate percentage of shareholding 持股概約百分比
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Ms. Zhao Xin (Note)  
趙馨女士(附註)

488,706,754

Interest of spouse  
配偶之權益

37.04%

Notes:

附註：

Ms. Zhao Xin (the spouse of Mr. Wang Zhong Sheng) is deemed to be interested in her spouse's interest in the Company pursuant to the SFO.

根據證券及期貨條例，趙馨女士（王忠勝先生之配偶）被視作於本公司擁有其配偶權益之權益。

Save as disclosed above, as at 30 June 2017, no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文披露者外，按根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，於二零一七年六月三十日，並無其他人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有權益或淡倉。

## DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Directors' and Chief Executive's Interests or Short Positions in Shares, Underlying Shares and Debentures" above and in the section "Share Option Scheme" below, at no time during the Interim Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children or chief executive or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## 董事及最高行政人員購買股份或債券之權利

除上文「董事及最高行政人員於股份、相關股份及債券之權益或淡倉」及下文「購股權計劃」章節所披露者外，於本中期任何時間，概無授予任何董事或彼等各自之配偶或未成年子女或最高行政人員透過購買本公司股份或債券之方法而獲得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司概無訂立任何安排，致使董事可購買任何其他法人團體之該等權利。

## SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 18 May 2011, the Company's share option scheme adopted on 28 July 2003 (the "Old Share Option Scheme") was terminated and a new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 17 May 2021. On 30 May 2011, the Board approved to grant options in respect of 258,300,000 ordinary shares to the Company's directors, employees and consultants under the New Share Option Scheme.

There were no share options that had been granted remained outstanding under the Old Share Option Scheme prior to its termination.

For details of the New Share Option Scheme, please refer to the circular of the company dated 20 April 2011.

## 購股權計劃

根據於二零一一年五月十八日通過的普通決議案，本公司於二零零三年七月二十八日採納的購股權計劃（「舊購股權計劃」）已告終止，及新的購股權計劃（「新購股權計劃」）已被採納，並將自採納新購股權計劃起十年期間內持續有效，並將於二零一一年五月十七日屆滿。於二零一一年五月三十日，董事會批准根據新購股權計劃授予本公司董事、僱員及顧問購股權以認購258,300,000股普通股。

於舊購股權計劃終止前，已無根據其授出但尚未行使的購股權。

有關新購股權計劃之詳情，請參閱本公司日期為二零一一年四月二十日之通函。

## SHARE OPTION SCHEME (Continued)

## 購股權計劃(續)

Information in relation to share options during the Interim Period disclosed in accordance with the GEM Listing Rules was as follows:

於本中期，根據創業板上市規則所披露有關購股權的資料如下：

Name and category of participants	As at 1 January 2017 於二零一七年一月一日	Granted during the period 期內已授出	Exercised during the period 期內已行使	Cancelled/lapsed during the period 已註銷/期內失效	As at 30 June 2017 於二零一七年六月三十日	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權行使期	Exercise price of share options 於購股權授出日期之每股行使價	Adjusted price per share option 每份購股權之經調整行使價
<i>Executive Directors</i>									
<i>執行董事</i>									
Mr. Wang Zhong Sheng 王忠勝先生	324,750	-	-	-	324,750	30/5/2011	30/5/2011-29/5/2021	0.495	3.81
Mr. Fu Shou Gang 付壽剛先生	324,750	-	-	-	324,750	30/5/2011	30/5/2011-29/5/2021	0.495	3.81
	649,500	-	-	-	649,500				
Employees 僱員	5,486,976	-	-	-	5,486,976	30/5/2011	30/5/2011-29/5/2021	0.495	3.81
Consultants 顧問	25,982,598	-	-	-	25,982,598	30/5/2011	30/5/2011-29/5/2021	0.495	3.81
	32,119,074	-	-	-	32,119,074				

## SHARE OPTION SCHEME (Continued)

## 購股權計劃(續)

Notes:

附註：

(i) The terms and conditions of the grants that existed during the Interim Period are as follows:

(i) 本中期存續之授出條款及條件如下：

	Number of options 購股權數目	Vesting conditions 歸屬條件	Remaining Contractual life of options 購股權合約剩餘年期
Options granted: 已授出購股權：			
30 May 2011 二零一一年五月三十日	215,220,000	Vest immediately 即時歸屬	10 years 10年
30 May 2011 二零一一年五月三十日	43,080,000	Half on each of the first and second anniversaries of grant date 授出日期之首個及第二個週年日每次一半	10 years 10年

