



華商國際

CMIC OCEAN EN-TECH

股份代號：0206

Stock Code: 0206

海洋能源

OCEAN ENERGY
AND 智能製造
SMART MANUFACTURING



2020
ANNUAL REPORT 年報





CONTENTS 目錄

02	CORPORATE PROFILE 公司簡介
08	FIVE YEARS FINANCIAL SUMMARY 五年財務概要
10	CHAIRMEN'S STATEMENT 主席報告
12	CEO'S STATEMENT 首席執行官報告
16	MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析
35	PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層
44	REPORT OF THE DIRECTORS 董事會報告書
60	CORPORATE GOVERNANCE REPORT 企業管治報告
78	ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告
103	INDEPENDENT AUDITOR'S REPORT 獨立核數師報告
113	CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表
120	NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註
219	CORPORATE INFORMATION 公司資料

CORPORATE PROFILE

公司簡介

BUSINESS OVERVIEW

CMIC Ocean En-Tech Holding Co., Ltd. ("CMIC" or the "Company", formerly known as TSC Group Holdings Limited) was incorporated in the Cayman Islands and is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company and its global subsidiaries (the "Group") are primarily engaged in asset investment and operation management of offshore engineering platforms, design, manufacturing and service of related equipment and packages in the land and offshore oil and gas exploration and development industry, and clean energy and technology investments.

The Group's core offshore engineering equipment and packages businesses have reached world leading standard after many years of development. Its principal businesses include the design, manufacture, installation and commissioning of onshore and offshore drilling rig equipment and packages etc.. Specific equipment products include cranes, machine rack pipes, jacking systems, power control and transmission systems, tension adjustment and compensation devices and systems, etc., as well as drilling rigs maintenance, repair and operation (MRO) products and services, including oilfield expendables, accessories and parts manufacturing, sale and repair services.

The Company operates four jack-up drilling rigs, two of which provide drilling rig service for Abu Dhabi National Oil Company in the Middle East and two of which provide drilling rig service for the national oil company of Mexico in Gulf of Mexico. The four rigs operated normally throughout the year and were well received by the owners. The Company's offshore asset management business is gradually maturing and growing steadily.

業務簡介

華商國際海洋能源科技控股有限公司(簡稱「華商國際」或「本公司」, 原「TSC集團控股有限公司」)於開曼群島註冊成立, 在香港聯合交易所有限公司(「聯交所」)主板上市。本公司及其全球附屬公司(合稱「本集團」)的主營業務為海洋工程平台資產投資及運營管理, 陸上和海洋油氣勘探開發行業相關設備及設備整包設計、製造與服務, 以及清潔能源和科技投資業務。

本集團海洋工程核心裝備及總包業務經過多年發展已到達世界領先水準, 主要業務包括: 陸上及海洋鑽井平台設備及總包的設計、製造、安裝及調試等。具體設備產品包括: 吊機、機械排管、升降系統、電力控制及傳動系統、張力調整及補償裝置及系統等以及鑽井平台保養、維修及營運(MRO)產品和服務: 包括油田耗材、配件及零件製造、銷售和維修服務。

本公司運營管理4座自升式鑽井平台, 其中兩座平台在中東地區為阿布達比國家石油公司提供鑽井服務, 兩座平台在墨西哥灣為墨西哥國家石油公司提供鑽井服務。4座平台全年作業正常, 受到業主方好評。公司海工資產管理業務逐漸走向成熟, 並穩步發展壯大。



The Group pays close attention to the development of clean energy and intelligent technology related industries, proactively looks for opportunities for investment in and consolidation of marine energy science and technology related industries to achieve synergistic effects of each of the Group's business segments. Through investing in the undervalued opportunities along the industrial supply chain, the Group is committed to enhancing the overall performance of the Company and to maximising the interest of the shareholders and investors.

In the medium to long term, we will focus on the development of the clean energy and marine energy-related technology industries while paying attention to the layout of the traditional oil and gas industry. In the medium term, leveraging on the extensive industry resources of the old and new teams, and in line with the momentum of offshore wind power development, we will take the layout of the offshore wind power installation and operation and maintenance market as an opportunity to exploit our traditional strengths in equipment manufacturing, asset management and supply chain services, continue to build and enhance the quality and efficiency of utilisation and brand influence of offshore equipment manufacturing, services and management, and use capital operation methods such as listing, funds and finance leases to obtain stable capital support. In the long term, we will continue to develop our business in the clean energy sector in line with the global energy revolution, and will rely on our technological expertise in conventional energy and our experience in offshore wind power to achieve comprehensive development.

本集團密切關注清潔能源和智慧科技相關產業發展，積極尋求海洋能源科技相關產業投資和整合機會，實現本集團各業務板塊協同聯動效應。通過對產業鏈價值窪地的投資，本集團致力提升本公司整體業績表現，實現股東和投資者利益最大化。

未來中長期發展，我們在關注傳統油氣產業佈局的同時，將側重聚焦清潔能源以及與海洋能源相關的科技產業發展。中期，借助新老團隊廣泛深厚的行業資源，順應海上風電的發展勢頭，以海上風電安裝與運維市場佈局為契機，發揮裝備製造、資產管理及供應鏈服務的傳統優勢，繼續打造和提升海洋裝備製造、服務與管理的使用質效和品牌影響力，利用上市平台、基金、融資租賃等資本運作方式，獲得穩定的資金支持；遠期，順應全球化能源變革進程，繼續向清潔能源領域深入發展，憑藉服務傳統能源的技術積累以及進軍海上風電的服務經驗，實現全面發展。



CORPORATE PROFILE | MILESTONES

公司簡介 | 里程碑

Emer International started business in Houston, Texas, U.S.A. and introduced a multiple advanced equipment and technologies to China's oil and gas industry

埃謨國際於美國德州休斯頓上市開業，為中國油氣行業引進多項首台首套裝備和技術

EMER

1995



Emer International's 2nd manufacturing facility, a manufacturing plant for hydraulic ends and accessories of mud pumps, was founded in Qingdao, China

埃謨國際於中國青島建立第二生產基地，泥漿泵液力端和配件製造廠

2002



Emer International obtained solid control production line and lifting system product line through the acquisition of Zhengzhou Highlight and Zhengzhou GEAR and became the only company in China that can provide research and development, design and manufacture of lifting device for jack-up rigs

埃謨國際通過收購鄭州海來和鄭州吉爾，獲得固控生產線和升降系統產品線，成為中國唯一能提供自升式平台升降裝置研發、設計和製造的公司

2007

2009

2001

HHCT, Emer International's first manufacturing facility, was founded in Xi'an, China and manufactured power control and driving systems for onshore drilling

埃謨國際的第一生產基地海爾海斯(HHCT)於中國西安成立，製造陸地鑽機電力控制和驅動系統



2005

Emer International was listed on GEM of the Stock Exchange

埃謨國際於聯交所GEM上市

2008

Emer International acquired GME (London AIM), and was rebranded as TSC Offshore, expanded the product line of offshore drilling equipment and acquired the full capability of offshore drilling rigs. It became one of the few companies in the world that could provide the whole package of offshore drilling rigs in parallel with NOV and MH

埃謨國際收購GME (London AIM)並改名為TSC海洋，擴大了海上鑽井平台裝備產品線，具備海上鑽機整包能力，與NOV、MH並列成為全球少數能提供海上鑽井整包的公司之一



CORPORATE PROFILE | MILESTONES

公司簡介 | 里程碑



TSC Offshore transferred its listing to the Main Board of the Stock Exchange

TSC 海洋轉至香港聯交所主板上市



The Company constructed high spec R-550D jack-up drilling rigs with Zentech and CSSC

與Zentech及中船合作製造高規格R-550D自升式平台

In the same year, the Company established the Qingdao equipment manufacturing base

同年，建立青島裝備製造基地

Minsheng Trust became a strategic shareholder of the Company in February 2019

二零一九年二月民生信託成為公司戰略股東

In the same year, TSC Group Holdings Limited was officially renamed as CMIC Ocean En-Tech Holding Co., Ltd.

同年TSC集團控股有限公司正式更名為華商國際海洋能源科技控股有限公司

In May 2019, the sale of two units of CJ46 rigs to Shelf was completed. The overseas team won the contract for the offshore rig service project of Pemex in relation to provision of two units of JU2000E rigs to the other party

同年五月，2座出售給Shelf的CJ46平台完成交割，海外團隊中標Pemex海上鑽井服務專案，為對方提供2座JU2000E鑽井平台

In 2021, TSC China and CM Industry Group actively promoted the development of strategic cooperation in offshore wind power installation

二零二一年，TSC中國與招商工業集團積極推進開展海上風電安裝領域的戰略合作

2013

2019

2021

2011

TSC Offshore rebranded as TSC Group

TSC 海洋更名為TSC集團

In the same year, China International Marine Containers became a strategic shareholder of TSC Group

同年，中集集團成為TSC戰略股東



2018



China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) became the controlling shareholder of TSC Group in February 2018

二零一八年二月招商局長城海洋科技戰略發展產業基金成為TSC集團的控股股東

The Hong Kong Strategic Headquarters was established in July 2018

二零一八年七月香港戰略型總部設立

In December 2018, two CJ46 drilling rigs were bareboat chartered to SMS to provide services to Abu Dhabi National Oil Company, marking a breakthrough in strategic transformation

同年十二月出租兩台CJ46鑽井平台給SMS，服務於阿布達比石油公司，戰略轉型突破



2020

In the first half of 2020, Zhengzhou Company successfully secured orders for two sets of lifting systems for offshore wind power installation vessels, and has accumulated orders for four sets of similar products

二零二零年上半年，鄭州公司成功獲得兩套海上風電安裝船升降系統訂單，鄭州公司已累計提供4套同類產品訂單

In August 2020, the Company signed a global settlement deed with Huangpu Shipbuilding for the H6001 and H6006 projects, through which Huangpu Shipyard became a strategic shareholder of the Company

同年八月，黃埔船廠透過與本公司就H6001和H6006專案簽署全球和解契約成為公司戰略股東

In October 2020, the land sale contract of Qingdao offshore base was officially signed, effectively revitalizing the idle assets of the Company

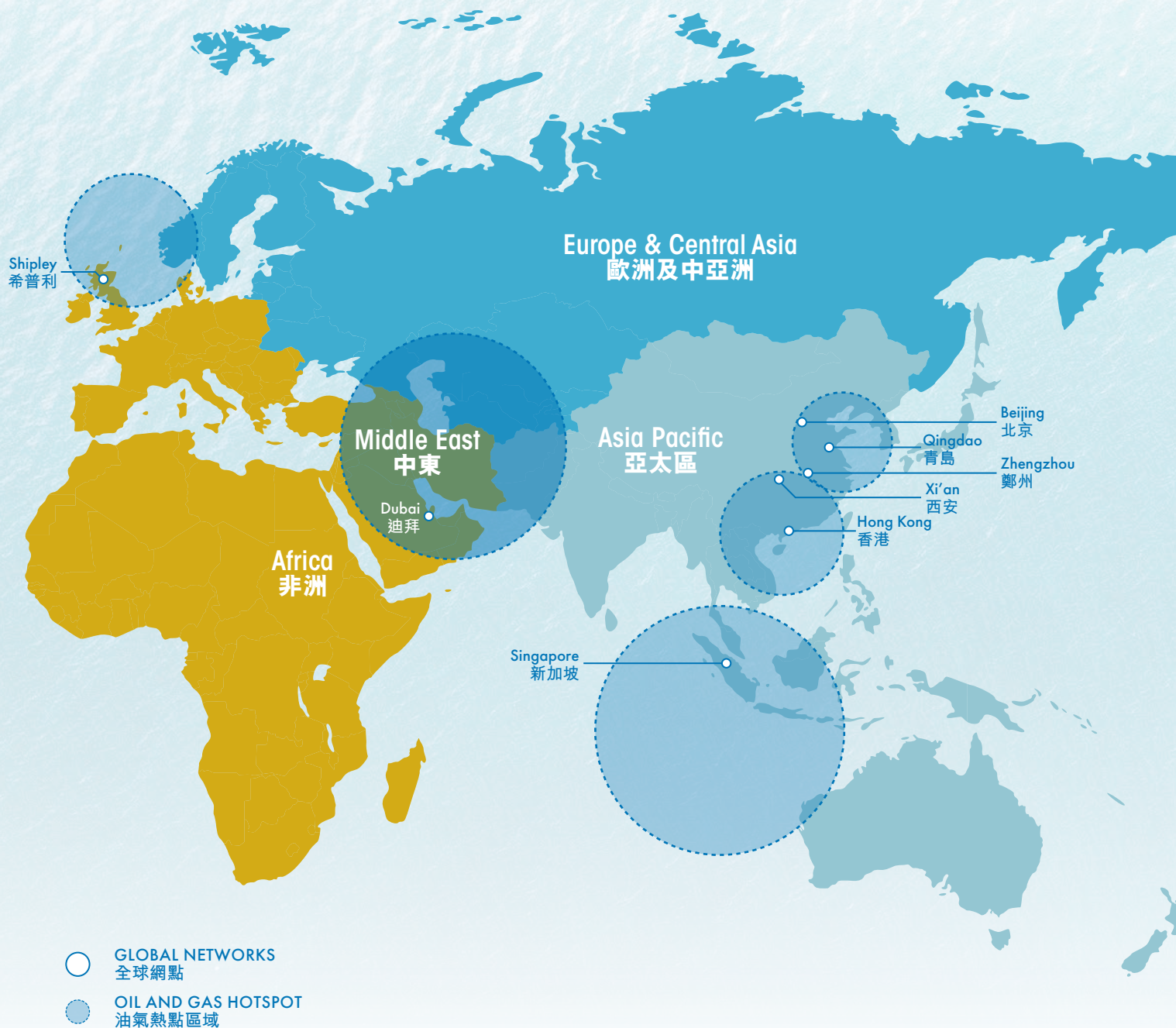
同年十月，青島海工基地土地出售合同正式簽署，有效盤活公司閒置資產

GLOBAL SOLUTIONS

環球解決方案

Deep distribution of global oil and gas hotspots,
boosting the value integration of the offshore industry
chain

全球油氣熱點區域深度布局，助力海工業務產業鏈價值整合





FIVE YEARS FINANCIAL SUMMARY

五年財務概要

The following is a summary of the consolidated results, assets and liabilities of the Group prepared on the basis set out in the notes below.

以下為本集團根據下文附註所載基準編製的綜合業績、資產及負債概要。

CONSOLIDATED RESULTS

綜合業績

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Revenue	收益	65,144	70,246	58,839	76,552	142,531
Cost of sales	銷售成本	(53,910)	(46,210)	(48,792)	(67,331)	(104,745)
Gross profit	毛利	11,234	24,036	10,047	9,221	37,786
Other revenue and net income (including reversal of impairment losses/provisions)	其他收益及淨收入 (包括減值虧損撥回/撥備)	28,718	14,404	934	2,411	5,685
Selling and distribution expenses	銷售及分銷開支	(4,818)	(4,981)	(5,635)	(6,902)	(5,170)
General and administrative expenses	一般及行政開支	(21,705)	(23,960)	(27,693)	(25,991)	(33,409)
Other operating expenses (including impairment losses/provisions)	其他經營開支(包括減值虧損/撥備)	(4,122)	(1,239)	(6,609)	(58,797)	(111,841)
Finance costs	融資成本	(660)	(1,727)	(2,450)	(4,352)	(4,363)
Share of results of associates	分佔聯營公司業績	18	36	1	4	-
Share of result of joint venture	分佔合營公司業績	1,216	3,728	-	-	-
Profit/(loss) before taxation	除稅前溢利/(虧損)	9,881	10,297	(31,405)	(84,406)	(111,312)
Income tax	所得稅	949	(979)	(10,381)	987	(264)
Profit/(loss) for the year attributable to equity shareholders of the Company	本公司股權股東佔年內溢利/(虧損)	10,916	9,701	(41,358)	(82,790)	(110,450)

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

ASSETS AND LIABILITIES

資產與負債

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Non-current assets	非流動資產	72,634	97,587	52,774	73,355	86,057
Current assets	流動資產	157,296	258,591	228,008	241,252	326,767
Current liabilities	流動負債	(93,422)	(228,789)	(245,183)	(286,619)	(275,359)
Net current assets/(liabilities)	流動資產淨值/(負債)	63,874	29,802	(17,175)	(45,367)	51,408
Non-current liabilities	非流動負債	(1,224)	(6,975)	(7,201)	(14,321)	(41,391)
Total assets	總資產	229,930	356,178	280,782	314,607	412,824
Total liabilities	總負債	(94,646)	(235,764)	(252,384)	(300,940)	(316,750)
Net assets	資產淨值	135,284	120,414	28,398	13,667	96,074

Notes:

附註：

- The summary of consolidated results of the Group includes the results of the Company and its subsidiaries as if the current Group structure had been in existence throughout the financial periods, or from the respective dates of the incorporation where this is a shorter period. The consolidated results of the Group for the year ended 31 December 2020 are as set out on pages 113 to 114 of the audited financial statements.
- The consolidated statement of financial position of the Group as at 31 December 2020 are as set out on pages 115 to 116 of the audited financial statements.

- 本集團的綜合業績概要包括本公司及其附屬公司的業績，猶如目前的集團架構於財政期間或自該等公司各自註冊成立當日起(以較短者為準)一直存在。本集團截至二零二零年十二月三十一日止年度的綜合業績載於經審核財務報表的第113頁至114頁。
- 本集團於二零二零年十二月三十一日的綜合財務狀況表載於經審核財務報表的第115頁至116頁。

CHAIRMEN'S STATEMENT

主席報告

2020 was a challenging year. The once-in-a-century COVID-19 pandemic crisis has severely damaged the global economic and financial development. The global economy has been in deep recession. The international trade plunged and financial market fluctuated. Against such market environment, the oil market and offshore engineering market have also undoubtedly been hit hard, and the offshore engineering market, which showed obvious signs of recovery at the end of 2019, has been dragged into the downturn cycle. Although the Company is in the petroleum industry, it adjusted its business strategies in a timely manner to reduce the impact of the outbreak, protect the health of its employees and reduce costs and risks, and still remained profitable in the downturn, which is a remarkable achievement.

In 2020, the Group reached settlement with Huangpu Shipyard and made substantial progress in the land revitalization project of the Qingdao offshore engineering base. Both incidents greatly improved the Group's asset and liability structure and will help the Group to "lighten up" and better realise its goals of strategic transformation and development. The offshore asset management business has been the main profit contributor of the Group since its transformation in 2018. After two years of operation, two units of rigs operated for PEMEX, the national oil company of Mexico, and two units of rigs operated for Abu Dhabi National Oil Company have been well received by the customers. Even though there were certain delays due to low oil prices and COVID-19, the rentals have mostly been paid as scheduled, which basically guaranteed the Group's cash flows. In addition, the Group has seized the market opportunity of developing offshore wind power in the world to win orders for two sets of lifting systems for offshore wind power installation vessels, which brought new growth points for the Group's business, and valuable experience and laid a solid foundation for the Group's transformation and development.

Although 2020 was full of challenges, there were still risks coming with opportunities. CMIC's businesses are spread all over the world. In a global environment of unclear Sino-US relations and uncertain geopolitics, we must have a deeper understanding of "the new development pattern with the main domestic cycle and the dual domestic and international cycles promoting each other", seize the historic opportunity of accelerating energy transformation and reform in the globe, broaden innovative ideas, promote the transformation and sound development of enterprise with greater certainty and precision, and increase attention to and investment in the clean energy market dominated by offshore wind power, in order to establish sustainable business models. We also shall concentrate on the development of marine economy industries such as intelligent manufacturing and technological innovation, so as to inject new vitality into the enterprise and create favourable value returns for investors.

I am confident that in the forthcoming year, staff of CMIC will continue to carry forward their entrepreneurial spirit of daring to venture, strike balance under multiple sources of pressure, find the direction in the ups and downs, seek breakthroughs in chaotic scenarios, buck the trend in the midst of local crises, and build up momentum in policy empowerment. I also look forward to witnessing the growth of CMIC and creating a new landscape with all the Board members.

Lou Dongyang

Lou Dongyang
Chairman of the Board

Hong Kong, 26 March 2021

Jiang Bing Hua

Jiang Bing Hua
Co-Chairman

二零二零年是充滿挑戰的一年。百年一遇的新冠疫情危機，重創全球經濟金融發展。全球經濟深度衰退，國際貿易大幅萎縮，金融市場劇烈震盪。在市場大環境中，石油市場及海工市場無疑也深受重創，二零一九年底已明顯回暖勢頭的海工市場又被無情的拖入低迷週期。華商國際雖身處石油行業，但是及時調整經營策略，防疫情、保健康、減成本、降風險，低迷環境下仍保持盈利勢頭，成果來之不易。

二零二零年，集團與黃埔船廠達成一攬子解決方案，青島海工基地土地盤活項目取得實質性進展，極大地改善了集團的資產負債結構，將助推集團「輕裝上陣」，更好的實現戰略轉型發展之目標；海工資管業務是集團於二零一八年轉型以來的主要利潤貢獻點，經過兩年的運行，2座為墨西哥國際石油公司(PEMEX)作業的平台、2座為阿布扎比國際石油公司作業的平台，均受到客戶的一致好評，即便在低油價及疫情環境下，租金雖有一定程度延期，但已基本按約定時間到賬，基本保障了集團現金流；此外，集團抓住全球大力發展海上風電的市場機遇，成功贏得兩套海上風電安裝船升降系統訂單，為集團帶來新的業績增長點，也為集團轉型發展積攢了寶貴經驗及奠定了堅實基礎。

儘管二零二零年充滿各種挑戰，但依然是「危」與「機」並存。華商國際業務點遍佈海內外，在中美關係撲朔迷離，地緣政治依然充滿不確定性的全球環境下，我們更要深刻地理解「國內大循環為主體、國內國際雙循環相互促進的新發展格局」的深層次含義，抓住全球加速能源轉型變革的歷史性機遇，開闊創新思路，更加有預見性、更加有針對性地推動企業轉型與良性發展，加大對以海上風電為主的清潔能源市場的關注度與投入力度，建立可持續發展的商業模式；聚焦智能製造、科技創新等海洋經濟產業發展，為企業注入新的活力，為投資者創造良好的價值回報。

我相信在新的一年里，華商人依然會發揚敢闖敢拼的企業精神，在多重壓力中尋找平衡，在起伏跌宕中釐清方向，在錯亂場景中謀求破局，在局部危機中逆勢而進，在政策賦能中蓄勢上行。我也期待與各董事會成員，一起堅守、一起見證華商國際的成長，攜手開創新的格局。

婁東陽

婁東陽
董事會主席

謹啓

香港，二零二一年三月二十六日

蔣秉華

蔣秉華
聯席主席



CEO'S STATEMENT

首席執行官報告

2020 is a year that shall be eternally remembered and recorded in the history of mankind around the world for the once-in-a-century COVID-19 outbreak, the ever-changing US election and, of course, the tumultuous capital markets. Against such severe pandemic and market conditions, CMIC adjusted and proactively responded to the sudden changes in the market environment with the development direction of "raising awareness of crisis and actively responding to challenges; strengthening internal management and deepening transformation and development". On the one hand, the Group strictly implemented the local government's pandemic prevention and control policies from its headquarters to local subsidiaries, maintaining a high degree of vigilance and taking proactive measures to protect against the outbreak. On the other hand, the Group kept a tight grip on its business objectives, adjusted business strategies in a timely manner, enhanced capital management and improved cash flow position through strict control over costs and expenses, and achieved some effect. In 2020, the Group recorded revenue of approximately US\$65.1 million, and a net profit of approximately US\$10.8 million. The Group was making profit for the second consecutive year, which was not easy to maintain amidst the sluggish market conditions.

In 2020, the Company's historical debt issues were satisfactorily resolved. In the first half of the year, the Company had reached settlement with CSSC Huangpu Wenchong Shipbuilding Company Limited ("Huangpu Shipbuilding"), which completely resolved the debt relationship between the Company and Huangpu Shipbuilding, improved the Company's asset and liability structure and resulted in an one-off adjustment of approximately US\$26.3 million. In the second half of the year, substantial progress had been made in the land revitalization project of the Qingdao offshore engineering base and the transaction is in progress. The effective resolution of historical debt issues will help the Company to "lighten up" and better realise its goals of strategic transformation and development.

The Company's offshore drilling service project for PEMEX, the national oil company of Mexico, which was secured last year, is marking good progress. Two units of JU2000 jack-up rigs for PEMEX, arrived at the operating site at the end of 2019 for drilling in April and May 2020, respectively. Two units of CJ46 rigs owned by the joint venture, Wealthy Marvel Enterprises Limited ("WME") have been operating smoothly for Abu Dhabi National Oil Company for 22 months. The four units of rigs are currently operating in good condition and have been well received by our customers. Despite certain delay in rentals for rigs due to low oil prices and COVID-19, the Company has been able to receive the rentals largely as scheduled with the concerted efforts of the team. This has provided a solid foundation for the team to continue on strengthening the Mexican market and to expand the scale of asset management in future.

In the first half of the year, the Company has won orders for two sets of lifting systems for offshore wind power installation vessels, with a total contract value of approximately RMB74.6 million. The Company has accumulated orders for four sets of similar products, signifying that its core product lifting systems have been recognized by the offshore wind power installation market and will bring new growth points for the Company's business. The supply of core equipment for offshore wind power installation vessels is also a new initiative and direction for the Company to apply its years of experience in traditional offshore manufacturing, services and management to the green and clean energy sector in line with the trend of offshore wind power development.

CEO'S STATEMENT

首席執行官報告

The world experienced a huge challenge in 2020. The outbreak of COVID-19 pandemic and the ensuing economic crisis has caused unprecedented disruption to the global energy landscape, and the global economic recovery is predicted to remain uncertain in 2021. As the global energy system is undergoing rapid transformation due to developments in energy technology, regulations, consumer preferences and investor sentiment, the traditional, large oil companies are quietly reshaping their business landscape and shifting their focus to clean energy. According to McKinsey analysis, renewable energy will become cheaper than existing fossil energy sources for power generation over the next decade, leading to a dramatic increase in solar photovoltaic and onshore and offshore wind power installed capacity. The new installed capacity of solar and wind power is expected to increase by 5TW by 2035, equivalent to a further five-fold increase from the current level. This shows that the trend to actively seek transformation of energy structures. There is a huge demand in the clean energy market dominated by LNG, hydrogen energy, photovoltaic and wind power. The development potential and investment direction of such clean energy will remain the focus of our future business transformation.

Despite the steady recovery in oil prices, the volatility of COVID-19 pandemic continues to pose a challenge to the recovery of the global economy. In the context with both challenges and opportunities, in 2021, the Group must still firmly adhere to the balanced development concept of "quality first, efficiency in higher priority, moderate scale", increase attention on and investment in the clean energy market dominated by offshore wind power, continue to improve the equity structure, and increase attempts for potential cooperation opportunities with strategic partners including exchange of shares with assets and equity, and proactively introduce strategic investment partners suitable for the Company's medium and long-term development, to create good value returns for investors, strengthen our business transformation and integration, appropriately expand the scale of asset management, put more efforts towards intelligent manufacturing, green energy and technological innovation, so as to further discover risk-manageable and sustainable business models and the matching point of industry synergies.

Looking back at 2020, notwithstanding that we were able to repay our historical debts, secure new equipment orders, maintain stable rig operations and ensure steady rental income, allowing the Group to be slightly profitable as a whole, the extremely adverse market conditions such as COVID-19 coupled with low oil prices, the Group's previous backlog of accounts receivable, tight cash flows and low profit margins for certain products are still issues that should not be overlooked. Those are the direction and target of our efforts in 2021. In the future, the Company will continue to focus on high-end equipment manufacturing for marine engineering, offshore asset management as well as oil and gas operation and maintenance and supply services, and concentrate on new business opportunities such as offshore wind power installation and operation and maintenance to enhance the Company's core competitiveness and achieve performance growth.

Lastly, I would like to express my sincere gratitude to our shareholders and friends from all walks of life for your unremitting and long-standing support, as well as to our directors, management team and staff for your dedication, trust and commitment on us, and you are assured to witness our robust growth and development.

Cong yongjian

Cong Yongjian
Executive Director & CEO

Hong Kong, 26 March 2021

CEO'S STATEMENT

首席執行官報告

二零二零年是全球人類記憶深刻並且可以載入史冊的一年，百年難得一遇的疫情，不斷轉折的美國大選，當然還有跌宕起伏的資本市場。面對嚴峻的疫情以及市場環境，華商國際調整以「提高危機意識，積極應對挑戰；強化內部管理，深化轉型發展」的發展主線積極應對突如其來的市場環境變化。一方面，從總部到各地子公司嚴格執行當地政府疫情防控政策，保持高度警惕，積極做好疫情防護措施；另一方面，緊抓經營目標不放鬆，及時調整經營策略，通過嚴控成本費用，加強資金管理，改善現金流狀況，取得一定成效。二零二零年全年集團累計營業收入約65.1百萬美元，實現淨利潤約10.8百萬美元，連續兩年實現盈利，尤其在市場環境低迷的情況下依然能保持盈利勢頭實屬不易。

二零二零年，本公司歷史債務問題得以圓滿解決。上半年，公司與中船黃埔文沖船舶有限公司（「黃埔船廠」）達成一攬子解決方案，徹底解決公司與黃埔船廠之間的債務關係，改善公司的資產負債結構，同時會帶來約26.3百萬美元的一次性收益。下半年，青島海工基地土地盤活項目取得實質性進展，目前處於交易過程中。歷史債務問題的有效解決，將助推公司「輕裝上陣」，更好的實現戰略轉型發展之目標。

公司去年中標的墨西哥國際石油公司(PEMEX)海上鑽井服務項目進展順利，為PEMEX提供2座JU2000型自升式鑽井平台於二零一九年底抵達作業點，並分別於二零二零年四月份和五月份進行開鑽作業。合營公司Wealthy Marvel Enterprises Limited（「WME」）擁有的兩座CJ46型鑽井平台已經為阿布扎比國際石油公司順利作業22個月。目前4座平台作業狀況良好，並受到客戶的一致好評，低油價及疫情環境下，儘管平台租金有一定程度延期，但依靠團隊努力，租金已基本按約定時間到賬。這為團隊繼續鞏固墨西哥市場以及未來擴充資產管理的規模奠定了堅實的基礎。

上半年，公司成功贏得2套海上風電安裝船升降系統訂單，總合同金額約7,460萬人民幣，公司已累計提供4套同類產品訂單，標誌著其核心產品升降系統已經得到海上風電安裝市場的認可，將為公司帶來新的業績增長點。海上風電安裝船的核心設備供應，也將是公司順應海上風電發展勢頭，將積攢多年的傳統海工製造、服務與管理經驗應用到綠色清潔能源領域的新舉措、新方向。



二零二零年全球經歷了一場巨大的挑戰，新冠疫情大流行和隨之帶來的經濟危機，對全球能源格局造成了前所未有的破壞，二零二一年全球經濟復甦仍處於不確定狀態。而由於能源技術的發展、法規、消費者的偏好以及投資者的情緒等因素，全球能源系統正在經歷快速的轉型，傳統大型石油企業也在悄然調整業務佈局，業務重心正轉向清潔能源領域。據麥肯錫分析預測，在未來十年內，可再生能源將比現有的化石能源發電更便宜，這將引發太陽能光伏和陸上及海上風電裝機容量的急劇增加(預計到二零三五年，太陽能和風能的新增裝機容量將增加5TW，相當於在目前基礎上再增長5倍)。這說明，積極尋求能源結構轉型是大勢所趨。LNG、氫能源、光伏、風電等為主的清潔能源市場需求有較大空間，這些清潔能源發展潛能及投資方向依舊是我們未來業務轉型的關注焦點。

儘管目前油價正穩步回升，但是疫情的反覆依舊讓全球經濟的復甦帶來挑戰。在此挑戰與機遇共存的大環境下，二零二一年集團依然要堅定秉持「質量第一、效益優先、規模適度」的均衡發展理念，加大對以海上風電為主的清潔能源市場的關注與投入力度，繼續改善股權結構，加強與戰略合作方資產換股、股權置換的潛在合作機會的嘗試，積極引入適合公司中長期發展的戰略投資夥伴，為投資者創造良好價值回報；加強業務轉型與整合，適度擴大資產管理規模，向智能製造、綠色能源、科技創新傾斜發展，進一步挖掘風險可控、可持續發展的商業模式以及產業協同的契合點。

回顧二零二零年，雖然我們在疫情疊加低油價等極其不利的市場環境下，順利解決了企業的歷史債務，成功獲取了新的設備訂單，鑽井平台運行穩定、租金收益得以保障，集團整體處於略有盈利水平。但是，集團歷史積壓的應收賬款、現金流尚不寬鬆、部分產品利潤率較低等問題依然不容忽視，也是二零二一年努力的方向和目標。未來本公司將繼續聚焦海洋工程高端裝備製造、海工資產管理以及油氣運維與供應服務業務，並重點關注海上風電安裝與運維等新業務機會，提升公司核心競爭力，實現業績增長。

最後，衷心感謝廣大股東和社會各界朋友對華商國際長期以來的支持，感謝華商國際各位董事、管理層團隊及全體員工的付出，你們的努力、信任與堅守將見證華商國際的成長與發展。

叢永儉

叢永儉
執行主席兼首席執行官

謹啓

香港，二零二一年三月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CMIC IS AN INDUSTRIAL CHAIN VALUE INTEGRATION OPERATOR IN MARINE ENERGY TECHNOLOGY SECTOR

OVERVIEW

At the beginning of 2020, COVID-19 broke out globally, which caused stagnation of global economic activities as well as slowdown and even downturn of economic growth. During the same period, the tensions among major oil exporting countries intensified and crude oil prices fluctuated sharply and the global stock market experienced volatility and adjustment.

In the face of the severe pandemic, the Company responded proactively, maintained a high degree of vigilance, and actively implemented pandemic prevention measures. As a result, there were no transmissions of the disease among employees. Meanwhile, the Company held onto its business objectives, all units of the Company strengthened risk awareness, established risk contingency plans and adjusted business strategies in a timely manner. Through strict control of costs and expenses and strengthened capital management, the cash flow was improved and certain positive results were achieved.

The offshore management business developed steadily and achieved favourable results. The Company won the contract for the offshore drilling rig service project of PEMEX, the national oil company of Mexico, in September 2019. According to the contract, the Group provided PEMEX with two JU2000 jack-up drilling rigs, which arrived Mexico in December 2019 and commenced drilling operations in April and May 2020, respectively. Two units of CJ46 jack-up rigs of the joint venture, Wealthy Marvel Enterprises Limited ("WME") served Abu Dhabi National Oil Company throughout the year. The four rigs are currently operating in good conditions and are well received by customers. The offshore management business provided the Company with continuous and stable cash flow.

In respect of offshore core equipment manufacturing, the products of the Company successfully entered the field of offshore wind power. The Company successfully won orders for several sets of jacking systems for offshore wind power installation vessels. The product jacking systems have been recognized by the offshore wind power installation industry, and created a new growth driver for the results of the Company.

In 2020, substantive progress was made in terms of the Company's historical debts. The Company and CSSC Huangpu Wenchong Shipbuilding Company Limited ("Huangpu Shipbuilding") signed a global settlement deed in respect of the H6001 and H6006 projects at the end of August 2020, which completely solved the remaining problems in relation to the rig construction contracts between the Company and Huangpu Shipbuilding and greatly improved the Company's asset-liability structure. Huangpu Shipbuilding became the Company's fourth largest strategic shareholder through partial capitalisation arrangements, which is conducive to the future new business expansion and further strategic transformation and development.

CMIC是海洋能源科技之產業鏈價值整合運營商

概覽

二零二零年初，新冠疫情在全球爆發，新冠病毒大流行導致全球經濟活動停滯，經濟增長放緩甚至萎縮。同時期，主要石油輸出國之間的博弈加劇，原油價格大幅波動。全球股市震盪調整。

面對嚴峻的疫情，公司進行了積極應對，保持高度警惕，積極做好疫情防護措施，未發生員工疫情傳播事件。同時，公司各單位緊抓經營目標不放鬆，強化風險意識，建立風險預案，及時調整經營策略，通過嚴控成本費用，加強資金管理，改善現金流狀況，取得一定正面成效。

海工資管業務方面，穩步發展，取得可喜成績。公司於二零一九年九月份中標墨西哥國際石油公司(PEMEX)海上鑽井服務專案，按照專案，集團為PEMEX提供兩座JU2000型自升式鑽井平台，兩座平台於二零一九年十二月份抵達墨西哥，並分別於二零二零年四月份和五月份進行開鑽作業。合營公司 Wealthy Marvel Enterprises Limited ("WME")擁有的兩座CJ46型鑽井平台全年為阿布扎比國家石油公司作業。目前四座平台作業狀況良好，並受到客戶的好評。海工資管業務為公司帶來持續的較穩定的現金流。

在海工核心裝備製造方面，公司產品成功進軍海上風電領域。公司成功贏得多套海上風電安裝船升降系統訂單，產品升降系統已經得到海上風電安裝行業的認可，為公司帶來新的業績增長點。

二零二零年，公司歷史債務問題取得實質性進展。公司與中船黃埔文沖船舶有限公司(「黃埔船廠」)就H6001和H6006項目於二零二零年八月底簽訂全球和解協議，該專案徹底解決公司與黃埔船廠之間的平台建造合同遺留問題，極大改善公司的資產負債結構，黃埔船廠通過部分債轉股安排，成為公司的第四大戰略股東，有利於未來新業務拓展和進一步戰略轉型發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

At the end of October 2020, the Company and Qingdao Anshun Jiahe Assets Operations Co., Ltd. entered into an agreement in relation to disposal of the land and properties at the offshore engineering base in Qingdao and the transaction was completed on 18 February 2021. The Company completed the disposal of the idle plants and land of approximately 150 acres of its Qingdao branch in February 2021, which cleared the Company's inefficient assets, improved the Company's asset-liability structure and increased the Company's operating cash flow, laying a foundation for the Company's future asset-light operations.

In 2020, the Company continued to optimize and adjust its internal structure and formed a strategic framework based on two major regions namely, the PRC region and the international region, and the three major business segments of high-end oil and gas and offshore engineering equipment manufacturing, operation and maintenance and supply chain services, and offshore management.

In 2020, under the leadership of the Company's core management team, the annual sales revenue and the net profit attributable to equity shareholders of Company amounted to approximately US\$65.1 million and US\$10.9 million, representing a year-on-year decrease of 7.3% and increase of 12.5%, respectively.

二零二零年十月底，公司與青島安順嘉合產業運營有限公司簽訂了關於青島海工基地土地房產出售協定，並於二零二一年二月十八日完成土地交割手續。二零二一年二月公司完成出售青島分公司約150畝的閒置廠房和土地，盤活了公司的低效資產，改善了公司資產負債結構，增加了公司的運營現金流，為公司未來輕資產運營奠定了基礎。

二零二零年，公司繼續進行內部結構優化調整，形成了以中國區和國際區兩大區域，油氣海工高端裝備製造、運維和供應鏈服務以及海工資產管理三大業務板塊為基礎的戰略布局。

二零二零年，在公司核心管理團隊的帶領下，公司全年銷售收入及股權股東應佔之溢利約為65.1百萬美元及10.9百萬美元，同比分別為減少7.3%及增加12.5%。

FINANCIAL REVIEW

財務回顧

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	Change 變動 US\$'000 千美元 %	
Revenue	收入	65,144	70,246	(5,102)	(7.3)
Gross profit	毛利	11,234	24,036	(12,802)	(53.3)
Gross profit margin	毛利率	17.2%	34.2%		
Profit from operations	經營溢利	9,307	8,260	1,047	12.7
Net profit attributable to equity shareholders	股權股東應佔之淨溢利	10,916	9,701	1,215	12.5
Net profit margin	淨溢利率	16.8%	13.8%		
Earnings per share (Basic and diluted)	每股盈利(基本及攤薄)	US0.36 cent 0.36美仙	US0.35 cent 0.35美仙	US0.01 cent 0.01美仙	2.9

Revenue

The Group's revenue slightly decreased from US\$70.2 million in 2019 to US\$65.1 million in 2020. The decrease of revenue was mainly due to the drop in orders from customers under impact of COVID-19 pandemic around the world and declines in oil prices.

收入

本集團收入從二零一九年的70.2百萬美元稍為減少至二零二零年的65.1百萬美元。收入減少主要由於全球爆發新型冠狀病毒及油價下跌導致客戶訂單下降。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Segment Information by Business Segments

按業務分部劃分之分部資料

		2020 二零二零年		2019 二零一九年		Increase/(decrease) 增加／(減少)	
		US\$'000 千美元	%	US\$'000 千美元	%	US\$'000 千美元	%
Capital equipment and packages	資本設備及總包	41,092	63.1	39,296	55.9	1,796	4.6
Oilfield expendables and supplies	油田耗材及物料	17,413	26.7	28,873	41.1	(11,460)	(39.7)
Management and engineering services	管理及工程服務	6,639	10.2	2,077	3.0	4,562	219.6
Total revenue	收入合計	65,144	100.0	70,246	100.0	(5,102)	(7.3)

Capital Equipment and Packages

Revenue recognised in capital equipment and packages projects increased by 4.6% from US\$39.3 million in 2019 to US\$41.1 million in 2020 due to increase in sales in China market.

資本設備及總包

於二零二零年，本集團基於資本設備及總包項目實現進度所確認的收入由二零一九年的39.3百萬美元增加至41.1百萬美元，增幅4.6%，由於中國訂單交付增加。

Oilfield Expendables and Supplies

The decrease of 39.7% from US\$28.9 million in 2019 to US\$17.4 million in 2020 for oilfield expendables and supplies was due to shrink in orders of oilfield expendables and supplies in North America market under impact of COVID-19 pandemic and declines in oil prices.

油田耗材及物料

油田耗材及物料收入從二零一九年的28.9百萬美元減少至二零二零年的17.4百萬美元，減少39.7%，主要由於新冠疫情及油價下跌影響北美市場油田耗材和物料訂單下降。

Management and Engineering Services

Management and engineering services revenue increased from US\$2.1 million in 2019 to US\$6.6 million in 2020 mainly due to the increase in management fee for lease of offshore rigs.

管理及工程服務

管理及工程服務收入由二零一九年的2.1百萬美元增加至二零二零年的6.6百萬美元，主要由出租海上平台之管理費收入上升導致。

Segment Information by Geographical Regions

按地區劃分之分部資料

		2020 二零二零年		2019 二零一九年		Increase/(decrease) 增加／(減少)	
		US\$'000 千美元	%	US\$'000 千美元	%	US\$'000 千美元	%
Hong Kong Special Administrative Region	香港特別行政區	21	—	—	—	21	N/A 不適用
Mainland China	中國內地	33,596	51.6	40,615	57.8	(7,019)	(17.3)
North America	北美	5,240	8.0	9,562	13.6	(4,322)	(45.2)
South America	南美	19,036	29.2	10,614	15.1	8,422	79.3
Europe	歐洲	842	1.3	4,622	6.6	(3,780)	(81.8)
Singapore	新加坡	2,609	4.0	559	0.8	2,050	366.7
Indonesia	印度尼西亞	629	1.0	554	0.8	75	13.5
Middle East	中東	1,206	1.9	—	—	1,206	N/A 不適用
Others	其他	1,965	3.0	3,720	5.3	(1,755)	(47.2)
Total revenue	收入合計	65,144	100.0	70,246	100.0	(5,102)	(7.3)

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross Profit and Gross Profit Margin

The gross profit of US\$11.2 million for the year of 2020 decreased by 53.3% from US\$24.0 million in the previous year. Gross profit margin decreased from 34.2% in 2019 to 17.2% in 2020. The decrease was mainly due to substantial provisions for inventories was made by the Company in view of the changes in market demands.

Other Revenue and Net Income

Other revenue and net income increased from US\$3.9 million in 2019 to US\$6.7 million in 2020. This amount includes rental income, interest of finance lease and various government grants for COVID-19 pandemic.

Selling and Distribution Expenses

Selling and distribution expenses decreased by US\$0.2 million from US\$5.0 million in 2019 to US\$4.8 million in 2020. Selling and distribution expenses mainly comprised of sales staff salaries, commissions, marketing expenses including travel costs and other sales and promotional expenditure. The decrease of selling and distribution expenses was resulted of persistent cost control.

General and Administrative Expenses

General and administrative expenses decreased from US\$24.0 million in 2019 to US\$21.7 million in 2020. The decrease was mainly due to staff streamlining and decrease in business activities.

Other Operating Expenses

The increase in other operating expenses from US\$1.2 million in 2019 to US\$4.1 million in 2020 was mainly due to provisions for impairment loss of property, plant and equipment amounting to US\$1.7 million.

Finance Costs

Finance costs, being interest on bank loans and interest on lease liabilities, amounted to approximately US\$0.7 million in 2020. The Group repaid all bank loans in 2020 and reduced interest cost by US\$1.3 million from US\$1.5 million in 2019 to US\$0.2 million in 2020.

Share of Profit of Joint Venture

Share of profit of joint venture decreased by US\$2.5 million from US\$3.7 million in 2019 to US\$1.2 million in 2020. The absence of one-time gain from selling of drilling rigs in 2019 contributed to the decrease in share of profit of joint venture in 2020.

毛利及毛利率

二零二零年毛利為11.2百萬美元，較去年24.0百萬美元減少53.3%。毛利率從二零一九年的34.2%減少至二零二零年的17.2%。主要為本公司因應市場需求變化，對庫存進行較大的撥備。

其他收益及淨收入

其他收益及淨收入從二零一九年的3.9百萬美元增加至二零二零年的6.7百萬美元。該收入包括租金收入、融資租賃利息及各地政府疫情補貼等收入。

銷售及分銷開支

銷售及分銷開支由二零一九年的5.0百萬美元減少0.2百萬美元至二零二零年的4.8百萬美元。銷售及分銷開支主要包括銷售工作人員薪酬、佣金、市場推廣開支(包括差旅費用及其他銷售及推廣開支)。在持續的緊控成本下，本年之銷售及分銷開支減少。

一般及行政開支

一般及行政開支由二零一九年的24.0百萬美元減少至二零二零年的21.7百萬美元。主要為精簡人員及業務活動減少所致。

其他經營開支

其他經營開支由二零一九年的1.2百萬美元增加至二零二零年的4.1百萬美元，主要由於物業、廠房及設備減值虧損撥備1.7百萬美元所致。

財務成本

財務成本(即銀行貸款之利息及租賃負債之利息)於二零二零年約為0.7百萬美元。集團在二零二零年償還全部銀行貸款，將利息開支由二零一九年的1.5百萬美元減少1.3百萬美元至二零二零年的0.2百萬美元。

分佔合營公司之溢利

分佔合營公司之溢利由二零一九年的3.7百萬美元減少2.5百萬美元至二零二零年的1.2百萬美元。二零一九年錄得出售鑽井平台的一次性收益，而二零二零年並無有關收益，導致分佔合營公司之溢利減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Group's Liquidity and Capital Resources

As at 31 December 2020, the Group carried tangible assets of approximately US\$45.8 million (2019: US\$49.2 million) being property, plant and equipment, investment properties and non-current assets classified as held for sale.

As at 31 December 2020, the Group's intangible assets was approximately US\$0.2 million (2019: US\$0.3 million). The reduction in intangible assets was due to amortisation charge for the year. As at 31 December 2020, the Group's interest in associates was approximately US\$0.3 million (2019: US\$0.3 million), interest in joint venture was approximately US\$40.7 million (2019: US\$42.5 million) and deferred tax assets was approximately US\$2.5 million (2019: US\$1.8 million).

As at 31 December 2020, the Group's current assets amounted to approximately US\$157.3 million (2019: US\$258.6 million). Current assets mainly comprised of inventories of approximately US\$23.0 million (2019: US\$149.0 million), trade and other receivables of approximately US\$57.6 million (2019: US\$64.8 million), contract assets of approximately US\$0.3 million (2019: US\$1.3 million) and lease receivables (current) of approximately US\$25.6 million (2019: US\$3.6 million).

As at 31 December 2020, amount due from a related company amounted to approximately US\$0.1 million (2019: US\$0.1 million), pledged bank deposits and time deposits amounted to approximately US\$4.2 million (2019: US\$1.1 million) and cash and cash equivalents amounted to approximately US\$22.4 million (2019: US\$35.0 million).

As at 31 December 2020, current liabilities amounted to approximately US\$93.4 million (2019: US\$228.8 million), mainly comprised of trade and other payables of approximately US\$58.0 million (2019: US\$189.4 million), bank loans of approximately US\$Nil (2019: US\$5.0 million), and tax payable of approximately US\$3.3 million (2019: US\$4.2 million). Bank loans was fully repaid in 2020. Contract liabilities amounted to US\$8.7 million (2019: US\$29.0 million) and current lease liabilities amounted to approximately US\$23.4 million (2019: US\$1.1 million).

As at 31 December 2020, the Group had non-current liabilities of approximately US\$1.2 million (2019: US\$7.0 million), which comprised of bank loans of US\$Nil (2019: US\$4.2 million) and lease liabilities of approximately US\$1.2 million (2019: US\$2.8 million). The Group monitors capital with reference to its debt position. The Group's strategy is to maintain the gearing ratio, being the Group's total liabilities to total assets, under 100%. The gearing ratio as at 31 December 2020 was 41.2% (2019: 66.2%).

本集團之流動資金及資本資源

於二零二零年十二月三十一日，本集團的有形資產賬面值約為45.8百萬美元(二零一九年：49.2百萬美元)，包括物業、廠房及設備、投資物業及分類為持作出售之非流動資產。

於二零二零年十二月三十一日，本集團的無形資產約為0.2百萬美元(二零一九年：0.3百萬美元)。無形資產減少乃主要由於攤銷所致。於二零二零年十二月三十一日，本集團於聯營公司的權益約為0.3百萬美元(二零一九年：0.3百萬美元)。本集團於合營公司的權益約為40.7百萬美元(二零一九年：42.5百萬美元)。遞延稅項資產約為2.5百萬美元(二零一九年：1.8百萬美元)。

於二零二零年十二月三十一日，本集團的流動資產約為157.3百萬美元(二零一九年：258.6百萬美元)。流動資產主要包括存貨約23.0百萬美元(二零一九年：149.0百萬美元)、貿易應收及其他應收款項約57.6百萬美元(二零一九年：64.8百萬美元)。合約資產約0.3百萬美元(二零一九年：1.3百萬美元)、流動租賃應收款項約25.6百萬美元(二零一九年：3.6百萬美元)。

於二零二零年十二月三十一日，應收關聯公司的應收款項約為0.1百萬美元(二零一九年：0.1百萬美元)、已抵押之銀行存款及定期存款約為4.2百萬美元(二零一九年：1.1百萬美元)及現金及現金等值物約為22.4百萬美元(二零一九年：35.0百萬美元)。

於二零二零年十二月三十一日，流動負債約為93.4百萬美元(二零一九年：228.8百萬美元)，主要包括貿易應付及其他應付款項約58.0百萬美元(二零一九年：189.4百萬美元)、銀行貸款約零美元(二零一九年：5.0百萬美元)及應付稅項約3.3百萬美元(二零一九年：4.2百萬美元)。銀行貸款已於二零二零年悉數償還。合約負債為8.7百萬美元(二零一九年：29.0百萬美元)，流動租賃負債約23.4百萬美元(二零一九年：1.1百萬美元)。

於二零二零年十二月三十一日，本集團的非流動負債約為1.2百萬美元(二零一九年：7.0百萬美元)，包括銀行貸款零美元(二零一九年：4.2百萬美元)及租賃負債約1.2百萬美元(二零一九年：2.8百萬美元)。本集團會按照債務狀況監控資本狀況。本集團的策略是維持資產負債比率(即本集團總負債除以總資產之比率)低於100%。於二零二零年十二月三十一日，資產負債比率為41.2%(二零一九年：66.2%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Significant Investment and Disposals

On 29 October 2020, amongst others, Qingdao TSC Oil & Gas Technology Services Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as vendor, and Qingdao Anshun Jiahe Assets Operations Co., Ltd. as purchaser, entered into a land disposal agreement for the land parcel situated at No.10, Hedong Road, Liuting Street, Chengyang District, Qingdao for the aggregate consideration of RMB157.2 million; and Qingdao TSC Jindi Technology Assets Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as vendor, and Qingdao Chuang'an Assets Operations Co., Ltd. as purchaser, entered into a land disposal agreement for the land parcel situated at No.10-1, Hedong Road, Liuting Street, Chengyang District, Qingdao for the aggregate consideration of RMB87.8 million. At the extraordinary general meeting of the Company held on 15 December 2020, the land disposal agreements and the land disposals were approved by the shareholders. Details of the transactions are contained in the circular of the Company dated 24 November 2020.

Capital Structure

At 31 December 2020, there were 3,243,433,914 shares issued and the Company carried a share capital of approximately US\$41,418,000. On 22 September 2020, the Company entered into the Deed of Settlement with the creditors, pursuant to which the Company issued 174,394,797 settlement shares.

Charges on Assets

The Group has no bank borrowings as at 31 December 2020. To secure the loans from banks as at 31 December 2019, the Group had charged certain assets to banks. Details are set out as follows:

- (i) Land and buildings and plant and machinery with aggregate net book value of US\$18.9 million.
- (ii) Corporate guarantee given by the Company to the extent of banking facilities outstanding of US\$2.2 million.

重大投資及出售

於二零二零年十月二十九日(其中包括)青島天時油氣科技服務有限公司(本公司的間接全資附屬公司)(作為賣方)與青島安順嘉合產業運營有限公司(作為買方)就位於青島市城陽區流亭街道河東路10號的地塊訂立土地出售協議,總代價為人民幣157,200,000元;及青島天時錦地科技產業有限公司(本公司的間接全資附屬公司)(作為賣方)與青島創安產業運營有限公司(作為買方)就位於青島市城陽區流亭街道河東路10-1號的地塊訂立土地出售協議,總代價為人民幣87,800,000元。於二零二零年十二月十五日舉行的本公司股東特別大會,土地出售協議及土地出售事項已獲股東批准。交易詳情載於本公司日期為二零二零年十一月二十四日的通函內。

資本結構

於二零二零年十二月三十一日,共有3,243,433,914股已發行股份,而本公司股本約為41,418,000美元。本公司於二零二零年九月二十二日與債權人訂立結算契據發行174,394,797股以清償債務。

資產抵押

集團於二零二零年十二月三十一日並無銀行貸款。為獲得二零一九年十二月三十一日止之銀行貸款,本集團已將若干資產抵押予銀行。詳情載列如下:

- (i) 賬面淨值總額為18.9百萬美元之土地、樓宇及廠房及機器。
- (ii) 未償還銀行融資作出最高2.2百萬美元的公司擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Foreign Currency Exchange Exposures

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The Group has foreign exchange exposure resulting from most of the Group's subsidiaries in the PRC carrying out production locally using Renminbi while approximately 50% of the Group's revenue was denominated in United States dollars. As at 31 December 2020 and 31 December 2019, no related hedges were made by the Group.

In order to mitigate that foreign exchange exposure, the Company may utilise foreign currency forward contracts to better match the currency of our revenues and associated costs in the future. However, we do not use foreign currency forward contracts for trading or speculative purposes. The Group will actively explore ways to hedge or reduce currency exchange risk in future.

Staff Employees and Remuneration Policy

As at 31 December 2020, the Group had approximately 378 full-time staff in the United States, the United Kingdom, Brazil, Mexico, United Arab Emirates, Singapore, Hong Kong and Mainland China. The Group's remuneration policy is basically determined by the performance of individual employees and the market conditions. The Group also provides other benefits to its employees, including medical schemes, pension contributions, share award incentive scheme etc.

USE OF PROCEEDS

The proceeds from the rights issue amounted to HK\$657.3 million. Such proceeds have been used for the intended uses as set out in the circular of the Company dated 11 January 2019. The unutilised proceeds have been deposited into the licensed banks in Hong Kong as interest-bearing deposits.

As at 31 December 2020, the use of proceeds from the rights issue is as follows:

外幣匯兌風險

本集團所面對的貨幣風險主要來自以相關業務功能貨幣以外的貨幣計值的買賣。本集團大多數中國附屬公司均以人民幣進行生產活動，而本集團約50%的收益以美元計值，因而令本集團面對外匯風險。於二零二零年十二月三十一日及二零一九年十二月三十一日，本集團並無作出相關對沖。

為減低外匯風險，本公司可能會使用外幣遠期合約，使本公司收益與相關成本的貨幣日後能有較佳配對。然而，本公司不會使用外幣遠期合約作買賣或投機目的。本集團日後將積極尋求對沖或減低貨幣匯兌風險的方法。

僱員及酬金政策

於二零二零年十二月三十一日，本集團於美國、英國、巴西、墨西哥、阿聯酋、新加坡、香港及中國內地有大約378名全職員工。本集團的酬金政策基本上根據個別員工的表現及市場狀況釐定。本集團亦向僱員提供其他福利，包括醫療計劃、退休供款及股份獎勵激勵計劃等。

所得款項用途

從供股所得款項為657.3百萬港元。該等款項已根據本公司日期為二零一九年一月十一日的通函所載的擬定用途使用。未動用的所得款項已存入於香港持牌銀行作為計息存款。

截至二零二零年十二月三十一日為止，供股所得款項的使用情況如下：

		Amount for intended use 擬定動用金額 (HK\$ million) (百萬港元)	Utilised amount 已動用金額 (HK\$ million) (百萬港元)	Unutilised amount 未動用金額 (HK\$ million) (百萬港元)
Subscription of shares of joint venture or other investments	認購合營公司股份或 其它投資	460.1	422.3	37.8
Repayment of debts of the Group	償還本集團債務	131.5	131.5	—
General working capital of the Group	本集團之一般營運資金	65.7	65.7	—
Total	總計	657.3	619.5	37.8

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

STRATEGY AND PROSPECTS

Market Review

Since the beginning of 2020, the global outbreak of COVID-19 pandemic severely damaged the global supply chain and industrial chain. However, unlike previous financial crises, the social isolation and interruption of economic activities brought about by the pandemic caused a decline in both the supply side and the demand side. The decline in the demand side was more serious, and eventually led to the transmission of the crisis of real economy to the financial market. The restoration and recovery of the economies of each country will still take some time.

The oil market is gradually stabilized after experiencing the turbulence in the first half of 2020. As affected by the control measures at the beginning of the year, oil consumption maintained at a low level in the short term and then gradually rose. At the end of 2020, the price of Brent crude was approximately US\$51.8 per barrel, with an average for the year amounting to approximately US\$43.2 per barrel, representing a decrease of approximately 32.7% as compared to 2019. In the established policy scenario reported by the IEA, in 2030, oil demand will decrease by 2 million barrels per day from last year's forecast and by 6 million barrels per day in the delayed recovery scenario. In the 2030s, oil consumption will stabilize under both scenarios. The investment budget for new oil and gas supply were cut down in 2020. Compared with 2019, the investment in oil and natural gas supply dropped by an average of one third. In 2019, the number of approved new liquefied natural gas (LNG) liquefaction plants hit a record high.

In terms of the offshore drilling market, the utilisation rate of jack-up drilling rigs maintained a steady upward trend in 2017, 2018 and 2019 after it hit the lowest level for the past decade in 2016 and reached 66%, 69% and 77% at the end of 2017, 2018 and 2019, respectively. The recovery for three consecutive years was interrupted by COVID-19 pandemic in early 2020, and the utilisation rate began to decline since May 2020. In May 2020, the utilisation rate was 74%, representing a drop of 3 percentage points from April. However, the utilisation rate maintained at 72% to 73% for the five months from June to November 2020. The jack-up drilling rigs were less affected by the pandemic than deep-water rigs. Based on the recovery of price of crude oil and global economy, the utilisation rate of jack-up rigs is expected to continue to stabilise.

策略及前景

市場回顧

進入二零二零年以來，由於疫情的全球性爆發，重創全球供應鏈和產業鏈。但不同於以往的金融危機，本次疫情帶來的社交隔離及經濟活動被迫停止，造成了供給端與需求端同時下滑，需求端的下滑更為嚴重，最終導致實體經濟危機向金融市場傳導。各國經濟的修復與復蘇仍然需要一段時間。

石油市場在經歷了二零二零年上半年的動盪之後，正逐漸企穩。石油消費年初受到封控措施的打擊，短期內處於低位，後逐步抬升，二零二零年底布倫特原油價格約為51.8美元／桶，全年平均約為43.2美元／桶較二零一九年下降約32.7%。在IEA報告的既定政策情景中，二零三零年石油需求將比去年的預測值減少200萬桶／天，延遲復蘇情景則減少600萬桶／天。到二十一世紀三十年代，這兩種情景下石油消費都將趨於平穩。二零二零年用於新油氣供應的投資預算面臨著削減，與二零一九年相比，石油和天然氣供應投資平均下降了三分之一。二零一九年新建液化天然氣(LNG)液化工廠的審批創下歷史新高。

從海上鑽井市場來看，二零一六年自升式鑽井平台利用率創下最近十年歷史最低後，二零一七、二零一八年、二零一九年一直保持穩步上升，二零一七、二零一八、二零一九年底的利用率分別是66%、69%、77%，連續三年的復蘇態勢被二零二零年初的新冠疫情打破，從二零二零年五月利用率開始下行，二零二零年五月利用率為74%，比四月下滑3個百分點，但是從二零二零年六月到十一月這5個月一直維持在72%到73%的利用率水準。自升式鑽井平台受疫情影響較深水平台要小，綜合原油價格和全球經濟的恢復情況預計，自升式鑽井平台的利用率有望繼續企穩。

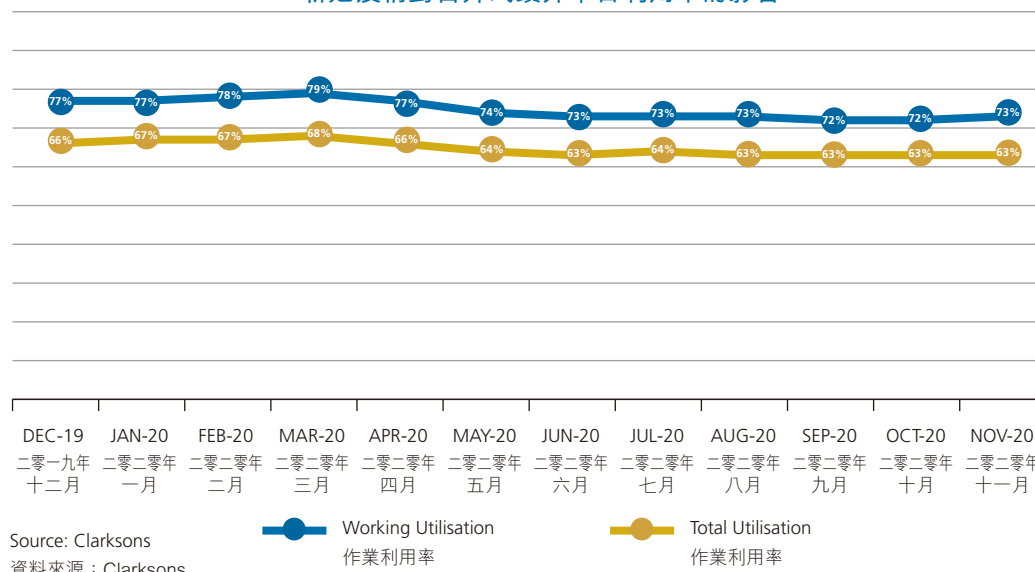
MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Utilisation Rate of Jack-up Drilling Rigs for the Period from December 2019 to November 2020 二零一九年十二月 - 二零二零年十一月自升式鑽井平台利用率

	Dec-19 二零一九年 十二月	Jan-20 二零二零年 一月	Feb-20 二零二零年 二月	Mar-20 二零二零年 三月	Apr-20 二零二零年 四月	May-20 二零二零年 五月	Jun-20 二零二零年 六月	Jul-20 二零二零年 七月	Aug-20 二零二零年 八月	Sep-20 二零二零年 九月	Oct-20 二零二零年 十月	Nov-20 二零二零年 十一月
Working Utilization 作業利用率	77%	77%	78%	79%	77%	74%	73%	73%	73%	72%	72%	73%
Total Utilization 總利用率	66%	67%	67%	68%	66%	64%	63%	64%	63%	63%	63%	63%

The Impact of COVID-19 on the Utilisation Rate of Jack-up Drilling Rigs 新冠疫情對自升式鑽井平台利用率的影響



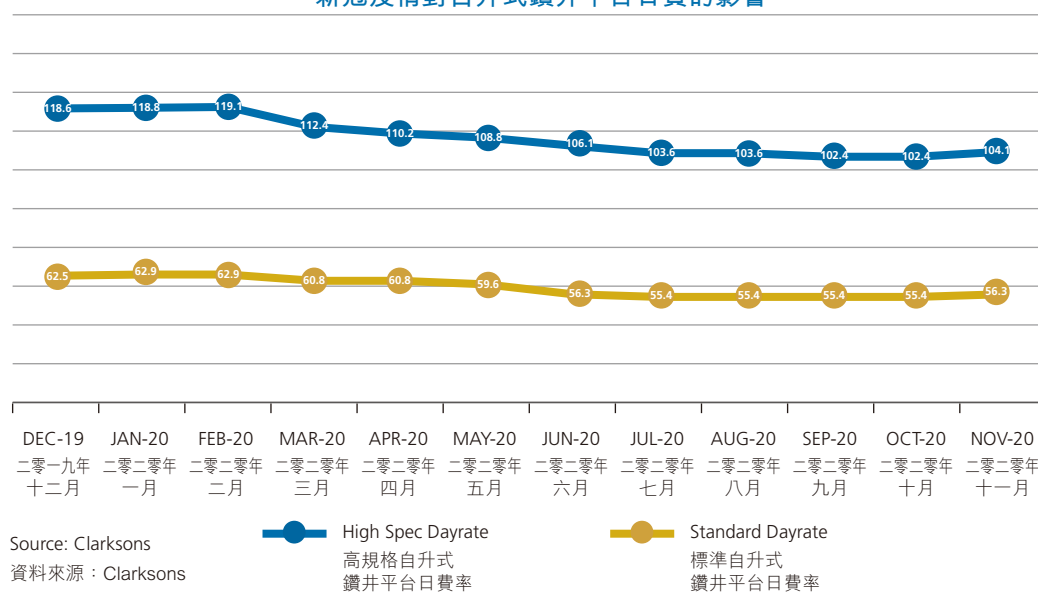
After the rig utilisation rate bottomed out in 2016, the daily rate of global jack-up drilling rigs also began to stabilise in 2017 and 2018. The average daily rate of high-spec jack-up drilling rigs in 2017 and 2018 were US\$103,100 and US\$99,700, respectively, representing a year-on-year change of 11% and -3%, respectively. The average daily rates of standard jack-up drilling rigs in 2017 and 2018 were US\$54,000 and US\$50,000 respectively, with year-on-year change of -5% and -8%, respectively. By the end of 2019, the daily rates of high-spec jack-up drilling rigs and standard jack-up drilling rigs were US\$117,000 and US\$63,000, respectively, representing a year-on-year increase of 19% and 25%, respectively. The industry's recovery trend in 2019 was very obvious. However, the daily rate began to decline in March 2020, and went down all the way for 5 consecutive months from March to July. But, the daily rate remained at the level of July for 4 consecutive months from August to November which showed a stabilizing situation.

二零一六年平台利用率觸底後，二零一七年、二零一八年全球自升式鑽井平台的日費率也開始企穩。二零一七、二零一八年高規格自升式鑽井平台的日費率平均分別為10.31萬美元、9.97萬美元，同比變動為11%、-3%，二零一七年、二零一八年標準自升式鑽井平台的日費率平均分別為5.4萬美元、5.0萬美元，同比變動為-5%、-8%，到二零一九年底高規格自升式鑽井平台和標準自升式鑽井平台的日費率分別為11.7萬美元、6.3萬美元，同比分別增加19%、25%，二零一九年行業復蘇的態勢十分明顯。但二零二零年三月日費率開始下行，三至七月連續5個月一路下行，但八至十一月連續4個月的日費率一直維持在七月的水準，日費率也有企穩的態勢。

**The Average Daily Rate of Jack-up Drilling Rigs
for the Period from December 2019 to November 2020 (Unit: US\$)**
二零一九年十二月-二零二零年十一月自升式鑽井平台日費率（單位：美元）

	Dec-19 二零一九年 十二月	Jan-20 二零二零年 一月	Feb-20 二零二零年 二月	Mar-20 二零二零年 三月	Apr-20 二零二零年 四月	May-20 二零二零年 五月	Jun-20 二零二零年 六月	Jul-20 二零二零年 七月	Aug-20 二零二零年 八月	Sep-20 二零二零年 九月	Oct-20 二零二零年 十月	Nov-20 二零二零年 十一月
High Spec Daily Rate 高規格自升式 鑽井平台日費率	118.6	118.8	119.1	112.4	110.2	108.8	106.1	103.6	103.6	102.4	102.4	104.1
Standard Daily Rate 標準自升式 鑽井平台日費率	62.5	62.9	62.9	60.8	60.8	59.6	56.3	55.4	55.4	55.4	55.4	56.3

The Impact of COVID-19 on the Daily Rate of Jack-up Drilling Rigs
新冠疫情對自升式鑽井平台日費的影響



The net increase in jack-up rigs in 2020 reduced significantly compared to the previous year, and the supply and demand situation further improved. In 2019, 24 jack-up drilling rigs were delivered globally and 20 were dismantled. Therefore, there was a net increase of 4 rigs in 2019. The number of rigs delivered throughout 2020 reduced significantly as compared to 2019, with only 8 rigs delivered. In 2020, 16 jack-up drilling rigs were dismantled, and the number of dismantled rigs far exceeded the number of delivered ones, resulting in a net decrease of 8 rigs in 2020. Therefore, the supply and demand of rigs is expected to further improve.

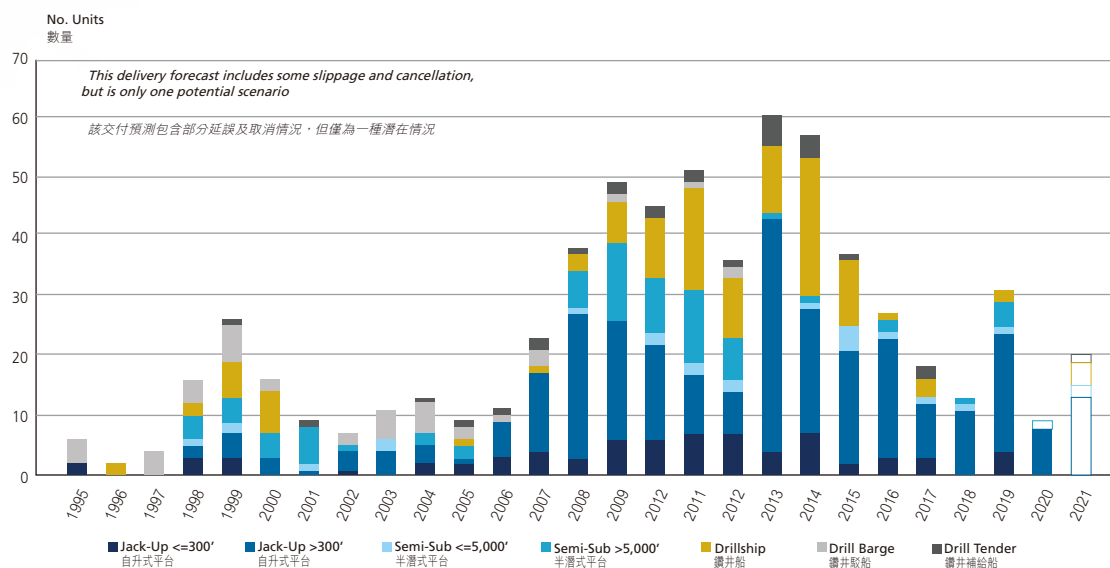
在二零二零年全年自升式平台淨增加數量比前年大幅減少，供需情況進一步改善。在二零一九年，全球交付了24座自升式鑽井平台，並拆解了20座，因此二零一九年平台淨增加4座。二零二零年全年平台交付數量相比二零一九年大幅減少，僅僅交付了8座；二零二零年拆解了16座自升式鑽井平台，拆解數量遠遠超過交付數量導致平台二零二零年淨減少了8座，因此平台的供需狀態有望進一步改善。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

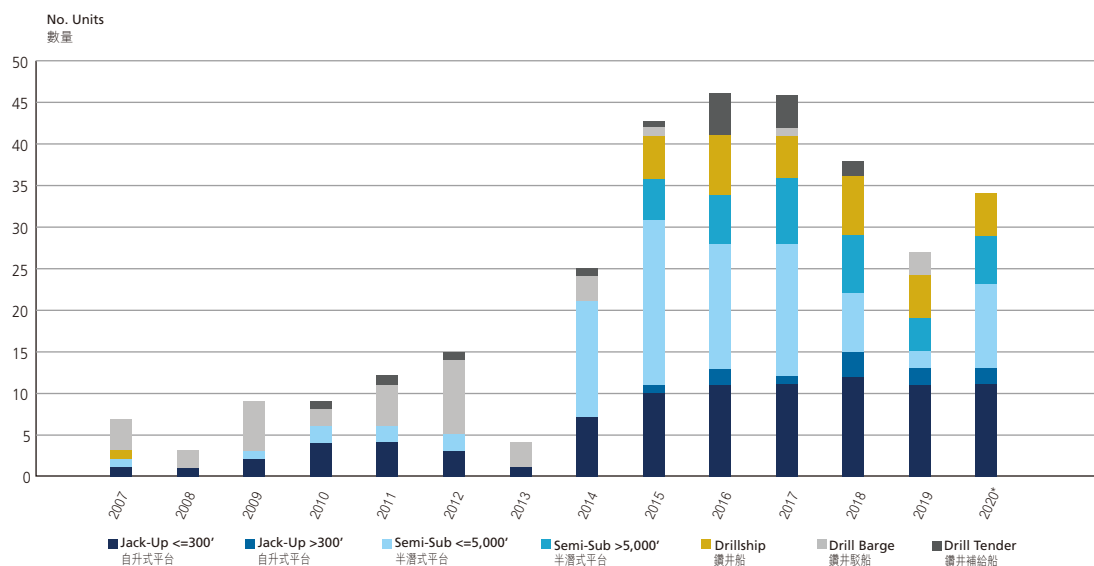
Number of Rigs Delivered

平台交付數量



Number of Rigs Dismantled

平台拆解數量



The Middle East, Asia Pacific region and Gulf of Mexico are the most active areas in the world for the use of jack-up rigs. The utilisation rate and the number of rigs in operation in those regions are much higher than those in other regions. According to the 2020 statistics of CLARKSONS, the hotspots of major demand for global shallow water jack-up rigs concentrated in the Middle East, Asia Pacific region, West Africa and Gulf of Mexico. In 2020, the largest demand for jack-up rigs came from the Middle East, in which there were 122 rigs in operation with a utilisation rate of 84%. The Middle East ranked first in the world in number of rigs in operation, with China in second with 57 rigs in operation and a utilisation rate of 86%, representing an increase over the last year.

中東、亞太和墨西哥灣為全球自升式平台使用最活躍的區域，利用率和作業艘數遠高於其他地區。根據CLARKSONS的二零二零年統計資料，全球淺水自升式平台主要需求熱點區域集中在中東、亞太、西非以及墨西哥灣。二零二零年自升式平台活躍數量第一位依然為中東地區，122艘，平台利用率為84%，作業艘數為全球第一；第二位於中國地區57艘，利用率為86%，利用率較去年有所提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Historical Statistics for Demand, Supply and Utilisation Rate of Global Jack-up Rigs

全球自升式平台需求供給及利用率歷史統計

		Historical Statistics for Demand, Supply and Utilisation Rate of Global Jack-up Rigs 全球自升式平台需求供給及利用率歷史統計						Forecast 預測
		2015	2016	2017	2018	2019	2020	2021
Demand	需求數量	348	305	316	325	375	345	360
Growth-y-o-y/y-t-d	年度變比率	-19%	-12%	4%	4%	15%	-7%	4%
Active Supply	可用供給數量	469	474	479	473	484	474	476
Growth-y-o-y/y-t-d	年度變比率	-5%	1%	1%	0%	2%	-1%	0%
Utilisation Rate	利用率	74%	64%	66%	69%	77%	73%	76%

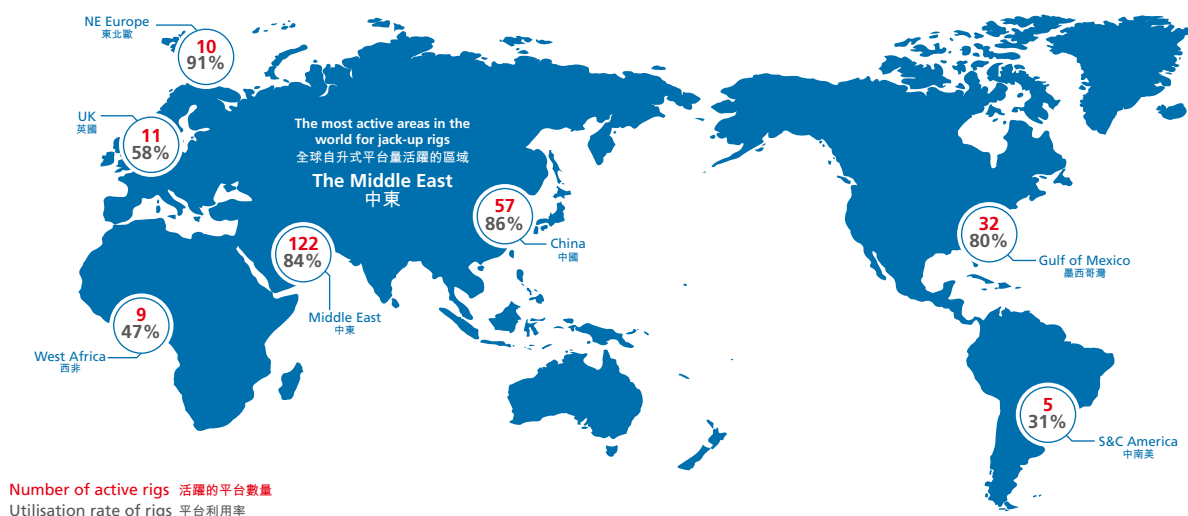
Source: Clarksons

資料來源：Clarksons

The Number of Jack-up Rigs in Operation and Utilisation Rate of Rigs in Different Regions of the World

全球不同區域自升式平台活躍數量及平台利用率

The Number of Jack-up Rigs in Operation and Utilisation Rate of Rigs in Different Regions of the World 全球不同區域自升式平台活躍數量及平台利用率



The global jack-up rig fleet is aging as a whole and there is a strong demand for the upgrade. In the global jack-up rig fleet, 76% of the jack-up rigs which are less than 300 feet are over 20 years old and now close to the limit of use. Therefore, the demand for the upgrade is strong. Only 15% of jack-up rigs which are larger than 300 feet are over two decades old and are the main force of the current jack-up rig fleet. As the rigs built during the construction peak period of jack-up rigs in the 1980s approach the end of their life, the renewal and disposal of old and over-aged rigs will accelerate, which will further increase the current utilisation rate and profitability of jack-up rigs.

全球自升式平台船隊整體老齡化，更新需求強烈，全球自升式平台船隊中，小於300尺的自升式平台中76%超過二十年，目前已接近使用極限，更新需求強勁；大於300尺的自升式平台中僅有15%大於二十年，為目前自升式平台船隊的主力軍。隨著八十年代自升式平台建造高峰期建造的平台接近壽命終期，老齡超齡舊平台的更新報廢將會加速，將進一步提升目前自升式平台的利用率和盈利水準。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The land rig market experienced the same downturn cycle as the offshore engineering market. From the end of 2014 to the middle of 2016, the land drilling rigs in operation in the United States dropped sharply, from 1,900 to 379. By the end of 2019, the number of land drilling rigs in operation in the United States had recovered to 805. Affected by the pandemic in 2020, the number of land drilling rigs in operation dropped to 254 at the end of August 2020, the lowest level in history since 1975. At the end of December 2020, the number of land drilling rigs in the United States recovered to 407.

Domestic onshore oil and gas exploration has been relatively prosperous for the past two years. From the perspective of safeguarding national energy security, the government has required greater exploration and development efforts. In response to the current situation of resources, PetroChina, Sinopec and CNOOC have formulated a “Seven-Year Action Plan” with the goal of increasing annual output. In light of the current downturn in the oil and gas industry, national policy support has strengthened the belief in the long-term development of the domestic oil and gas industry and clarified the direction of development. Increasing efforts for oil and gas exploration and development will continue to be the main axis in the long-term. The coming years will remain the key period for China’s “oil battle”.

From the perspective of global energy supply and demand, although the impact of the pandemic has led to the tightening of capital expenditures in the short term, in order to maintain a balance between oil exploration and production, there will continue to be certain room for increase in future capital expenditures on oil exploration. Based on historical experience, the more the impact of the pandemic restrains capital expenditures on upstream exploration, the faster the “rebound” growth rate will be when oil demand recovers, and the upstream exploration and drilling operations will be the first to recover.

Renewable energy sources will replace coal as the main power generation method in 2025. In 2030, the total share of solar photovoltaic and wind energy in global power generation will rise to nearly 30% from 8% in 2019. In the next ten years, the construction of global power plants will gradually decrease its dependence on coal. The proportion of coal in the global power generation structure will drop from 37% in 2019 to 28% in 2030. By 2030, hydropower, wind power, photovoltaic power, biomass, geothermal power and ocean energy will provide nearly 40% of the power supply.

陸地鑽機市場經歷了與海工市場一樣的低迷週期，從二零一四年底開始到二零一六年中期，美國陸上開動鑽機數急劇下滑，從1900台降到379台。到二零一九年底美國活躍的陸地平台數量恢復到805座。受疫情影響，二零二零年陸地鑽機活躍數量在二零二零年八月底下降到254座，創造了一九七五年以來的歷史最低水準。二零二零年十二月底美國陸地鑽機數量恢復到407座。

國內陸地油氣勘探最近兩年一直處於相對景氣狀態。從保障國家能源安全角度出發，政府要求加大勘探開發力度。「三桶油」針對資源現狀，以提高年產量為目標，分別制定了「七年行動計畫」。對於當前低迷的油氣行業而言，國家政策層面的支持為國內油氣行業的長效發展堅定了信念，指明了發展方向，加大油氣勘探開發力度將繼續作為長期主線，未來數年依然是國內「爭油奪氣」的關鍵期。

從全球能源供需前景來看，雖然疫情的影響使資本支出短期看緊，但為了保持石油勘探與產量的平衡，未來石油勘探資本支出會保持一定的增幅空間。從歷史經驗來看，疫情的影響對上游勘探資本支出抑制越厲害，在石油需求恢復時「回彈式」的增速也將越快，而最先恢復的將是上游勘探與鑽井業務。

可再生能源將在二零二五年取代煤炭成為主要發電方式，二零三零年太陽能光伏和風能在全世界發電中的總份額將從二零一九年的8%上升至近30%。未來十年，全球電廠建設將逐步擺脫對煤炭依賴，煤炭在全世界發電結構中的比重將從二零一九年的37%下降到二零三零年的28%。到二零三零年，水能、風能、光伏、生物能、地熱和海洋能將提供近40%的電力供應。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

According to the report issued by the Global Wind Energy Council, the newly installed capacity of global offshore wind power reached 6.5GW in 2020. It is estimated that, by 2024, the global newly installed capacity of offshore wind power will exceed 48GW. The Rystad Energy Report also revealed that in 2020, many countries in the world established “green energy transition” as the focus of future economic development, which has led to a sudden increase in the number of offshore wind power projects under construction and to be constructed, and the offshore wind power construction vessel market may be unable to cope for a short period of time. According to data, as at the end of 2020, the lease price of offshore wind power construction vessels in Europe reached hundreds of thousands of Euros per day and showed an upward trend. In China, as the wind power industry is in a period of “rush for installation”, many industry professionals have expressed that the current supply of offshore wind power construction vessels is in shortage, and the price remains high.

According to the statistics of China National Energy Administration, from January to November 2020, China’s newly installed capacity of wind power was 24.62GW. It is estimated that the newly installed capacity of wind power in the last month of 2020 will be at least 20GW, and the newly installed capacity for the whole year may increase by about 80% year-on-year. In order to achieve the “3060” carbon targets, the wind power industry estimates that during the “14th Five-Year Plan” period, China’s annual average newly installed capacity of wind power must be guaranteed to be more than 50 million kilowatts, and the average annual newly installed capacity after 2025 shall not be less than 60 million kilowatts. It will reach at least 800 million kilowatts by 2030 and at least 3 billion kilowatts by 2060.

After more than ten years of development, China has gradually accumulated and improved experience in exploration and design, equipment research, development and manufacturing, and engineering construction and operation in offshore wind power, and the cost is gradually falling. In the future, offshore wind power will experience a stage of pure market competition.