(ii) The number and weighted average exercise prices of options are as follows:

(ii) 購股權之數目及加權平均行使價如下：

		Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of options 購股權數目
Outstanding as at 1 January 2017	於二零一七年一月一日未行使	3.81	32,119,074
Granted during the period	期內已授出	-	-
Outstanding as at 30 June 2017	於二零一七年六月三十日未行使	3.81	32,119,074
Exercisable as at 30 June 2017	於二零一七年六月三十日可行使	3.81	32,119,074

The options outstanding as at 30 June 2017 had an exercise price of HK\$3.81 and a weighted average remaining contractual life of 3.9 years.

於二零一七年六月三十日之未行使購股權之行使價為3.81港元，加權平均合約剩餘年期為3.9年。



## SHARE OPTION SCHEME (Continued)

As at the date of this Report, the total number of shares available for issue under the New Share Option Scheme was 32,119,074 ordinary shares, representing approximately 2.43% of the issued shares of the Company.

The subscription price per share under the New Share Option Scheme is solely determined by the Board, and shall be at least the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of offer to grant option, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of offer to grant option; and (iii) the nominal value of a share on the date of offer to grant option, provided that in the event of fractional prices, the subscription price per share shall be rounded upwards to the nearest whole cent.

## CONTINGENT LIABILITIES

As at 30 June 2017, the Group had no material contingent liabilities.

## AMOUNT OF CAPITALISED INTEREST

Save as disclosed in this report, no interest has been capitalised by the Group during the Interim Period.

## 購股權計劃(續)

於本報告日期，新購股權計劃項下可供發行之股份總數為32,119,074股普通股，佔本公司已發行股份約2.43%。

新購股權計劃項下之每股認購價由董事會全權釐定，並最少須為以下列三者中之較高者：(i)股份於授出購股權之要約日期(必須為營業日)在聯交所每日報價表所報之收市價；(ii)股份於緊接授出購股權之要約日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)於授出購股權之要約日期之股份面值，惟倘出現零碎股價，每股認購價須上調至最接近之一整仙。

## 或然負債

於二零一七年六月三十日，本集團並無重大或然負債。

## 已撥充資本之利息金額

除本報告所披露者外，本集團於本中期並無將任何利息撥充資本。

## CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS

As at 30 June 2016, the Company had outstanding convertible bonds convertible to 94,145,021 conversion shares and outstanding options to subscribe for 32,119,074 Shares under the share option scheme adopted on 18 May 2011. Details of New Share Option Scheme are set out in pages 45 to 48 of this report.

## PRE-EMPTIVE RIGHTS

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

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

During the Interim Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company nor any or its subsidiaries.

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules on 28 July 2003. The primary duties of the audit committee are, among others, to review and oversee the financial reporting principles and practices adopted as well as internal control procedures and issues of the Group. It also reviews quarterly, interim and the final results of the Group prior to recommending the same to the Board for consideration.

## 可換股證券、認股權證或類似權利

於二零一六年六月三十日，本公司尚存可轉換為94,145,021股換股股份的未轉換可換股債券以及於二零一一年五月十八日採納之購股權計劃項下可認購32,119,074股股份的仍未行使購股權。新購股權計劃的詳情載於本報告第45至48頁。

## 優先購買權

本公司之公司細則或百慕達法例並無訂有有關優先購買權之條文，規定本公司須向現有股東按比例提呈發售新股份。

## 購買、出售或贖回本公司上市證券

於本中期，本公司或其任何附屬公司概無購買、出售或贖回本公司或其任何附屬公司之任何上市證券。

## 審核委員會

本公司已於二零零三年七月二十八日遵照創業板上市規則，成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為（其中包括）審閱及監察本集團之財務申報原則及所採納之慣例，以及內部監控程序及事宜，並負責於向董事會提呈考慮前，先行審閱本集團的季度、中期及全年業績。

## AUDIT COMMITTEE (Continued)

The audit committee comprises of the three independent non-executive Directors, namely Mr. Wang Zhi He, Mr. Luo Wei Kun and Ms. Pang Yuk Fong (Chairman of the audit committee).

During the Interim Period, the audit committee has held two meeting. The Group's unaudited consolidated results for the Interim Period have been reviewed and commented by the audit committee members.