根據全球風能理事會發布的報告，二零二零年全球海上風電新增裝機的電能達到6.5 GW。預計到二零二四年，全球海上風電新增裝機的電能將超過48 GW。雷斯塔能源報告也顯示，二零二零年全球多國把「綠色能源轉型」設定為未來經濟發展的重點，導致在建以及待建的海上風電項目數量驟然增加，讓海上風電施工船市場一時「措手不及」。資料顯示，截至二零二零年底，歐洲地區海上風電施工船的租賃價格已高達每艘每天數十萬歐元，並呈現上漲態勢。在中國由於風電行業正值「搶裝期」，多位行業人士表示目前海上風電施工船供不應求，價格更是居高不下。

根據中國國家能源局統計資料，二零二零年一至十一月中國風電新增裝機的電能為24.62 GW。預計二零二零年最後一個月風電新增裝機的電能為至少在20 GW，全年新增裝機同比增長或在80%左右。為實現「3060」碳目標，風電行業預估，「十四五」期間，中國年均新增風電裝機須保證5000萬千瓦以上，二零二五年後年均新增裝機容量應不低於6000萬千瓦。到二零三零年至少達到8億千瓦，到二零六零年至少達到30億千瓦。

中國海上風電經過十多年的發展，在勘探設計、設備研發製造和工程建設運營經驗的逐步積累提升情況下，造價也在逐步下降，未來海上風電將步入純市場競爭階段。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Strategy and Prospects

In 2021, the Company will continue to adhere to the development concept of “Offshore as the base, Energy as the accelerator, Technology as the incubator, Capital as the value driver and Globalisation as the foundation” and implement the development strategies in the following aspects.

In respect of the offshore management business, the offshore management business of the Company developed smoothly in 2020. The Company established a high-quality management team and an offshore management system. The leases of the 4 drilling rigs under the management of the Company were successfully fulfilled, and the services were recognized and praised by customers. In 2021, the Company will continue to seek opportunities to integrate the performing assets of offshore engineering and further expand and develop the offshore light management business. For global hot markets, in addition to jack-up rig assets, the Company will proactively seek other offshore engineering assets to strengthen the development of an asset-light management business.

In terms of high-end oil and gas and offshore engineering equipment manufacturing, as the oil and gas drilling market in China has continued to grow, the Company will continue to strengthen sales in the Chinese market. For equipment sales, the Company will continue to proactively try new business models, such as a new sales model that combines core equipment including drilling equipment, power control equipment, lifting equipment and cranes with financial leasing.

In terms of operation and maintenance and supply chain services, in the face of the decrease in the number of drilling rigs in North America, the resource input to drilling accessories and consumption parts sales in this market was reduced appropriately.

At present, under the active promotion by various governments and relevant institutions, the development momentum of offshore wind power in Europe has not diminished. China's policy of “carbon neutrality, new infrastructure, and double loops” is driving the construction of offshore wind power in full swing, and more countries have begun to pay attention to and develop offshore wind power. The offshore wind power industry is gradually going global. Along with the growth trend of the global offshore wind power market, the Company will leverage its accumulated experience in technology, construction, operation and maintenance services, and market expansion in the traditional offshore engineering industry to proactively develop core equipment for the offshore wind power industry, such as jacking systems, large pile winding cranes, electrical control system, etc. Based on the life cycle of offshore wind power, the offshore wind power installation and operation and maintenance market is currently in the stage of high demand, high profit, high threshold, and focus on technology. For companies in the transition period, they can only obtain high rental return in a faster way through seizing the window period to occupy market share as soon as possible.

策略及前景

二零二一年公司繼續堅持「海工基業、能源興業、科技創業、資本持業、全球立業」的發展思路，重點在以下幾個方面落實發展策略。

海工資管業務方面，二零二零年公司海工資管業務發展順利，組建了高素質的資管隊伍，建立了海工資管體系，管理的4座鑽井平台租約順利履行，服務得到客戶認可和好評。二零二一年公司將繼續尋求整合海工良性資產的機會，進一步壯大發展海工輕資產管理業務，面向全球熱點市場，除了自升式平台資產外，積極尋求其他海工資管資產，壯大發展輕資產化的資產管理業務。

油氣海工高端裝備製造方面，由於中國油氣鑽探市場增勢不減，公司繼續加強在中國市場的銷售。在設備銷售方面，同時公司將繼續積極嘗試新的業務模式，如將鑽井設備、電控設備、升降設備、吊機等核心設備與融資租賃相結合的新銷售模式。

運維和供應鏈方面，由於北美鑽機數量大幅減少，公司適當壓縮在該市場的鑽井配件消耗件銷售投入。

目前，在各國政府及相關機構的積極推動下，歐洲海上風電發展活力不減，中國以「碳中和、新基建、雙循環」為主的政策驅動海上風電建設如火如荼，同時也有更多的國家開始關注和發展海上風電，海上風電產業正在逐步走向全球化。為順應全球海上風電市場增長趨勢，公司將利用在傳統海工領域積累的技術、建造、運維服務、市場拓展經驗，積極開發海上風電行業的核心裝備，如升降系統、大型繞樁吊機、電控系統等。從海上風電生命週期來看，海上風電安裝與運維市場目前處於高需求、高收益、高門檻、重技術階段，這對於處於轉型期的公司而言，只有抓住切入視窗期，儘快搶佔市場，才能加速獲得高額租金回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As to key regional markets, in 2021, the Company will continue to focus on oil and gas and offshore engineering hotspots, such as Mexico, the North Sea, the Middle East, West Africa, Brazil, North America and China. Mexico is currently a hotspot area for global offshore engineering and has a strong demand for drilling rigs. In 2020, the two jack-up drilling rigs provided by the Company to PEMEX, the national oil company of Mexico, were operated successfully and were well received by the owners. There is an opportunity to extend the lease term. The Company will continue to tap deeper into the resources in the Mexican market and leverage on the resource advantages accumulated over many years of development to drive the sustainable development of business orders. In 2021, the Company will continue to attach importance to the Chinese market. In terms of the supply of core oil and gas drilling and production equipment, operation and maintenance accessories and consumables, and the supply of core equipment for offshore wind power, the Company will increase resource investment and sales efforts to achieve performance growth.

For internal standard management, the Company will continue to strengthen and standardize the management process, further control costs and reduce expenses, and improve the distribution and incentive system in line with the Company's development, to maximize the enthusiasm of managers and employee in 2021.

In 2021, the Company will continue to strengthen coordination with strategic shareholders and business partners including CM Group, CIMC Group, Minsheng Trust, CSSC, Shelf Drilling, etc., and seek collaborative development opportunities in terms of rig asset disposal, rig asset leasing lease and sales, business development in wind power market, equipment sales, project financing, etc.

In 2021, the Company will continue to strengthen and standardise the management process, further implement measures to improve quality and efficiency to further control costs and reduce expenses, and formulate an incentive system in line with the short, medium, and long-term development of the Company to stimulate the enthusiasm of directors, management, employees and strategic stakeholders to the greatest extent.

重點區域市場方面，二零二一年公司將繼續關注油氣和海工的熱點區域，如墨西哥、北海、中東、西非、巴西、北美及中國等市場區域。墨西哥是當前全球海工的熱點區域，鑽井平台需求強烈，二零二零年公司為墨西哥國家石油公司PEMEX提供的兩艘自升式鑽井平台，作業順利，受到業主好評，有延長租期的機會。公司要繼續深挖墨西哥市場資源，借助多年耕耘積累的市場資源優勢，帶動業務訂單可持續發展。二零二一年公司將繼續重視中國市場，在油氣鑽採核心裝備、運維配件和消耗件供應，海上風電核心設備供應等方面，加大資源投入和銷售力度，實現業績增長。

在內部規範管理方面，二零二一年公司將繼續強化 and 規範管理流程，進一步控制成本和降低費用，完善符合公司發展的分配激勵體系，最大程度的調動激發管理者和員工的積極性。

二零二一年公司將繼續加強與招商局集團、中集集團、民生信託、中船集團、Shelf Drilling等戰略股東及業務合作夥伴的協同，尋求在平台資產處置、平台資產租售、風電市場業務發展、設備銷售、專案融資等多方面業務協同發展機會。

二零二一年，公司將繼續強化 and 規範管理流程，深入落實提質增效措施，進一步控制成本和降低費用，制定符合公司發展的短中長期相結合的激勵體系，最大程度的調動激發董事、管理層、員工和戰略相關方的積極性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PLANS FOR MATERIAL INVESTMENTS, ASSETS AND CAPITAL INTEGRATION

In 2020, the Company and Huangpu Shipbuilding signed a global settlement deed in respect of the H6001/H6006 projects, and reached an agreement to dispose of idle plants and land of 150 acres at the offshore engineering base in Qingdao with the purchaser. Both incidents greatly improved the Company's asset-liability structure. The Company will continue to seek potential resource integration and investment opportunities in the ocean, energy and technology industry chain.

In terms of investment direction, the Company will focus on opportunities of investment in high-tech and digital applications including design, manufacturing, and research and development of high-end offshore equipment. Based on the existing offshore management business, the Company will also seek potential opportunities to expand offshore management business projects and proactively seek opportunities for investment and integration in relation to equipment, operation and maintenance services in the offshore wind power industry.

In assessing the potential investment or acquisition targets, the Company will consider a combination of factors such as alignment with the Company's strategic plans, synergies, market position and strengths, management team capability, valuation, track record, financial performance and potential growth. The Company will gradually improve its financial performance by expanding its business direction and creating a new profit model, so as to provide a firm basis for future growth expansion.

SHARE AWARD PLANS

The Company adopted a share award plan ("Share Award Plan 1") on 16 January 2015 (the "Adoption Date"). The Share Award Plan 1 does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is operated at the discretion of the Company. The purpose of the Share Award Plan 1 is to recognise the contributions of officers and employees of the Group (the "Eligible Persons"), excluding any director of the Company ("Directors") and any other connected persons of the Group, towards the development of the Group in the past or as incentives to selected grantees to achieve higher-than-target profits for the Group and to align the interests of the selected grantees with sustainable growth and development of the Group.

The total number of Shares that may be purchased under the Share Award Plan 1 shall not exceed 3% of the issued Shares (i.e. 21,147,456 Shares) at the Adoption Date. A trust has been set up and Treasure Maker Investments Limited has been appointed as the trustee. Pursuant to the Share Award Plan 1, the trustee may purchase Shares from the public market out of cash contributed by the Company from time to time. Shares purchased under the Share Award Plan 1 will be held in trust for the Eligible Persons until such Shares are vested in accordance with the provisions of the rules relating to the Share Award Plan 1. The Share Award Plan 1 will be effective for a period until 15 January 2025 unless terminated at the discretion of the Board at an earlier date.

重大投資、資產及資本整合計畫

二零二零年本公司與黃埔船廠簽署H6001/H6006專案的全球和解契據，並與買方就青島海工基地150畝閒置廠房和土地的出售達成協議，極大改善了公司的資產負債結構。公司將繼續圍繞海洋、能源和科技產業鏈尋求潛在的資源整合和投資機會。

公司在投資方向上，重點關注海洋高端裝備設計、製造、研發等高新科技技術及數位化應用領域的投資機會。本公司亦會以現有海工資產管理業務為基礎，尋求潛在的擴大海工資產管理業務專案機會；積極尋求海上風電行業相關的裝備、運維服務相關的投資整合機會。

在評估潛在投資或收購目標時，本公司會綜合考慮多項因素，包括是否符合本集團之戰略計畫、協同效益、市場定位與優勢、管理團隊之能力、估值、往績記錄、財務表現及潛在增長。通過拓展本公司的業務方向和開創新的盈利模式，改善本公司之財務表現，從而為未來業績增長提供堅實基礎。

股份獎勵計劃

本公司已於二零一五年一月十六日（「採納日期」）採納一項股份獎勵計劃（「股份獎勵計劃1」）。股份獎勵計劃1並不構成根據上市規則第十七章之購股權計劃，可由本公司酌情操作。股份獎勵計劃1旨在表揚本集團高級職員及僱員（「合資格人士」），（不包括任何本公司董事（「董事」）及本集團任何其他關連人士）過去對本集團發展之貢獻，或鼓勵經選定承授人達成比本集團目標溢利更高的目標，以及將經選定承授人之利益與本集團之持續增長及發展掛鉤。

根據股份獎勵計劃1可購買股份總數不得超過採納日期已發行股份之3%（即21,147,456股股份）。本公司已成立一項信託及委任Treasure Maker Investments Limited為受託人。根據股份獎勵計劃1，受託人可於公開市場以本公司不時注入之現金購買股份。根據股份獎勵計劃1購買之股份將以信託為合資格人士持有，直至該等股份根據關於股份獎勵計劃1相關規則條文歸屬為止。股份獎勵計劃1將一直有效，直至二零二五年一月十五日，惟董事會酌情在較早日期終止則作別論。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the year ended 31 December 2020 and as of the date of this report, the trustee did not purchase any Shares on the Stock Exchange pursuant to the Share Award Plan 1 and no grant was made. At the end of the reporting period, there were 21,147,456 Shares (representing approximately 0.7% of the issued share capital of the Company) held by the trustee.

The Company adopted a new share award plan ("Share Award Plan 2") on 31 October 2019 (the "Adoption Date"). The Share Award Plan 2 does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is at the discretion of the Company. The purpose of the Share Award Plan 2 is to recognise the contributions of officers, Directors and any other connected persons or consultants of the Group (the "Eligible Persons") towards the development of the Group in the past or as incentives to selected grantees to achieve higher than target profits for the Group and to align the interests of the selected grantees with sustainable growth and development of the Group.

The total number of Shares that may be purchased under the Share Award Plan 2 shall not exceed 3% of the issued Shares (i.e. 92,071,174 Shares) at the Adoption Date. A trust has been set up and Treasure Maker Investments Limited has been appointed as the trustee. Pursuant to the Share Award Plan 2, the trustee may purchase Shares from the public market out of cash contributed by the Company from time to time. Shares purchased under the Share Award Plan 2 will be held in trust for the Eligible Persons until such Shares are vested in accordance with the provisions of the rules relating to the Share Award Plan 2. The Share Award Plan 2 will be effective for a period until 30 October 2029 unless terminated at the discretion of the Board at an earlier date.

During the year ended 31 December 2020, the trustee purchased 45,760,000 Shares (representing approximately 1.49% of the issued share capital of the Company at the Adoption Date) on the Stock Exchange pursuant to the Share Award Plan 2 at a total consideration of approximately HK\$11,509,000 and no grant was made. Subsequent to 31 December 2020, the trustee did not purchase any Shares on the Stock Exchange pursuant to the Share Award Plan 2 and no grant was made. As of the date of this report, the trustee held a total of 61,612,544 Shares (representing approximately 1.9% of the issued share capital of the Company).

於截至二零二零年十二月三十一日止年度及本報告日期為止，信託人根據股份獎勵計劃1沒有於聯交所購買股份。概無作出授予。於報告期末，信託人持有21,147,456股股份(佔本公司已發行股本之約0.7%)。

本公司已於二零一九年十月三十一日(「採納日期」)採納新的一項股份獎勵計劃(「股份獎勵計劃2」)。股份獎勵計劃2並不構成根據上市規則第十七章之購股權計劃，可由本公司酌情操作。股份獎勵計劃2旨在表揚本集團高級管理人員、董事和任何其他關聯人士或顧問(「合資格人士」)，過去對本集團發展之貢獻，或鼓勵經選定承授人達成比本集團目標溢利更高的目標，以及將經選定承授人之利益與本集團之持續增長及發展掛鉤。

根據股份獎勵計劃2可購買之股份總數不得超過採納日期已發行股份之3%(即92,071,174股)。本公司已成立一項信託及委任Treasure Maker Investments Limited為受託人。根據股份獎勵計劃2，受託人可於公開市場以本公司不時注入之現金購買股份。根據股份獎勵計劃2購買之股份將以信託為合資格人士持有，直至該等股份根據關於股份獎勵計劃2相關規則條文歸屬為止。股份獎勵計劃2將一直有效，直至二零二九年十月三十日，惟董事會酌情在較早日期終止則作別論。

於截至二零二零年十二月三十一日止年度，信託人根據股份獎勵計劃2已於聯交所購買45,760,000股股份(佔本公司採納日期已發行股本之約1.49%)，總代價約為11,509,000港元。概無作出授予。繼二零二零年十二月三十日止之後，信託人根據股份獎勵計劃2沒有於聯交所購買股份。概無作出授予。於本報告日期為止，信託人共持有61,612,544股股份(佔本公司已發行股本之約1.9%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SHARE AWARD INCENTIVE SCHEME

The Company adopted a share award incentive scheme ("Share Award Incentive Scheme") on 27 May 2016 (the "Adoption Date of Share Award Incentive Scheme"). The purposes of the Share Award Incentive Scheme are (i) to align the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group. The Share Award Incentive Scheme is a separate scheme from Share Award Plan 1 and Share Award Plan 2 which are specifically for granting Share awards sourced from existing Shares purchased from the stock market. The Share Award Incentive Scheme will give the Company flexibility in granting Awards of new Shares. The Share Award Incentive Scheme will be effective for a period until 26 May 2026 unless terminated at the discretion of the Board at an earlier date.

The Company has approved the adoption of the Share Award Incentive Scheme on 27 May 2016 by the shareholders by poll at the AGM, pursuant to which new Shares of not more than 3% of the total number of issued Shares as at the Adoption Date of Share Award Incentive Scheme (i.e. 21,213,606 new Shares) will be allotted and issued to the Trustee by the Company, and will be held on trust by the Trustee for the Selected Participants before vesting. For details, please refer to the Company's announcement dated 7 April 2016 and the Company's circular dated 8 April 2016.

No grant was made for the year ended 31 December 2020. As at 31 December 2020, the total number of shares that may be granted under the Share Award Incentive Scheme is 21,213,606 Shares, representing 0.7% of the issued share capital of the Company.

MAJOR TRANSACTION – LAND DISPOSAL AGREEMENTS

On 29 October 2020, amongst others, Qingdao TSC Oil & Gas Technology Services Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as vendor, and Qingdao Anshun Jiahe Assets Operations Co., Ltd. as purchaser, entered into a land disposal agreement for the land parcel situated at No.10, Hedong Road, Liuting Street, Chengyang District, Qingdao for the aggregate consideration of RMB157.2 million; and Qingdao TSC Jindi Technology Assets Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as vendor, and Qingdao Chuang'an Assets Operations Co., Ltd. as purchaser, entered into a land disposal agreement for the land parcel situated at No.10-1, Hedong Road, Liuting Street, Chengyang District, Qingdao for the aggregate consideration of RMB87.8 million. At the extraordinary general meeting of the Company held on 15 December 2020, the land disposal agreements and the land disposals were approved by the shareholders. Details of the transactions are contained in the circular of the Company dated 24 November 2020.

股份獎勵激勵計劃

本公司已於二零一六年五月二十七日(「股份獎勵激勵計劃採納日期」)採納一項股份獎勵激勵計劃(「股份獎勵激勵計劃」)。股份獎勵激勵計劃的目的為(i)透過股份所有權、股息及就股份支付的其他分派及／或提升股份價值令合資格人士的利益與本集團的利益一致；及(ii)鼓勵並挽留合資格人士，以就本集團的長期增長及溢利作出貢獻。股份獎勵激勵計劃為有別於股份獎勵計劃1及股份獎勵計劃2，並指定用作授出來自現有股份(購自股票市場)的股份獎勵。股份獎勵激勵計劃將為本公司授出新股份獎勵提供靈活彈性。股份獎勵激勵計劃將一直有效，直至二零二六年五月二十六日，惟董事會酌情在較早日期終止則作別論。

本公司已於二零一六年五月二十七日由股東於股東週年大會上以投票方式批准採納股份獎勵激勵計劃，據此，本公司將向受託人配發及發行不超過於股份獎勵激勵計劃採納日期已發行股份總數3%的新股份(即21,213,606股新股份)，且於歸屬前將由受託人以信託形式為獲選參與者持有。有關詳情，請參閱本公司日期為二零一六年四月七日的公佈及本公司日期為二零一六年四月八日的通函。

截至二零二零年十二月三十一日止年度，概無作出任何授予。於二零二零年十二月三十一日，根據股份獎勵激勵計劃可授出的股份總數為21,213,606股股份(佔本公司已發行股本的0.7%)。

主要交易 – 土地出售協議

於二零二零年十月二十九日(其中包括)青島天時油氣科技服務有限公司(本公司的間接全資附屬公司)(作為賣方)與青島安順嘉合產業運營有限公司(作為買方)就位於青島市城陽區流亭街道河東路10號的地塊訂立土地出售協議，總代價為人民幣157,200,000元；及青島天時錦地科技產業有限公司(本公司的間接全資附屬公司)(作為賣方)與青島創安產業運營有限公司(作為買方)就位於青島市城陽區流亭街道河東路10-1號的地塊訂立土地出售協議，總代價為人民幣87,800,000元。於二零二零年十二月十五日舉行的本公司股東特別大會，土地出售協議及土地出售事項已獲股東批准。交易詳情載於本公司日期為二零二零年十一月二十四日的通函內。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Executive Directors

執行董事

Mr. CONG Yongjian, aged 45, has been appointed as an executive Director of the Board and CEO of the Company with effect from 19 February 2020. He is an attorney admitted in the PRC and New York, the United States of America. He has over 15 years of special situations investments and legal practice experience and extensive experience in cross-border acquisitions, private equity investments, mezzanine financing, debt restructuring, asset restructuring and other special situations investments. Mr. Cong has been the person in charge of China Merchants Capital Marine Industry Fund (招商局資本海洋產業基金) since 2013. From 2011 to 2013, he was one of the founding members of China Development Bank International Holdings Limited ("CDBI"), where he served in the Investment Committee and was in charge of fund department and legal department. At CDBI, Mr. Cong led an equity investment of over US\$200 million into Alibaba Group as well as many privatization transactions of Chinese concept stocks listed overseas. In addition, as the person in charge of the fund department of CDBI, he directly led the foundation of certain USD or RMB funds with a total size over US\$5 billion. From 2005 to 2010, he worked in the special situations investment department in J. P. Morgan, Standard Chartered Bank and other foreign financial institutions, and mainly engaged in private equity investments, real estate investments, mezzanine financing, acquisition and disposal of non-performing assets and other special situations investments. During that period, he participated in debt restructuring, financing and acquisition transactions of a number of real estate projects in Beijing, Shanghai, Dalian, Chongqing, etc., and as the key person in charge participated in stripping, restructuring and acquisition of non-performing assets of financial institutions such as China Huarong Asset Management Co., Ltd. and Maybank in Malaysia. Mr. Cong obtained degrees of master of laws from both University of International Business and Economics in Beijing and Cornell University in the United States of America. Moreover, he was an independent non-executive director of Sunway International Holdings Limited (stock code: 00058HK) from 14 August 2015 to 6 June 2019.

叢永儉先生，45歲，自二零二零年二月十九日起獲委任為本公司董事會執行董事及首席執行官。叢先生為中國及美國紐約州執業律師，擁有逾十五年的特殊機會投資及法律從業經驗，對跨境收購、私募股權投資、夾層債務融資、債務重組、資產重組及其它特殊機會投資具有豐富的經驗。叢先生自二零一三年起為招商局資本海洋產業基金的負責人。自二零一一年起至二零一三年間，彼曾為國開國際控股有限公司（「國開國際」）創始成員之一，擔任國開國際投資委員會委員及基金部和法律等部門負責人。在國開國際期間，叢先生負責領導了對阿里巴巴集團逾2億美元的股權投資，以及多項海外上市中國概念股的私有化交易等。此外，其作為國開國際基金部的負責人直接領導了若干美元或人民幣基金的設立工作，基金總規模超過50億美元。自二零零五年起至二零一零年間，彼曾就職於摩根大通及渣打銀行等外資金融機構的特殊機會投資部門，主要從事私募股權投資、房地產投資、夾層債務融資、不良資產收購及處置和其他特殊機會投資業務。期間，曾參與北京、上海、大連及重慶等地大量地產項目的債務重組、融資及收購交易，並作為主要負責人參與中國華融資產管理公司、馬來西亞Maybank等金融機構不良資產剝離、重組和收購等交易。叢先生畢業於北京對外經濟貿易大學及美國康奈爾大學，分別獲得法律碩士學位。此外，彼曾於二零一五年八月十四日至二零一九年六月六日期間擔任新威國際控股有限公司（股份代號：00058HK）之獨立非執行董事。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. JIANG Bing Hua, aged 70, is the Co-Chairman of the Company. He is a co-founder of the Company. He has been appointed as an executive Director of the Company since 18 March 2005 and is responsible for the Company's overall strategy planning and business development. He obtained his bachelor's degree in offshore structure engineering from Tianjin University (天津大學) in the PRC in 1980 and acquired his master's degree in business administration from University of Dallas in the U.S.A. in 1993. He has 44 years of experience in the oil and gas industry. Prior to founding the Company, he worked for the Sinopec Group, the China National Petroleum Corporation and China National Offshore Oil Corporation in various positions such as driller, drilling superintendent, drilling manager, operation manager and company representative.

蔣秉華先生，70歲，為本公司聯席主席。彼為本公司聯合創辦人。彼自二零零五年三月十八日起獲委任為本公司執行董事，負責本公司的整體策略性規劃及業務發展。彼於一九八零年於中國天津大學取得海上結構工程學士學位，並於一九九三年於美國達拉斯大學取得工商管理碩士學位。彼在石油及天然氣業擁有44年經驗。創立本公司之前，他曾於中國石化集團、中國石油集團及中國海洋石油總公司擔任不同職務，如鑽探員、鑽探監督、鑽探經理、營運經理及公司代表。

Mr. ZHANG Menggui, Morgan, aged 62, is a co-founder of the Company and has been appointed as an executive Director since 18 March 2005. He obtained his bachelor's degree majoring in drilling engineering from China University of Petroleum in 1982 and acquired his master's degree in petroleum engineering from University of Alaska-Fairbanks in the U.S.A. in 1989 and he received an executive master's degree in business administration ("EMBA") from China Europe International Business School in 2012. He has 35 years of experience in the oil and gas industry. Prior to founding the Company, he worked for a subsidiary of China National Petroleum Corporation in China and for Cook Inlet Region Inc. in Alaska. He is currently a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers.

張夢桂先生，62歲，為本公司聯合創辦人，自二零零五年三月十八日起獲委任為執行董事。彼於一九八二年在中國石油大學取得學士學位，主修鑽探工程，並於一九八九年於美國University of Alaska-Fairbanks取得石油工程碩士學位及於二零一二年於中歐國際工商學院取得高級管理人員工商管理碩士(「EMBA」)。彼在石油及天然氣業擁有35年經驗。創立本公司之前，彼曾任職於中國石油天然氣集團公司於中國的附屬公司及阿拉斯加Cook Inlet Region Inc.。彼現為數個石油業協會及專業組織的會員，包括石油工程師協會及美國鑽井工程師協會。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Non-executive Directors

非執行董事

Mr. WANG Jianzhong, aged 47, has been appointed as a non-executive Director of the Company with effect from 4 July 2016. He graduated from Beijing Normal University in China with a master's degree in Management and Business Administration in 1998. He started working in 1998 and he is currently the president of CIMC Raffles Offshore (Singapore) Limited ("CIMC Raffles"). From 1998 to 2006, he was a senior manager of capital operation department of China Ocean Shipping (Group) Corporation ("COSCO"). From 2006 to 2007, he was a deputy general manager of Taicang CIMC Container Co., Ltd. From 2007 to 2014, he was the general manager of the enterprise management department of CIMC, where he notably created and promoted the CIMC "LEAN ONE" management model based on the LEAN concept which significantly improved the group's annual revenue. The LEAN ONE Concept attracted favourable reviews from the "Harvard Business Review" and "Tsinghua Business Review". From 2010 to 2014, he acted as the secretary general of group leadership council of CIMC (中集集團升級領導委員會) to promote upgraded changes for CIMC. From June 2014 to December 2015, he was the vice president of CIMC Raffles. From December 2015 to date, he has been the president of CIMC Raffles. From January 2019 to date, he has been the president of CIMC Offshore Holdings Co., Ltd.

王建中先生，47歲，已獲委任為本公司非執行董事，自二零一六年七月四日起生效。彼在一九九八年畢業於中國北京師範大學，持有管理及工商管理碩士學位。彼於一九九八年開展事業，現任CIMC Raffles Offshore (Singapore) Limited (「CIMC Raffles」)總裁。於一九九八年至二零零六年，彼曾任中國遠洋運輸(集團)總公司(「COSCO」)資本營運部門高級經理。於二零零六年至二零零七年，彼於太倉中集集裝箱製造有限公司擔任副總經理。於二零零七年至二零一四年，彼於中集集團企業管理部出任總經理，期間，彼以精益概念為基礎特地打造及宣揚中集集團的「精益ONE」管理模式，顯著提升集團的年度收益。精益ONE概念獲《哈佛商業評論》(Harvard Business Review)及《清華管理評論》(Tsinghua Business Review)好評。於二零一零年至二零一四年，彼出任中集集團升級領導委員會秘書長，為中集集團推行升級變動。於二零一四年六月至二零一五年十二月，彼擔任CIMC Raffles副總裁。自二零一五年十二月迄今，彼一直為CIMC Raffles總裁。自二零一九年一月迄今，彼擔任中集海洋工程有限公司總裁。

Mr. LOU Dongyang, aged 45, has been appointed as the chairman of the Board of the Company with effect from 19 February 2020 and as a non-executive Director with effect from April 2018. He is also the chief financial officer of China Merchants Industry Holdings Co., Ltd. Mr. Lou has served as an engineer in the Chemical Engineering Office of the Institute of Standardization of Nuclear Industry and as secretary-general for the National Technical Committee for Standardization of Radioisotopes (全國放射性同位素標準化技術委員會) from July 1997 to October 2001, as an engineer in the Planning Department in China Isotope Company from October 2001 to August 2003, as a specialist of the board of supervisors for Key Large State-Owned Enterprises under the State Council from August 2003 to August 2004, as deputy director of the board of supervisors for Key Large State-Owned Enterprises under the State Council from September 2008 to September 2012, as the assistant to the department director of the intellectual property administrative department of China Merchants Group Limited ("CM Group") from September 2012 to May 2015, as the assistant to the department director of the finance department (intellectual property department) of CM Group from May 2015 to October 2015, and as the deputy director of the finance department (intellectual property department) of CM Group from October 2015 to November 2017. Mr. Lou obtained a bachelor's degree in applied chemistry from Peking University in 1997 and a master's degree in business administration also from Peking University in 2002.

婁東陽先生，45歲，自二零二零年二月十九日起獲委任為本公司董事會主席及自二零一八年四月起獲委任為非執行董事。彼亦為招商局工業集團有限公司財務總監。婁先生於一九九七年七月至二零零一年十月任核工業標準化研究所化工室工程師並兼任全國放射性同位素標準化技術委員會秘書長，於二零零一年十月至二零零三年八月任中國同位素公司計劃財務部工程師，於二零零三年八月至二零零四年八月任國務院國有重點大型企業監事會專業人員，於二零零八年九月至二零一二年九月任國務院國有重點大型企業監事會副處長、於二零一二年九月至二零一五年五月任招商局集團有限公司(「招商局集團」)產權管理部部長助理、於二零一五年五月至二零一五年十月任招商局集團財務部(產權部)部長助理，以及於二零一五年十月至二零一七年十一月任招商局集團財務部(產權部)副部長。婁先生於一九九七年取得北京大學應用化學學士學位，並於二零零二年取得北京大學工商管理碩士學位。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. FU Rui, aged 39, is an intermediate economist. She was appointed as a non-executive Director of the Company with effect from 1 June 2019. Since June 2016, she has been the deputy general manager of the asset operations department of the shipping investment management headquarters of China Minsheng Trust Co., Ltd. From April 2007 to June 2016, She worked in the president office of China Classification Society. Ms. Fu obtained a bachelor's and master's degree in Maritime Law from Dalian Maritime University, in 2004 and 2007, respectively.

傅銳女士，39歲，中級經濟師。自二零一九年六月一日起獲委任為本公司非執行董事。自二零一六年六月至今任職於中國民生信託有限公司，擔任航運投資管理總部資產運營部副總經理。自二零零七年四月起至二零一六年六月，任職於中國船級社總裁辦。傅女士分別於二零零四年和二零零七年獲得大連海事大學法學院海商法專業獲法學學士和碩士學位。

Mr. QIAN Zewei, aged 45, has been appointed as a non-executive Director of the Company with effect from 1 October 2019. He is currently a member of the Business Decision/Investment Decision Committee, managing director and head of Special Assets Department of China Great Wall AMC (International) Holdings Company Limited ("GWAMC International"). Mr. Qian had served as head of Private Equity Investment Department and head of Bay Area Business Department of Great Wall International. From 2014 to 2016, he was the investment director of the Investment Management Department of China Everbright Limited. From 2008 to 2014, he served as vice president and director of the Private Equity Investment Department of Daiwa Capital Markets Hong Kong Limited. From 2001 to 2005, he worked as a senior research and development engineer at the Beijing R&D Centre of Huawei Technologies Co., Ltd. Mr. Qian holds a master's degree in finance from London Business School and a master's degree in computer application from Nanjing University of Aeronautics and Astronautics.

錢澤偉先生，45歲，自二零一九年十月一日起獲委任為本公司非執行董事。現任中國長城資產(國際)控股有限公司(「長城資產國際」)經營決策／投資決策委員會委員，董事總經理，特殊資產部主管。錢先生曾先後擔任長城國際私募股權投資部主管，灣區事業部主管。自二零一四年起至二零一六年間，他曾擔任中國光大控股有限公司投資管理部投資總監。自二零零八年起至二零一四年間擔任大和資本市場香港有限公司私募股權投資部副總裁及董事。自二零零一年起至二零零五年間，他曾任職於華為技術有限公司北京研究所高級研發工程師。錢先生擁有倫敦商學院金融碩士學位和南京航空航天大學計算機應用碩士學位。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Independent Non-executive Directors

獨立非執行董事

Mr. CHAN Ngai Sang, Kenny, aged 56, has been appointed as an independent non-executive Director since October 2005. He is a partner and founder of Kenny Chan & Co., a firm of certified public accountants. He has over 30 years' experience in accounting, taxation, auditing and corporate finance and has been involved in several mergers, acquisitions and initial public offering projects. He holds a bachelor of commerce degree from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand, the Association of International Accountants, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. He is also a fellow member of the Hong Kong Institute of Directors. He served as president of the Hong Kong Branch of the Association of International Accountants in the years 2012–2015. He is an independent non-executive director of Zhongyuan Bank Co., Ltd., Minsheng Education Group Company Limited, Pak Tak International Limited, and Hebei Construction Group Corporation Limited, all listed on the Main Board of the Stock Exchange.

陳毅生先生，56歲，自二零零五年十月起獲委任為獨立非執行董事。彼為一間執業會計師公司陳毅生會計師事務所的合夥人兼創辦人。彼於會計、稅務、核數及企業融資方面擁有逾30年經驗，曾參與多項公司合併、收購及首次公開發售項目。彼持有澳洲新南威爾斯大學商學士學位，並為澳洲及新西蘭特許會計師協會、國際會計師公會、澳洲會計師公會、香港會計師公會及香港稅務學會的會員，亦為香港董事學會資深會員。彼於二零一二年至二零一五年曾出任國際會計師公會香港分會的會長。彼為中原銀行股份有限公司、民生教育集團有限公司、百德國際有限公司及河北建設集團股份有限公司(均為於聯交所主板上市的公司)的獨立非執行董事。

Mr. ZOU Zhendong, aged 51, has been appointed as an independent non-executive Director since May 2018. He also serves as an independent director of Bestsun Energy Co. Ltd., an A share company listed on the Shanghai Stock Exchange, a senior partner of Sinowing Law LLP, a senior consultant of Sinowing (Beijing) AMC Co., Ltd., and further and concurrently as a member of the High-tech and E-Commerce Committee & International Business Committee of All China Lawyers Association. Mr. Zou served as a staff member of the Chinese People's Association for Friendship with Foreign Countries, as a staff member of China Native Produce & Animal By-Products Import & Export Corp., as the director of the 4th Department for China Commercial Foreign Trade Corporation, and as the partner in charge of international business department and intellectual property department for Beijing Dacheng Law Firm (also known as Dentons). Mr. Zou was awarded a bachelor's degree by the Renmin University of China in 1992, with major in international politics and minor in international economics. Mr. Zou was jointly elected by the Ministry of Justice of the People's Republic of China and Lord Chancellor's Office of the United Kingdom to work and train in London.

鄒振東先生，51歲，自二零一八年五月起獲委任為獨立非執行董事。彼目前亦擔任於上海證券交易所上市的A股公司百川能源股份有限公司的獨立董事、北京市中鵬律師事務所的高級合夥人、Sinowing (Beijing) AMC Co., Ltd.的高級顧問，此外及同時，彼擔任中華全國律師協會高新科技及電子商務委員會(High-tech and E-Commerce Committee)及國際業務委員會(International Business Committee)會員。鄒先生曾擔任中國人民對外友好協會主任科員、中國土產畜產進出口總公司員工、中商外貿有限公司四處主管以及北京大成律師事務所國際業務部及知識產權部的負責合夥人。鄒先生於一九九二年獲授中國人民大學學士學位，主修國際政治學，副修國際經濟學。由於獲中華人民共和國司法部及英國大法官辦公室共同推舉，鄒先生曾於倫敦工作及受訓。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. CHEN Weidong, aged 65, has been appointed as an independent non-executive Director with effect from June 2018. Mr. Chen has over 30 years of experience in the offshore oil and gas industry. He supervised and organised the publication of books on petroleum economics and geopolitics. Mr. Chen is now serving as guest professor at Renmin University of China, invited researcher at Energy Security Center of Graduate School of Chinese Academy of Social Sciences, dean of Minde Institute and chair of DFS Energy Consultant (Beijing) Ltd. Mr. Chen used to work as chief energy researcher of CNOOC Energy Economics Institute, executive vice president, secretary of board of directors, and chief strategy officer of China Oilfield Services Limited (a H-share company listed on the Main Board of the Stock Exchange from 2002, stock code: 2883). Mr. Chen obtained a bachelor's degree in geophysical exploration studies from Ocean University of China (formerly as Shandong College of Oceanology) in the People's Republic of China in 1982 and an MBA from Peking University in July 2001. He graduated from China University of Political Science and Law with a master diploma in July 2005.

陳衛東先生，65歲，已獲委任為獨立非執行董事，自二零一八年六月起生效。陳先生於海洋石油及天然氣行業擁有逾30年經驗。彼指導並組織出版四本有關於石油經濟及地緣政治的著作。陳先生現為中國人民大學之客座教授、中國社會科學院研究生院能源安全中心之特約研究員、民德研究院院長及東帆石能源諮詢(北京)有限公司董事長。陳先生曾任職中海油能源經濟研究院首席能源研究員、中海油田服務股份有限公司(一家自二零零二年起在聯交所主板上市之H股公司，股份代號：2883)執行副總裁、董事會秘書兼首席戰略官。陳先生於一九八二年自中華人民共和國中國海洋大學(前稱山東海洋學院)取得地球物理勘探研究學士學位，並於二零零一年七月自北京大學取得工商管理碩士學位。彼於二零零五年七月畢業於中國政法大學，取得碩士文憑。

Mr. SUN Dongchang, aged 67, has been appointed as an independent non-executive Director of the Company since 12 November 2019. He is currently a professor-level senior engineer of Shengli Petroleum Administration Bureau (勝利石油管理局), oil field senior expert, expert on government special allowance of the State Council, senior expert of the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院), and consultant of State Oil Drilling and Exploitation Equipment and Tool Standardization Committee (全國石油鑽採設備和工具標準化委員會). He was the deputy secretary general of Chinese Society of Naval Architects and Marine Engineers during the period from 2003 to 2013. During the period from 2001 to 2013, he served as a professor-level senior engineer, the chief engineer, the vice president and an oil field senior expert at the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院). During the period from 1996 to 2001, he served as a senior engineer and the chief engineer at the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院). During the period from 1987 to 1996, he worked as an engineer, senior engineer and the director at the Marine Research Branch of Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院海洋所). During the period from 1975 to 1987, he worked as a technician, assistant engineer and the deputy director at the Shallow Sea Office of Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院淺海室). Mr. Sun holds a degree majoring in oil field equipment from Department of Mechanics, China University of Petroleum and a master's degree in naval architecture and ocean engineering from Shanghai Jiao Tong University.

孫東昌先生，67歲，自二零一九年十一月十二日起獲委任為本公司獨立非執行董事。孫先生現為勝利石油管理局教授級高級工程師、油田高級專家、國務院政府特殊津貼專家，勝利石油管理局鑽井工藝研究院高級專家及全國石油鑽採設備和工具標準化委員會顧問。自二零零三年起至二零一三年間，彼曾擔任中國造船工程學會副秘書長。自二零零一年起至二零一三年間，彼曾擔任勝利石油管理局鑽井工藝研究院教授級高工，總工，副院長及油田高級專家。自一九九六年起至二零零一年間，彼曾任職於勝利石油管理局鑽井工藝研究院高工及總工程師。自一九八七年起至一九九六年間，彼曾任職於勝利石油管理局鑽井工藝研究院海洋所工程師，高工及所長。自一九七五年起至一九八七年間，彼曾任職於勝利石油管理局鑽井工藝研究院淺海室技術員，助工及副主任。孫先生擁有中國石油大學機械系石油礦場機械專業學位及上海交通大學船舶與海洋工程碩士學位。

Senior Management

高級管理層

Mr. CONG Yongjian, aged 45, has been appointed as an executive Director of the Board and CEO of the Company with effect from 19 February 2020. He is an attorney admitted in the PRC and New York, the United States of America. He has over 15 years of special situations investments and legal practice experience and extensive experience in cross-border acquisitions, private equity investments, mezzanine financing, debt restructuring, asset restructuring and other special situations investments. Mr. Cong has been the person in charge of China Merchants Capital Marine Industry Fund (招商局資本海洋產業基金) since 2013. From 2011 to 2013, he was one of the founding members of CDBI where he served in the Investment Committee and was in charge of fund department and legal department. At CDBI, Mr. Cong led an equity investment of over US\$200 million into Alibaba Group as well as many privatization transactions of Chinese concept stocks listed overseas. In addition, as the person in charge of the fund department of CDBI, he directly led the foundation of certain USD or RMB funds with a total size over US\$5 billion. From 2005 to 2010, he worked in the special situations investment department in J. P. Morgan, Standard Chartered Bank and other foreign financial institutions, and mainly engaged in private equity investments, real estate investments, mezzanine financing, acquisition and disposal of non-performing assets and other special situations investments. During that period, he participated in debt restructuring, financing and acquisition transactions of a number of real estate projects in Beijing, Shanghai, Dalian, Chongqing, etc., and as the key person in charge participated in stripping, restructuring and acquisition of non-performing assets of financial institutions such as China Huarong Asset Management Co., Ltd. and Maybank in Malaysia. Mr. Cong obtained degrees of master of laws from both University of International Business and Economics in Beijing and Cornell University in the United States of America. Moreover, he was an independent non-executive director of Sunway International Holdings Limited (stock code: 00058HK) from 14 August 2015 to 6 June 2019.

叢永儉先生，45歲，自二零二零年二月十九日起獲委任為本公司董事會執行董事及首席執行官。叢先生為中國及美國紐約州執業律師，擁有逾十五年的特殊機會投資及法律從業經驗，對跨境收購、私募股權投資、夾層債務融資、債務重組、資產重組及其它特殊機會投資具有豐富的經驗。叢先生自二零一三年起為招商局資本海洋產業基金的負責人。自二零一一年起至二零一三年間，彼曾為國開國際創始成員之一，擔任國開國際投資委員會委員及基金部和法律等部門負責人。在國開國際期間，叢先生負責領導了對阿里巴巴集團逾2億美元的股權投資，以及多項海外上市中國概念股的私有化交易等。此外，其作為國開國際基金部的負責人直接領導了若干美元或人民幣基金的設立工作，基金總規模超過50億美元。自二零零五年起至二零一零年間，彼曾就職於摩根大通及渣打銀行等外資金融機構的特殊機會投資部門，主要從事私募股權投資、房地產投資、夾層債務融資、不良資產收購及處置和其他特殊機會投資業務。期間，曾參與北京、上海、大連及重慶等地大量地產項目的債務重組、融資及收購交易，並作為主要負責人參與中國華融資產管理公司、馬來西亞Maybank等金融機構不良資產剝離、重組和收購等交易。叢先生畢業於北京對外經濟貿易大學及美國康奈爾大學，分別獲得法律碩士學位。此外，彼曾於二零一五年八月十四日至二零一九年六月六日期間擔任新威國際控股有限公司(股份代號：00058HK)之獨立非執行董事。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. JIANG Bing Hua, aged 70, is the Co-Chairman of the Company. He is a co-founder of the Company. He has been appointed as an executive Director of the Company since 18 March 2005 and is responsible for the Company's overall strategy planning and business development. He obtained his bachelor's degree in offshore structure engineering from Tianjin University (天津大學) in the PRC in 1980 and acquired his master's degree in business administration from University of Dallas in the U.S.A. in 1993. He has 44 years of experience in the oil and gas industry. Prior to founding the Company, he worked for the Sinopec Group, the China National Petroleum Corporation and China National Offshore Oil Corporation in various positions such as driller, drilling superintendent, drilling manager, operation manager and company representative.

蔣秉華先生，70歲，為本公司聯席主席。彼為本公司聯合創辦人。彼自二零零五年三月十八日起獲委任為本公司執行董事，負責本公司的整體策略性規劃及業務發展。彼於一九八零年於中國天津大學取得海上結構工程學士學位，並於一九九三年於美國達拉斯大學取得工商管理碩士學位。彼在石油及天然氣業擁有44年經驗。創立本公司之前，彼曾於中國石化集團、中國石油集團及中國海洋石油總公司擔任不同職務，如鑽探員、鑽探監督、鑽探經理、營運經理及公司代表。

Mr. ZHANG Menggui, Morgan, aged 62, is a co-founder of the Company and has been appointed as an executive Director since 18 March 2005. He obtained his bachelor's degree majoring in drilling engineering from China University of Petroleum in 1982 and acquired his master's degree in petroleum engineering from University of Alaska-Fairbanks in the U.S.A. in 1989 and he received an EMBA from China Europe International Business School in 2012. He has 35 years of experience in the oil and gas industry. Prior to founding the Company, he worked for a subsidiary of China National Petroleum Corporation in China and for Cook Inlet Region Inc. in Alaska. He is currently a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers.

張夢桂先生，62歲，為本公司聯合創辦人，自二零零五年三月十八日起獲委任為執行董事。彼於一九八二年在中國石油大學取得學士學位，主修鑽探工程，並於一九八九年於美國University of Alaska-Fairbanks取得石油工程碩士學位及於二零一二年於中歐國際工商學院取得EMBA。彼在石油及天然氣業擁有35年經驗。創立本公司之前，彼曾任職於中國石油天然氣集團公司於中國的附屬公司及阿拉斯加Cook Inlet Region Inc.。彼現為數個石油業協會及專業組織的會員，包括石油工程師協會及美國鑽井工程師協會。

Mr. WANG Yong, aged 57, has been the President of the Company with effect from 28 April 2016. He is responsible for the daily operations and business activities of the Company. He is also the director and chief executive officer of a subsidiary, OIM Pte. Ltd. He joined the Company in April 2012 as the senior Company Vice President and Company Chief Operation Officer. Prior to joining the Company, he was the general manager for Weatherford International China. In his 17 years with Weatherford International, he held several managerial roles including global business alignment manager and business development manager. He started his career in the oil industry as a drilling engineer for China National Petroleum Corporation after graduating from the China Petroleum University in 1982. He also spent five years in the China Petroleum University teaching drilling engineering courses before completing his first master's degree in petroleum engineering from the Louisiana State University in 1993. He also holds an EMBA from the China Europe International Business School.

王勇先生，57歲，自二零一六年四月二十八日起為本公司總裁。彼負責本公司日常營運及業務運作。彼亦為附屬公司OIM Pte. Ltd.之董事兼首席執行官。彼於二零一二年四月加入本公司，擔任高級公司副總裁及公司首席營運官。加入本公司之前，彼為Weatherford International China之總經理。彼在Weatherford International過去17年期間，曾擔任多個管理職務，包括全球業務整合經理及業務發展經理。彼於一九八二年於中國石油大學畢業後擔任中國石油天然氣集團公司之鑽探工程師，開始其在石油行業之職業生涯。彼亦於中國石油大學教授五年鑽探工程課程，之後於一九九三年於美國劉易斯安那州立大學獲得其第一個石油工程碩士學位。彼亦於中國中歐國際工商學院取得EMBA。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. XIE Shaohua, aged 49, has been appointed as Chief Financial Officer of the Company with effect from 1 July 2018. Mr. Xie graduated from Central University of Finance and Economics with a bachelor's degree in Economics and received a bachelor's degree in Economics at the University of International Business and Economics and a master's degree in Business and Administration at The Chinese University of Hong Kong. Mr. Xie is a Chinese senior accountant and a member of the Association of Chartered Certified Accountants. From November 2002 to May 2007, he served as the deputy general manager of the finance department of Sinotrans Limited (H shares stock code: 00598). From September 2007 to June 2018, he was appointed as deputy general manager and chief financial officer of Sinotrans Shipping limited (stock code: 00368).

謝少華先生，49歲，自二零一八年七月一日起獲委任為本公司首席財務官。謝先生持有中央財經大學經濟學士，對外經濟貿易大學經濟學士和香港中文大學工商管理碩士學位。謝先生為中國高級會計師和英國特許公認會計師公會會員。二零零二年十一月至二零零七年五月，彼擔任中國外運股份有限公司(H股股票編號：00598)財務部副總經理。二零零七年九月至二零一八年六月，彼獲委任為中外運航運有限公司(股票編號：00368)副總經理兼財務總監。

Mr. CHEN Yunqiang, aged 54, has served as the chief executive officer of TSC (China) since 2005 and has been appointed as the Vice President of the Company with effect from 15 February 2020. Mr. Chen is also fully in charge of the Group's operations in the PRC and is responsible for the sales and promotion of the Group's products in the PRC market. Mr. Chen studied industrial enterprise management at the Hangzhou University of Electronic Science and Technology (杭州電子科技大學). Mr. Chen joined the Group in August 2001 as a general manager of HHCT, a subsidiary of the Group, in Xi'an, China till 2005. Prior to joining the Group, Mr. Chen worked at Xi'an Petroleum Exploration Instrument Complex (西安石油勘探儀器總廠) for 14 years in various positions, including assistant factory head, supervisor of electric driven production lines and manager of its sales branch for drilling rigs.

陳蘊強先生，54歲，從二零零五年至今，為TSC(中國區)行政總裁，同時自二零二零年二月十五日起獲委任為本公司副總裁。陳先生亦全面主管本集團中國區業務，負責本集團產品在中國市場的銷售及推廣。陳先生於杭州電子科技大學修讀工業企業管理。陳先生於二零零一年八月加入本集團，並一直出任本集團於中國西安的附屬公司HHCT總經理一職到二零零五年。加入本集團之前，陳先生於西安石油勘探儀器總廠任職14年，擔任不同職務，包括助理工廠主管，電動生產線主管及其於鑽機的銷售分公司經理。

REPORT OF THE DIRECTORS

董事會報告書

The Board hereby presents its report and the audited financial statements of the Group for the year ended 31 December 2020 (the “Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 12 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the Year. It will expand to the offshore management and operation business continuously.

RESULTS AND DIVIDENDS

The Company’s results for the year ended 31 December 2020 is set out in the financial statements on pages 113 to 218.

The Directors do not recommend the payment of any dividends for the Year.

DIVIDEND POLICY

A dividend policy is adopted by the Company which sets out the principles to be followed for paying dividends to the shareholders of the Company. When considering to make dividend payments, the Board shall take into account factors including but not limited to the Company’s financial results, general business conditions and strategies, and statutory and regulatory restrictions. There is no assurance that dividends will be declared or distributed in any particular amount or in any form for each year or in any year.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the five financial years ended 31 December 2020, are extracted from the audited financial statements of the relevant annual reports of the Company, and are set out on page 8. This summary does not form part of the audited financial statements of the Group for the Year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

CMIC considers a high degree of social responsibility, environmental protection, safety and sustainable economy as key factors in ensuring business continuity and success. The Company has introduced effective tools to ensure full implementation of social, safety and environmental policies within the Company to ensure compliance with the relevant legal and regulatory requirements as described in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Details of the Company’s ESG performance for the Year can be found in “Environmental, Social and Governance Report” as set out on pages 78 to 102 of this annual report.

董事會謹此提呈截至二零二零年十二月三十一日止年度（「本年度」）的董事會報告及本集團經審核財務報表。

主要業務

本公司主要業務為投資控股。附屬公司的主要業務詳列於財務報表附註12。本公司的主要業務性質於本年度內並無重大改變，未來將繼續向海工資產管理運營業務擴展。

業績及股息

本公司截至二零二零年十二月三十一日止年度的業績載於財務報表第113頁至218頁。

董事不建議就本年度派付任何股息。

股息政策

本公司已採納股息政策，該政策制訂向本公司股東派付股息時須遵循的原則。董事會於考慮派付股息時將考慮下列因素，包括但不限於本公司的財務業績、整體業務狀況及策略，以及法定及監管限制。本公司概不保證將於各年度或任何年度宣派或分派任何特定金額或任何形式的股息。

財務概要

摘錄自本公司有關年報經審核財務報表，本集團截至二零二零年十二月三十一日止五個財政年度已刊發業績以及資產負債概要載於第8頁。此概要並不構成本集團本年度經審核財務報表的一部分。

環境、社會及管治政策

華商國際認為高水平之社會責任、環境保護、安全及可持續經濟乃確保業務持續發展及成功之要素。本公司已採取有效之工具以確保本公司全面實施社會、安全及環境政策，從而確保遵守香港聯合交易所有限公司證券上市規則附錄二十七所述之相關法律及監管規定。

有關本公司於本年度之環境、社會及管治表現詳情，請參閱本年報第78頁至102頁所載之「環境、社會及管治報告」。

REPORT OF THE DIRECTORS

董事會報告書

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company during the Year are set out in note 10 to the financial statements.

SHARE CAPITAL AND SHARE AWARDS

The movements in the Company's authorised and issued share capital during the Year are set out in note 29(b) to the financial statements. In particular, details of issuance of settlement shares are set out in notes 29(b)(i). Details of the Company's share award schemes are set out in notes 28 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association ("Articles") or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the Year, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities, except that the trustee of the Share Award Plan, pursuant to the terms of the rules and trust deed of the Share Award Plan 2, purchased on the Stock Exchange a total number of 45,760,000 Shares at a total consideration of about HK\$11,509,000.

Subsequent to 31 December 2020, pursuant to the terms of the rules and trust deed of the Share Award Plan 1 and 2, the trustee of the Share Award Plan 1 and 2 did not purchase any Shares on the Stock Exchange. As at the date of this report, the trustee held a total 82,760,000 shares (representing approximately 2.55% of the issued share capital of the Company) under the Share Award Plans 1 and 2.

物業、廠房及設備

本公司物業、廠房及設備於本年度的變動詳情載於財務報表附註10。

股本及股份獎勵

於本年度，本公司法定及已發行股本的變動載於財務報表附註29(b)，其中發行結算股份詳情載於附註29(b)(i)。本公司的股份獎勵計劃詳情載於財務報表附註28。

優先購買權

本公司組織章程細則(「細則」)或開曼群島(本公司於此司法權區註冊成立)法律並無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股。

購買、贖回或出售本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市證券。股份獎勵計劃的受託人根據股份獎勵計劃2的規則條款及信託契據於聯交所購買合共45,760,000股股份，總代價約為11,509,000港元。

繼二零二零年十二月三十一日之後，根據股份獎勵計劃1和2的規則條款及信託契約，股份獎勵計劃1和2的受託人於聯交所沒有購買股份。於本報告日期，受託人根據股份獎勵計劃1和2共持有82,760,000股股份(佔本公司已發行股本之約2.55%)。

REPORT OF THE DIRECTORS

董事會報告書

RESERVES

Details of movements in the reserves of the Company during the Year are set out in note 29(a) to the financial statements and in the consolidated statement of changes in equity on page 117, respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to equity shareholders of the Company as at 31 December 2020, as computed in accordance with the Companies Law (Revised) of the Cayman Islands, amounted to \$92,073,000 (2019: \$88,761,000).

MAJOR CUSTOMERS AND SUPPLIERS

In the Year, sales to the Company's five largest customers accounted for approximately 55% of the Company's total sales for the Year and sales to the largest customer included therein accounted for approximately 13% of the Company's total sales.

Purchases from the Company's five largest suppliers accounted for approximately 25% of the Company's total purchases for the Year and purchases from the largest supplier included therein accounted for approximately 14% of the Company's total purchases.

None of the Directors, or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Company's five largest customers or suppliers.

DONATIONS

During the year, the Company did not make any donations.

DIRECTORS

The Directors who held office during the Year and up to the date of this annual report were:

EXECUTIVE DIRECTORS:

Mr. JIANG Bing Hua (Co-Chairman)
Mr. ZHANG Menggui, Morgan
Mr. CONG Yongjian (Chief Executive Officer)
(appointed on 19 February 2020)
Mr. WANG Hongyuan (resigned on 19 February 2020)

NON-EXECUTIVE DIRECTORS:

Mr. WANG Jianzhong
Mr. LOU Dongyang (re-designated as Chairman on 19 February 2020)
Ms. FU Rui
Mr. QIAN Zewei

儲備

本公司儲備於本年度的變動詳情分別載於財務報表附註29(a)及第117頁的綜合權益變動表。

可供分派儲備

於二零二零年十二月三十一日，根據開曼群島公司法(經修訂)計算，本公司可供向本公司股權股東作分派的儲備為92,073,000元(二零一九年：88,761,000元)。

主要客戶與供貨商

於本年度，本公司五大客戶的銷售額佔本公司本年度的總銷售額約55%，其中本公司最大客戶的銷售額則佔本公司總銷售額約13%。

本公司五大供貨商的購貨額佔本公司本年度的總購貨額約25%，其中本公司最大供貨商的購貨額則佔本公司總購貨額約14%。

董事或彼等任何聯繫人或就董事所深知擁有本公司已發行股本5%以上的任何股東，概無擁有本公司五大客戶或五大供貨商的任何實益權益。

捐款

年內，本公司並無作出任何捐款。

董事

於本年度及截至本年報日期為止，在任董事如下：

執行董事：

蔣秉華先生(聯席主席)
張夢桂先生
叢永儉先生(首席執行官)
(於二零二零年二月十九日獲委任)
王洪源先生(於二零二零年二月十九日辭任)

非執行董事：

王建中先生
婁東陽先生(於二零二零年二月十九日獲調任為主席)
傅銳女士
錢澤偉先生

REPORT OF THE DIRECTORS

董事會報告書

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. CHAN Ngai Sang, Kenny
Mr. ZOU Zhendong
Mr. CHEN Weidong
Mr. SUN Dongchang

In accordance with Article 87 of the Company's articles of association, Mr. Lou Dongyang, Mr. Wang Jianzhong, Mr. Zou Zhendong and Mr. Chen Weidong will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

Mr. Jiang Bing Hua has entered into an appointment contract with the Company for a term of three years commencing from 28 November 2005 and expiring on 27 November 2008, renewable automatically for successive terms of three years from 28 November 2008, 28 November 2011, 28 November 2014, 28 November 2017 and 28 November 2020 respectively unless terminated by either party giving to the other not less than three months' prior written notice. Mr. Jiang is entitled to an annual remuneration of US\$250,000. Mr. Jiang is entitled to variable remuneration comprising of ex-gratia annual bonus, which is subject to his performance and the performance of the Company and the approval of the Remuneration Committee.

Mr. Cong Yongjian has entered into an appointment contract with the Company for a term of three years commencing from 19 February 2020 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He has waived entitlement to annual remuneration.

Mr. Zhang Menggui, Morgan has entered into an appointment contract with the Company for a term of three years commencing on 22 June 2020 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless and until terminated by not less than three months' prior notice in writing served by either party to the other. Mr. Zhang is entitled to an annual remuneration of US\$250,000. Mr. Zhang is entitled to variable remuneration comprising of ex-gratia annual bonus, which is subject to his performance and the performance of the Company and the approval of the Remuneration Committee.

Mr. Wang Jianzhong has entered into an appointment contract with the Company for a term of three years commencing from 4 July 2016 and expiring on 3 July 2019, renewable automatically for successive terms of three years from 4 July 2019 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by giving either party to the other not less than three months' prior written notice. Mr. Wang is entitled to receive emoluments of HK\$120,000 per annum.

獨立非執行董事：

陳毅生先生
鄒振東先生
陳衛東先生
孫東昌先生

按照本公司組織章程細則第87條，婁東陽先生、王建中先生、鄒振東先生及陳衛東先生均會於應屆股東週年大會上輪值告退，惟合資格並願意於應屆股東週年大會上膺選連任。

董事的服務合約

蔣秉華先生已與本公司訂立委任合同，自二零零五年十一月二十八日起至二零零八年十一月二十七日屆滿，為期三年，分別自二零零八年十一月二十八日、二零一一年十一月二十八日、二零一四年十一月二十八日、二零一七年十一月二十八日及二零二零年十一月二十八日起可自動續期三年，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。蔣先生有權獲發年度酬金250,000美元。蔣先生有權收取浮動薪酬，包括特惠年度花紅，惟視乎其表現及本公司的表現而定，並須待薪酬委員會批准後方告作實。

叢永儉先生已與本公司訂立委任合同，自二零二零年二月十九日起為期三年，並須根據本公司的組織章程細則於本公司股東週年大會上輪值告退及重選連任。彼已放棄獲發年度酬金的權利。

張夢桂先生已與本公司訂立委任合同，自二零二零年六月二十二日起計為期三年，並須根據組織章程細則輪值告退及重選連任，除非及直至其中一方向另一方發出不少於三個月的事先書面通知予以終止。張先生有權獲發年度酬金250,000美元。張先生有權收取浮動薪酬，包括特惠年度花紅，惟視乎其表現及本公司的表現而定，並須待薪酬委員會批准後方告作實。

王建中先生已與本公司訂立委任合同，自二零一六年七月四日起至二零一九年七月三日止為期三年及自二零一九年七月四日起可自動續期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。王先生有權收取酬金每年120,000港元。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' SERVICE CONTRACTS (Continued)

Mr. Lou Dongyang has entered into an appointment contract with the Company for a term of three years commencing from 1 April 2018 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lou has waived entitlement to annual remuneration.

Ms. Fu Rui has entered into an appointment contract with the Company for a term of three years commencing from 1 June 2019 and expiring on 31 May 2022 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by giving either party to the other not less than three months' prior written notice. Ms. Fu Rui has waived entitlement to annual remuneration.

Mr. Qian Zewei has entered into an appointment contract with the Company for a term of three years commencing from 1 October 2019 and expiring on 30 September 2022 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by giving either party to the other not less than three months' prior written notice. Mr. Qian Zewei has waived entitlement to annual remuneration.

Mr. Chan Ngai Sang, Kenny has entered into an appointment contract with the Company for a term of three years commencing from 20 October 2005 and expiring on 19 October 2008, renewable automatically for successive terms of three years from 20 October 2008, 20 October 2011, 20 October 2014, 20 October 2017 and 20 October 2020 respectively subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by giving either party to the other not less than one month's prior written notice. Mr. Chan Ngai Sang Kenny is entitled to receive annual emoluments of HK\$120,000.

Mr. Zou Zhendong has entered into an appointment contract with the Company for a term of three years commencing from 18 May 2018 and expiring on 17 May 2021 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by giving either party to the other not less than three months' prior written notice. Mr. Zou Zhendong is entitled to an annual remuneration of HK\$120,000.

Mr. Chen Weidong has entered into an appointment contract with the Company for a term of three years commencing from 5 June 2018 and expiring on 4 June 2021 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by either party giving to the other not less than three months' prior written notice. Mr. Chen Weidong is entitled to an annual remuneration of HK\$120,000.

董事的服務合約(續)

婁東陽先生已與本公司訂立委任合同，自二零一八年四月一日起計為期三年，並須根據本公司的組織章程細則於本公司股東週年大會上輪值告退及重選連任。婁先生已放棄獲發年度酬金的權利。

傅銳女士已與本公司訂立委任合同，由二零一九年六月一日起至二零二二年五月三十一日屆滿，為期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。傅銳女士已放棄獲發年度酬金的權利。

錢澤偉先生已與本公司訂立委任合同，由二零一九年十月一日起至二零二二年九月三十日屆滿，為期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。錢澤偉先生已放棄獲發年度酬金的權利。

陳毅生先生已與本公司訂立委任合同，由二零零五年十月二十日起至二零零八年十月十九日屆滿，為期三年，分別自二零零八年十月二十日、二零一一年十月二十日、二零一四年十月二十日、二零一七年十月二十日及二零二零年十月二十日起可自動續期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於一個月的事先書面通知予以終止。陳毅生先生有權收取年度酬金120,000港元。

鄒振東先生已與本公司訂立委任合同，由二零一八年五月十八日起至二零二一年五月十七日屆滿，為期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。鄒振東先生有權收取年度酬金120,000港元。

陳衛東先生已與本公司訂立委任合同，由二零一八年六月五日起至二零二一年六月四日屆滿，為期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。陳衛東先生有權收取年度酬金120,000港元。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' SERVICE CONTRACTS (Continued)

Mr. Sun Dongchang has entered into an appointment contract with the Company for a term of three years commencing from 12 November 2019 and expiring on 11 November 2022 subject to retirement by rotation and re-election in accordance with the Articles of Association, unless terminated by either party giving to the other not less than three months' prior written notice. Mr. Sun Dongchang is entitled to an annual remuneration of HK\$120,000.

Except for Mr. Jiang Bing Hua and Mr. Zhang Menggui, no other Directors are entitled to any variable remuneration.

The Company confirms that it has received from each of its independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors to be independent.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory obligations.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent companies was a party or were parties and in which a Director or his/her connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year under review or at any time during the year.

DIRECTORS' PERMITTED INDEMNITIES

Under the Company's articles of association, every Director or other officer of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. A directors' and officers' liability insurance is in place to protect the directors and officers of the Company against any potential liability arising from the Company's activities which such directors and officers may be held liable.

董事的服務合約(續)

孫東昌先生已與本公司訂立委任合同，由二零一九年十一月十二日起至二零二二年十一月十一日屆滿，為期三年，並須根據組織章程細則輪值告退及重選連任，除非其中一方向另一方發出不少於三個月的事先書面通知予以終止。孫東昌先生有權收取年度酬金120,000港元。

除蔣秉華先生及張夢桂先生外，概無其他董事有權獲發任何浮動薪酬。

本公司確認各獨立非執行董事已根據上市規則第3.13條確認自身之獨立性，本公司亦認為獨立非執行董事之身分屬獨立。

董事概無與本公司或其任何附屬公司訂有本公司不能於一年內毋須支付補償(法定責任除外)而終止之服務合約。

管理合約

概無有關管理及經營本公司全部或任何重大部分業務的合約於本年度訂立或依然存續。

董事於交易、安排及合約中之重大權益

於回顧年度末或年內任何時間，本公司或其任何附屬公司、同系附屬公司或其母公司概無參與和董事或其關連實體直接或間接擁有重大權益，及與本公司業務有關之重要交易、安排及合約。

董事的獲准許彌償保證

根據本公司組織章程細則，就本公司任何事務而採取行動的每名本公司董事或其他高級人員，凡因執行職務或相關職責時而可能承擔或蒙受之所有成本、費用、開支、損失或負債，均可從本公司之資產中獲得彌償。本公司已投購董事及高級人員責任保險，以保障本公司董事及高級人員或須承擔來自本公司業務活動之任何潛在責任。

REPORT OF THE DIRECTORS

董事會報告書

BUSINESS REVIEW

Business Performance and Key Financial Indicators

Details of business performance and key financial indicators are set out in the “Management Discussion and Analysis” section of this annual report.

The key financial and business performance indicators comprise profitability growth, return on equity and gearing ratio. Details of the profitability analysis are shown in the “Management Discussion and Analysis” section of this annual report. The Company’s return on equity, based on profit attributable to equity shareholders to total equity attributable to equity shareholders, increased from 8.0% to 8.1% in the Year as compared to the previous year, which was mainly due to gain on settlement of sales and purchase contracts with Huangpu Shipbuilding. The Company’s gearing ratio, calculated based on total liabilities to total assets, decreased from 66.2% in 2019 to 41.2% in the Year. The Company will continue to safeguard its capital adequacy position, whilst maintaining a balance between business growth and risk management.

A review of the business of the Company and its subsidiaries for the Year is set out in the sections “Chairmen’s Statement” and “CEO’s Statement”, “Market Review and Prospect” and “Management Discussion and Analysis” of this annual report.

Sustainability Initiatives

The Company is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a positive framework for motivating staff and promoting sustainable relationships with customers, suppliers, service vendors, regulators and shareholders, as well as contributing to the community in which we conduct our businesses for creating a sustainable return to the Company. The Company has implemented energy saving practices in offices and branch premises where applicable.

The Company has compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence to and compliance with applicable legal and regulatory requirements. These policies and procedures are reviewed regularly. As far as the Company is aware, it had complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group for the Year and up to the date of this annual report.

業務回顧

業績表現及重要財務指標

有關業績表現及重要財務指標的詳情已載於本年度報告「管理層討論與分析」章節。

重要財務及業績表現指標包括溢利增長、股本回報率及資產負債比率。有關溢利分析的詳情已載於本年度報告「管理層討論及分析」一節。本公司按股權股東應佔溢利除以股權股東應佔權益總額計算之股本回報率由去年8.0%上升至本年度8.1%，主要由於與黃埔船廠結算買賣合約收益所致。本公司按總負債除以總資產計算之負債比率由二零一九年66.2%下跌至本年度41.2%。本公司將繼續保持充裕的資金狀況及維持業務增長及風險管理之間的平衡。

本公司及其附屬公司於本年度之業務回顧載於本年度報告「主席報告」及「首席執行官報告」、「市場回顧」及「管理層討論及分析」章節。

可持續發展計劃

本公司一直致力為環境的可持續發展作出貢獻以及維持高水平的企業社會管治，為鼓勵員工及促進與客戶、供貨商、服務供貨商、監管機構及股東保持可持續關係建立良好框架，同時亦在業務過程中為小區發展作出貢獻，從而為本公司持續帶來回報。本公司在適當情況下已於辦公室及分公司實施節能安排。

本公司設有合規及風險管理政策及程序，而高級管理層人員獲授權有責任持續監察符合相關法律及法規要求的情況。有關政策及程序將定期進行檢討。就本公司目前所知，本公司已於本年度及直至本年度報告之日期在重大方面已遵守能對本集團業務及營運構成重大影響的相關法律及法規。

REPORT OF THE DIRECTORS 董事會報告書

BUSINESS REVIEW (Continued)

Sustainability Initiatives (Continued)

Further discussion and analysis of the Company's principal activities as required by Schedule 5 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Companies Ordinance") can be found in the Management Discussion and Analysis set out in pages 16 to 34 of this annual report. This discussion forms part of this Report of the Directors.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to the required standard of dealings by the Directors as referred to in Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long Position in Ordinary Shares and Underlying Shares of the Company:

業務回顧(續)

可持續發展計劃(續)

按照公司條例(香港法例第622章)(「公司條例」)附表5規定所作出有關本公司主要業務之進一步討論及分析，載於本年報第16頁至34頁之管理層討論及分析。該討論構成本董事會報告之一部分。

董事及首席行政人員於股份、相關股份及債券中的權益及淡倉

於二零二零年十二月三十一日，董事及本公司首席行政人員於本公司或其相聯法團(定義見證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有根據證券及期貨條例第352條所述董事進行交易的準則規定本公司須存置的登記冊所記錄的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)規定已知會本公司及聯交所的權益及淡倉如下：

於本公司普通股及相關股份之好倉：

Name of Directors 董事姓名	Number of issued ordinary shares of HK\$0.10 each in the Company 本公司每股面值0.10港元的已發行普通股數目					Approximate percentage of the Company's issued share capital 佔本公司 已發行 股本概約 百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total 總計	
Mr. Zhang Menggui, Morgan 張夢桂先生	64,679,100	—	—	—	64,679,100	1.99%
Mr. Jiang Bing Hua 蔣秉華先生	25,665,240	—	—	—	25,665,240	0.79%
Mr. Chan Ngai Sang, Kenny 陳毅生先生	500,000	—	—	—	500,000	0.02%

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Long Position in Ordinary Shares and Underlying Shares of the Company: (Continued)

Save as disclosed above, as at 31 December 2020, none of the Directors or chief executives of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to the required standard of dealings by the Directors as referred to in Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares

Save as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, the paragraphs headed "Share Award Plans" and "Share Award Incentive Scheme" contained in the "Management Discussion and Analysis" section of this annual report and note 28 to the financial statements, at no time during the Year, any rights to acquire benefits by means of the acquisition of shares in or debentures of the Company was granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事及首席行政人員於股份、相關股份及債券中的權益及淡倉(續)

於本公司普通股及相關股份之好倉：(續)

除上文披露者外，於二零二零年十二月三十一日，概無董事或本公司首席行政人員於本公司或其任何相聯法團的股份、相關股份或債券中，擁有根據證券及期貨條例第352條所述董事進行交易的準則規定須記入登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事購買股份的權利

除上文「董事及首席行政人員於股份、相關股份及債券中的權益及淡倉」一段披露者，載於本年度報告「管理層討論及分析」一節「股份獎勵計劃」及「股份獎勵激勵計劃」各段及財務報表附註28的披露資料外，於本年度任何時間，任何董事或彼等各自的配偶或未成年子女概無獲授或行使可藉購買本公司股份或債券而獲益的權利，而本公司、其控股公司或其任何附屬公司及同系附屬公司亦無參與任何安排，致使董事可獲取任何其他法團的該等權利。

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

As at 31 December 2020, the following persons had interests or short positions in the shares and underlying shares of the Company which is required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and has been recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零二零年十二月三十一日，以下人士於本公司股份及相關股份中，擁有根據《證券及期貨條例》第XV部第2及3分部須向本公司披露並已根據證券及期貨條例第336條須記入本公司登記冊的權益或淡倉：

Name of Shareholders	Capacity and nature of interest	Number of shares	Approximate percentage of the shareholding	Approximate percentage of the repurchase mandate is exercised in full
股東姓名／名稱	身份及權益性質	股份數目	持股概約百分比	授權獲全面行使之持股概約百分比
China Merchants Group Limited (Note 1) ("CM Group") 招商局集團有限公司(附註1)(「招商局集團」)	Corporate 公司	1,530,372,000	47.18	52.43
China Merchants Steam Navigation Company Limited (Note 1) ("CM Steam Navigation") 招商局輪船股份有限公司(附註1)(「招商局輪船」)	Corporate 公司	1,530,372,000	47.18	52.43
China Great Wall Asset Management Co., Ltd. (Note 1) ("GW Asset Management") 中國長城資產管理股份有限公司(附註1)(「長城資產管理」)	Corporate 公司	1,530,372,000	47.18	52.43
China Great Wall AMC (International) Holdings Company Limited (Note 1) ("GWAMC International") 中國長城資產(國際)控股有限公司(附註1)(「長城資產國際」)	Corporate 公司	1,530,372,000	47.18	52.43
China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) (Note 1) ("Fund LP") 招商局長城海洋科技戰略發展產業基金(附註1)(「基金有限合夥人」)	Corporate 公司	1,530,372,000	47.18	52.43
China Merchants Great-Wall GP Limited (Note 1) ("Fund GP") 招商長城合夥人有限公司(附註1)(「基金普通合夥人」)	Corporate 公司	1,530,372,000	47.18	52.43
Great Wall International Investment V Limited (Note 1) ("GWI Investment V") Great Wall International Investment V Limited (附註1)(「GWI Investment V」)	Corporate 公司	1,530,372,000	47.18	52.43
Prime Force Investment Corporation (Note 1) ("Prime Force") Prime Force Investment Corporation (附註1)(「Prime Force」)	Beneficial Owner 實益擁有人	1,530,372,000	47.18	52.43
Minyun Limited Minyun Limited	Beneficial Owner 實益擁有人	284,751,000	8.78	9.75

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

Name of Shareholders	Capacity and nature of interest	Number of shares	Approximate percentage of the shareholding	Approximate percentage of the shareholding if the repurchase mandate is exercised in full
股東姓名／名稱	身份及權益性質	股份數目	持股概約百分比	倘購回授權獲全面行使之持股概約百分比
China International Marine Containers (Group) Co., Ltd. (Note 2) ("CMIC Group")	Corporate	185,600,000	5.72	6.36
中國國際海運集裝箱(集團)股份有限公司(附註2)(「中集集團」)	公司			
China International Marine Containers (Hong Kong) Ltd. (Note 2) ("CMIC HK")	Beneficial Owner	185,600,000	5.72	6.36
中國國際海運集裝箱(香港)有限公司(附註2)(「中集香港」)	實益擁有人			
China State Shipbuilding Corporation Limited (Note 3) ("CSSC")	Corporate	174,394,797	5.38	5.97
中國船舶集團有限公司(附註3)(「中船集團」)	公司			
CSSC Huangpu Wenchong Shipbuilding Company Limited (Note 3) ("Huangpu Shipbuilding")	Corporate	174,394,797	5.38	5.97
中船黃埔文冲船舶有限公司(附註3)(「黃埔船廠」)	公司			
Wah Shun International Marine Limited (Note 3) ("Wah Shun")	Beneficial Owner	174,394,797	5.38	5.97
華順國際船舶有限公司(附註3)(「華順」)	實益擁有人			

Notes:

1. Prime Force is a company incorporated in the British Virgin Islands and is wholly-owned by Fund LP and Fund LP is therefore deemed to be interested in the 1,530,372,000 shares that Prime Force is interested in under Part XV of the SFO.

Fund GP is the general partner of Fund LP and is therefore deemed to be interested in the 1,530,372,000 shares that Fund LP are interested in under Part XV of the SFO.

附註：

1. Prime Force為一間於英屬處女群島註冊成立之公司，並由基金有限合夥人全資擁有。因此，根據證券及期貨條例第XV部，基金有限合夥人被視為於Prime Force擁有權益之1,530,372,000股股份中擁有權益。

基金普通合夥人為基金有限合夥人之普通合夥，因此，根據證券及期貨條例第XV部，其被視為於基金有限合夥人擁有權益之1,530,372,000股股份中擁有權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Notes: (Continued)

1. (Continued)

GWJ Investment V Limited holds approximately 39.986% of the limited partnership interests in Fund LP and is therefore deemed to be interested in the 1,530,372,000 shares that Fund LP are interested in under Part XV of the SFO. GWJ Investment V Limited is a wholly-owned subsidiary of GWAMC International, and GWAMC International is a wholly-owned subsidiary of GW Asset Management. Therefore, GWAMC International, GW Asset Management are deemed to be interested in the 1,530,372,000 shares held by Fund LP. GWAMC International also holds 25% of the equity interest in Fund GP.

Given (i) China Great Bay Area Fund Management Company Limited holds 30% of the equity interest in Fund GP and is a wholly-owned subsidiary of China Merchants Capital Management Co. Ltd., which in turn is wholly owned by China Merchants Capital Investment Co., Ltd., which is in turn wholly-owned by CM Steam Navigation; (ii) China Merchants Union (BVI) Limited holds approximately 9.996% of the limited partnership interests in Fund LP and 15% of the equity interest in Fund GP, and its 50% of equity interest is held by China Merchants Holdings (Hong Kong) Company Ltd. which is wholly-owned by CM Steam Navigation; and (iii) China Merchants Industry Holdings Co., Ltd. ("CM Industry") holds 30% of the equity interest in Fund GP and approximately 29.989% of the limited partnership interests in Fund LP, and is a wholly owned subsidiary of CM Steam Navigation which is a wholly owned subsidiary of China Merchants Group Limited (招商局集團有限公司) ("CM Group"). CM Steam Navigation and CM Group are deemed to be interested in the 1,530,372,000 shares that Fund GP is interested in under Part XV of the SFO.

2. CIMC Group holds the entire issued share capital of CIMC HK. Therefore, CIMC Group is deemed to be interested in the 185,600,000 shares held by CIMC HK under Part XV of the SFO.
3. CSSC holds 35.5% of equity interest of CSSC Offshore & Marine Engineering (Group) Company Limited (中船海洋與防務裝備股份有限公司), which in turn holds 54.54% of equity interest of Huangpu Shipbuilding. CSSC also holds directly 14.48% of equity interest of Huangpu Shipbuilding, which directly holds 99% of issued shares of Wah Shun. Therefore, CSSC and Huangpu Shipbuilding are deemed to be interested in the 174,394,797 shares held by Wah Shun under Part XV of the SFO.

主要股東及其他人士於股份及相關股份中的權益及淡倉 (續)

附註：(續)

1. (續)

GWJ Investment V Limited持有基金有限合夥人約39.986%之有限合夥權益，因此，根據證券及期貨條例第XV部，其被視為於基金有限合夥人擁有權益之1,530,372,000股股份中擁有權益。GWJ Investment V Limited為長城資產國際之全資附屬公司，而長城資產國際為長城資產管理的全資附屬公司，因此長城資產國際、長城資產管理被視為於基金有限合夥人持有的1,530,372,000股股份中擁有權益。長城資產國際亦持有基金普通合夥人25%股本權益。

鑒於(i) China Great Bay Area Fund Management Company Limited 持有基金普通合夥人30%股本權益，並為招商局資本管理有限責任公司之全資附屬公司，而招商局資本管理有限責任公司由招商局資本投資有限責任公司全資擁有，而後者由招商局輪船全資擁有；(ii) China Merchants Union (BVI) Limited持有基金有限合夥人約9.996%之有限合夥權益及基金普通合夥人15%的權益，其50%的股本權益由招商局集團(香港)有限公司持有，而招商局集團(香港)有限公司由招商局輪船全資擁有；及(iii)招商局工業集團有限公司(「招商局工業」)分別持有基金普通合夥人30%股本權益及基金有限合夥人約29.989%之有限合夥權益，並為招商局輪船之全資附屬公司。而招商局輪船為招商局集團有限公司(「招商局集團」)之全資附屬公司。根據證券及期貨條例第XV部，招商局輪船及招商局集團各自被視為於基金普通合夥人擁有權益之1,530,372,000股股份中擁有權益。

2. 中集集團持有中集香港的全部已發行股本。因此，根據證券及期貨條例第XV部，中集集團被視為於由中集香港持有之185,600,000股股份中擁有權益。
3. 中船集團持有中船海洋與防務裝備股份有限公司35.5%股本權益，而中船海洋與防務裝備股份有限公司持有黃埔船廠54.54%股本權益。中船集團亦直接持有黃埔船廠14.48%股本權益，而黃埔船廠直接持有華順99%已發行股份。因此，根據證券及期貨條例第XV部，中船集團及黃埔船廠被視為於由華順持有之174,394,797股股份中擁有權益。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, as at 31 December 2020, there was no person (other than the Directors and chief executives of the Company whose interests are set out under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above) had an interest or short position in the shares or underlying shares of the Company as recorded in the register to be kept under Section 336 of the SFO.

ISSUE OF SETTLEMENT SHARES

On 31 August 2020, the Company entered into the subscription agreement with Huangpu Shipbuilding, pursuant to which the Company allotted and issued to a subsidiary of Huangpu Shipbuilding 174,394,797 ordinary shares (the "Settlement Shares") at the issue price of HK\$0.2767 per Settlement Share on 22 September 2020 under the general mandate granted by the shareholders to the directors at the annual general meeting of the Company held on 22 May 2020. The Board considered that (i) the allotment and issue of the Settlement Shares is a suitable means of settlement since it reduces the pressure on the Company's cash flow and could effectively avoid further and additional obligations from or liabilities incurred under certain contracts and ancillary contracts; (ii) the allotment and issue of the Settlement Shares will enlarge the capital base of the Company; (iii) the existing liabilities of the Group will be reduced without affecting the working capital of the Group; and (iv) the Group could retain more internal resources for daily working capital and for future investment (if any).

Details of the above transaction are set out in the announcement of the Company dated 31 August 2020.

CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group conducted certain transactions with connected persons which constituted continuing connected transactions under the Listing Rules. Particulars of these transactions are also set out in note 31(c) to the financial statements, with respect to which the Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. Details of those transactions which are subject to the reporting requirements under Rule 14A.71 of the Listing Rules are summarised as follows:

On 5 November 2020, the Company entered into a master supply and purchase agreement (the "Master Agreement") with CM Industry, pursuant to which the Group will purchase structural parts and other components ("Structural Parts Procurement") from and sell equipment used on offshore platforms etc. (together with installation and ancillary services) ("Products Sales") to the CM Industry and its subsidiaries, other than the Group, effective from the commencement date to 31 December 2022.