In order to maintain a high quality of Corporate Governance, the audit committee concluded that the Group has employed sufficient staff for the purpose of accounting, financial and internal control.

## CORPORATE GOVERNANCE

During the Interim Period, save as disclosed below, the Group has complied with the code provisions in the Corporate Governance Code and the Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules ("HKSE Code").

Under code provision A.4.1 of the HKSE Code, non-executive directors should be appointed for specific terms, subject to re-election. Currently, the independent non-executive Directors have no set term of office but are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's bye-laws. The Board considers the current arrangement will allow flexibility to the Board in terms of appointment of Directors.

## 審核委員會(續)

審核委員會由三名獨立非執行董事王之和先生、羅維崑先生及彭玉芳女士(審核委員會主席)所組成。

於本中期，審核委員會曾舉行兩次會議，而本集團於本中期之未經審核綜合業績已由審核委員會成員審閱及提供意見。

為了維持高質素的企業管治，審核委員會認為，本集團已聘用足夠的員工處理會計、財務及內部監控之工作。

## 企業管治

於本中期，除下文披露者外，本集團已遵守創業板上市規則附錄十五所載《企業管治守則》及《企業管治報告》(「聯交所守則」)的守則條文。

根據聯交所守則之守則條文第A.4.1條，非執行董事應有固定任期，並須接受重選。目前，獨立非執行董事並無固定任期，惟須根據本公司之公司細則於本公司股東週年大會上輪值告退。董事會認為，現行安排將對董事會委任董事提供靈活性。

## CORPORATE GOVERNANCE (Continued)

Under code provision A.2.1 of the HKSE Code, the roles of chairman and the chief executive should be separate and should not be performed by the same individual. The Company does not have any officer with the title of “chief executive”. This deviates from the code provision A.2.1 of the HKSE Code.

Mr. Wang Zhong Sheng, who acts as the chairman of the Company, is also responsible for overseeing the general operations of the Group. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The roles of the respective executive Directors and senior management who are in charge of different functions complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership which enables the Group to operate efficiently.

The Company understands the importance to comply with the code provision A.2.1 of the HKSE Code and will continue to consider the feasibility of appointing a separate chief executive. The Company will make timely announcement if the chief executive has been appointed.

The Company has adopted a code of conduct regarding securities dealings by Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specified enquiry of all Directors, the Company was not aware of any non-compliance with such code of conduct during the Interim Period.

## 企業管治(續)

根據聯交所守則之守則條文第A.2.1條，主席與行政總裁之角色應有區分，不應由一人同時兼任。本公司並無任何職位為「行政總裁」之高級職員，此舉偏離聯交所守則之守則條文第A.2.1條。

王忠勝先生擔任本公司主席，亦負責監督本集團日常運作。董事會將定期召開會議，以考慮影響本集團營運之重大事宜。董事會認為此架構不會對董事會與本公司管理層間之權力及權責均衡構成損害。各執行董事及負責不同職能之高級管理層之角色與主席及行政總裁之角色相輔相成。董事會相信，此架構有利於建立鞏固而連貫之領導，讓本集團有效營運。

本公司知悉遵守聯交所守則之守則條文第A.2.1條之重要性，並將繼續考慮另行委任行政總裁之可行性。倘行政總裁已獲委任，本公司將適時作出公佈。

本公司已採納創業板上市規則第5.48至5.67條有關董事進行證券交易的操守守則。本公司經向所有董事作出特定查詢後，並不知悉有任何董事於本中期內未有遵守該操守守則。

## CORPORATE GOVERNANCE (Continued)

The Company has received from each of the independent non-executive Directors a confirmation of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of its independent non-executive Directors are independent.

By order of the Board  
**Wang Zhong Sheng**  
Chairman

China, 11 August 2017

*As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng and Mr. Fu Shou Gang, and the independent non-executive Directors are Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He.*

## 企業管治(續)

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條作出彼等獨立身份之確認。本公司認為其全體獨立非執行董事均為獨立人士。

承董事會命  
主席  
王忠勝

中國，二零一七年八月十一日

於本報告日期，執行董事為王忠勝先生及付壽剛先生，以及獨立非執行董事為羅維崑先生、彭玉芳女士及王之和先生。

# 中國煤層氣集團有限公司

## China CBM Group Company Limited

(於開曼群島註冊成立並在百慕達繼續營業之有限公司)  
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

股份代號 Stock Code: 8270