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

除上文披露者外，於二零二零年十二月三十一日，根據按照證券及期貨條例第336條存置之登記冊所記錄，概無任何人士(權益已於上文「董事及首席行政人員於股份、相關股份及債券中的權益及淡倉」一段載列的董事及本公司首席行政人員除外)於本公司的股份或相關股份中擁有權益或淡倉。

發行結算股份

於二零二零年八月三十一日，本公司與黃埔船廠訂立認購協議，據此，本公司根據股東於二零二零年五月二十二日舉行的本公司股東週年大會上授予董事的一般授權，於二零二零年九月二十二日向黃埔船廠的附屬公司配發及發行174,394,797股普通股(「結算股份」)，發行價為每股結算股份0.2767港元，董事會認為(i)配發及發行結算股份為適當結算方式，乃由於其減輕對本公司現金流量的壓力並能有效地避免若干合約及附屬合約的進一步及額外責任或由該等合約及附屬合約招致的負債；(ii)配發及發行結算股份將擴大本公司資本基礎；(iii)本集團現有負債將減少而不會對本集團營運資金產生影響；及(iv)本集團可保留更多內部資源作為日常營運資金及未來投資用途(如有)。

上述交易詳情載於本公司日期為二零二零年八月三十一日的公告內。

持續關連交易

年內，本集團與關連人士進行若干交易，該等交易根據上市規則構成持續關連交易。此等交易詳情亦載於財務報表附註31(c)。董事確認本公司已就此等交易遵守上市規則第14A章的披露要求。有關該等須遵守上市規則第14A.71條的申報規定的交易之詳情概述於下文：

於二零二零年十一月五日，本公司與招商局工業訂立總供應及採購協議(「總協議」)，據此，本集團將向招商局工業及其附屬公司(本集團除外)採購結構性部件及其他零部件(「結構性部件採購」)，並向其銷售海洋平台使用的設備等(連同安裝及配套服務)(「產品銷售」)，自開始日期起至二零二二年十二月三十一日止生效。

CONTINUING CONNECTED TRANSACTIONS

(Continued)

As Fund LP is interested in 1,530,372,000 shares of the Company (representing approximately 47.18% of the issued share capital of the Company), it is therefore a controlling shareholder of the Company. CM Industry is ultimately wholly-owned by CM Group and Fund LP is indirectly controlled by CM Group. Therefore, CM Industry is an associate of CM Group and Fund LP and a connected person of the Company under the Listing Rules. As a result, the transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

The annual caps under the Master Agreement for each of the period/year ending 31 December 2020, 2021 and 2022 are US\$40 million, US\$100 million and US\$100 million, respectively, for the Products Sales and US\$5 million, US\$16 million and US\$16 million, respectively, for the Structural Parts Procurement. For the year ended 31 December 2020, the aggregate amount of the Products Sales and the Structural Parts Procurement under the Master Agreement were approximately US\$563,000 and US\$Nil, respectively.

The Directors expect that the transactions will promote cooperation between both parties in the future and will expand the operational revenue, increase liquidity, reduce transaction costs effectively and increase net profit of the Group, thereby improving the performance of the Company during the countercyclical period of oil and gas industry, which is in line with the Company's long-term strategy to become a cost-competitive provider of integrated solutions for oil and gas drilling industry.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of each of the Products Sales (including the annual caps) and the Structural Parts Procurement (including the annual caps) exceed 5% and HK\$10 million, each of the Products Sales (including the annual caps) and the Structural Parts Procurement (including the annual caps), constitute a continuing connected transaction for the Company and is subject to the reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules. At the extraordinary general meeting of the Company held on 31 December 2020, the above transactions were approved by the independent shareholders.

Details of the above transactions are set out in the circular of the Company dated 15 December 2020.

持續關連交易 (續)

由於基金有限合夥人於本公司1,530,372,000股股份(相當於本公司已發行股本約47.18%)中擁有權益，因此其為本公司的控股股東。招商局工業由招商局集團最終全資擁有，而基金有限合夥人由招商局集團間接控制。因此，根據上市規則，招商局工業為招商局集團及基金有限合夥人的聯繫人及本公司的關連人士。故此，根據上市規則第14A章，該等交易構成本公司的持續關連交易。

總協議項下截至二零二零年、二零二一年及二零二二年十二月三十一日止各期間／年度的產品銷售年度上限分別為40百萬美元、100百萬美元及100百萬美元，而結構性部件採購年度上限分別為5百萬美元、16百萬美元及16百萬美元。截至二零二零年十二月三十一日止年度，根據總協議進行的產品銷售及結構性部件採購的總金額分別為約563,000美元及零美元。

董事預期，該等交易日後將推動雙方合作，同時將在油氣行業逆週期時為本集團擴大營業收入，增加流動資金，有效降低交易成本及增加淨利潤，藉以提升本公司業績表現，符合本公司成為油氣鑽探行業綜合解決方案具成本競爭力供應商的長期策略。

由於產品銷售(包括年度上限)及結構性部件採購(包括年度上限)各自的一項或多項適用百分比率(定義見上市規則第14.07條)超過5%及10百萬港元，故產品銷售(包括年度上限)及結構性部件採購(包括年度上限)各自構成本公司的持續關連交易，並須遵守上市規則第14A章項下的申報、公告、獨立股東批准及年度審閱規定。於二零二零年十二月三十一日舉行的本公司股東特別大會，上述交易已獲獨立股東批准。

上述交易詳情載於本公司日期為二零二零年十二月十五日的通函內。

REPORT OF THE DIRECTORS

董事會報告書

CONTINUING CONNECTED TRANSACTIONS

(Continued)

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Directors engaged the auditor of the Company to perform certain work on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has provided a letter to the Directors of the Company and confirmed that, for the year ended 31 December 2020 nothing has come to its attention that causes it to believe that:

- (a) the disclosed continuing connected transactions have not been approved by the Company's Board;
- (b) for transactions involving the provision of goods or services by the Group, that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions;
- (d) with respect to the aggregate amount of each of the relevant continuing connected transactions, such continuing connected transactions have exceeded the annual cap as set and disclosed by the Company.

EQUITY-LINKED AGREEMENTS

Save as disclosed under the paragraphs headed "Share Award Plans" and "Share Award Incentive Scheme" contained in the "Management Discussion and Analysis" section of this annual report and note 28 to the financial statements, no equity-linked agreements were entered into during the Year or subsisted at the end of the Year.

持續關連交易 (續)

獨立非執行董事已審閱上述持續關連交易並確認該等交易乃：

- (a) 在本集團的日常及一般業務過程中訂立；
- (b) 按照一般商業條款或更佳條款進行；及
- (c) 根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

根據上市規則第14A.56條，董事委聘本公司的核數師就本集團的持續關連交易進行若干按照香港會計師公會頒布的第3000號保證服務的香港審計準則(經修訂)「審計或審閱歷史性財務資料外的保證服務」和參照實用指引第740號「在香港上市規則項下持續關連交易的核數師函件」的工作程序。核數師已向本公司董事發出函件確認截至二零二零年十二月三十一日止年度，其並無注意到任何事項令其相信：

- (a) 該等已披露的持續關連交易未獲本公司董事會批准；
- (b) 就本集團提供貨品或服務所涉及的交易，該等交易在各重大方面沒有按照本集團的定價政策進行；
- (c) 該等交易在各重大方面沒有根據有關該等交易的協議進行；
- (d) 就相關的每項持續關連交易而言，該等持續關連交易的總金額超過本公司訂立並披露的年度上限。

股票掛鉤協議

除載於本年度報告「管理層討論及分析」一節及財務報表附註28有關「股份獎勵計劃」及「股份獎勵激勵計劃」的披露資料外，於本年度終結日或本年度內任何時間概無訂立任何股票掛鉤協議。

REPORT OF THE DIRECTORS

董事會報告書

RELATED PARTY TRANSACTIONS

Details of the related party transactions for the Year are set out in note 31 to the financial statements. Save as disclosed therein, there were no other transactions to be disclosed as related party transactions in accordance with the requirements of the Listing Rules and accounting principles generally accepted in Hong Kong.

DIRECTOR'S INTERESTS IN COMPETING BUSINESS

None of the Directors or any of their respective close associates was interested in any business that competes or may compete, either directly or indirectly, with the business of the Company, or had any other conflict of interests with the Company during the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total number of issued Shares (being the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules was held by the public as at the date of this annual report.

AUDITORS

KPMG will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out on pages 60 to 77 of this annual report.

On Behalf of the Board
CMIC Ocean En-tech Holding Co., Ltd.

LOU Dongyang
Chairman

JIANG Bing Hua
Co-Chairman

Hong Kong, 26 March 2021

有關聯人士交易

本年度有關聯人士交易詳情載於財務報表附註31。除本報告披露者外，概無其他交易須根據上市規則及香港公認會計準則按有關聯人士交易披露。

董事於競爭業務的權益

董事或彼等各自任何緊密聯繫人概無於本年度於任何與本公司業務構成或可能構成直接或間接競爭的業務中擁有權益或與本公司出現其他利益衝突。

充足之公眾持股量

根據本公司可公開獲得的資料及就董事所深知，直至本年報日期，本公司已發行股份總額中至少有25%（即聯交所及上市規則規定的最低公眾持股比例）由公眾人士持有。

核數師

畢馬威會計師事務所於本公司應屆股東週年大會上退任，會上將提呈決議案重新委任其為本公司核數師。

企業管治

本公司所採納主要企業管治常規報告載於本年報第60頁至77頁。

代表董事會
華商國際海洋能源科技控股有限公司

主席
龔東陽

聯席主席
蔣秉華

香港，二零二一年三月二十六日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present the “Corporate Governance Report” for the Year.

The Company recognises the importance of good corporate governance to the Group’s healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the needs of its business. Therefore, the Company has continued to incorporate the essence of corporate governance into its management structure and internal control procedures, with the aim to maintaining the highest standard in integrity and ethics in all aspects of our business activities, and to ensure the full compliance of our operations with applicable laws and regulations. By achieving high standards of corporate governance, the Directors believe that sound and reasonable corporate governance practices are essential for the rapid growth of the Company and for safeguarding and maximising the interests of the Company and its shareholders as a whole.

CORPORATE GOVERNANCE PRACTICES

For the year ended 31 December 2020, the Company had complied with the code provisions of the Corporate Governance Code (the “CG Code”) set out in Appendix 14 to the Listing Rules, save for the following deviations:

Code Provision A.2.1

The roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

During the period from 1 January 2020 to 18 February 2020, Mr. Wang Hongyuan took up the posts of executive chairman and chief executive officer of the Company. This deviated from code provision A.2.1 of the CG Code which stipulated that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Wang has extensive experience in strategic planning, mergers and acquisitions, capital operations and investments in sectors such as offshore marine and shipping, port and bonded logistics. Mr. Wang has high standing within the Group together with his extensive experience in the offshore industry. Mr. Wang is well versed with the business models and development of the Group and the development of the gas and oil industry. The Board, after due and careful consideration, was of the view that Mr. Wang was the single most suitable person for the positions of the executive chairman and chief executive officer of the Group. After the resignation of Mr. Wang and the appointment of Mr. Lou Dongyang as the chairman of the Board with effect from 19 February 2020, the Company has complied with the code provision A.2.1.

董事會欣然呈報本年度本「企業管治報告」。

本公司深明良好企業管治對本公司健全發展之重要性，故致力尋求及制訂切合其業務需要之企業管治常規，並繼續將有效的企業管治要素，一一融入管理架構與內部監控程序當中，力求在業務各方面貫徹嚴謹的誠信及道德操守，確保所有業務運作一律符合適用法律及法規。透過建設高水平的企業管治，董事相信，健全、合理的企業管治常規，是本公司快速成長、保障及提高本公司及股東整體利益的關鍵。

企業管治常規

截至二零二零年十二月三十一日止年度，本公司已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）之守則條文，惟偏離下述者：

守則條文第A.2.1條

主席與首席執行官之角色應有區分，不應由一人同時兼任。主席與首席執行官之間職責之分工應清楚界定並以書面列載。

於二零二零年一月一日至二零二零年二月十八日期間，王洪源先生擔任本公司之執行主席兼首席執行官，與守則條文第A.2.1條有所偏離，該條文規定主席與首席執行官之角色應有區分，不應由一人同時兼任。王先生於海上航運及船舶、港口及連接物流等分部之戰略規劃、收購兼併、資本運營及投資上擁有豐富的經驗。王先生於本集團內之地位崇高，加上彼於海洋產業之經驗豐富。王先生對本集團之業務模式及發展以及天然氣及石油行業發展均相當熟悉。董事會於作出經審慎周詳考慮後認為王先生為唯一最適合出任本集團執行主席兼首席執行官之人選。於王先生辭任及委任婁東陽先生為董事會主席（自二零二零年二月十九日起生效）後，本公司已遵守守則條文第A.2.1條。

THE MODEL CODE

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standards of dealings as set out in the Model Code for Securities Transactions by the Directors of Listed Issuers (the "Model Code") as set forth in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors had complied with such code of conduct and the required standards of dealings as set out in the Model Code throughout the year ended 31 December 2020.

BOARD OF DIRECTORS

The Board is responsible for managing the Company on behalf of shareholders. The Board is of the view that it is the Directors' responsibilities to create value for shareholders and safeguard the best interests of the Company and the shareholders by discharging its duties in a dedicated, diligent and prudent manner on the principle of good faith. The Board is also responsible for decisions in relation to the overall strategic development of the Company's business. Responsibilities in relation to daily and execution of the strategic business plans are delegated to each of the executive Directors and the management.

Details of the backgrounds and qualifications of the executive chairman of the Company, other Directors and senior management are set out under the "Profiles of Directors and Senior Management" of this annual report. All Directors have given sufficient time and attention to the affairs of the Company. The executive Directors have sufficient experience to hold their positions so as to carry out their duties effectively and efficiently.

The Board comprises eleven Directors up to the date of this annual report, including three executive Directors, namely Mr. Cong Yongjian, Mr. Jiang Bing Hua and Mr. Zhang Menggui, Morgan; four non-executive Directors, namely Mr. Lou Dongyang (Chairman), Mr. Wang Jianzhong, Ms. Fu Rui and Mr. Qian Zewei; and four independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Zou Zhendong, Mr. Chen Weidong and Mr. Sun Dongchang. As over half of the members of the Board are non-executive Directors and they have not participated in the management of the Company, the Board is able to exercise independent judgement on corporate affairs and provide the management with a diverse and objective perspective on issues. The Board believes that the current board size is appropriate based on the Company's present circumstances and will periodically evaluate the need for increasing or decreasing its size.

標準守則

本公司已就董事進行之證券交易採納一項條款不寬於上市規則附錄十上市發行人董事進行證券交易的標準守則(「標準守則」)所載規定買賣準則之操守守則。於向全體董事作出特定查詢後，董事於截至二零二零年十二月三十一日止年度一直已遵守標準守則內所載有關操守守則及規定買賣準則。

董事會

董事會負責代表股東管理本公司。董事會認為，董事須透過以積極、盡責及審慎的態度，按照誠信原則履行其職務，負責為股東創造價值及保障本公司及股東的最佳利益。董事會亦負責決定本公司業務的整體策略發展。策略業務計劃的日常及執行責任已委派予各執行董事及管理層。

本公司執行主席、其他董事及高級管理層的背景及資格詳情載於本年報「董事及高級管理層履歷」內。全體董事已撥出充足時間及注意力於本公司的事務上。執行董事均擁有出任其職位所需之豐富經驗，以有效及有效率地履行其職務。

截至本年度報告日期止，董事會由十一名董事組成，包括三名執行董事，分別為叢永儉先生、蔣秉華先生及張夢桂先生；四名非執行董事，分別為婁東陽先生(主席)、王建中先生、傅銳女士及錢澤偉先生；以及四名獨立非執行董事，分別為陳毅生先生、鄒振東先生、陳衛東先生及孫東昌先生。董事會半數以上成員為非執行董事，彼等並無參與本公司管理，故董事會可就企業事務作出獨立判斷，並向管理層就各項事宜提供各方面的意見及客觀分析。董事會相信，董事會現時規模適合本公司目前環境，並將會定期評估是否需要增加或減少成員數目。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

During the year ended 31 December 2020, the Board had at all times complied with the requirement of the Listing Rules of having at least three independent non-executive Directors (more than one third of the Board members) and at least one of them having appropriate professional accounting or related financial management expertise. To the knowledge of the Directors, there are no financial, business, family or other material relationships among the Board members.

The Articles clearly state the procedures for the appointment of new directors, re-election and removal of directors. Under the Articles, the Board may from time to time appoint a director either to fill a casual vacancy or as an addition to the Board. Any such new director shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the same general meeting.

All Directors (including non-executive Directors) have entered into a service contract with the Company for a term of three years. They are subject to retirement by rotation once every three years, and re-election in accordance with the Articles, unless and until terminated by not less than three months' prior notice in writing served by either party on the other. Pursuant to Article 87, Mr. Lou Dongyang, Mr. Wang Jianzhong, Mr. Zou Zhendong and Mr. Chen Weidong will retire, and being eligible for election, offer themselves for re-election at the forthcoming annual general meeting to be held on 21 May 2021.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent persons.

The primary functions of the Board include:

- deciding on the overall strategies, overseeing operational and financial performance and formulating appropriate policies to manage risk exposure associated with realising the strategies and goals of the Company;
- being held accountable for the internal control system of the Company and responsible for reviewing its effectiveness;

董事會(續)

截至二零二零年十二月三十一日止年度，董事會一直遵守符合上市規則之要求，規定董事會內至少有三名獨立非執行董事(超過董事會人數三分之一)並至少其中一名具備合適專業會計或相關財務管理專長。就董事所知，董事會成員之間並無任何財務、業務、家屬或其他重大關係。

章程清楚列明委任新董事、重選及罷免董事的程序。根據章程，董事會可不時委任董事填補臨時空缺或新增加入董事會。任何有關新增董事將就任至本公司下屆股東大會(就填補臨時空缺而言)或直至本公司下屆股東週年大會(就新加入董事會而言)，並符合資格於同一股東大會上重選連任。

全體董事(包括非執行董事)已與本公司訂立服務合約，為期三年，根據章程須每三年輪值告退一次及膺選連任，除非及直至任何一方向另一方發出不少於三個月的事先書面通知終止。根據細則第87條，婁東陽先生、王建中先生、鄒振東先生及陳衛東先生將於二零二一年五月二十一日舉行的應屆股東週年大會上退席，並合資格及願意重選連任。

各位獨立非執行董事已根據上市規則第3.13條作出獨立性之年度確認。本公司認為所有獨立非執行董事已符合上市規則第3.13條所載之獨立指引且屬獨立人士。

董事會的主要職能包括：

- 決定整體策略，監察營運及財務表現，並制定適當的政策，以管理為達成本公司策略目標而承擔之風險；
- 對本公司內部監控制度及就檢討其效能負責；

BOARD OF DIRECTORS (Continued)

- being ultimately responsible for preparing financial statements and discussing the performance, financial conditions and prospects of the Company in a balanced, clear and comprehensible manner. These responsibilities are applicable to interim and annual reports of the Company, other price sensitive announcements published according to the Listing Rules and disclosure of other financial information, reports submitted to regulatory bodies and information discloseable under statutory requirements;
- executive Directors oversee the overall business of the Company and are responsible for the daily operations of the Company and the Board is responsible for affairs involving the overall policies, finances and shareholders of the Company, including, among others, financial statements, dividend policy, significant changes to accounting policies, annual operating budgets, material contracts, major financing arrangements, principal investment and risk management strategies. Implementation and execution of such decisions are delegated to the management; and
- regularly reviewing its own functions and the powers conferred upon executive Directors to ensure appropriate arrangements are in place. The management is well informed of its power and duties with clear guidelines and instructions, in particular regarding situations under which reporting to the Board is necessary and matters that require the approval of the Board before any decisions or commitments can be made on behalf of the Company.

Members of the Board held a total of five meetings during the Year. The Directors were given sufficient time and information relating to the matters to be discussed in the Board meetings in advance, or except in special circumstances, consent to short notice is sought at times of urgency. In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company. Moreover, the Company Secretary prepares minutes and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

Matters considered and approved by the Board during the Year mainly related to (i) review of the Company's business; (ii) approval of the 2019 annual results; (iii) approval of the 2020 interim results; (iv) issue of settlement shares; (v) the major transaction in relation to a land disposal agreement; and (vi) continuing connected transactions.

董事會(續)

- 最終負責編製財務報表，及以平衡、清晰及易於理解的方式討論本公司之績效表現，財務狀況及前景。這方面的責任適用於本公司中期及年度報告、按上市規則發出的其他股價敏感公佈及其他財務數據之披露、向監管機構提交的報告，以及根據法定要求須予披露之信息；
- 執行董事監督本公司之整體業務及負責本公司之日常營運，涉及本公司整體策略、財政及股東之事務則由董事會負責，其中包括財務報表、股息政策、會計政策之重大變動、年度營運預算、重大合約、主要融資安排、主要投資及風險管理策略。該等決定之實施及執行均被授權予管理層負責；及
- 定期檢討其自身之功能及授予執行董事之權力，以確保該等安排仍然適當。管理層已就其權力及義務獲清晰指引及指示，特別是在何種情況下應向董事會彙報，以及在代表本公司作出任何決定或訂立任何承諾前應取得董事會批准等事宜方面。

董事會成員於本年度舉行合共5次會議。董事事先獲給予充足時間及有關將於董事會會議上商討的事宜的資料，或除於特別情況下，同意於緊急時接獲短期通知。此外，本公司已制定一套程序以供各董事在適當情況下尋求獨立專業意見以履行其職責，有關費用由本公司負責。另外，公司秘書會編製會議記錄並保存有關於所有董事會上所討論事宜及所議決決定之記錄。公司秘書亦保存會議記錄，以供任何董事在發出合理通知後，於任何合理時間查閱。

董事會於本年度考慮及批准的事項主要關於(i)審閱公司業務；(ii)批准二零一九年年度業績；(iii)批准二零二零年中期業績；(iv)發行結算股份；(v)有關土地出售協議的主要交易；及(vi)持續關連交易。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

The Directors have complied with the code provision of the CG Code for the convening of Board meetings which requires Board meetings to be held at least four times a year at approximately quarterly intervals and held Board meetings for the purpose of reviewing the financial performance, results of each relevant period, material investments and other matters of the Company that require resolutions of the Board. Simultaneous conference calls are used to improve attendance when individual Directors cannot attend the meeting in person.

For the year ended 31 December 2020, the executive chairman of the Company held a meeting with the independent non-executive Directors without the presence of the other Directors.

Mr. Lou Dongyang is the chairman of the Board and Mr. Cong Yongjian is the chief executive officer of the Company. The division of responsibilities between the chairman of the Board and the chief executive officer of the Company are clearly divided to ensure a balance of power and authority and to reinforce their independence and accountability.

Mr. Lou Dongyang, being the chairman of the Board, is responsible for leading the Board and ensuring that the Board functions effectively and performs its responsibilities, that Directors receive, in a timely manner, adequate information which is accurate, clear, complete and reliable and that all Directors are properly briefed on issues arising at board meetings. The chairman also encourages Directors to actively participate in, and to make full contribution to, the Board's affairs so that the Board can act in the best interest of the Company.

Mr. Cong Yongjian, being the chief executive officer of the Company, is responsible for the daily operations of the Company, execution of business policies, strategies, objectives and plans as formulated and adopted by the Board and leading the management of the Company.

Directors' Continuous Training and Development

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The Company continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance with and enhance their awareness of good corporate governance practices. The Company issue circulars or guidance notes to Directors and senior management where appropriate to ensure awareness of best corporate governance practices.

During the Year, the Directors were committed to complying with the code provision A.6.5 on Directors' training. Some Directors attended seminars and conferences, which covered topics including the Companies Ordinance, taxation, quality control, and corporate governance issues, and provided a record of training they received for the Year to the Company.

董事會(續)

董事已遵守召開企業管治守則有關董事會會議之守則條文，規定每年大約按季度舉行最少四次董事會會議，及舉行董事會會議以檢討財務表現、各有關期間的業績、重大投資及本公司其他須以董事會決議案通過的事宜。當個別董事未能親身出席會議時，實時電話會議可用作改善出席情況。

截至二零二零年十二月三十一日止年度，本公司執行主席與獨立非執行董事舉行了一次會議，該會議並無其他董事出席。

婁東陽先生為董事會主席，叢永儉先生為本公司首席執行官。本公司董事會主席及首席執行官的職責清楚劃分，確保權力及職權得到平衡，以及加強獨立性及問責性。

董事會主席婁東陽先生負責領導董事會及確保董事會有效運作並履行其職責，並確保董事準時收到充足、準確、清晰、完整及可靠的資料，亦確保各董事均適當知悉董事會會議討論的議題。主席亦鼓勵各董事積極參與及全力投入董事會事務，務求令董事會能以本公司的最佳利益為依歸。

本公司首席執行官叢永儉先生負責本公司的日常運作，落實由董事會制定及採納的業務政策、策略、目標及計劃以及領導本公司管理人員。

董事之持續培訓及發展

董事應參加持續專業發展，發展及更新其知識及技能。此為確保彼等向董事會作出知情及恰當之貢獻。本公司持續提供有關上市規則及其他適用監管規定之最新信息予董事，以確保董事遵守企業管治常規及提高彼等對良好企業管治常規之認識。本公司向董事及高級管理層(倘合適)發出通函或指引，以確保瞭解最佳企業管治常規。

於本年度，董事已承諾遵守有關董事培訓之守則條文第A.6.5條。若干董事已出席研討會及會議，其中涉及的主題包括新的公司條例、稅務、質量控制及企業管治事項及向本公司提供彼等於本年度的培訓記錄。

BOARD OF DIRECTORS (Continued)

Directors' Continuous Training and Development

(Continued)

A summary of training received by the Directors during the Year set out as follows:

董事會(續)

董事之持續培訓及發展(續)

董事於本年度的培訓概要載列如下：

Name of Director 董事姓名	Type of Training 培訓類別
Executive Directors: 執行董事：	
Mr. CONG Yongjian 叢永儉先生	A, B
Mr. JIANG Bing Hua 蔣秉華先生	A, B
Mr. ZHANG Menggui, Morgan 張夢桂先生	A, B
Non-executive Directors: 非執行董事：	
Mr. WANG Jianzhong 王建中先生	B
Mr. LOU Dongyang 婁東陽先生	B
Ms. FU Rui 傅銳女士	B
Mr. QIAN Zewei 錢澤偉先生	B
Independent non-executive Directors: 獨立非執行董事：	
Mr. CHAN Ngai Sang, Kenny 陳毅生先生	B
Mr. ZOU Zhendong 鄒振東先生	B
Mr. CHEN Weidong 陳衛東先生	B
Mr. SUN Dongchang 孫東昌先生	B

Notes:

A: attending seminars and/or conferences and/or forums relating to directors' duties or other relevant topics

B: reading seminar materials, newspapers, journals and updates relating to economy, the latest development of the Listing Rules and other applicable regulatory requirements

附註：

A：出席研討會及／或會議及／或論壇關於董事之職務或其他相關議題

B：閱讀研討會材料、報紙、刊物及有關經濟、上市規則及其他適用監管規定的最近發展的更新情況

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Directors' Attendance of Meetings

Details of attendance of meetings of the Board, audit committee, remuneration committee, nomination committee and compliance committee meetings and the general meetings of the Company held during the Year by the Directors are set out as follows:

董事會(續)

董事出席會議的情況

於本年度，董事出席本公司所舉行的董事會、審核委員會、薪酬委員會、提名委員會及監察委員會會議以及股東大會的情況如下：

Name of Director 董事姓名	Number of meeting(s) attended/held 出席／舉行會議次數					
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Compliance Committee 監察委員會	General Meeting 股東大會
Executive Directors: 執行董事：						
Mr. CONG Yongjian (appointed on 19 February 2020) 叢永儉先生(於二零二零年二月十九日獲委任)	4/4					3/3
Mr. JIANG Bing Hua 蔣秉華先生	5/5		2/2			3/3
Mr. ZHANG Menggui, Morgan 張夢桂先生	5/5			2/2		3/3
Mr. WANG Hongyuan (resigned on 19 February 2020) 王洪源先生(於二零二零年二月十九日辭任)	0/1		0/1	0/1		0/0
Non-executive Directors: 非執行董事：						
Mr. WANG Jianzhong 王建中先生	1/5					1/3
Mr. LOU Dongyang 婁東陽先生	3/5		2/2	2/2	1/1	1/3
Ms. FU Rui 傅銳女士	3/5					
Mr. QIAN Zewei 錢澤偉先生	2/5					
Independent non-executive Directors: 獨立非執行董事：						
Mr. CHAN Ngai Sang, Kenny 陳毅生先生	5/5	2/2	2/2	2/2	1/1	1/3
Mr. ZOU Zhendong 鄒振東先生	5/5	2/2	2/2	2/2		1/3
Mr. CHEN Weidong 陳衛東先生	5/5	2/2	2/2	2/2	1/1	1/3
Mr. SUN Dongchang 孫東昌先生	1/5					

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of legal actions against the Directors.

COMPANY SECRETARY

Ms. Ching Fan KOO has been engaged by the Company as its Company Secretary. The primary contact person of the Company with Ms. Koo is Mr. ZHAO Yinan, the Secretary to the Board. Ms. Koo attended no less than 15 hours of relevant professional training during the Year in accordance with Rule 3.29 of the Listing Rules.

REMUNERATION COMMITTEE

The remuneration committee was established on 20 October 2005 with written terms of reference in compliance with the CG Code. It comprises three independent non-executive Directors, namely Mr. Zou Zhendong (chairman), Mr. Chan Ngai Sang, Kenny and Mr. Chen Weidong, and one non-executive Director, namely, Mr. Lou Dongyang, and one executive Director, namely Mr. Jiang Bing Hua.

The role and function of the remuneration committee include the determination of the specific remuneration packages of all executive Directors and senior management, including benefits-in-kind, pension rights and remuneration payments (including any compensation payable for loss or termination of their office or appointment), or making recommendations to the Board of the remuneration of Directors. The remuneration committee will consider and give due regard to both the performance levels of, and a fair reward for, the chairman, executive Directors and the senior management and to the interest of all the shareholders of the Company in light of the financial and commercial circumstances of the Company from time to time. No Director shall be involved in deciding his own remuneration. The remuneration committee also made recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy.

During the Year, the remuneration committee held two meetings and proposed to consider the salaries of the non-executive Director and independent non-executive Directors. The chairman of the remuneration committee reported the findings and provided recommendations to the Board after the meetings.

董事保險

本公司已就針對董事之法律行動安排適當投保。

公司秘書

顧菁芬小姐獲本公司委任為公司秘書。本公司與顧小姐之主要聯絡人為董事會秘書趙一楠先生。於本年度，顧小姐根據上市規則第3.29條參加不少於15小時的相關專業培訓的規定。

薪酬委員會

薪酬委員會於二零零五年十月二十日成立，並遵照企業管治守則以書面制定其職權範圍。薪酬委員會包括三名獨立非執行董事，分別為鄧振東先生(主席)、陳毅生先生及陳衛東先生，以及一名非執行董事婁東陽先生及一名執行董事蔣秉華先生。

薪酬委員會的角色及職能包括釐定全體執行董事及高級管理層的特定酬金組合，包括實物利益、退休福利及薪酬款項(當中包括任何就董事離職或委任而應付的任何報酬)，或及就董事酬金向董事會建議意見。薪酬委員會將同時考慮及適當顧及主席、執行董事及高級管理層的表現水平及其公平報酬，以按照本公司當時的財務及商務狀況，符合本公司全體股東的利益。概無董事將參與釐定其本身酬金。薪酬委員會亦就為建立正式及透明之制訂薪酬政策程序向董事會作出建議。

本年度內，薪酬委員會召開2次會議，建議檢討非執行董事及獨立非執行董事的酬金組合。於會議舉行後，薪酬委員會主席已向董事會彙報有關情況及提出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE (Continued)

Details of the Directors' remuneration are set out in note 7 to the consolidated financial statements. In addition, pursuant to code provision B.1.5, the annual remuneration of members of the senior management by band for the year ended 31 December 2020 is set out below:

Remuneration band (US\$) 酬金分級(美元)	Number of individuals 人數
Less than 100,000 少於100,000	2
100,000 to 200,000 100,000至200,000	2
200,001 to 300,000 200,001至300,000	1
300,001 to 400,000 300,001至400,000	2
400,001 to 500,000 400,001至500,000	—

NOMINATION COMMITTEE

The nomination committee was established on 5 June 2009 with written terms of reference in compliance with the CG Code and comprises a majority of independent non-executive Directors. Currently, the members of the committee are Mr. Lou Dongyang (chairman), a non-executive Director, Mr. Zhang Menggui, Morgan an executive Director and, Mr. Chan Ngai Sang, Kenny, Mr. Zou Zhendong and Mr. Chen Weidong, each an independent non-executive Director.

Prior to the establishment of the nomination committee, the executive chairman and chief executive officer were mainly responsible for identifying suitable candidates for members of the Board when there was a vacancy or an additional director was considered necessary. The executive chairman or chief executive officer would propose the appointment of such candidates to the Board for consideration and the members of the Board would review the qualifications of the relevant candidates for determining the suitability of such candidates for the Company based on his/her skills, qualifications, experience, background, leadership and personal integrity. The decision to appoint a director may be approved by a majority of the members of the Board.

The nomination committee has adopted a diversity policy concerning the diversity of Board members. In determining the Board composition and selecting candidates for the Board, the Company considers a range of elements, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All appointments of the Board are made based on merit and objective standards while taking account of the benefits of a diverse Board.

薪酬委員會(續)

董事酬金詳情載列於綜合財務報表附註7。此外，根據守則條文第B.1.5條，截至二零二零年十二月三十一日止年度，高級管理人員年度酬金分級載列如下：

提名委員會

提名委員會於二零零九年六月五日成立並遵照企業管治守則以書面制定其職權範圍，且大部分成員為獨立非執行董事。現時，委員會的成員為非執行董事婁東陽先生(主席)、執行董事張夢桂先生、以及獨立非執行董事陳毅生先生、鄒振東先生及陳衛東先生。

於成立提名委員會前，執行主席及首席執行官主要負責在出現空缺或認為需要增添董事時，甄別適當人選作為董事會成員。執行主席或首席執行官將向董事會建議委任該候選人以供考慮，而董事會成員會審閱有關候選人的資歷，按其技能、資歷、經驗、背景、領導能力及個人誠信確定是否適合本公司。委任董事的決定可經董事會大多數成員批准。

提名委員會已採納有關董事會多元化之多元化政策。本公司在設定董事會成員組合及甄選董事會候選人時，會從多方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並以客觀準則考慮人選，充分顧及董事會多元化的裨益。

NOMINATION COMMITTEE(Continued)

The selection of candidate will be based on a range of diversity elements. The final decision will be made according to the strengths of the candidate and his/her contribution that would bring to the Board.

As at the date of this report, the Board comprises eleven Directors, of which four are independent non-executive Directors and four are non-executive Directors, which enables critical review and control of the management process. The Board is also characterised by significant diversity whether in terms of gender, nationality, professional background or skills.

During the Year, the nomination committee held two meetings to review and discuss the appointment of the non-executive Director and independent non-executive Directors, and made recommendations to the Board. The chairman of the nomination committee reported the findings and provided recommendations to the Board after the meetings.

The roles and functions of the nomination committee, include assessing the independence of independent non-executive Directors, identifying suitably qualified candidates for appointment to the Board and selecting or making recommendations to the Board in respect of such candidates and/or the appointment or re-appointment of Directors, reviewing the structure, size and composition of the Board and monitoring the implementation of the Board diversity policy and the nomination policy. Before an appointment is made, the nomination committee evaluates the candidates or existing Director's skills, knowledge and experience on the Board and prepares a description of the role and capabilities required for a particular appointment based on its evaluation. If deemed appropriate, external consultants may be engaged to identify suitable candidates. After identifying a suitable candidate, the recommendations of the nomination committee will then be submitted to the Board for assessment.

COMPLIANCE COMMITTEE

The compliance committee was established on 20 October 2005 with written terms of reference. The constitution of the committee shall comply with the requirements of the Listing Rules from time to time. It comprises three Directors, namely, Mr. Lou Dongyang (chairman), Mr. Chan Ngai Sang, Kenny, Mr. Chen Weidong and one other member, namely, Mr. Ma Yaohui.

The general responsibilities of the committee are to ensure compliance of the Company with all relevant laws and regulations and the Listing Rules ("Relevant Regulations"). It shall also fulfill other responsibilities as required by the Relevant Regulations from time to time.

During the Year, the compliance committee held one meeting and to review and monitor the compliance of the disclosures in the Company's annual report and interim report with the Relevant Regulations. The chairman of the compliance committee then reported the findings and provided recommendations to the Board after the meeting.

提名委員會(續)

甄選人選將基於一系列多元化因素，最終將按所選人選的優點及其將為董事會帶來的貢獻而作出決定。

於本報告日期，董事會包括十一名董事，其中四名為獨立非執行董事，四名則為非執行董事，從而能夠作出批判檢討及監控管理過程。就性別、國籍、專業背景及技能方面而言，董事會均屬相當多元化。

於本年度，提名委員會舉行了2次會議，檢討及討論非執行董事及獨立非執行董事的委任並向董事會作出建議。提名委員會主席已在會後向董事會彙報意見並作出建議。

提名委員會的職責及職能包括評估獨立非執行董事的獨立性、甄別合適的合資格候選人供董事會委任並就有關候選人及／或董事的委任或重新委任作甄選及向董事會作出建議、檢討董事會之架構、規模及組成，以及監察董事會多元化政策及提名政策的推行。於作出委任前，提名委員會評估候選人或現有董事對董事會技能、知識及經驗方面的貢獻，並基於該評估制訂某一項委任所需的職責及能力概述。在適當情況下，亦可能會聘請外部顧問物色合適候選人。物色到合適候選人後，提名委員會的建議將會提交予董事會亦作評估。

監察委員會

監察委員會於二零零五年十月二十日成立，並以書面制定其職權範圍。委員會之組成須遵守上市規則不時之規定。其由三名董事，即婁東陽先生(主席)、陳毅生先生、陳衛東先生以及一名其他成員，即馬耀輝先生組成。

委員會之一般責任為確保本公司遵守所有相關法例及法規及上市規則(「相關法規」)。委員會亦須履行相關法規不時規定之其他責任。

於本年度，監察委員會召開1次會議，審閱及監察本公司年度報告及中期報告中已根據相關法規作出之披露。監察委員會主席於會後向董事會彙報有關結果並提出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company. The Directors must ensure that the preparation of the financial statements of the Company is in accordance with statutory requirements and applicable accounting standards. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the auditor of the Company about its reporting responsibilities on the financial statements of the Group is set out in the "Independent Auditor's Report" on pages 103 to 112 of this annual report.

AUDITORS' REMUNERATION

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing non-audit functions (if any) performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the Year, the Company paid an aggregate of approximately US\$460,000 (2019: US\$530,000) and approximately US\$81,000 (2019: US\$6,000) to the external auditor for its audit services and non-audit services, respectively.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the CG Code. To ensure on going compliance with the CG Code, the audit committee's terms of reference takes into account the Board's responsibility to review the adequacy of financial reporting staff and oversee the audit committee. According to Rule 3.21 of the Listing Rules, the audit committee comprises a minimum of three members with a majority of independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny (chairman), Mr. Zou Zhendong and Mr. Chen Weidong, all of whom are independent non-executive Directors, with at least one member having the appropriate professional qualifications of accounting or related financial management expertise pursuant to Rule 3.10(2) of the Listing Rules.

董事對財務報表之責任

董事知悉其對編製本公司財務報表之責任。董事須確保本公司財務報表已遵照法定要求及適用會計準則編製。就董事所知，並無任何可能引致質疑本公司能否繼續經營之重大不確定之事宜或情況。

本公司核數師就其對本公司財務報表的申報責任聲明，載於本年報第103頁至112頁的「獨立核數師報告」內。

核數師酬金

本公司審核委員會負責考慮委聘外部核數師及審視由外部核數師履行的非審核職能(如有)，包括該等非審核職能會否對本公司構成任何潛在重大不利影響。於本年度，本公司就外部核數師的審核服務及非審核服務分別向其支付合共約460,000美元(二零一九年：530,000美元)及約81,000美元(二零一九年：6,000美元)。

審核委員會

本公司成立審核委員會，並遵照企業管治守則以書面制定其職權範圍。為確保持續遵守企業管治守則，審核委員會之職權範圍已考慮董事會檢討財務匯報之員工是否充足及監察審核委員會的責任。根據上市規則第3.21條，審核委員會須至少由三位成員組成，而獨立非執行董事須佔大多數，包括陳毅生先生(主席)、鄧振東先生及陳衛東先生，彼等均為獨立非執行董事；且根據上市規則第3.10(2)條，須至少有一位成員具備適當之會計專業資格或相關財務管理專業知識。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE (Continued)

The main duties of the audit committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for accounting and financial reporting, compliance officer or external auditor before submission to the Board;
- (b) To review the relationship with the external auditor by reference to the work performed, fees and terms of engagement, and to make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the Year, the audit committee held two meetings to consider and review the interim and annual results of the Company, discuss the risk management and internal control system with the management, discuss the audit plan and strategy, discuss compliance with applicable accounting standards and requirements and ensure adequate disclosure. The audit committee also met the external auditor twice without the presence of the executive Directors to discuss the audit plan and scope and identified significant risks and other areas of focus to be addressed by the external auditor.

There is no disagreement between the Board and the audit committee regarding the selection, appointment, resignation or dismissal of external auditor.

The Company's annual results for the year ended 31 December 2020 has been reviewed by the audit committee.

審核委員會(續)

審核委員會之主要職責包括如下：

- (a) 審閱財務報表及報告，並於提交至董事會之前考慮本公司負責會計及財務匯報之員工、合規主任或外部核數師提出之重大或不尋常事宜；
- (b) 參考已進行之工作、酬金及委聘條款檢討與外部核數師之關係，並就委任、續聘及解聘外部核數師向董事會提供推薦建議；及
- (c) 檢討本公司之財務報告系統、內部控制系統及風險管理系統以及相關程序之充足性及有效性。

於本年度，審核委員會曾舉行合共2次會議，以考慮及審閱本公司的中期及年度業績、與管理層討論風險管理和內部控制系統、討論核數方案及策略、討論適用會計準則及規定的合規情況以及確保已作出足夠披露事項。審核委員會亦在執行董事缺席的情況下兩次會見了外部核數師，以討論審核計劃及範圍，並確認外部核數師提出的重大風險及其他重點方面。

董事會及審核委員會在有關外部核數師之甄選、委任、辭任或解聘方面並無意見不合。

本公司截至二零二零年十二月三十一日止年度之年度業績已由審核委員會審閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

INDEPENDENCE OF THE COMPANY FROM ITS CONTROLLING SHAREHOLDERS IN RESPECT OF BUSINESS, PERSONNEL, ASSET, ORGANISATIONAL STRUCTURE AND FINANCE

The direct substantial shareholders of the Company are China Great Bay Area Fund Management Company Limited and China Merchants Industry Holdings Co., Ltd. (their controlling shareholder are China Merchants Group) and Great Wall International Investment V Limited (it is wholly-owned by GW Asset Management). The Company has an independent and complete business system and has the capacity for independent operation in the market. The Company is independent from its substantial shareholders in respect of its business, personnel, asset, organisational structure and finance, and they independently proceed with audit and assume the responsibilities and risks.

- (1) Business: The production system, purchase system, auxiliary production system and sale system of the Company are independent. The Company owns the intangible assets such as industrial property, trademark, non-patent technology independently.
- (2) Personnel: The labour, personnel and salary management institutions of the Company are independent and the system is complete. The Company and the substantial shareholders do not share staff or senior management. All of the Company's staff and senior management are paid by the Company.
- (3) Assets: The property rights between the Company and the substantial shareholders are clearly delineated, with complete procedures. The property rights are managed by the Company independently. The substantial shareholders do not occupy or govern the assets of the Company nor interfere in its operation management of the assets.
- (4) Organisational structure: The Board, the Compliance Committee and other internal institutions of the Company are complete and operate independently. The substantial shareholders perform their rights according to the law and assume the corresponding obligations without directly or indirectly interfering with the business activities of the Company by overstepping the general meeting.
- (5) Finance: The finance department, financial accounting system, financial management system and bank account of the Company are independent and the Company pays taxes independently.

During the reporting period and as at date of this annual report, the Company has not provided undisclosed information to the substantial shareholders and the de facto controllers, and there were no other non-compliance governance issues.

本公司相對於控股股東在業務、人員、資產、組織架構及財務等方面之獨立情況

本公司之直接主要股東為China Great Bay Area Fund Management Company Limited及招商局工業集團有限公司(彼等之控股股東為招商局集團)及Great Wall International Investment V Limited(其由長城資產管理全資擁有)。本公司具有獨立完整之業務體系及面向市場自主經營之能力。本公司與主要股東之間已實現了業務、人員、資產、組織架構及財務分開，各自獨立核算，獨立承擔責任和風險。

- (1) 業務方面：本公司之生產系統、採購系統、輔助生產系統及銷售系統完全獨立。本公司獨立擁有工業產權、商標、非專利技術等無形資產。
- (2) 人員方面：本公司勞工、人事及工資管理機構獨立、制度健全。本公司與主要股東之員工及高級管理層並無在股東單位雙重任職。本公司全體員工及高級管理層均獲本公司支付薪酬。
- (3) 資產方面：本公司與主要股東產權明晰，手續齊全。產權由本公司獨立管理。主要股東並無佔用、支配本公司資產或干預本公司之資產經營管理。
- (4) 組織架構方面：本公司董事會、監察委員會及其他內部機構健全，運作獨立。主要股東依法行使其權利，並承擔相應之義務，並無超越股東大會直接或間接干預本公司之經營活動。
- (5) 財務方面：本公司財務部門、財務會計體系、財務管理制度及銀行賬戶獨立，且本公司獨立繳稅。

於報告期內及本年報日期，本公司並無向主要股東及實際控制人提供未公開信息，亦無其他不合規之管治問題。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for risk management and internal control of the Company and for reviewing its effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations.

The Board, through the established internal audit function, conducts annual reviews on the effectiveness of the Group's internal control system, including risk management and internal control, as well as the resources of the Company's financial and accounting reporting departments, in accordance with the applicable legal requirements and other internal control regulatory requirements. The reviews include evaluation methods of the Company's qualifications and experience, as well as staff training and management budget.

During the Year, the Company has implemented a series of internal control system procedures and measures to strengthen internal control. The Board believes that there are no material internal control deficiencies that may affect the shareholders and an effective and adequate risk management and internal control system is in place to safeguard the assets of the Company. The Company will continue to enhance the system to adapt to changes in the business environment.

With respect to internal control for the handling and dissemination of inside information, the Company shall assess the circumstances under which inside information may arise from time to time and disclose inside information as soon as reasonably practicable in accordance with the Securities and Futures Ordinance and the Listing Rules. The Company conducts its business affairs with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission and imposes a strict prohibition on the unauthorised use of confidential or inside information by Directors, employees and other relevant persons (such as external service providers and project working team members).

It is the Company's development strategy to establish a risk management system covering all the business segments to monitor, assess and manage various risks in the Company's activities. The management has identified the following major risks and conducted regular review of industry, policy, operational and currency risks.

風險管理及內部監控

董事會負責本公司風險管理和內部監控及檢討其成效。該等制度乃為了管理而非消除未能達成業務目標的風險而設，並僅可就不會有重大錯誤陳述或損失作出合理而非絕對的保證。本公司設有程序保障資產以防未經授權使用或處置、確保妥善保存賬簿記錄以提供可靠的財務數據供內部使用或發佈，並確保遵守適用法律、規則及法規。

根據適用法律規定和其他內部監控監管要求，董事會(透過設立內部審核職能)每年審閱了本集團內部監控制度的成效，包括風險管理和內部監控，以及本公司財務及會計報告部門的資源。審閱涵蓋本公司資歷與經驗的評價辦法，以及員工所接受的培訓及管理預算等。

本公司於本年度實施了一系列內部監控制度程序及措施，以加強內部監控，董事會相信，並無重大的內部監控缺陷可能影響股東，而本公司已設有有效及充份的風險管理及內部監控系統以保障本公司的資產。本公司將繼續改善系統以適應營商環境的變化。

有關處理及發佈內幕消息的內部監控，本公司不時考慮可能構成內幕消息的情況並根據證券及期貨條例及上市規則在合理切實可行的範圍內盡快披露內幕消息。本公司在日常業務過程中嚴格遵循證券及期貨事務監察委員會發出的《內幕消息披露指引》，嚴禁董事、員工及其他相關人士(如外部服務供應商及項目工作組成員)在未經許可下使用機密資料或內幕消息。

本公司的發展策略為建立一個涵蓋所有業務分部的風險管理系統，以監察、評估及管理本公司活動中的多項風險。管理層已識別出下述主要風險並對行業、政策、經營及貨幣風險進行定期審閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Major Risk Identified

Industry risk: In a market environment with over supply, oil and gas companies have been facing increasingly fierce competition, and lower demand will have certain impact on the operating results of the Company. In light of this, the Company will enhance operational efficiency, enrich its product portfolio, improve its product quality, put emphasis on value maximisation and increase its competitiveness. In addition, the Company has diversified its business from oil and gas exploration and development to plugging and abandonment and decommissioning.

Government policy risk: The oil and gas industry is one of the industries that the PRC Government supports in its 5-year development plan. The development of the Company will be affected by the direction of such policies which will have certain impact on the level of support from the PRC Government.

Operational risk: As stated in this annual report, the Company is dependent on a few customers. If the Company fails to secure new contracts from such customers, the Company's operating results will be affected significantly. In light of the above, the Company has established certain level of alliance with these customers to maintain long term relationships and to enhance the Company's future development.

Currency risk: The value of Renminbi is affected by the global economic and political environment which has led to a recent significant depreciation. As an international company, the Company usually signs its sales contracts in US dollar while production costs are denominated in Renminbi as its major production center is located in Mainland China. Given the nature of our business, the Company will use more domestic bank borrowings in order to mitigate its currency risk.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands. As such, all the resolutions set out in the notices of the general meeting will be voted by poll. Representatives of the share registrar of the Company are appointed as scrutineers to monitor and count the poll votes cast at each general meeting. The results of poll are published on the websites of the Stock Exchange and the Company, respectively.

已識別之主要風險

*行業風險：*在供過於求的市場環境下，石油及天然氣公司一直面臨越發激烈的競爭，而需求減少將對本公司經營業績造成一定程度的影響。有見及此，本公司將提高其經營效率，豐富其產品組合，提升其產品質量並著重於價值最大化及增加其競爭力。此外，本公司已豐富其業務，由石油及天然氣勘探及開發延伸至封堵及棄井與拆除。

*政府政策風險：*石油及天然氣行業為中國政府五年發展計劃中支持的行業之一。本公司的發展將受到相關政策方向的影響，這些政策將對中國政府的支持程度造成若干影響。

*經營風險：*如本年度報告所述，本公司依賴少數客戶。倘本公司未能從該等客戶中獲得新合約，本公司經營業績將受到重大影響。鑒於以上因素，本公司已與該等客戶建立若干程度的聯盟，以保持長期關係及提升本公司的未來發展。

*貨幣風險：*人民幣的價值受全球經濟及政治環境影響，於最近已因而大幅貶值。作為一間國際公司，銷售合約通常以美元簽訂，而由於主要生產中心位於中國內地，生產成本以人民幣計值。鑒於我們的業務性質，本公司將使用更多國內銀行借款以降低其貨幣風險。

與股東之溝通及投資者關係

根據上市規則第13.39(4)條，股東於股東大會上之表決須以投票方式進行，惟主席真誠決定允許純粹與程序或行政事宜有關之決議案以舉手方式表決。因此，股東大會通告內所載之全部決議案將以投票方式表決。本公司的股份過戶登記處代表已獲委聘為監票人，以監察及點算各股東大會的票數。表決結果會分別於聯交所及本公司網站刊載。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS *(Continued)*

The Board recognises the importance of good communication with all shareholders. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. Separate resolutions are proposed at general meetings on each substantial issue, including the election of individual Directors. The chairman of the Board as well as the chairmen of the remuneration committee and audit committee or, in their absence and where applicable other members of the respective committees together with the external auditor are available to answer questions at the general meetings.

The Company continues to enhance communication and relationships with its investors. Designated Directors or senior management maintain regular dialogues with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

To promote effective communication, the Company also maintains a website www.cmicholding.com, where extensive information and updates on the Company's business development and operations, financial information and other information are posted.

SHAREHOLDERS' RIGHTS

Annual reports and interim reports offer comprehensive information to the shareholders on operational and financial performance whereas annual general meetings provide a forum for the shareholders to exchange views directly with the Board. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The executive Chairman and board members of the Company attended the general meeting held on 22 May 2020 to answer questions.

To safeguard the shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the re-election of the retiring Directors.

PROCEDURE FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles of the Company, any one or more shareholder(s) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (hereinafter referred to as "the requisitionist(s)") shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

與股東之溝通及投資者關係(續)

董事會認為與所有股東進行良好溝通十分重要。本公司之股東大會為股東及董事會提供溝通機會。於股東大會上，將就各重大事項(包括選任個別董事)提呈獨立決議案。董事會主席及薪酬委員會與審核委員會主席或(在彼等缺席時)各委員會(倘適用)之其他成員連同外部核數師，將在股東大會上回答提問。

本公司不斷加強與投資者之溝通及關係。特定董事或高級管理人員與機構投資者及分析員定期對話，協助彼等瞭解本公司之發展。本公司會對投資者之查詢作出詳盡及適時之回應。

為促進有效溝通，本公司同時設有網站 www.cmicholding.com，以刊載詳盡數據及更新本公司之業務發展及經營、財務數據以及其他數據。

股東權利

年度報告和中期報告就營運及財務表現向股東提供全面的信息，而股東週年大會則為股東與董事會之間直接交流意見提供一個論壇。本公司之股東大會為股東及董事會提供溝通機會。本公司之執行主席與董事會成員出席了於二零二零年五月二十二日舉行之股東大會，並回答問題。

為保障股東的利益和權利，各項重大問題包括重選退任董事都須於股東大會上提呈獨立決議案。

股東召開股東特別大會之程序

根據本公司細則第58條，持有本公司已繳足股本(賦有於本公司股東上投票權)不少於十分之一股東(以下稱為「呈請人」)，可以於任何時候有權透過書面要求本公司董事會或秘書，要求董事會召開本公司股東特別大會以處理有關呈請指明的任何事項；而該會議須於遞交該呈請後兩(2)個月內舉行。倘董事未能於遞交呈請日期起計二十一(21)天內召開會議，則呈請人可以相同方式自行召開會議，而因董事會未能召開會議導致呈請人產生之一切合理開支，須由本公司向呈請人補償。

CORPORATE GOVERNANCE REPORT

企業管治報告

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS AND PUTTING ENQUIRIES TO THE BOARD

Save for the following, shareholders do not generally have a right to propose new resolutions at general meetings. Shareholders who wish to propose a resolution may request the Company to convene an extraordinary general meeting following the procedures set out in the paragraph headed “Procedure for shareholders to convene an extraordinary general meeting” above.

Where notice of a general meeting includes the election of Directors of the Company, any shareholder of the Company may propose the election of any person as a Director of the Company at the general meeting. Pursuant to Article 88 of the Articles of the Company, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at any general meeting (including the annual general meeting), the shareholder should lodge a written notice (the “Nomination Notice”) at the Hong Kong share registrar or the head office of the Company and the minimum length of the period during which such notice is given shall be at least seven (7) days. If the Nomination Notice is submitted after the despatch of the notice of the general meeting appointed for such election, the period for lodgment of the Nomination Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. The Nomination Notice must be accompanied by a notice signed by the person to be proposed of his/her willingness to be elected as a Director and such notice must also state the proposed person’s biographical details as required by Rule 13.51(2) of the Listing Rules.

Shareholders who put forward proposals at general meetings or wish to make inquiries to the Board about the Company may contact the head office in Hong Kong and/or the Hong Kong share registrar of the Company:

Head office in Hong Kong:	Unit 2706–2709, 27/F One Harbourfront 18 Tak Fung Street Hunghom, Kowloon, Hong Kong
Hong Kong share registrar:	Tricor Investor Services Limited Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong

於股東大會上提出動議及向董事會查詢之程序

除下述者外，股東一般無權於股東大會上提出新決議案。倘股東有意提出決議案，可遵循上文「股東召開股東特別大會之程序」一段所載程序要求本公司召開股東特別大會。

倘股東大會通告包括選舉本公司董事，本公司任何股東可於股東大會上推選任何人士為本公司董事。根據本公司細則第88條，倘股東有意於任何股東大會（包括股東週年大會）上推選退任董事以外人士為董事，則該股東應將書面通知（「提名通知」）遞交至本公司香港股份過戶登記處或總辦事處，而遞交該通知之最短期限須為至少七(7)天。倘提名通知乃於寄發有關該推選之股東大會通告後才遞交，則遞交提名通知之期間由寄發有關該推選之股東大會通告翌日起計至不遲於該股東大會舉行日期前七(7)天止。提名通知須附上所提名人士簽署表示願意被選舉為董事之通知，而該通知根據上市規則第13.51(2)條規定亦須列明所提名人士之履歷詳情。

股東如欲於股東大會上提呈建議或向董事會查詢有關本公司的事宜，可聯繫本公司香港總辦事處及／或香港股份過戶登記處：

香港總辦事處：	香港九龍紅磡 德豐街18號 海濱廣場一座 27樓2706–2709室
香港股份過戶登記處：	卓佳證券登記有限公司 香港皇后大道東183號 合和中心54樓

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS

The Company has established various communication channels with investors to provide updates on the latest business development and financial performance to maintain a high degree of transparency and to ensure equal dissemination of information.

The Company has always adopted a positive attitude in communicating with investors, the media and potential investors to increase the Company's brand recognition, strengthen investors' understanding and recognition of the Company, and ultimately realise the increase in shareholders' value.

The communication methods adopted by the Company include, but are not limited to:

Annual and interim reports
Online annual report
Annual general meeting and extraordinary general meeting
Investors' Roadshow

Announcements, press releases and circulars
Voluntary announcements
Media Press Conference
Investors' Conference

Industry analyst communication: The Company encourages analysts to publish their analysis reports actively to help investors evaluate the Company and its development opportunities and challenges.

Investor Relations Email: ir@cmicholding.com

The Company's website: www.cmicholding.com, which is the Company's main medium of marketing promotion media, displays comprehensively the information about the business and activities of CMIC.

Social Media: The Company also has a WeChat official account, on which it publishes company news, industry news, short films, photos and major events.

CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the Year.

投資者關係

本公司為投資者設立不同的溝通渠道，以更新最新業務發展及財務表現，以維持高度透明，且確保公平地披露信息。

本公司一貫採取積極的態度與投資者、媒體及潛在投資者進行溝通，以增加公司品牌認可度，加強投資者對公司的瞭解和認同，最終實現提高股東的價值。

本公司採用的溝通方式包括但不限於以下：

年度及中期報告
網上年報
股東週年大會及臨時股東大會
投資者路演

公告、通告及通函
自願性公告
媒體見面會
投資者會議

行業分析師溝通：公司鼓勵分析師積極發表其分析報告，以助投資者對本公司及其發展機會與挑戰進行評估。

投資者關係專用電郵：ir@cmicholding.com

公司網站：www.cmicholding.com，公司網站是公司主要的市場推介媒體，全面展示了華商國際的業務及活動信息。

社交媒體：本公司擁有微信公眾號，並於微信公眾號發佈公司新聞、行業新聞、短片、照片及公司重大事件。

組織章程文件

於本年度，本公司組織章程文件並無變更。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

I. STANDARDS OF THE REPORT

This Environmental, Social, and Governance report (the “Report”) provides an annual update on the various aspects of environmental, social, and governance performance by CMIC Ocean En-Tech Holding Co., Ltd. (the “Company”) in the year ended 31 December 2020 (the “Year”).

The content of this Report was compiled in accordance with the “Environmental, Social and Governance Reporting Guide” as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the actual conditions of the Group. This Report is published annually in each financial year together with the annual report of the Company for the year.

II. BACKGROUND INFORMATION ON THE COMPANY

The Company and its global subsidiaries (the “Group”) are principally engaged in asset investment and operations management of offshore engineering platforms, clean energy and technology investments, and the design, manufacture, installation and operation of the products and services of onshore and offshore drilling industries, including rigs, oilfield expendables and engineering services.

III. CORPORATE SOCIAL RESPONSIBILITY (CSR) VISION, ASPIRATIONS, POLICIES AND STRATEGIES

The Group is dedicated to becoming an outstanding corporate citizen in each of the communities it operates in around the world.

The Group recognises a high degree of social responsibility and awareness in environmental sustainability as key factors to the enterprise’s persistent growth and success.

The Group pursues the values of tolerance, openness, reliability and cooperation in both business development and social activities, and has introduced effective measures to ensure fulfilment of its social responsibility and implementation of its environmental policies in full. These areas of work involve the Group’s employees, business associates, supply chain partners, and community groups related to the Group’s business.

一. 報告準則

本環境、社會及管治報告(「本報告」)提供華商國際海洋能源科技控股有限公司(「本公司」)於截至二零二零年十二月三十一日止年度(「本年度」)環境、社會及管治各層面表現的年度最新情況。

本報告為根據香港聯合交易所有限公司證券上市規則附錄二十七所載之《環境、社會及管治報告指引》而編寫，以及按照本集團實際情況編寫而成。本報告為年度報告，每財政年度出版一次，並與該年的公司年報同時發佈。

二. 公司背景資料

本公司及其全球附屬公司(「本集團」)的主營業務為海洋工程平台資產投資及運營管理，清潔能源及科技投資，以及設計、製造、安裝及經營陸上和海洋鑽探行業的產品和服務，包括鑽機、油田耗材，以及工程服務。

三. 公司對企業社會責任的願景、抱負、政策及策略

本集團致力於在其營運的全球各區域內成為一個優秀的企業公民。

本集團堅信，高度的社會責任感與環境可持續發展意識是確保企業業務持續增長和成功的關鍵因素。

於本集團的業務拓展及社會活動當中，奉行寬容、開放、可靠和合作的價值觀念。本集團引入了有效措施以確保相關的社會責任及環境政策得以全面落實。這些工作涉及到本集團的員工、商業夥伴、供應鏈合作夥伴、以及與集團業務相關的社區團體。

III. CORPORATE SOCIAL RESPONSIBILITY (CSR) VISION, ASPIRATIONS, POLICIES AND STRATEGIES (Continued)

As a responsible corporate citizen, the Group is committed to adhering to ethical standards and fulfils its corporate social responsibility through the implementation of policies in 5 key CSR areas, which requires all of the Group's employees to actively participate and support. Part VIII of this Report describes the Group's performance in the environmental, social and governance aspects for the Year.

三. 公司對企業社會責任的願景、 抱負、政策及策略(續)

作為負責任的企業公民，本集團致力於堅守道德標準，並透過實施5個企業社會責任關鍵範疇的方針，履行企業社會責任，並要求所有本集團員工積極參與及支持。本報告的第八部分敘述本年度於環境、社會及管治各層面的表現。



IV. STATEMENT OF THE BOARD

To manage various ESG aspects effectively and efficiently, we have built a solid governance structure for the Group's ESG management which involves a ESG governance structure for which the Board assumes the ultimate responsibility and the professional ESG working group (the "Working Group") implements comprehensive supervision.

四. 董事會聲明

為有效及有效地管理有關環境、社會及管治的各個範疇，我們構建了本集團的環境、社會及管治管理穩健的管治架構，該架構涉及董事會最終負責、專業ESG工作小組(「工作小組」)全面監督的ESG管治架構。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

IV. STATEMENT OF THE BOARD *(Continued)*

The Board and the Working Group are fully responsible for the Group's ESG strategy and reporting, including the formulation of the Company's overall ESG strategy, identification and evaluation of ESG risks, review of ESG management policies, review of ESG plans and goals, and consideration of ESG performance assessment. The Working Group is responsible for execution of daily operations and reporting major ESG issues to the Board. With this ESG management framework and clear governance procedures, the Board can effectively monitor ESG-related opportunities and risks within the Group.

From time to time, we obtain regularly updated information on environmental, social and governance trends and regulations and industry practices. Based on the external social and economic macro-environment and the Company's development strategy, we have always given priority to stakeholders' views, opinions and suggestions on environmental, social and governance management, and will conduct a materiality assessment and discussion on the formulation of environmental, social and governance strategies, determine the Company's risks and opportunities in respect of environment, society and corporate governance, and take the management and improvement of key issues as sustainable development strategy. Through the abovementioned efforts, we have been able to better understand and manage our environmental, social and governance risks, and achieve our goal of creating higher value for all stakeholders.

V. SCOPE OF THE REPORT

The content of this Report summarizes the Group's performance in terms of corporate social responsibility based on the reporting principles of "materiality", "quantification", "balance" and "consistency". In order to optimize the reporting process and expand the scope of disclosure of the report, the Group has been proactively formulating effective ESG related policies, recording relevant data and implementing and monitoring various measures. This Report illustrates the ESG performance of the Group in achieving sustainable development in the future.

四. 董事會聲明(續)

董事會及工作小組全面負責本集團的ESG戰略及報告事宜，包括公司整體ESG戰略制定、識別和評估ESG風險、審核ESG管理政策、審核ESG計劃和目標、審議ESG績效考核；工作小組負責日常營運執行行為及向董事會報告重大ESG問題。憑藉此ESG管理框架及清晰的管治程序，董事會可以有效地監察本集團內ESG相關機會及風險。

我們不時取得環境、社會及管治趨勢及規例及行業慣例的定期更新信息。基於外部社會經濟宏觀環境和公司發展戰略，我們一向優先考慮持份者就環境、社會及管治管理的觀點、意見及建議，並會就制定環境、社會及管治策略進行重要性評估，討論並確定公司在環境、社會和公司治理方面的風險與機遇，將重點議題的管理與提升作為可持續發展戰略工作。憑藉上述種種努力，我們得以更充分地了解及管理我們的環境、社會及管治風險，實現我們為所有持份者創造更高價值的目標。

五. 報告範圍

本報告的內容根據「重要性」、「量化」、「平衡」及「一致性」的報告原則概述了本集團在企業社會責任方面的表現。為優化報告的報告程序及拓大披露範圍，本集團一直主動制定有效的ESG相關政策，記錄相關數據並實施及監督各項舉措。本報告說明瞭本集團在實現未來可持續發展方面的ESG表現。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

V. SCOPE OF THE REPORT *(Continued)*

This Report covers the main operating activities that the Group deems significant (i.e. the environmental, social and governance conditions in Qingdao, the principal place of operation). The Group's operating sites in Qingdao are as follows:

- (1) Qingdao TSC Offshore Equipment Co., Ltd. (TSC-OE); and
- (2) TSC Oil and Gas Services Group Holdings Ltd (TSC-QD).

Unless otherwise specified, this Report covers the environmental, social and governance progress and performance in the Year.

VI. STAKEHOLDER ENGAGEMENT

The sustainable operation of the Group requires the joint efforts and support of all stakeholders. The interests, expectations and concerns of all parties are inseparable from the performance of the Group. Therefore, the Group's goal is to create an environment for sustainable development that is beneficial to enterprise development and the well being for stakeholders.

The Group has always strived to promote communication with its stakeholders. The Group maintains open and continuous communication with relevant stakeholders including stakeholders and investors, employees, customers, community organisations, media and government bodies through various means to achieve transparency and develop mutual understanding of each other's aspirations for corporate social responsibility. Through communication with stakeholders, the Group is committed to identifying, assessing and managing environmental, social and governance-related risks, while ensuring that there is an effective internal monitoring system in place to deal with the risks identified, so that the Group can achieve sustainable development.

五. 報告範圍(續)

本報告涵蓋本集團認為意義重大的主要經營活動(即在主要營運地點青島的環境、社會及管治狀況)。本集團位於青島的營運地點如下：

- (1) 青島天時海洋石油裝備有限公司 (TSC-OE)；及
- (2) 青島天時油氣裝備服務集團有限公司 (TSC-QD)。

除另有明確說明外，本報告的內容覆蓋本年度有關環境、社會及管治的進展及表現。

六. 持份者的參與

本集團可持續經營需要所有持份者共同努力和支持。各方的利益、預期和顧慮與本集團的表現密不可分。因此，本集團的目標是締造一個對企業發展及持份者福祉皆有利的可持續發展環境。

本集團一直致力推動與持份者溝通。本集團過往透過多方面渠道與相關持份者，包括股東及投資者、僱員、客戶、社區組織、傳媒及政府機關等保持開放和持續的溝通，以達致公開透明，並互相了解其對企業社會責任的期望。透過與持份者聯繫溝通，本集團致力識別、評估及管理環境、社會及管治相關風險，同時確保訂有有效的內部監控制度以處理所發現的風險，促使集團能夠達到企業可持續發展的目標。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VI. STAKEHOLDER ENGAGEMENT (Continued)

六. 持份者的參與(續)

Key stakeholders 主要持份者	Main communication channels 主要溝通渠道
Customers 客戶	Visits and meetings 探訪會面 Telephone conferences 電話會議 Customer questionnaires 客戶問卷調查 E-mails 電子郵件
Employees 員工	Employee newsletters 員工通訊 Group intranet 集團內部網絡
Community organisations 社區組織	Volunteer activities 義工活動 Charitable activities 慈善活動 Unscheduled meetings with each organisation 與各組織不定期會面
Shareholders and investors 股東及投資者	Press release/business newsletter 新聞稿／業務通訊 Annual reports 年度報告 Company website 公司網站 Circulars 通函 Conference and communications 會議及通訊

VII. CORPORATE GOVERNANCE

All executive Directors of the Group recognise that good corporate governance is an indicator of company modernisation, as well as a prerequisite to the sustainability of a business. Since inception, the Group has invested large amounts of resources and manpower into developing appropriate business management practices according to the needs of the business, enhancing the elements of corporate governance and incorporating them into its management structures and internal control procedures. The Group strives to maintain the highest level of ethics, so as to achieve the highest standards or best practices in all aspects of business activities, and to ensure that the Group's operations are fully compliant with relevant laws and regulations. Each Director believes that implementation of comprehensive and high standard corporate governance allows the Group to achieve greater efficiencies in all aspects of sustainable development, and to safeguard and maximise the interests of stakeholders.

七. 企業管治

本集團各執行董事認為，良好的公司管治是企業現代化的標誌，是企業可以持續發展的前提之一。一直以來，本集團投入大量的資源及人力，針對業務需求來制定適當的企業管理常規，不斷提升公司管治的本質，並將其納入管理架構和內部控制程序，致力保持最高的道德操守，使所有業務活動都能達致最高標準或最佳實踐，並確保本集團的行動能完全符合相關的法律與法規。各董事均認為，通過實現全面和高標準的公司管治，能令本集團於可持續發展的各個議題上更具效率，並能維護及提高持份者的利益。

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS

(1) Human Resource Management

Employment Policies

The Group has always strived to maintain equal employment opportunities. Every vacancy in the Group is publicly advertised online or via other appropriate channels. A fair selection process is conducted based on each applicant's competence, skills, etc. The Group will not refuse job applications because of attributes such as race, skin colour, gender, language, religion and/or political views, etc.

In order to attract more talents in various positions, the Group's remuneration system is based on job grade and performance. The wages paid by the Group and its other subsidiaries have reached the minimum wage standards of the regions in which the Group is operating. In addition to ensuring employees' stable income from the basic salary, the Group also provides bonuses in association with the employee's performance for recognition and retention of outstanding employees.

Furthermore, the Group purchases additional commercial insurance (covering critical illness, traffic accident, etc.) for those employees of certain seniority to offer them additional coverage. In addition, each mainland Chinese employee is entitled to sick leave benefit better than the statutory requirement. While the statutory requirement allows for a 30% deduction in employees' wages during a sick leave period, the Group provides employees with 6 days of paid sick leave in a year during which no wage deduction is required. Other employee benefits include free shuttle bus for pick-up and drop off, transport allowances, and phone allowances, etc.

The Group has always promoted the principle of work life balance and does not encourage overtime work. The Group strictly controls the number of overtime hours by requiring a review and approval process when overtime work is required, under which all overtime work must be approved by department managers and abide by the local labour laws.

The Group strictly complies with legal requirements relating to bilateral termination of employment contracts in each of its operating locations.

八. 環境與社會各範疇的績效

(1) 人力資源管理

僱傭政策

本集團一直堅持平等就業機會，每個職位空缺都會透過網上或其他合適的渠道進行公開招聘，甄選過程按照各應徵者的能力、技能等要求公平地進行。本集團不會因為種族、膚色、性別、語言、宗教、政治等因素而拒絕個別應徵者的申請。

為了加強吸納各個職位的人才，本集團的薪酬制度以職級和表現為基礎。本集團及其他附屬公司的工資水平均達到業務當地的最低工資標準，除了保證員工基本薪酬的穩定收入，本集團更提供與員工績效掛鉤之獎勵，用作鼓勵及保留優秀員工。

除此之外，本集團會為部分已達到一定年資的員工購買額外的商業保險(包括重大疾病、交通意外等)，以提高對員工的額外保障。而且，每位國內員工可享有優於法定病假的福利，法定的病假期間個人工資須扣減30%，本集團則提供給員工一年共6天的有薪病假，病假期間無需扣減個人工資；其他的員工福利待遇還包括：免費班車接送、交通津貼、話費津貼等。

本集團一直提倡家庭與工作共融的原則，本集團不鼓勵超時工作，加班要求須通過審批流程來嚴格控制加班時數，任何加班都需要獲得部門經理的審批，並須遵守當地的勞工法例。

本集團嚴格遵守各營運所在地關於雙方終止僱傭合約時的法例要求。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

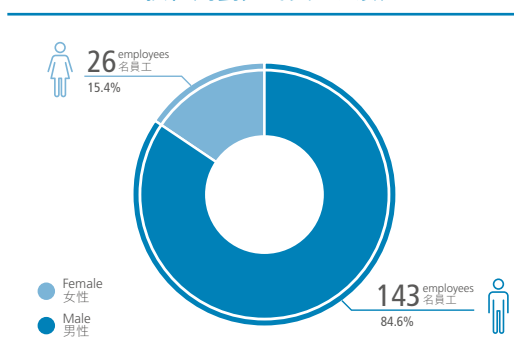
(1) Human Resource Management (Continued)

Employment Policies (Continued)

During the reporting period, the Group did not identify any legal violation or complaint relating to discrimination or other employment practices.

As of 31 December 2020, the Qingdao operation sites covered by this Report had 169 employees, all of whom were full-time employees. There were no part-time employees and 70.4% of them ranged in the age group of 31 to 45.

No. of employees per gender
按性別劃分的員工人數



The average monthly employee turnover rate for the Year, which represented a slight increase as compared with 2019, is summarised as below.

八. 環境與社會各範疇的績效(續)

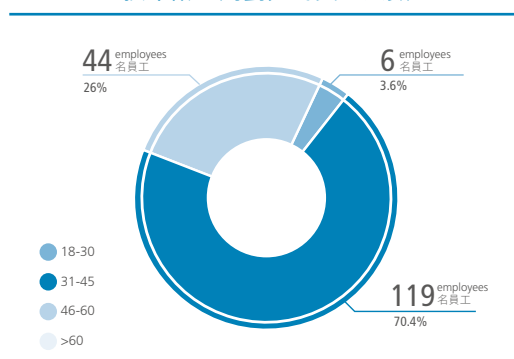
(1) 人力資源管理(續)

僱傭政策(續)

在報告期內，本集團並無發現違反與歧視或其他僱傭相關法例的個案或投訴。

截至二零二零年十二月三十一日，本報告所包涵的青島營運地點僱用169名員工，所有皆為全職員工，無兼職員工，70.4%的員工處於31至45歲的年齡組別。

No. of employees age group
按年齡組別劃分的員工人數



本年度的每月平均僱員流失率概述如下，與二零一九年作比較，本年度的員工流失率略有增加。

		2020	2019
		Average Monthly Employee Turnover Rate (%)	Average Monthly Employee Turnover Rate (%)
		二零二零年每月平均僱員流失率 (%)	二零一九年每月平均僱員流失率 (%)
Gender	性別		
Male	男性	1.63	1.36
Female	女性	2.89	1.30
Age group	員工年齡		
18-30	18-30	7.01	1.31
31-45	31-45	1.32	1.16
46-60	46-60	2.11	1.75
> 60	> 60	0	2.08
Overall average:	總平均：	1.82	1.35

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(1) Human Resource Management (Continued)

Employment Policies (Continued)

Prohibition of Child Labour and Forced Labour

The Group strictly complies with the employment laws and regulations in each of its operating locations pertaining to child labour and forced labour. As a result, all job applicants are required to provide personal identification documents for verification. Prior to confirmation of employment contracts, the Group allows sufficient time for employees to read and understand the relevant terms and conditions, and contracts are to be signed only when employees fully understand the content.

During the reporting period, the Group did not identify any complaint or legal violation relating to child labour and forced labour.

Career Development of Employees

The Group adheres to the principle of meritocracy and regularly provides its employees with promotion opportunities, which is based on a comprehensive evaluation of both the employee's work performance and competence. In addition, the Group also emphasises on training of potential talent, and the Group's internal training team is responsible for developing talent.

The Group is implementing two major training programs:

1. Cedar program: This program is designed to develop talents with high potential and establish teams of high performance. This program offers systematic training courses, and talent is developed in two aspects (managerial and technological) and four talent categories (high potential talent, global key talent, local key talent and technical expert). After accumulation of three to five years of work experience, trainees will become the backbone of the Group.
2. Spring rain program: This program is designed to develop the internal training team within the Company and to effectively pass on technology and promote the corporate culture of the Group. Through systematic training, the Group firstly trains up a group of influential staff through a 1 to 3 ratio training sharing model and such staff will then become a high performance training team after accumulation of three to five years of experience.

八. 環境與社會各範疇的績效(續)

(1) 人力資源管理(續)

僱傭政策(續)

防止童工及強制勞工

本集團嚴格遵守各營運所在地有關童工及強制勞工的僱傭條例等法律要求。因此，所有應徵者必須提供身份證明文件以作核實。本集團與員工訂立僱傭合約前必將給予充分時間供以閱讀及了解合約內容，在員工充分理解僱傭合約後，方才簽署有關合約。

在報告期內，本集團並無發現有關童工及強制勞工的投訴或相關的違規事件。

員工職業發展

本集團貫徹「用人唯才」的原則，定期提供員工晉升機會。員工的升遷將參考其工作表現和能力兩方面進行勝任的評價。同時，亦注重培養具有潛力的人才，並交由集團內部的培訓人員專責發展其能力。

本集團正在實行兩大培訓計劃：

1. 杉樹計劃：是發展高潛力人才，建立高績效團隊。此計劃為系統化的培訓課程，將人才的能力發展成兩個方向(管理和技術)及四類人才(高潛人才、全球關鍵人才、當地關鍵人才、技術專家)。學員通過三至五年的工作經驗累積，將發展為本集團的中堅力量。
2. 春雨計劃：是培養公司內部的培訓團隊，有效地傳承技術和注入本集團的企業文化。通過系統化的培訓，首先發展一批有影響力的員工，通過1人帶3人的培訓分享模式，並累積三至五年的經驗，成為高績效的培訓團隊。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(1) Human Resource Management (Continued)

Employment Policies (Continued)

Career Development of Employees (Continued)

In 2020, the total number of employees at the Qingdao operation sites covered by this Report who received training reached 223 with a total of 904 training hours.

The following tables set forth the enhancement in performance achieved by the Group in terms of proportion of employees trained and the average number of training hours per employee during the Year as compared with last year:

八. 環境與社會各範疇的績效(續)

(1) 人力資源管理(續)

僱傭政策(續)

員工職業發展(續)

於二零二零年在本報告所涵蓋的青島營運地點，接受培訓的員工總人次達223，合共904個培訓小時。

從下表可體現本年度集團在受訓僱員百分比及僱員平均培訓時數等兩方面的績效維持去年水平的同時略有提升：

Monthly Average Proportion of Trained Employees (%)
接受培訓的僱員的每月平均百分比(%)

		2020 二零二零年	2019 二零一九年	Change (%) 變化(%)
Gender	性別			
Male	男性	8.59	6.56	30.95%
Female	女性	8.23	7.00	17.57%
Employee Rank	僱員級別			
Senior management	高級管理層	6.06	6.79	-10.75%
Middle management	中級管理層	9.27	8.47	9.45%
Junior employee	初級員工	8.59	6.41	34.01%
Overall average	總平均	8.53	6.65	28.27%

Monthly Average Training Time of Each Employee (hour)
每名僱員的每月平均培訓時數(小時)

		2020 二零二零年	2019 二零一九年	Change (%) 變化(%)
Gender	性別			
Male	男性	0.28	0.28	0%
Female	女性	0.29	0.42	-30.95%
Employee Rank	僱員級別			
Senior management	高級管理層	0.69	0.62	11.29%
Middle management	中級管理層	0.21	0.78	-73.08%
Junior employee	初級員工	0.42	0.23	82.61%
Overall average	總平均	0.41	0.31	32.26%

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(2) Occupational Health and Safety (OHS)

In order to continuously mitigate the impact of operations to occupational health and safety, the Group is not only committed adhering to the laws, regulations and industry standards as the baseline, and but also striving to achieve the safety targets of “Zero Occupational Disease” and “Zero Major of Casualties”.

All of the Group's employees at or above managerial level, the labour union chairperson and OHS employee representatives are members of the Safety Committee which is responsible for the relevant occupational health and safety matters within the Group. The Group adheres to the “Stop Work” policy, which entitles any employee to stop work any time an employee's safety is subject to risk in order to prevent the occurrence of work-related incidents.

The Group attaches great importance to employees. As an employer, we are committed to protecting the health and safety of all employees. We have comprehensive safety policies and measures to provide protection for employees. The Group strives to identify various opportunities for prevention of occupational disease through enhancement of the work environment. The Group also actively responds to advice given by employees in relation to occupational health and safety, recognises and rewards those employees who have contributed to the continual improvement in those areas. In addition, the Group also maintains close communication with all employees and relevant stakeholders on occupational health and safety, and has established multiple communication channels and models to ensure the health and safety of all employees.

The Group provides suitable personal protective equipment (PPE) free of charge to its employees including helmets, safety goggles, protective masks, safety gloves, safety belts and purifying respirators. For employees exposed to occupational disease hazards, including those who work in painting and shot blasting processes, the Group arranges annual, free-of-charge physical examinations by qualified medical institutions to ensure the health of employees. During the Year, the Group has arranged for a total of 48 employees to undertake physical examination, from which no case of occupational disease was diagnosed.

八. 環境與社會各範疇的績效(續)

(2) 職業健康和 safety

為了持續不斷地減少營運對職業健康和安全的影響，本集團承諾不單以符合法律、法規及行業規範為底線，更努力實現「零職業病」及「零重大傷亡事故」的安全目標。

本集團各經理級或以上的職員、工會主席、職業健康安全員工代表均出任為安全委員會成員，負責本集團有關職業健康與安全等事宜。並堅持「停止作業」方針：當員工人身安全受到威脅時，任何員工均賦予權力隨時停止作業，以防止工傷事故的發生。

本集團非常重視員工，作為僱主，我們致力於保護所有員工的健康與安全，我們有全面的安全政策和措施為員工提供保障，通過多方面的改善機會，努力改善工作環境，預防職業病的發生；並積極地響應員工提出關於職業健康與安全的意見，肯定及獎勵在職業健康與安全的議題上作出持續改進或貢獻的員工。此外，本集團亦與所有員工和相關持份者在職業健康和 safety 方面上保持密切溝通，建立多種溝通渠道與模式，確保所有員工的健康與安全。

本集團免費為員工提供合適的個人勞動防護用品，如：安全帽、防護眼鏡、防護面罩、防護手套、安全帶、過濾呼吸器等。每年更為有職業病危害的員工，包括於噴漆、拋丸等工序的員工，每年安排合資格醫療機構為他們進行免費身體檢查，以確認員工的健康狀況；於本年度共安排了48名員工進行身體檢查，當中並未有發現職業病的確診個案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(2) Occupational Health and Safety (OHS)

(Continued)

In addition, the Group strives to raise the safety awareness of its employees through promotion on bulletin boards and posting of safety signs. More importantly, the Group has also established a safety training and education system and developed an annual training plan at the beginning of the Year. Occupational health and safety training courses are conducted regularly to its employees, and training topics include general occupational health and safety education, correct usage of personal protective equipment, and safety precautions for various hazardous work, such as safe handling of dangerous chemicals, safe use of gas, safety of welding and measures for prevention of heatstroke in working environment of high temperature. Taking into consideration various health and safety training programmes, the total number of the Group's employees trained in the Year was 282, reaching a total of 402 training hours. Moreover, the Group considers the mental well being of employees to be valuable assets, and has alleviated employees' working pressure through arrangement of various activities such as mental well being courses and group sharing.

Some of the subsidiaries within the Group (such as Qingdao TSC Offshore Equipment Co., Ltd.), have established and achieved the OHSAS 18001 safety management system. In accordance with the requirements of the management system certification, the Group has identified clearly the origins of dangers in the workplace and conducted risk assessment at those areas. Relevant companies have evaluated the workplace on the occupational hazards in plants in October 2020 for ensuring appropriate controls in all positions with hazards. In addition, the Group has established a 6S inspection system for regular check of workplaces and inspection of fire and electrical equipment, as well as formulation of plans for regular maintenance of equipment.

As of 31 December 2020, the Group identified neither any legal violation against the key regulations relating to occupational health and safety, nor any incident of work-related fatality or working days lost due to work-related injury.

八. 環境與社會各範疇的績效(續)

(2) 職業健康和安全(續)

同時，集團致力提升員工的安全意識，除了通過佈告板及張貼安全標誌，更建立安全培訓與教育制度，年初開始制定年度培訓計劃，並且每年定期對員工進行職業健康與安全培訓；培訓主題包括一般職業健康與安全教育、勞動防護用品的正確使用方法、及各類高危工作的安全事項，如：危險化學品安全處理、用氣安全、焊接安全、預防高溫工作中暑的措施等；綜合各類健康與安全培訓，全年培訓共有282人次，達到402培訓小時。此外，本集團視員工的心理健康發展為企業的寶貴財富，通過開辦心理健康課程、團體交流等活動來舒緩員工在工作上所遇到的壓力。

本集團之部份附屬公司(如：TSC Offshore 青島天時海洋石油裝備有限公司)建立並獲得OHSAS 18001安全管理體系的認證。本集團根據體系的要求，詳細識別工作場所的危險源頭，並進行風險評估；相關公司已在二零二零年十月對工廠內工作環境職業危害因素進行檢測評估，確保所有危害的工作崗位都有適當監控。除此之外，集團制定6S檢查制度，定期檢查工作場所，及對設備進行消防與電氣檢測，並制定計劃，對設備進行定期保養。

截至二零二零年十二月三十一日，本集團沒有發現或收到任何嚴重違反職業健康與安全相關法例的報告，亦沒有發現因工作關係而死亡和因工傷而損失的工作日數的事故。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(3) Supply Chain Management

The Group adopts the QHSE criteria for supply management, through which its suppliers are selected with their performance of corporate social responsibility as one of the evaluation criteria. Suppliers are required to sign and comply with the code of supplier's conduct established by the Group, which contains clauses relating to environmental protection, anti-bribery, etc. The Group also actively encourages communication with the suppliers through multiple channels (including telephone, e-mail, questionnaire, and training, etc.) to elaborate the Group's requirements of corporate social responsibility by promoting the mutual benefits from fulfilment of the responsibility.

The process of manufacturing onshore and offshore drilling rig equipment is extremely complex and tedious, involving the assembly of fine and complex parts, which requires standardized work processes and stable supply chains to ensure consistency. In order to ensure that the quality of equipment produced is consistent and maintained at a high level, we must have effective supply chain management and maintain it at high standards, and establish a sustainable relationship with suppliers of materials, electronic parts, equipment, services, etc. Therefore, the Group strictly follows internal procedures to communicate with suppliers and ensure that the required goods and services are purchased in a competitive, fair and transparent manner. As quality, environmental protection, service and cost performance are the key indicators for the Group's assessment of suppliers, the Group has developed a systematic supplier management system to manage its supply chain to identify, analyze, select and manage suppliers based on clear criteria.

Distribution of Suppliers

The Group has qualified supplier quality assurance personnel (SQA) to evaluate suppliers in various aspects on a regular basis, and to conduct audits on specified suppliers for ensuring the compliance of their operations with the Group's requirements. As of 31 December 2020, there was a total of 374 qualified suppliers for provision of materials to the Group, which are mainly based in China, the United States and Ireland.

八. 環境與社會各範疇的績效(續)

(3) 供應鏈管理

本集團的供應管理採用QHSE準則，在挑選相關供貨商時，以其企業社會責任的表現作為其中的評估準則。供貨商須簽訂並遵守本集團所制定的供貨商守則，當中包括環境保護、反賄賂條款等。本集團也主動鼓勵供貨商進行溝通，透過多種渠道（包括電話、電子郵件、調查問卷及培訓等）向供貨商講解本集團對社會責任的要求，促使雙方都因達到企業社會責任的要求而獲益。

製造陸上和海洋鑽井平台設備的工序極為複雜繁瑣，涉及組裝微細而繁複的零件，而這需要標準化的工作流程及穩定的供應鏈，以確保貫徹如一。為保證生產的設備質量始終如一，維持在高水平，我們必須具備有效的供應鏈管理，維持在高水平，並與材料、電子零件、設備及服務採購方面的各類供貨商建立可持續的關係。因此，本集團嚴格遵循內部程序，與供貨商溝通並確保所需貨物及服務以具競爭力、公平及透明的方式買賣。由於質量、環保、服務與性價比乃本集團評估供貨商的關鍵指標，因此，本集團制定有系統的供貨商管理制度管理其供應鏈，以基於明確的標準甄別、分析、挑選及管理供貨商。

供貨商分佈

本集團有專業的供貨商管理人員(SQA)定期對供貨商進行多方面的評估，並且每年對指定的供貨商進行審核，以確認它們的營運滿足本集團規定的要求；截至二零二零年十二月三十一日，共有374家合資格供貨商向本集團提供物料，供貨商主要來自中國、美國及愛爾蘭等地區。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(3) Supply Chain Management *(Continued)*

Evaluation of Social Responsibility/Environmental Performance Aspects

Apart from considering the aforesaid scope of evaluation, the Group gives priority to local suppliers possessing the same qualities to support the reduction in emission of greenhouse gases. The proportion of local suppliers currently accounts for approximately 97% of the total supply base, and overseas procurement will be made only when suitable local suppliers are not available. Moreover, some suppliers are subject to the evaluation of social responsibility/environmental performance aspects, and approximately 92% of the Group's suppliers have fulfilled those evaluation requirements in the Year.

Results Supplier Evaluation

During the Year, the Group has engaged 65 new suppliers. They had passed through the evaluation prior to procurement, and some of them were additionally required to go through on-site assessment for ensuring compliance with the requirements of the Group and its customers. Moreover, each of the Group's existing suppliers is also subject to annual evaluation for continued monitoring of their performance. Those existing suppliers which may have significant impact on the Group's operations are even subject to on-site assessment. In 2020, 40 new suppliers and 221 existing suppliers passed the on-site assessment.

(4) Environmental Sustainability

In response to the environmental risks faced by the country and the national policies, the Group is committed to being a responsible enterprise to implement policies for prevention of environmental pollution, even though the industry in which the Group operates does not cause significant pollution.

The Group's environmental protection policy includes the 3R principle, namely Reduce, Reuse and Recycle, as well as the effective use of materials and energy.

The Group actively responds to employees' opinions on environmental issues, and recognises and rewards those employees who have made continuous improvement or contribution to environmental protection, thereby raising the awareness and sense of responsibility of employees and stakeholders towards the surrounding environment.

八. 環境與社會各範疇的績效(續)

(3) 供應鏈管理(續)

社會責任／環保績效方面的評估

在考慮上述評審範圍的同時，為支持減少溫室氣體的排放，本集團會優先考慮有相同條件的本地供貨商；目前本地供貨商的佔比約97%，只有在沒有合適本地供貨商的時候，才會向海外採購；並且部分相關的供貨商需接受社會責任／環保績效方面的評估，本年度約有92%的供貨商通過這些評估要求。

供貨商評估成果

本年度新增了65家供貨商，在採購前均通過本集團的評估，部分更被要求通過現場評審，確保符合本集團及客戶的要求。此外，每家現有的供貨商也通過年度評估，以持續監察其表現；對集團營運有重要影響的供貨商更須接受現場評審，於二零二零年共有40家新供貨商及221家現有供貨商通過現場評審。

(4) 環境的可持續發展

因應國家所面臨的環境風險及國家政策，儘管本集團的行業不會嚴重地造成污染，但作為一家負責任的企業，本集團也致力落實防治環境污染的政策。

本集團的環境保護方針包括3R原則，即減少(Reduce)、再利用(Reuse)和循環再造(Recycle)，及有效地使用材料和能源。

本集團積極響應員工提出與環境範疇相關的意見，並肯定及獎賞在環境保護方面作出持續改進或貢獻的員工，藉此加深員工和持份者對外圍環境的理解及責任感。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(4) Environmental Sustainability *(Continued)*

Emission Reduction Policy

I. Reduction of Exhaust Gas Emissions

Environmentally-friendly materials were used when the Group renovated its office buildings, and indoor air quality testing was performed before the use of the office. Office operation commenced only when the air quality test results satisfied the specified standards. Spray-painting and shot-blasting facilities were the main sources of exhaust gas in the operation process. To mitigate the pollution from the exhaust gas, spray-painting and shot-blasting facilities are equipped with ventilation, dust-removal, poison-removal and filtration systems. The spray-painting facilities adopt water curtain + activated carbon + filter cotton to filter exhaust gas in three stages, and the shot-blasting facilities adopt bag dust removal + cyclone dust removal. Exhaust gas is discharged after meeting the requisite standards. Exhaust emissions from operation are tested on a regular basis.

II. Reduction of Greenhouse Gas (GHG) Emissions

Meanwhile, the Group recognises that the emission of GHG is one of the main causes of the current global warming, and energy consumption is key source of GHG. In order to slow down the progress of global warming, the Group has adopted various policies and measures to control the consumption of energy, thereby reducing GHG emissions, which includes:

1. Prioritising the use of equipment and products of low energy consumption and high efficiency;
2. Considering the use of renewable energy, whenever appropriate;
3. Avoiding unnecessary business trips to reduce carbon emission generated by transportation;
4. Prioritising the engagement of local suppliers to reduce energy consumption resulting from the transportation of cargoes;
5. Promoting the importance of "Reducing Carbon Emissions" along the supply chain.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續)

減少排放政策

I. 減少廢氣排放

本集團的辦公大樓在裝修時採用環保材料，並於使用前進行空氣質量檢測，確保合格後才投入使用。在營運過程中，噴漆廠房和拋丸廠房為廢氣的主要排放源頭；為了減少廢氣污染環境，噴漆廠房和拋丸廠房均設置通風除塵、除毒及過濾系統，噴漆廠房採用水幕+活性炭+過濾棉三級過濾廢氣，拋丸廠房採用布袋除塵+旋風除塵，廢氣合格後排放，並定期對營運時所排放的廢氣進行檢測。

II. 減少溫室氣體(GHG)排放

與此同時，本集團亦深切理解溫室氣體是造成現時全球暖化的元兇之一，而溫室氣體的主要源頭來自能源的消耗。為了減慢暖化的情況，本集團採取多方面的政策與措施以管控能源的消耗，藉此減少溫室氣體的排放：

1. 優先選擇低能源消耗及高能源效益的設備及產品；
2. 如情況合適，考慮採用可再生能源；
3. 避免不必要的差旅，降低因差旅而乘搭交通工具所導致的碳排放；
4. 優先選用本地供貨商，減低因貨物運輸而產生的能源消耗；
5. 於供應鏈當中推廣「減少碳排放」的重要性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(4) Environmental Sustainability (Continued)

Emission Reduction Policy (Continued)

II. Reduction of Greenhouse Gas (GHG) Emissions (Continued)

Through achievement of the aforesaid measures, the following table sets out the emission volume from the main GHG emission sources of the Group's operating sites in Qingdao covered by this Report during the Year:

GHG Emission Sources		Consumption in 2020	GHG Emission Volume (equivalent of carbon dioxide in tonnes)
溫室氣體的排放源		2020年耗量	溫室氣體排放量 (噸二氧化碳當量)
Diesel consumption (litres)	柴油耗量(公升)		
Mobile source	流動源	4,610	12.78
Fixed source	固定源	17,278	45.21
Gasoline consumption (litres)	汽油耗量(公升)		
Mobile source	流動源	8,202	22.21
Total propane consumption (kg)	丙烷總耗量(公斤)	3,650	11.01
Acetylene consumption (kg)	乙炔耗量(公斤)	1,926	6.52
Power consumption of manufacturing facilities (kWh)	製造設施 耗電量(千瓦時)	2,170,660	1,755.2
Total GHG emissions	溫室氣體的排放總量		1,852.93
Production volume (tonnes)	生產量(噸)		1,879.3
GHG emission intensity	溫室氣體排放密度		0.99
			(equivalent of carbon dioxide in tonnes/ tonnes) (噸二氧化碳 當量/噸)

III. Reduction of Wastewater Discharge

The processes and technology adopted in the Group's operations do not involve significant water consumption or discharge of wastewater. Water is reused in the exhaust gas treatment system in spray-painting process. Therefore, the Group's discharge of wastewater mainly involves daily office operations. In view of this, water conservation signs are put up in washrooms, pantries, canteens and dormitories to raise employees' awareness of resource conservation for reducing sewage generation.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續)

減少排放政策(續)

II. 減少溫室氣體(GHG)排放(續)

透過實踐以上措施，下表顯示本年度集團於本報告所包涵的青島營運地點內主要溫室氣體源頭的排放量：

III. 減少廢水排放

於本集團營運中所採用的工藝與技術，並不涉及大量用水及廢水排放，噴漆廢氣處理裝置所使用的皆為循環用水；因此，集團的廢水排放主要涉及日常的辦公室運作，為此集團在洗手間、茶水間、食堂以及員工宿舍等各用水區域張貼「節約用水」標誌，以提高員工的節約意識，減少污水的產生。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(4) Environmental Sustainability (Continued) Emission Reduction Policy (Continued)

IV. Reduction of Solid Wastes

The Group has maintained a high degree of management over reducing leakage of various oil products, thereby reducing generation of related wastes. Through lean production, the containers for paints with low consumption were changed to small containers to reduce the amount of hazardous wastes such as waste paint residues and paint containers used. In addition, the Group also upgraded its processes to reduce the generation of hazardous wastes, such as the adoption of centrifugal casting process to fully prevent the release of asbestos wastes.

The operating sites covered in this Report generated a total of 76.53 tonnes of non-hazardous waste during the Year, and the types and distributions of these wastes are set out in the following table. Currently, the main identified hazardous wastes included: waste paint residues, scrap paint containers and waste mineral oils. The cumulative volume of all such wastes reached 7.81 tonnes. The Group recovers waste paint residues through the water curtain system, and reduced waste paint residues by 2.77 tonnes in 2020. The Group also uses cyclone dust removal and bag dust removal to reduce exhaust gas and dust particles. The total amount of waste reduced in 2020 was 4.43 tonnes.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續) 減少排放政策(續)

IV. 減少固體廢棄物

本集團一直維持高度管理，減少各種油品類的泄漏，從而減少造成相關的廢物產生；並通過精益生產，將用量少的油漆改為小包裝，減少廢油漆渣和油漆桶等有害廢棄物的數量；此外，集團亦藉着提升工藝以減少有害廢棄物的產生，譬如利用離心鑄造的工藝，全面防止石棉廢物的排放。

本報告所涵蓋的營運地點於本年度合共產生76.53噸的無害廢棄物，其種類及分佈如下表所示；目前被確認的主要有害廢棄物包括：廢油漆渣、廢油漆桶及廢礦物油，全年累計7.81噸。集團透過水幕系統回收廢油漆渣，在二零二零年期間所減少的廢油漆渣達2.77噸。集團同時利用旋風除塵和布袋除塵減少廢氣和粉塵顆粒，在二零二零年期間所減少的廢物總量達4.43噸。

Type of Waste		Total volume in 2020 (tonnes) 二零二零年 全年總量(噸)	Emission intensity per tonne of production unit 每噸生產單位的 排放密度
廢棄物種類			
Hazardous wastes	有害廢棄物	7.81	<0.010
Scrap steel	廢鋼材	39.67	0.021
Scrap paper cartons	廢紙殼包裝	2.76	<0.010
Scrap wooden boxes	廢木包裝箱	3.56	<0.010
Domestic wastes	生活垃圾	30.54	0.016

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(4) Environmental Sustainability (Continued)

Emission Reduction Policy (Continued)

IV. Reduction of Solid Wastes (Continued)

Handling of Hazardous Wastes

The Group develops a plan for hazardous waste management on an annual basis, and sets waste quantity targets for all relevant departments. Regular assessment is conducted and appropriate control measures are implemented for waste reduction where necessary. To cooperate with relevant management efforts, the Group arranges for the classification of hazardous wastes, puts up signs of hazardous wastes in the storage area, and engages qualified subcontractors for proper handling.

Reuse of Wastes

The Group keeps strengthening quality control to reduce wastes resulting from non-conforming products, and is striving to extract steel materials from wastes for "non-production" usage. Through this approach, a total of 4.4 tonnes of steel materials was reused throughout the Year. In addition, scrap iron chippings generated during the processing stage was also reused by the Group for casting production, and amounted to a total of 36.32 tonnes for reuse in casting throughout the Year.

Recycle of Wastes

In order to effectively handle recyclable wastes, the Group requires employees to classify relevant wastes and affix them with appropriate labels, which facilitates collection and periodic delivery to the qualified subcontractors for recycling and disposal. One of the examples is the handling of scrap product packaging cartons, in respect of which the Group follows the abovementioned policy and engages qualified agencies for collecting and recycling of such paper wastes. The total amount of such wastes recycled during the Year was 2.76 tonnes.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續)

減少排放政策(續)

IV. 減少固體廢棄物(續)

有害廢棄物處置

本集團編製年度有害廢棄物的管理計劃，及訂立各相關部門的廢棄物數量指標，並進行定期評估，必要時採取相應的控制措施，減少廢棄物的產生。為了配合相關管理，集團安排有害廢棄物的分類，在儲存區域貼上有害廢棄物的標誌，最後委託合資格的分包商作合適處置。

廢棄物再利用(Reuse)

集團持續加強質量控制，減少因產品質量不符所造成之浪費；並且致力將廢品中的鋼材回收利用作「非生產」用途；通過此回收全年共節省4.4噸鋼材；另外，於加工過程中所產生的廢鐵屑，集團亦將它們回收及重新用於鑄造生產，於本年度重用於鑄造的重量達36.32噸。

廢棄物循環再造(Recycle)

為了將可再造的廢物有效處置，集團要求員工對相關廢棄物進行分類，並貼上合適標誌，以便收集及定期交給合資格的分包商作回收和處置；其中一個例子應用於廢棄的產品包裝紙箱，集團按此原則委託並交給合資格機構，把收集的紙質類廢品進行循環再生，於本年度回收此類廢品進行循環再生總量為2.76噸。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(4) Environmental Sustainability *(Continued)*

Effective Use of Resources

The Group consumes resources mainly through material procurement, product manufacturing and office operations, and has formulated policies in these 3 aspects for managing the effective use of resources and reducing wastage:

Green Procurement Policy:

綠色採購政策：

Green Manufacturing Policy:

綠色製造政策：

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續)

有效使用資源

本集團的資源應用主要源於物料採購、產品製造及辦公室運作；針對此三方面，集團制定相關政策，以規範資源的有效使用及減少浪費：

Environmental safety assessments shall be conducted before procurement of chemicals. Toxic and hazardous products shall be substituted by products that are non-toxic or of low-toxicity; 採購化學品時，應首先進行環保安全評估，以無毒或低毒性產品取代有毒或有害產品；

The manufacturing process mainly involves consumption of energy, use of raw materials and use of water for exhaust gas treatment. In view of this, the Group has formulated policies to address issues in these three aspects:

製造過程主要涉及能源的耗用、原材料的使用及廢氣處理的用水，故此政策對應這三個層面：

- i) Newly purchased equipment shall meet the national energy consumption level, and purchase of high energy consumption equipment listed in the national phase-out catalogue is prohibited.
- i) 新採購的設備需滿足國家的能耗等級，禁止採購國家淘汰目錄裡的高能耗設備。
- ii) Technological processes shall be optimised for improving utilisation of steel and reducing the amount of scrap steel material, and for the use of materials, the Group shall strive to recycle scrap product packaging cartons. These policies help with reduction in both waste generation and consumption of paper resources.
- ii) 優化工藝流程，提高鋼材使用率，減少廢棄鋼材的數量；在物料的使用上，集團致力循環利用廢棄的產品包裝紙箱，此措施一方面減少排放廢物，同時亦可節省紙質資源。
- iii) In the spray-painting process of the Group's factories, the exhaust gas treatment system currently in use is designed to absorb exhaust gas through water recycling, thereby reducing the use of fresh water supply. This saved 105.2 cubic metres of fresh water throughout the Year.
- iii) 在集團工廠的噴漆過程中，目前正在使用的廢氣處理系統，藉着水循環再用以吸收廢氣，減少使用新鮮供水，本年度共節省105.2立方米的新鮮供水。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(4) Environmental Sustainability (Continued) Effective Use of Resources (Continued)

Green Office Policy:

綠色辦公室政策：

Major resources consumed by the Group during the Year are listed as follows. Electricity remained as the main resource consumed.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續) 有效使用資源(續)

Reduction in use of office resources includes: (i) using double-sided printing of paper instead of single-sided printing, and prioritising a paperless office operation; (ii) using water-saving devices as much as possible amongst office facilities, such as high efficient flushing toilets and automatic sensor switch faucets, and reminding employees to save water in daily operations; (iii) improving interior design to make full use of natural lighting, such as the use of transparent tiles, and maximising the use of energy-saving devices including LED lights, adoption of acoustic automatic control and solar power supply for public lighting. The current office buildings adopted LED lights during construction. Solar panels are used for street lighting in new factories, light and acoustic automatic controls are used in public area lighting, newly purchased equipment must meet the national energy consumption level and purchase high energy consumption equipment in the national phase-out catalog is prohibited.

減少辦公室的資源使用，包括：(i)將紙張單頁打印設置為雙面打印，並優先考慮無紙化辦公運作；(ii)辦公設施盡量採用省水裝置，如：高效的沖水馬桶和自動感應開關的水龍頭，並在日常營運中提醒員工節約用水；(iii)改善室內設計，盡量利用自然採光，如：採用透光瓦等，並盡量採用節能裝置，如：選用LED燈、公共照明採用聲光自動控制、太陽能供電等－目前的辦公樓於新建時採用LED燈，新建工廠路燈照明採用太陽能電池板、公共區域照明採用光控和聲控、新採購設備需滿足國家的能耗等級，禁止採購國家淘汰目錄裡的高能耗設備。

於本年度，集團所消耗的主要資源概列如下，電力仍是主要耗用的資源。

Resources		Consumption in 2020	Intensity of consumption per tonne of production unit
資源		二零二零全年耗量	每噸生產單位的耗用密度
Municipal Electricity (kWh)	市電(千瓦時)	2,230,960	1,187.12
Fresh water (cubic metres)	新鮮供水(立方米)	16,990	9.04
Package material (tonnes)	包裝材料(噸)	53.79	0.008

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(4) Environmental Sustainability *(Continued)*

Minimising of Significant Impacts to Environment and Natural Resources

Green Operating Processes

In addition to the aforesaid policies and measures for reduction of emissions and effective use of resources, all products from the Group have been strictly certified by Classification Societies for fulfilment of the environmental protection requirements for offshore products. Moreover, TSC Offshore has established and obtained the ISO14001 Environmental Management System certification, and has formulated effective procedures to ensure minimising of environmental risks in its operations.

Environmental Protection Training to Employees

To coordinate with the implementation of the environmental policies and measures, the Group has formulated an employee training programme for continued enhancement of their environmental awareness and competence in the implementation of relevant measures. In the Year, the number of employees that participated in the environmental protection trainings and trainings on identification, collection, transfer and storage of hazardous wastes reached 252 persons with a total of 572 training hours, which is approximately 63% higher than that achieved in previous year which was 350 training hours, which will reduce environmental risks imposed by the relevant operations in a more effective way.

Promotion of Environmental Protection along the Supply Chain

Suppliers are important partners with the Group. The Group intends to enhance the environmental awareness of its suppliers by taking advantage of its influence in the supply chain. Consequently, environmental performance has also become one of the evaluation criteria during the supplier selection and approval process, thereby enhancing suppliers' awareness of environmental protection and reducing carbon emissions to the environment.

During the reporting period, the Group did not identify any operating site with any legal violation or complaint relating to environment.

八. 環境與社會各範疇的績效(續)

(4) 環境的可持續發展(續)

減少對環境及天然資源造成重大影響

綠色營運流程

除了上述所實踐的政策與措施以減少排放及有效使用資源，集團營運中的產品全都通過船級社的嚴格認證，以滿足海上產品在環保方面的要求；此外，TSC Offshore 建立及獲得ISO14001環境管理體系認證，制定有效程序及確保在營運過程中減少對環境造成的風險。

員工環保培訓

為了配合集團環保政策與措施的實踐，本集團制定培訓計劃，不斷提升員工的環保意識及相關措施的執行力；本年度員工參與環保培訓及危險廢棄物辨識、收集、轉移、貯存培訓達252人次，合共572培訓小時，對比去年度的350個環保培訓小時，增加約63%，將更有效減少相關操作所構成的環境風險。

供應鏈環保宣傳

供貨商是本集團的重要合作夥伴，本集團希望藉着在供應鏈中的影響力，提升供貨商的環保意識，故此在選擇及審批供貨商的過程中，環保績效也是相關供貨商的評審準則之一，藉此提升供貨商對環保的意識，減少對環境的碳排放。

在報告期內，本集團並無發現任何營運地點涉及違反環境相關的法例或相關投訴。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(5) Business Ethics

Product Management

The Group has established and implemented the ISO 9001 Quality Management System, and has formulated appropriate monitoring procedures to address corresponding potential product quality risks. All products are required to pass through relevant quality inspection, whereby their design, manufacturing process, installation and testing shall all conform to relevant standards, specifications and technical requirements, as well as satisfy relevant design parameters. In addition, all products are subject to rigorous certification and safety verification by Classification Societies.

The product quality assurance process of the Group is controlled through the following four aspects:

1) *Inspection of Materials*

All raw materials must undergo incoming inspection based on their drawings, standards, specifications and technical agreements. Only materials which pass the inspection are allowed for storage.

Raw materials that are going to be used in products requiring classification are subject to certification by Classification Societies, and are allowed for storage and use only after approval.

2) *Manufacturing Process*

Verification and testing are conducted during the manufacturing process. Semi-finished products can only proceed to the next stage after they have passed relevant verification and testing.

Manufacturing of products requiring classification must undergo certification by Classification Societies, and can only proceed to next stage after approval.

3) *Inspection of Finished Products*

Finished products are subject to final inspection and comprehensive FAT testing.

Products requiring classification must be certified by Classification Societies and are only allowed for delivery after the relevant approval report has been issued.

八. 環境與社會各範疇的績效(續)

(5) 商業道德

產品管理

集團建立及實施ISO 9001質量管理體系，對應各類潛在的產品質量風險，並制定合適監控程序；所有產品必須通過質量檢測，其設計、製造過程、安裝和試驗都必須符合相關的標準、規範和技術要求，並滿足相關的設計參數。另外，所有產品均須接受及通過船級社的嚴格認證及安全驗證。

本集團的產品質量檢定過程通過以下四個方面進行監控：

1) 材料檢查

所有原材料必須依據圖紙、標準、規範、技術協議等進行進貨檢驗，合格後方可入庫。

需要入級的產品的原材料需要經過船級社認證，合格後方可入庫使用。

2) 製作過程

執行過程核對和試驗，經過檢驗合格的半成品才能流入到下一工序。

需要入級產品的製作過程需經過船級社認證，合格後方可流入下一工序。

3) 成品檢查

完工的產品進行成品核對和整機FAT試驗。

需要入級的產品需經過船級社認證，並提供合格報告後才可交貨。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(5) Business Ethics (Continued)

Product Management (Continued)

4) Non-conforming Product Control

Whenever non-conformities are identified during the quality verification process, the non-conforming product is analysed and processed, and would be taken out of the manufacturing process.

Apart from monitoring of product quality, the Group is also concerned about the protection of intellectual property. The Group has signed confidentiality agreements with employees which prohibits employees from disclosing product information to unauthorised personnel. For electronic information relevant to customers and self-branded products, such as specifications and drawings, they are encrypted for protection from leakage. Where appropriate, the Group will apply for patents to seek protection from the relevant authorities. The relevant patents obtained by the Group in the Year are listed as follows:

八. 環境與社會各範疇的績效(續)

(5) 商業道德(續)

產品管理(續)

4) 不合格品控制

在檢驗過程中發現不合格時，將不合格品進行分析和處理，禁止不合格的產品在製造過程中繼續流轉。

除了監控產品本身的質量，本集團亦關注知識產權的維護。本集團與員工簽訂保密協議，禁止員工對非授權的人士透露產品數據；對客戶及自家產品的規格與圖紙等相關的電子數據，都會進行加密處理以防外泄；對合適的產品，本集團更向相關機構申請專利保護，以下是本年度集團獲取的相關審批專利：

Name of product/technology patent 產品／技術專利名稱	Registration authority 註冊機構
A type of intelligent remote control ship deck crane used for ocean engineering 一種用於海洋工程的智能化遙控船舶甲板吊機	State Intellectual Property Office 國家知識產權局
A type of suction pipe for hydraulically driven dredging 一種水力驅動清淤的吸入管	State Intellectual Property Office 國家知識產權局
A type of mud pump cylinder liner replacement device 一種泥漿泵缸套更換裝置	State Intellectual Property Office 國家知識產權局
A type of mud pump valve cover replacement device 一種泥漿泵閥蓋更換裝置	State Intellectual Property Office 國家知識產權局

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS (Continued)

(5) Business Ethics (Continued)

Product Management (Continued)

4) Non-conforming Product Control (Continued)

Despite the implementation of robust quality management, the Group still attaches importance to customer feedback and has established a comprehensive complaint handling system. Sales and project management team will firstly communicate with customers to identify the details of nonconforming situation, then the quality management team will analyse the cause(s) with the relevant departments propose corrective actions. Eventually the sales and project management team will reply to customers with the relevant solution and the implementation thereof. During the reporting period, the Group did not identify any legal violation or complaint case relating to product responsibility. In the same period, no product was recalled for safety and health reasons. In addition, the Group was presented with an award from a relevant institution in the Year for recognition of the Group's product quality and technological achievements:

Name of Product Award

產品獎項名稱

Issuing Authority

頒發機構

Certification of intellectual property management system

知識產權管理體系認證

Huazhi Certification Co., Ltd. (華知認證有限公司)

華知認證有限公司

Anti-corruption Measures

Being a responsible enterprise, the Group has always maintained a "zero tolerance" attitude towards violations of business ethics such as bribery, extortion, fraud and money laundering.

八. 環境與社會各範疇的績效(續)

(5) 商業道德(續)

產品管理(續)

4) 不合格品控制(續)

儘管實行完善的質量管理，本集團仍重視客戶的反饋並制定完善的投訴機制，由銷售及項目管理部負責與顧客初步交流，確認不符合的具體情況；然後質量管理部召集相關部門分析原因並提出糾正措施；銷售及項目管理部將解決方案及執行狀況反饋到客戶。於報告期內，本集團並無發現任何違反產品責任相關的法例或收到任何投訴個案。同期，也沒有產品因安全與健康理由而須要回收。此外，集團於本年度更獲得相關機構頒發獎項，確認集團的產品水平及技術的成就：

防貪措施

本集團作為一間負責任的企業，一直對賄賂、勒索、欺詐及洗黑錢等違反商業道德的行為，以「零容忍」的態度來處理。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(5) Business Ethics *(Continued)*

Anti-corruption Measures *(Continued)*

The Group strives to provide a business platform with integrity and has continuously implemented the following measures, including:

1. Since 2012, the Group formulated the "Code of Business Conduct" to which all board members, managers, employees, agents and representatives must adhere; the Group announced and implemented the "Employee Handbook", which contains the requirement for prohibition of bribery, and has been signed and acknowledged by all employees;
2. The Audit Committee, the Remuneration Committee, the Supervisory Committee and the Nomination Committee have been established under the board of directors of the Group to be responsible for corporate governance;
3. The Group has set up a whistle-blowing hotline through which suspected cases or incidents of business ethics violations can be inquired about or reported, and corrective measures will be formulated to address the root cause of the established cases;
4. Employees are required to disclose conflicts of interest in their employment contracts, and no relevant reporting case was received throughout the Year;
5. Open tendering policy has been formulated and "comparison of quotations amongst at least 3 suppliers" is required, whereby the supplier with competitive price will be selected;
6. Since 2013, procurement personnel must comply with the "Revised Code of Self-Discipline Integrity Conduct for China (including China MRO) Procurement Personnel";
7. The Group appoints an independent auditing agency to proceed auditing and reporting of listed company on an annual basis, and the content involving the internal control system will be disclosed separately. Subsidiaries will appoint the local auditing agencies to proceed individual auditing and reporting as well as tax calculation in accordance with the principles of the operating regions for enhancement of the Group's internal control; and

八. 環境與社會各範疇的績效(續)

(5) 商業道德(續)

防貪措施(續)

本集團致力提供一個廉潔的營商平台，過往一直執行以下措施，包括：

1. 本集團自二零一二年起已制定《商業行為準則》，並要求本集團公司所有董事、管理人員、員工、代理和代表均須遵守該準則；集團頒佈及實施《員工手冊》，內含禁止賄賂的要求，並已獲得全體員工的簽署確認；
2. 本集團董事會轄下設立審核委員會、薪酬委員會、監察委員會、提名委員會來負責公司管治；
3. 本集團已設立舉報熱線，就疑似個案或在出現相關違反商業道德的情況時，進行諮詢或舉報，並針對成立的案件制定糾正措施來根治原因；
4. 在僱傭合約中要求員工作出利益衝突申報，於本年度並沒有收到相關的申報個案；
5. 制定公開招標政策，採購時須「貨比三家」，選擇性價比最高的作為最終供貨商；
6. 自二零一三年起，採購員須遵守本集團《中國區(含中國區MRO)採購人員廉潔自律行為規範修訂版》；
7. 每年委託獨立的審計機構做上市公司合併報表審計；並將內控制度部分作為單獨內容披露。下屬子公司根據屬地原則，委託當地審計機構進行個別報表的審計和所得稅滙算，以加強和完善集團的內部控制；及

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VIII. PERFORMANCE OF ENVIRONMENTAL AND SOCIAL ASPECTS *(Continued)*

(5) Business Ethics *(Continued)*

Anti-corruption Measures *(Continued)*

8. The Group provided a training session on anti-corruption for directors and employees.

During the reporting period, the Group did not identify any reported case or legal violation relating to corruption.

Community Contribution and Engagement

As an outstanding corporate citizen in the community, the Group connects with the community and send best wishes and support to the disadvantaged and give back to the community. On the foundation of this social responsibility, the Group has reached out to the community over the year, through volunteer service or participation in regional activities, and communication with local community organisations in form of meetings and other means to understand their needs and satisfy regional demands to the best of the Group's capabilities.

八. 環境與社會各範疇的績效(續)

(5) 商業道德(續)

防貪措施(續)

8. 對董事和員工開展一次反貪污培訓。

於報告期內，本集團並無發現任何貪污相關的舉報及任何違反貪污相關法例的案件。

社區貢獻與參與

作為社區內的一個優秀企業公民，集團希望連繫社區，為弱勢社群送上希望與支持，並能回饋社會。基於這份社會責任，集團多年來希望透過義工服務或參與地區活動等方式與社區接觸，藉着會面或其他方式與當地不同社區組織進行溝通，了解他們需要，並盡量滿足地區需求。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report to the shareholders of
CMIC Ocean En-Tech Holding Co., Ltd.**
(Incorporated in the Cayman Islands with limited liability)

致華商國際海洋能源科技控股有限公司股東

(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of CMIC Ocean En-Tech Holding Co., Ltd. ("the Company") and its subsidiaries ("the Group") set out on pages 113 to 218, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見

本核數師(以下簡稱「我們」)已審計列載於第113頁至218頁的華商國際海洋能源科技控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Valuation of property, plant and equipment and intangible assets

物業、廠房及設備及無形資產的估值

Refer to notes 10 and 11 to the consolidated financial statements and the accounting policies in notes 1(h), 1(i), 1(j)(i) and 1(k)(ii).

請參閱綜合財務報表附註10及11以及附註1(h)、1(i)、1(j)(i)及1(k)(ii)的會計政策。

The Key Audit Matter

關鍵審計事項

The carrying values of property, plant and equipment and intangible assets as at 31 December 2020 were allocated to the cash-generating units ("CGUs") to which they belong.

物業、廠房及設備及無形資產於二零二零年十二月三十一日的賬面值被分配所屬的現金產生單位。

When it is determined that indicators of impairment of a CGU exist, management assesses the value in use of the CGU by preparing a discounted cash flow forecast and that value in use is compared with the carrying value of the CGU to determine if any impairment is required.

當釐定某一現金產生單位存在減值跡象，管理層將編製折現現金流預測，從而評估該現金產生單位的在用價值，然後與該現金產生單位的賬面值進行對比，以釐定是否需要作出任何減值。

Assessing the value in use of a CGU is complex and requires management to make a number of judgemental assumptions, particularly relating to the revenue growth rates (which drives future production levels) and future gross margins.

評估某一現金產生單位的在用價值過程複雜，且需要管理層尤其是對收入增長率（這帶動未來的生產水平）及未來毛利率作出多項判斷假設。

These estimates are inherently uncertain due to recent oil price volatility and the uncertain economic outlook.

由於近期油價波動及經濟前景不明朗，該等估計本質上存在不確定性。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the valuation of property, plant and equipment and intangible assets included the following: 我們評估物業、廠房及設備及無形資產的估值的審計程序包括下列各項：

- obtaining an understanding of the Group's policies and procedures to identify impairment indicators of property, plant and equipment and intangible assets;
- 瞭解 貴集團識別物業、廠房及設備及無形資產減值跡象的政策及程序；
- evaluating management's identification of impairment indicators, if any, with reference to the internal sources and external sources of information;
- 參照內部及外部信息來源評估管理層對減值跡象（如有）的識別；
- engaging our internal valuation specialists to assist us in evaluating the methodology adopted by management, the identification of CGUs and the allocation of assets to each CGU in the preparation of its discounted cash flow forecasts and whether these were prepared in a manner consistent with the requirements of the prevailing accounting standards;
- 委聘內部估值專家，以協助我們評估就編製折現現金流預測時管理層採用的方法、現金產生單位的識別及把資產分配至各現金產生單位，並評價有關預測是否已按照與現行會計準則一致的方式編製；
- assessing and challenging management's impairment assessment model. This included evaluating the discounted cash flow forecasts for each CGU where an indicator of impairment was identified and comparing the resultant value in use with the carrying values of the relevant assets and considering whether impairment or a reversal of past impairment was required;
- 評估及質疑管理層的減值評估模型。這包括評價識別到減值跡象的各現金產生單位的折現現金流預測，並將所得在用價值與相關資產進行比較及考慮是否需要計提減值或撥回過往減值；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Valuation of property, plant and equipment and intangible assets (Continued)

物業、廠房及設備及無形資產的估值(續)

Refer to notes 10 and 11 to the consolidated financial statements and the accounting policies in notes 1(h), 1(i), 1(j)(i) and 1(k)(ii).

請參閱綜合財務報表附註10及11以及附註1(h)、1(i)、1(j)(i)及1(k)(ii)的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

We identified the valuation of property, plant and equipment and intangible assets as a key audit matter because determining the level of impairment, if any, involves a significant degree of management judgement in forecasting future cash flows and estimating the value in use of these assets both of which are inherently uncertain and may be subject to management bias.

我們把物業、廠房及設備及無形資產列為關鍵審計事項，因為釐定減值水平(如有)涉及管理層對預測未來現金流量及估計該等資產的在用價值作出重大判斷，而前述兩者本質上均存在不確定性，且或會受到管理層的偏見而有所影響。

- comparing the most significant inputs used in the discounted cash flow forecasts, including the revenue growth rates and future gross margins, with the historical performance of each CGU and management's budgets and forecasts;
- 將折現現金流預測中最重大輸入數據(包括收入增長率及未來毛利率)與各現金產生單位的過往表現及管理層預算和預測進行比較；
- evaluating the discount rates used in the cash flow forecasts by benchmarking against other similar companies in the same industry;
- 與同業其他類似公司進行對比，藉此評價現金流預測採用的折現率；
- performing sensitivity analyses of the discount rates, revenue growth rates, future gross margins and considering the resulting impact on the impairment assessment for the year and whether there were any indicators of management bias; and
- 對折現率、收入增長率及未來毛利率進行敏感度分析，並考慮對年內減值評估的影響及是否存在管理層偏見的任何跡象；及
- considering the disclosures in the consolidated financial statements in respect of impairment testing of property, plant and equipment and intangible assets, including the key assumptions and sensitivities to changes in such assumptions, with reference to the requirements of the prevailing accounting standards.
- 根據現行會計準則的規定，考慮綜合財務報表內有關物業、廠房及設備及無形資產的減值測試的披露，包括主要假設及有關假設變動的敏感度。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Loss allowance for trade and lease receivables

貿易及租賃應收款項的虧損撥備

Refer to notes 17, 18 and 30 to the consolidated financial statements and the accounting policies in notes 1(j)(ii), 1(k)(i) and 1(n).

請參閱綜合財務報表附註17、18及30以及附註1(j)(ii)、1(k)(i)及1(n)的會計政策。

The Key Audit Matter

關鍵審計事項

The carrying value of the Group's trade and lease receivables as at 31 December 2020 totalled US\$79.1 million after deduction of loss allowance of US\$65.5 million.

經扣除虧損撥備65.5百萬美元後，貴集團於二零二零年十二月三十一日的貿易及租賃應收款項賬面值合共79.1百萬美元。

The Group's loss allowance is always measured at an amount equal to the lifetime expected credit loss, which is estimated by taking into account the historical credit loss experience, ageing of the receivables and shared credit risk characteristics based on geographical location or business segment, adjusted for factors that are specific to the debtors and an assessment of both the current and forecasted economic conditions at the reporting date. Such assessment involves a significant degree of judgement.

貴集團的虧損撥備一直按相當於全期預期信貸虧損的金額計量，經考慮過往信貸虧損經驗、應收款項賬齡、基於地理位置或業務分部的共有之信貸風險特徵而估計，就報告日期債務人的特定因素以及對目前及預測經濟狀況的評估進行調整。有關評估涉及重大程度判斷。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the loss allowance for trade and lease receivables included the following:

我們評估貿易及租賃應收款項的虧損撥備的審計程序包括下列各項：

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection, and estimating the expected credit loss allowance;
- 了解及評估有關信貸控制、收債及估計預期信貸虧損撥備的主要內部控制的設計、實施及執行成效；
- obtaining an understanding on the key data and assumptions of the expected credit loss model adopted by the management, including the basis of the segmentation of the trade and lease receivables based on shared credit risk characteristics, the historical default data, and the assumptions involved in management's estimated loss rates;
- 瞭解管理層採納的預期信貸虧損模型中的關鍵數據及假設，包括管理層基於共有之信貸風險特徵對貿易及租賃應收款項進行分組的基準、過往違約率以及管理層估計虧損率涉及的假設；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Loss allowance for trade and lease receivables (Continued)

貿易及租賃應收款項的虧損撥備(續)

Refer to notes 17, 18 and 30 to the consolidated financial statements and the accounting policies in notes 1(j)(ii), 1(k)(i) and 1(n).

請參閱綜合財務報表附註17、18及30以及附註1(j)(ii)、1(k)(i)及1(n)的會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

We identified the loss allowance for trade and lease receivables as a key audit matter because the assessment of loss allowances is inherently subjective and requires significant management judgement, which increases the risk of error or potential management bias.

由於評估虧損撥備在本質上具有主觀性，並需要管理層作出重大判斷，因而增加出錯或潛在管理層偏見的風險，故我們將貿易及租賃應收款項虧損撥備識別為關鍵審計事項。

- assessing the classification of individual balances in the trade receivables ageing report and lease receivables ageing report by comparing the details in such reports with underlying invoices, on a sample basis; and
- 將貿易應收款項賬齡報告及租賃應收款項賬齡報告內的詳情與相關發票進行抽樣比對，從而評估該等報告內個別結餘的分類；及
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information.
- 藉檢測管理層用以構成相關判斷的資料(包括測試過往違約數據的準確性、評估過往虧損率是否按目前經濟狀況及前瞻性資料作出適當調整)來評估管理層虧損撥備估算的合理性。
- For certain receivables, our procedures also included evaluating the probability of default by comparing with available market information.
- 就若干應收款項而言，我們的程序亦包括通過與可得市場資料比較評估拖欠還款的可能性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Assessing the net realisable value of inventories

評估存貨的可變現淨值

Refer to note 16 to the consolidated financial statements and the accounting policies in note 1(l).

請參閱綜合財務報表附註16及附註1(l)的會計政策。

The Key Audit Matter

關鍵審計事項

The carrying value for inventories as at 31 December 2020 was US\$23.0 million, which represented 10.0% of the Group's total assets. The inventories held at the year-end covered a wide range of capital equipment and spare parts and the demand for these in the future may be adversely affected by many factors including market demand, competitor activities, pricing and the introduction of substituting products and technologies.

於二零二零年十二月三十一日，存貨的賬面值為23.0百萬美元，相當於貴集團總資產的10.0%。年末持有的存貨涵蓋各種資本設備及備件，未來該等設備及備件的需求可能受到諸多因素的不利影響，包括市場需求、競爭對手的活動、替代品及技術的定價及推出。

The Group's inventories are carried at the lower of cost and net realisable value. Determination of net realisable value involves key judgements and estimates made by management, in particular with regards to the estimation of selling prices and provisions for slow-moving and obsolete inventories.

貴集團的存貨按成本與可變現淨值中的較低者入賬。釐定可變現淨值涉及管理層作出的關鍵判斷及估計，特別是對滯銷及陳舊存貨售價及撥備作出的估計。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the net realisable value of inventories included the following:

我們評估存貨的可變現淨值的審計程序包括下列各項：

- assessing whether the inventory provision at the end of the reporting period was determined on a basis consistent with the Group's inventory provisioning policy including evaluating the accuracy of management's prior year estimation;
- 評估於報告期末的存貨撥備是否按與貴集團存貨撥備政策一致的基準釐定(包括評估管理層過往年度的估計是否準確)；
- assessing, on a sample basis, the classification of individual items in the inventory ageing report by comparing the details in the inventory ageing report with underlying documentation, including purchase invoices and goods receipt notes;
- 抽樣評估存貨賬齡報告中個別項目的分類，方式為將存貨賬齡報告中的詳細資料與相關文件(包括採購發票及貨品收據)比較；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Assessing the net realisable value of inventories (Continued)

評估存貨的可變現淨值(續)

Refer to note 16 to the consolidated financial statements and the accounting policies in note 1(l).

請參閱綜合財務報表附註16及附註1(l)的會計政策。

The Key Audit Matter

關鍵審計事項

We identified the assessment of the net realisable value of inventories as a key audit matter because of the significance of inventories to the consolidated financial statements and because of the significant judgements made by management in assessing net realisable value, which increases the risk of error or potential management bias.

我們將存貨可變現淨值的估值確定為關鍵審計事項，原因為存貨對綜合財務報表的重要性及管理層評估可變現淨值作出的重大判斷，從而增加錯誤或潛在管理層偏向的風險。

How the matter was addressed in our audit

我們的審計如何處理該事項

- assessing the appropriateness of the selling prices estimated by the management, on a sample basis, by comparing the estimated selling prices to the recent transaction prices and our knowledge of the Group's business; and
- 抽樣評估管理層估計的售價是否恰當，方式為將估計售價與當前交易價進行比較以及瞭解貴集團業務；及
- evaluating the reasonableness of the Group's inventory provision balance by comparing, on a sample basis, the carrying value of inventories with net realisable value.
- 評估貴集團存貨撥備結餘是否合理，方式為抽樣比較存貨賬面值與可變現淨值。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ho Wai Ming.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

26 March 2021

核數師就審計綜合財務報表承擔的責任

(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們對審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或採取的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何偉明。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二一年三月二十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2020 (Expressed in United States dollars) 截至二零二零年十二月三十一日止年度(以美元呈列)

		Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Revenue	收入	3	65,144	70,246
Cost of sales	銷售成本		(53,910)	(46,210)
Gross profit	毛利		11,234	24,036
Other revenue and net income	其他收益及淨收入	4	6,658	3,916
Reversal of provision for customer claims	客戶申索撥備之撥回	5(c)	—	3,030
Gain on settlement of trade payables by issue of new shares	通過發行新股結算貿易應付款項收益	5(c)	—	3,281
Selling and distribution expenses	銷售及分銷開支		(4,818)	(4,981)
General and administrative expenses	一般及行政開支		(21,705)	(23,960)
Other operating expenses	其他經營開支	5(e)	(4,122)	(1,239)
(Impairment losses)/reversal of impairment losses on trade debtors and bill receivables, lease receivables and contract assets	貿易應收賬款及應收票據、租賃應收款及合約資產(減值虧損)/減值虧損撥回	5(c)	(4,272)	4,177
Gain on settlement of sale and purchase contracts	結算買賣合約的收益	5(d)	26,332	—
Profit from operations	經營溢利		9,307	8,260
Finance costs	財務成本	5(a)	(660)	(1,727)
Share of profits of associates	分佔聯營公司溢利		18	36
Share of profit of joint venture	分佔合營公司溢利		1,216	3,728
Profit before taxation	除稅前溢利	5	9,881	10,297
Income tax credit/(expenses)	所得稅抵免/(開支)	6(a)	949	(979)
Profit for the year	年內溢利		10,830	9,318
Attributable to:	以下各方應佔：			
Equity shareholders of the Company	本公司股權股東		10,916	9,701
Non-controlling interests	非控股權益		(86)	(383)
Profit for the year	年內溢利		10,830	9,318
Earnings per share	每股盈利	9		
Basic and diluted	基本及攤薄		US0.36 cent 0.36美仙	US0.35 cent 0.35美仙

The notes on pages 120 to 218 form part of these financial statements.

第120頁至218頁的附註構成該等財務報表的一部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2020 (Expressed in United States dollars) 截至二零二零年十二月三十一日止年度(以美元呈列)

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Profit for the year	年內溢利	10,830	9,318
Other comprehensive income for the year:	年內其他全面收益：		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>		
- Equity investments at fair value through other comprehensive income ("FVOCI")	- 按公平價值計入其他全面收益(「按公平價值計入其他全面收益」)的股權投資		
- changes in fair value during the year (non-recycling) (with nil tax effect)	- 年內公平價值變動(非劃轉)(零稅務影響)	(93)	(676)
- Share of other comprehensive income of joint venture (with nil tax effect)	- 應佔合營公司其他全面收入(零稅務影響)	(3,003)	(4,214)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>隨後或會其後重新分類至損益之項目：</i>		
- Exchange differences on translation of financial statements of subsidiaries and associates (with nil tax effect)*	- 換算附屬公司及聯營公司財務報表所產生之匯兌差額(零稅務影響)*	2,482	479
Other comprehensive income for the year	年內其他全面收益	(614)	(4,411)
Total comprehensive income for the year	年內全面收益總額	10,216	4,907
Attributable to:	以下各方應佔：		
Equity shareholders of the Company	本公司股權股東	10,305	5,294
Non-controlling interests	非控股權益	(89)	(387)
Total comprehensive income for the year	年內全面收益總額	10,216	4,907

* Included exchange gain on translation of financial statements of associates of \$21,000 (2019: loss of \$3,000).

* 包括換算聯營公司財務報表所產生之匯兌收益21,000元(二零一九年：虧損3,000元)。

The notes on pages 120 to 218 form part of these financial statements.

第120頁至218頁的附註構成該等財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2020 (Expressed in United States dollars) 於二零二零年十二月三十一日 (以美元呈列)

		Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	18,971	42,989
Investment properties	投資物業	10	3,260	3,265
Intangible assets	無形資產	11	228	307
Interest in associates	於聯營公司之權益	13	346	307
Interest in joint venture	於合營公司之權益	14	40,727	42,514
Other financial assets	其他金融資產	15	233	326
Prepayments	預付款	17	—	60
Lease receivables	租賃應收款	18	6,329	6,044
Deferred tax assets	遞延稅項資產	26(b)	2,540	1,775
			72,634	97,587
Current assets	流動資產			
Inventories	存貨	16	23,008	149,028
Trade and other receivables	貿易應收及其他應收款項	17	57,617	64,824
Contract assets	合約資產	23(a)	324	1,268
Amount due from a related company	應收關聯公司款項	19	101	101
Lease receivables	租賃應收款	18	25,591	3,561
Tax recoverable	可收回稅項	26(a)	435	826
Pledged bank deposits and time deposits	已抵押銀行存款及定期存款		4,187	1,051
Cash and cash equivalents	現金及現金等值物	20(a)	22,424	35,021
			133,687	255,680
Non-current assets classified as held for sale	分類為持作出售之非流動資產	21	23,609	2,911
			157,296	258,591
Current liabilities	流動負債			
Trade and other payables	貿易應付及其他應付款項	22	57,989	189,417
Contract liabilities	合約負債	23(b)	8,667	29,034
Bank loans	銀行貸款	24	—	5,023
Lease liabilities	租賃負債	25	23,390	1,124
Tax payable	應付稅項	26(a)	3,376	4,191
			93,422	228,789
Net current assets	流動資產淨值		63,874	29,802
Total assets less current liabilities	總資產減流動負債		136,508	127,389

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2020 (Expressed in United States dollars) 於二零二零年十二月三十一日 (以美元呈列)

	Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Non-current liabilities	非流動負債		
Bank loans	銀行貸款 24	—	4,161
Lease liabilities	租賃負債 25	1,224	2,814
		1,224	6,975
NET ASSETS	資產淨值	135,284	120,414
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本 29(b)	41,418	39,191
Reserves	儲備	94,188	81,865
Total equity attributable to equity shareholders of the Company	本公司股權股東應佔權益總額	135,606	121,056
Non-controlling interests	非控股權益	(322)	(642)
TOTAL EQUITY	權益總額	135,284	120,414

Approved and authorised for issue by the board of directors on 26 March 2021.

經董事會於二零二一年三月二十六日批准及授權刊發。

Lou Dongyang

婁東陽

Director

董事

Jiang Bing Hua

蔣秉華

Director

董事

The notes on pages 120 to 218 form part of these financial statements.

第120頁至218頁的附註構成該等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020 (Expressed in United States dollars) 截至二零二零年十二月三十一日止年度(以美元呈列)

Attributable to equity shareholders of the Company
本公司股權股東應佔

		Share capital	Share premium	Merger reserve	Exchange reserve	Shares held for share award scheme reserve 持作股份獎勵計劃之股份儲備	Capital reserve	Revaluation reserve	Reserve funds	Fair value reserve (non-recycling) 公平價值儲備	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 US\$'000 千美元	股份溢價 US\$'000 千美元	合併儲備 US\$'000 千美元	匯兌儲備 US\$'000 千美元	股份儲備 US\$'000 千美元	資本儲備 US\$'000 千美元	重估儲備 US\$'000 千美元	公益金 US\$'000 千美元	(非划轉) US\$'000 千美元	累計虧損 US\$'000 千美元	總計 US\$'000 千美元	非控股權益 US\$'000 千美元	總權益 US\$'000 千美元
Balance at 1 January 2019	於二零一九年一月一日之結餘	18,854	182,447	2,161	(16,020)	(1,285)	5,482	627	8,509	(3,660)	(168,462)	28,653	(255)	28,398
Changes in equity for 2019	於二零一九年股權變動													
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	9,701	9,701	(383)	9,318
Other comprehensive income	其他全面收益	-	-	-	483	-	-	-	-	(4,890)	-	(4,407)	(4)	(4,411)
Total comprehensive income	全面收益總額	-	-	-	483	-	-	-	-	(4,890)	9,701	5,294	(387)	4,907
Issue of new shares (note 29(b))	發行新股(附註29(b))	20,337	68,288	-	-	-	-	-	-	-	-	88,625	-	88,625
Purchase of shares for share award scheme (note 28)	就股份獎勵計劃購買股份(附註28)	-	-	-	-	(1,516)	-	-	-	-	-	(1,516)	-	(1,516)
Transferred to reserve funds	轉撥至儲備公益金	-	-	-	-	-	-	-	399	-	(399)	-	-	-
Balance at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日之結餘	39,191	250,735	2,161	(15,537)	(2,801)	5,482	627	8,908	(8,550)	(159,160)	121,056	(642)	120,414
Changes in equity for 2020	於二零二零年股權變動													
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	10,916	10,916	(86)	10,830
Other comprehensive income	其他全面收益	-	-	-	2,485	-	-	-	-	(3,096)	-	(611)	(3)	(614)
Total comprehensive income	全面收益總額	-	-	-	2,485	-	-	-	-	(3,096)	10,916	10,305	(89)	10,216
Issue of new shares (note 29(b))	發行新股(附註29(b))	2,227	3,897	-	-	-	-	-	-	-	-	6,124	-	6,124
Purchase of shares for share award scheme (note 28)	就股份獎勵計劃購買股份(附註28)	-	-	-	-	(1,470)	-	-	-	-	-	(1,470)	-	(1,470)
Transferred to reserve funds	轉撥至儲備公益金	-	-	-	-	-	-	-	385	-	(385)	-	-	-
Acquisition of non-controlling interests in a subsidiary	收購一間附屬公司的非控股權益	-	-	-	-	-	-	-	-	-	(409)	(409)	409	-
Balance at 31 December 2020	於二零二零年十二月三十一日之結餘	41,418	254,632	2,161	(13,052)	(4,271)	5,482	627	9,293	(11,646)	(149,038)	135,606	(322)	135,284

The notes on pages 120 to 218 form part of these financial statements.

第120頁至218頁的附註構成該等財務報表的一部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2020 (Expressed in United States dollars) 截至二零二零年十二月三十一日止年度(以美元呈列)

	Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Operating activities	經營業務		
Profit before taxation	除稅前溢利	9,881	10,297
Adjustments for:	就以下各項作出調整：		
Depreciation	折舊	4,540	5,946
Impairment losses/(reversal of impairment losses) on trade debtors and bills receivables, leases receivables and contract assets	貿易應收賬款及應收票據、租賃應收款及合約資產減值虧損／(減值虧損撥回)	4,272	(4,177)
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	1,723	—
Share of profits of associates	分佔聯營公司之溢利	(18)	(36)
Share of profit of joint venture	分佔合營公司之溢利	(1,216)	(3,728)
Write-down of inventories	存貨撇減	2,244	181
Amortisation of intangible assets	無形資產攤銷	102	380
Finance costs	財務成本	1,725	1,727
Interest income	利息收入	(2,698)	(1,186)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)／虧損	(192)	523
Gain on sub-leasing of drilling rigs classified as finance leases	分類為融資租賃的分租鑽井平台收益	(1,061)	—
Gain on settlement of sale and purchase contracts	結算買賣合約的收益	(26,332)	—
Government grant – forgiveness of loan	政府補助 – 貸款寬免	(664)	—
Reversal of provision for estimated loss of incomplete construction contract	未完成建造合約估計虧損撥備之撥回	—	(1,602)
Reversal of provision for customer claims	客戶申索撥備之撥回	—	(3,030)
Gain on settlement of trade payables by issue of new shares	通過發行新股結算貿易應付款項收益	—	(3,281)
Foreign exchange (gain)/loss	外匯(收益)／虧損	(1,725)	688
Operating (loss)/profit before changes in working capital	營運資金變動前經營(虧損)／溢利	(9,419)	2,702
Decrease/(increase) in inventories	存貨減少／(增加)	5,632	(3,319)
(Increase)/decrease in trade and other receivables	貿易應收及其他應收款項(增加)／減少	(9,466)	2,542
Decrease in contract assets	合約資產減少	55	741
Decrease/(increase) in lease receivables	租賃應收款減少／(增加)	10,356	(9,349)
Increase/(decrease) in trade and other payables	貿易應付及其他應付款項增加／(減少)	14,840	(4,360)
Decrease in contract liabilities	合約負債減少	(7,924)	(370)
Cash generated from/(used in) operations	經營業務產生／(所用)現金	4,074	(11,413)
Income tax paid	已付所得稅	(214)	(961)
Interest received from sub-leasing of drilling rigs classified as finance leases	自分類為融資租賃的分租鑽井平台收取的利息	597	—
Interest paid for sub-leasing of drilling rigs classified as finance leases	就分類為融資租賃的分租鑽井平台支付的利息	(576)	—
Net cash generated from/(used in) operating activities	經營業務產生／(所用)現金淨額	3,881	(12,374)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2020 (Expressed in United States dollars) 截至二零二零年十二月三十一日止年度(以美元呈列)

	Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Investing activities	投資業務		
Payment for purchase of property, plant and equipment	購置物業、廠房及設備付款	(1,173)	(1,326)
Payment for purchase of intangible assets	購買無形資產之付款	—	(307)
Interest received	已收利息	1,596	1,158
Increase in pledged bank deposits and time deposits	已抵押銀行存款及定期存款增加	(3,097)	(258)
Subscription of notes included in trade and other receivables	計入貿易應收及其他應收款項之認購票據	—	(6,385)
Redemption of notes included in trade and other receivables	計入貿易及其他應收款項之贖回票據	6,413	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	—	1,053
Capital contribution to joint venture	於合營公司投資付款	(6,000)	(37,000)
Receipt in advance from proposed disposal of non-current assets classified as held for sale	建議出售分類為持作出售的非流動資產預收款項	5,623	—
Net cash generated from/(used in) investing activities	投資業務產生/(所用)現金淨額	3,362	(43,065)
Financing activities	融資業務		
Proceeds from issue of new shares	發行新股所得款項	—	83,139
Interest paid	已付利息	(171)	(1,571)
Proceeds from new bank loans	新籌集銀行貸款所得款項	664	5,068
Repayment of bank loans	償還銀行貸款	(9,280)	(13,177)
Capital element of lease rentals paid	已付租賃租金之資本部分	(9,822)	(1,152)
Interest element of lease rentals paid	已付租賃租金之利息部分	(125)	(218)
Payment for purchase of shares under share award scheme	根據股份獎勵計劃購買股份之付款	(1,470)	(1,516)
Net cash (used in)/generated from financing activities	融資業務(所用)/產生現金淨額	(20,204)	70,573
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物淨額(減少)/增加	(12,961)	15,134
Cash and cash equivalents at 1 January	於一月一日現金及現金等值物	35,021	19,805
Effect of foreign exchange rate changes	匯率變動的影響	364	82
Cash and cash equivalents at 31 December	於十二月三十一日現金及現金等值物	22,424	35,021

The notes on pages 120 to 218 form part of these financial statements.

第120頁至218頁的附註構成該等財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2020 comprise the Group and the Group’s interest in associates and joint venture.

The functional currency of the Company is Hong Kong dollars (“HK\$”). Subsidiaries of the Company have their functional currencies other than HK\$, mainly Renminbi (“RMB”), United States dollars and Pound Sterling (“GBP”). In view of operations of the Group in various foreign countries, the directors of the Company consider United States dollars, being an internationally well-recognised currency, can provide more meaningful information to the Company’s investors and meet the needs of the Group’s global customers. Therefore, the directors choose United States dollars as the presentation currency of the financial statements.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except for investments in equity securities which are stated at their fair values as explained in the accounting policies set out in note 1(f).

1 主要會計政策

(a) 遵例聲明

該等財務報表乃遵照所有適用之香港財務報告準則(「香港財務報告準則」)(包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港公認會計原則及香港公司條例的適用披露規定而編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露條文。本集團所採納之主要會計政策於下文披露。

香港會計師公會已頒佈多項香港財務報告準則之修訂，於本集團本個會計期間首次生效或可予提早採納。附註1(c)提供有關因初始應用該等修訂而產生之任何會計政策變動之資料，惟以與本集團於本個或過往會計期間在該等財務報表所反映者有關為限。

(b) 財務報表編製基準

截至二零二零年十二月三十一日止年度之綜合財務報表包括本集團及本集團於聯營公司及合營公司之權益。

本公司之功能貨幣為港元(「港元」)。本公司之附屬公司採用港元以外的功能貨幣，主要為人民幣(「人民幣」)、美元及英鎊(「英鎊」)。鑒於本集團於多個不同國家的業務，本公司董事認為美元作為國際上公認之貨幣可為本公司投資者提供更有意義之資料，並能夠滿足本集團全球客戶之需求。因此，董事選擇美元作為財務報表之呈列貨幣。

誠如附註1(f)所載之會計政策所解釋，編製財務報表所採用之計量基準為歷史成本法，惟股本證券投資以公平價值列賬除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements

(Continued)

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 1(x)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

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

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

1 主要會計政策(續)

(b) 財務報表編製基準(續)

持作出售之非流動資產按賬面值與公平價值減出售成本兩者中較低者列賬(見附註1(x))。

編製符合香港財務報告準則的財務報表要求管理層作出可影響政策應用及資產、負債、收入及開支呈報金額的判斷、估計及假設。該等估計及相關假設乃基於以往經驗及相信在有關係下屬合理的多項其他因素，而有關結果乃作為就該等不可基於其他資料來源而顯而易見地得出的資產及負債賬面值的判斷基準。實際的結果可能會與此等估計不同。

該等估計及相關假設會持續檢討。若會計假設的修訂僅影響作出修訂的期間，將會於該期間確認；若修訂影響當期及未來期間，則會於當期及未來期間確認。

附註2將討論管理層於應用香港財務報告準則所作出對財務報表有重大影響的判斷，以及估計不確定性的主要來源。

(c) 會計政策的變動

香港會計師公會已頒佈下列香港財務報告準則的修訂本，並於本集團本會計期間首次生效：

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

該等變動對本集團如何編製或呈列當前或過往期間的業績及財務狀況並無造成重大影響。本集團並未應用任何於本會計期間尚未生效的新訂準則或詮釋。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(o) or 1(p) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

1 主要會計政策(續)

(d) 附屬公司及非控股權益

附屬公司乃本集團控制的實體。當本集團對來自某一實體業務之浮動回報具有承擔或享有權利，以及能運用權力影響該等回報金額時，本集團即具有該實體之控制權。在評估本集團是否擁有權力時，只會考慮實質權利(由本集團及其他人士持有者)。

於受控制附屬公司的投資綜合於綜合財務報表，由控制開始之日起直至控制終止之日止。集團內公司間的結餘、交易及現金流與集團內公司間的交易所產生之任何未變現溢利，會於編製綜合財務報表時全面撇銷。集團內公司間的交易所產生之任何未變現虧損亦會如未變現收益般撇銷，惟倘無減值證據則例外。

非控股權益是指並非由本公司直接或間接於附屬公司應佔的權益，及本集團並未與該等權益的持有人達成任何額外條款，從而令本集團在總體上對該等權益產生合約性責任，使其符合金融負債的定義。就各項業務合併而言，本集團可選擇以公平價值或非控股權益按比例所分佔的附屬公司可辨別資產計量任何非控股權益。

非控股權益在綜合財務狀況表是包括在權益內但與屬於本公司權益股東的權益分開列示。本集團業績內的非控股權益作為本年度溢利或虧損總額及全面收益總額在非控股權益與本公司的權益股東之間的分配，於綜合損益表及綜合損益及其他全面收益表內單獨列示。來自非控股權益持有人的貸款及對該等持有人的其他合約承諾，根據附註1(o)或1(p)及取決於該等負債性質於綜合財務狀況表列作金融負債。

本集團於附屬公司中不會導致失去控制權的權益變動為權益交易入賬，並對綜合權益內的控股及非控股權益數額作出調整，以反映相關權益變動，惟不會對商譽作出調整，亦不會確認損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests

(Continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)).

(e) Associates and joint venture

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate and joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 1(k)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment loss for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investee's other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

1 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

本集團失去附屬公司控制權時作為出售該附屬公司全部權益入賬，所產生的收益或虧損於損益內確認。於失去控制權當日在前附屬公司所保留的任何權益按公平價值確認，有關金額視作金融資產初步確認時的公平價值或(如適用)於聯營公司或合營公司的投資初步確認時的成本(見附註1(e))。

於本公司的財務狀況表，於附屬公司的投資乃按成本減減值虧損列賬(見附註1(k)(ii))。

(e) 聯營公司及合營公司

聯營公司為本集團或本公司對其管理擁有重大影響力(包括參與財務及經營政策方面決定)但不受其單獨或共同控制的實體。

合營公司為一項安排，據此本集團或本公司及其他訂約方同意分享控制該安排，及對該安排之淨資產享有權利。

於聯營公司及合營公司的投資根據權益法於綜合財務報表入賬。根據權益法，該投資於初期確認時按成本列賬，並就本集團於收購日期應佔的被投資公司可辨別資產淨值超過投資成本(如有)的任何部分作出調整。投資成本包括購買價、直接歸屬於收購投資的其他成本，以及對構成本集團股權投資部分的聯營公司或合營公司的任何直接投資。其後，有關投資按收購後本集團於被投資公司所佔淨資產比例的變化及有關投資之任何減值虧損(見附註1(k)(ii))進行調整。於各報告日期，本集團評估是否存在客觀跡象顯示投資出現減值。於收購日期超過成本的任何部分，本集團於收購後所佔被投資公司的除稅後業績及年內減值虧損乃在綜合損益表確認，而本集團於收購後所佔被投資公司之其他全面收益之除稅後項目乃在綜合損益及其他全面收益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Associates and joint venture (Continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the expected credit losses ("ECLs") model to such other long-term interests where applicable (see note 1(k)(i)).

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(f)).

1 主要會計政策(續)

(e) 聯營公司及合營公司(續)

當本集團所佔聯營公司或合營公司虧損超出其權益，本集團的權益將會減至零，並會終止確認任何進一步的虧損，除非本集團已承擔法律或推定責任或代表被投資公司作出付款則另當別論。就此而言，本集團的權益為按權益法列賬的投資賬面值加上在實質上屬於本集團於聯營公司或合營公司(在預期信貸虧損(「預期信貸虧損」)模式應用於該等其他長期權益(如適用)後(參閱附註1(k)(i)))的投資淨額的長期權益。

本集團與其聯營公司及合營公司之間的交易所產生的未變現損益將予撤銷，惟以本集團於被投資公司的權益為限。然而，如有證據顯示已轉讓資產減值，則有關的未變現虧損將即時確認為損益。

如果對聯營公司的投資成為對合營公司的投資，或反之亦然，則不會重新計量留存權益。相反，投資將繼續按權益法進行核算。

在所有其他情況下，當本集團不再對聯營公司擁有重大影響力或不再對一間合營公司擁有共同控制時，將視作出售於該被投資公司的全部權益入賬，所產生的收益或虧損則於損益確認。於失去重大影響力或共同控制當日在前被投資公司保留的任何權益按公平價值確認，有關金額視作金融資產初步確認時的公平價值(見附註1(f))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Other investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 15. These investments are subsequently accounted for as follows, depending on their classification.

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income ("FVOCI") (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retain profits/accumulated losses. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(u)(iii).

1 主要會計政策(續)

(f) 其他股本證券投資

本集團及本公司對股本證券投資的會計政策(於附屬公司、聯營公司及合營企業之投資除外)載列如下：

股本證券投資於本集團承諾購買／出售該項投資之日期確認／終止確認。該等投資按公平價值加直接應佔交易成本初始列示，惟按公平價值計入損益(「按公平價值計入損益」)的投資之交易成本直接於損益確認。有關本集團如何釐定金融工具公平價值的說明，見附註15。該等投資按其分類後續處理方式如下：

股本證券投資被分類為按公平價值計入損益計量，除非股本投資並非持作買賣用途，且在初始確認該等投資時，本集團作出不可撤銷選擇以指定為按公平價值計入其他全面收益(「按公平價值計入其他全面收益」)(非劃轉)計量的投資，其公平價值的後續變動於其他全面收益確認。該項選擇乃基於各項工具作出，但僅在該項投資從發行人的角度符合權益的定義時方才作出。倘若作出該項選擇，則其他全面收益中的累計金額將保留於公平價值儲備(非劃轉)中，直至該項投資被出售。於該項投資出售時，公平價值儲備(非劃轉)中的累計金額轉至保留溢利／累計虧損，而不會通過損益劃轉。不論是分類為按公平價值計入損益或按公平價值計入其他全面收益計量的股本證券投資之股息，均根據附錄1(u)(iii)所載的政策於損益中確認為其他收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)). Depreciation is calculated to write off the cost of investment properties, less their estimate residual value, if any, using the straight line method over their estimated useful lives of 20 years. Rental income from investment properties is accounted for as described in note 1(u)(ii).

(h) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)):

- freehold land and buildings;
- interest in leasehold land and building where the Group is the registered owner of the property interest;
- right-of-use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets, arising from leases of underlying plant and equipment (see note 1(j)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(w)).

1 主要會計政策(續)

(g) 投資物業

投資物業為擁有或根據租賃權益持有之土地及樓宇，以賺取租金收入及／或資本增值。該等物業包括目前持有尚未確定未來用途的土地及在建或開發未來用作投資物業的物業。

投資物業按成本減累計折舊及減值虧損列賬(見附註1(k)(ii))。折舊乃根據投資物業估計可使用年期20年，按直線法撇銷其成本(扣除其估計剩餘價值(若有))計算。投資物業租金收入如附註1(u)(ii)描述列賬。

(h) 物業、廠房及設備

下列物業、廠房及設備之各項目乃按成本減累計折舊及減值虧損計算(見附註1(k)(ii))：

- 永久業權土地及樓宇；
- 於租賃本集團為物業權益之註冊擁有人的土地及樓宇的權益；
- 租賃本集團非物業權益之註冊擁有人的永久業權物業或租賃物業產生的使用權資產；及
- 廠房及設備項目，包括租賃相關廠房及設備產生的使用權資產(見附註1(j))。

自建物業、廠房及設備成本包括物料成本、直接勞工成本、拆卸及搬遷項目以及恢復項目所在地原貌的成本的初步估計(倘有關)和適當比例的生產經常費用及借貸成本(見附註1(w))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Property, plant and equipment (Continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Freehold land is not depreciated.
- Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 40 years after the date of completion.
- Leasehold land is depreciated over the unexpired term of lease.
- The Group's interests in buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 40 years after the date of completion.
- Leasehold improvements are depreciated over the shorter of the unexpired term of lease or 5 years.
- Office equipment, furniture and fixtures 3-5 years
- Plant and machinery 3-20 years
- Motor vehicles 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 主要會計政策(續)

(h) 物業、廠房及設備(續)

報廢或出售物業、廠房及設備項目所產生的損益以項目出售所得款項淨額與項目的賬面值之間的差額釐定，並於報廢或出售當日在損益確認。

折舊乃根據以下物業、廠房及設備項目的估計可使用年期，按直線法撇銷其成本(扣除其估計剩餘價值(若有))計算：

- 永久業權土地不會予以折舊。
- 位於永久業權土地上的樓宇按其估計可使用年期(即完成日期後不多於40年)折舊。
- 租賃土地按未到期的租賃年期折舊。
- 本集團於位於租賃土地的樓宇的權益按未到期的租賃年期及其估計可使用年期(即完成日期後不多於40年)(以較短者為準)折舊。
- 租賃物業裝修按未到期的租賃年期或5年(以較短者為準)折舊。
- 辦公室設備、傢俬及固定裝置 3-5年
- 廠房及機器 3-20年
- 汽車 5年

當一項物業、廠房及設備項目的各部分有不同的可使用年期，該項目各部分的成本將按合理基礎分配，而每部分將作個別折舊。資產的可使用年期及剩餘價值(如有)於每年進行檢討。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete the development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see note 1(w)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 1(k)(ii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(k)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- Brand name	20 years
- Computer software	2-10 years
- Cooperation agreement	8 years
- Customer relationships	10-11 years
- Order backlog	2-6 years
- Patents	5-6 years
- Technical knowledge	5-10 years

Both the period and method of amortisation are reviewed annually.

1 主要會計政策(續)

(i) 無形資產

研究活動開支乃於產生期間確認為開支。開發活動開支於產品或工序在技術上及商業上可行，而本集團有充足資源及有意完成開發的情況下撥充資本。已撥充資本的開支包括原料成本、直接勞工及按適當比例計算的間接開支、以及(如適用)借貸成本(見附註1(w))。已撥充資本的開發成本以成本減累計攤銷及減值虧損列賬(見附註1(k)(ii))。其他開發開支於產生期間確認為開支。

本集團收購之其他無形資產按成本減累計攤銷(倘估計屬有限可使用年期屬有限)及減值虧損(見附註1(k)(ii))列賬。內部產生之商譽及品牌之開支乃於其產生期間確認為支出。

有限可使用年期之無形資產之攤銷，於資產之估計可使用年期按直線法於損益表中扣除。下列具有有限可使用年期之無形資產自其可使用日期起計算攤銷，而其各自之估計可使用年期如下：

- 品牌名稱	20年
- 電腦軟件	2-10年
- 合作協議	8年
- 客戶關係	10-11年
- 未完成訂單	2-6年
- 專利	5-6年
- 專門技術知識	5-10年

攤銷期間及方法會每年進行檢討。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

1 主要會計政策(續)

(j) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。倘客戶同時有權管理可識別資產的使用及取得因使用可識別資產而帶來的絕大部分經濟利益，即擁有控制權。

(i) 作為承租人

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下者的短期租賃及低價值資產的租賃則除外。當本集團訂立低價值資產的租賃時，本集團決定是否按租賃基準資本化租賃。與未資本化的租賃相關的租賃付款於租期內按系統化基準確認為開支。

倘租賃已資本化，則租賃負債初步按租期內應付租賃付款之現值確認，按租約隱含的利率貼現，或倘該利率不能即時釐定，則按相關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，利息開支按實際利息法計算。無需視乎指數或利率的可變租賃付款不計入租賃負債的計量，因此於其產生的會計期間計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leased assets (Continued)

(i) As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(h) and 1(k)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

1 主要會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

當租賃已資本化時，已確認使用權資產初步按成本計量，包括租賃負債的初步金額加任何於生效日期或之前作出的租賃付款及所產生的任何初步直接成本。倘適用，使用權資產的成本亦包括於資產所在地拆除及移除相關資產或恢復相關資產的估計成本，貼現至其現值，減任何所收的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註1(h)及1(k)(ii))

租賃負債於以下情況重新計量：指數或利率變動產生未來租賃付款變動，或本集團估計將根據剩餘價值擔保應付的預期金額發生變動，或重新評估本集團是否確定將行使購買、延長或終止權而產生變動。倘租賃負債按此重新計量，則對使用權資產的賬面值進行相應調整，或倘使用權資產的賬面值減至零，則計入損益。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修改」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況下，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修改生效日重新計量。

於綜合財務狀況表中，長期租賃負債的當前部分乃根據預期將於報告期後十二個月內到期償付的合約付款的現值釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leased assets (Continued)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(u)(ii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 1(j)(i), then the Group classifies the sub-lease as an operating lease.

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for ECLs on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables);
- contract assets as defined in HKFRS 15, *Revenue from Contracts with Customers* (see note 1(m)); and
- lease receivables.

Equity securities designated at FVOCI (non-recycling) are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

1 主要會計政策(續)

(j) 租賃資產(續)

(ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註1(u)(ii)確認。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃短期租賃而本集團應用附註1(j)(i)所述豁免，則本集團分類分租賃為經營租賃。

(k) 信貸虧損及資產減值

(i) 金融工具、合約資產及租賃應收款產生的信貸虧損

本集團就下列項目之預期信貸虧損確認虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等值物以及貿易應收及其他應收款項)；
- 誠如香港財務報告準則第15號，客戶合約收益(見附註1(m))所界定的合約資產；及
- 租賃應收款。

指定按公平價值計入其他全面收益的股本證券(非劃轉)不適用於預期信貸虧損評估。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值(即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurements of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款產生的信貸虧損(續)

計量預期信貸虧損(續)

倘貼現的影響重大，則使用以下貼現率貼現預期短缺現金：

- 固定利率金融資產、貿易應收及其他應收款項以及合約資產：初始確認時確定的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；
- 租賃應收款：計量租賃應收款使用的貼現率。

估計預期信貸虧損時考慮的最長期限是本集團面臨信貸風險的最長合約期。

於計量預期信貸虧損時，本集團會考慮在毋需付出不必要成本或努力下即可獲得的合理可靠資料。該資料包括過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損採用以下基準計量：

- 12個月預期信貸虧損：預計在報告期末後12個月內可能發生的違約事件而導致的損失；及
- 全期預期信貸虧損：預計該等採用預期信貸虧損模式的項目在整個存續期內所有可能發生的違約事件而導致的損失。

貿易應收款項、租賃應收款及合約資產的虧損撥備一般按等同全期預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Measurement of ECLs (Continued)

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款產生的信貸虧損(續)

計量預期信貸虧損(續)

就所有其他金融工具而言，本集團確認相當於12個月預期信貸虧損的虧損撥備，惟自初始確認以來金融工具的信貸風險顯著增加除外，於此情況下，虧損撥備等同全期預期信貸虧損的金額。

信貸風險顯著增加

在評估金融工具的信貸風險自初始確認後是否顯著增加，本集團比較金融工具於報告日期與於初始確認日所評估的發生違約的風險。在進行此重新評估時，本集團認為以下情況屬違約事件發生：(i)借款人不可能在在本集團無追索權(例如：實現擔保)(如持有)下向本集團悉數支付其信貸義務；或(ii)該金融資產逾期90日。本集團考慮合理且可支持的定量和定性資料，包括毋須不必要的成本或努力可取得之歷史經驗及前瞻性資料。

在評估自初始確認後信貸風險是否顯著增加時會尤其考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信貸評級(如有)有實際或預期的顯著惡化；
- 債務人經營業績有實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預測變化，對債務人履行其對本集團義務的能力產生重大不利影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Significant increases in credit risk (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

Interest income recognised in accordance with note 1(u) (iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款產生的信貸虧損(續)

信貸風險顯著增加(續)

根據金融工具的性质，就信貸風險顯著增加的評估乃於單獨或集體基礎上進行。當於集體基礎上評估時，金融工具根據共有之信貸風險特徵進行分組，例如過期狀態及信貸風險評級。

預期信貸虧損於每個報告日期予以重新計量以反映自初始確認以來金融工具信貸風險的變化。預期信貸虧損金額的任何變動於損益中確認為減值收益或虧損。本集團就確認所有金融工具的減值收益或虧損，透過虧損撥備賬對其賬面金額進行相應調整。

利息收入之計算基礎

根據附註1(u)(iv)確認的利息收入乃根據金融資產的賬面總值計算，惟金融資產需要信貸減值的情況下，利息收入乃根據金融資產的攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否有信貸減值。當一項或多項事件對金融資產的估計未來現金流量產生不利影響時，金融資產即出現信貸減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Basis of calculation of interest income (Continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具、合約資產及租賃應收款產生的信貸虧損(續)

利息收入之計算基礎(續)

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人的重大財務困難；
- 違約，例如違約或逾期事件；
- 借款人很可能會進入破產或其他財務重組；
- 對債務人產生不利影響的技術、市場、經濟或法律環境發生重大變化；或
- 由於發行人的財務困難造成活躍證券市場的消失。

撇銷政策

金融資產、租賃應收款或合約資產的賬面總值在沒有實際可收回展望的情況下予以撇銷(部分或全部)。一般情況是當本集團確定債務人沒有資產或收入來源可以產生足夠現金流量以償付撇銷之金額。

先前已撇銷的資產的後續回收於收回發生期間確認為損益減值撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- investment properties;
- intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值

於各報告期末均會審閱內部及外部資料，以確定有否跡象顯示以下資產出現減值或前期已確認的減值虧損是否不再存在或是否已減少：

- 物業、廠房及設備，包括使用權資產；
- 投資物業；
- 無形資產；及
- 本公司財務狀況表內附屬公司投資。

如存在任何該等跡象，將會估計資產的可收回金額。

- 計算可收回金額

資產的可收回金額以其公平價值減出售成本和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前折舊率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入很大程度上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets

(Continued)

(ii) Impairment of other non-current assets (Continued)

- *Recognition of impairment losses*
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the cash-generating unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).
- *Reversals of impairment losses*
An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i), and (ii)).

1 主要會計政策(續)

(k) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值(續)

- *減值虧損確認*
倘資產或其所屬的現金產生單位的賬面值超過其可收回金額，則於損益確認減值虧損。就現金產生單位確認的減值虧損會予以分配，按比例減少現金產生單位(或單位群)的資產的賬面值，惟資產的賬面值將不會減少至低於其個別公平價值減出售成本(倘能計量)或使用價值(倘能釐定)。
- *減值虧損撥回*
倘若用以釐定可收回金額的估計發生變化，便會將減值虧損撥回，所撥回的減值虧損以假設沒有在往年確認減值虧損而應已釐定的資產賬面金額為限。所撥回的減值虧損在確認撥回的年度內計入損益。

(iii) 中期財務報告及減值

根據上市規則，本集團須根據香港會計準則第34號*中期財務報告*就財政年度首六個月編製中期財務報告。於中期完結時，本集團採用於財政年度完結時應採用的同一減值測試、確認及撥回標準(見附註1(k)(i)及(ii))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(m) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 1(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(n)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(u)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(n)).

1 主要會計政策(續)

(l) 存貨

存貨是指日常業務過程中持作出售、處在為該等銷售的生產過程中，或在生產過程或提供服務中耗用的材料或物料形式持有的資產。

存貨按成本值與可變現淨值兩者中較低者列賬。

成本按加權平均公式計算，其包括所有採購成本、加工成本及將存貨運至目的地和變成現狀的其他成本。

可變現淨值乃為日常業務過程中的估計售價減去估計完成成本及完成銷售所需的估計成本後所得的數額。

當存貨出售時，其賬面值於有關收益確認入賬的期間確認入賬列為支出。

任何存貨撇減為可變現淨值及所有存貨虧損一概在撇減或虧損產生期間確認為支出。任何存貨撇減撥回數額則於撥回發生的期間確認，列作確認為開支的存貨的減額。

(m) 合約資產及合約負債

在本集團有權無條件收取合約所載付款條款代價前確認收益(見附註1(u))時確認合約資產。合約資產按附註1(k)(i)所載政策就預期信貸虧損而獲評估，並在代價權利成為無條件後獲重新分類至應收款項(見附註1(n))。

本集團確認相關收益前，合約負債在客戶支付代價時確認(見附註1(u))。如本集團有無條件權利在本集團確認相關收益前收取代價，則合約負債亦會獲確認。在相關情況下，相應應收款項亦會獲確認(見附註1(n))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Contract assets and contract liabilities

(Continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(u)).

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(m)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(k)(i)).

(o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(w)).

(p) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 1(k)(i).

1 主要會計政策(續)

(m) 合約資產及合約負債(續)

就與客戶簽訂的單一合約而言，應按合約資產淨值或合約負債淨額呈列。就多份合約而言，不相關合約的合約資產與合約負債不以淨額呈列。

合約計及重大融資成分時，合約結餘計入按實際利息法累計的利息(見附註1(u))。

(n) 貿易應收及其他應收款項

應收款項於本集團擁有無條件收取代價的權利時確認。倘代價到期付款前僅需待時間推移，則收取代價之權利為無條件。倘收入於本集團擁有無條件收取代價權利前已確認，該金額則按合約資產呈列(見附註1(m))。

應收款項使用實際利息法按攤銷成本減信貸虧損撥備列賬(見附註1(k)(i))。

(o) 附息借貸

附息借貸初步按公平價值減交易成本確認。初始確認後，附息借貸使用實際利息法按攤銷成本列賬。利息開支根據本集團借貸成本相關會計政策予以確認(見附註1(w))。

(p) 貿易應付及其他應付款項

貿易應付及其他應付款項初步按公平價值確認，及其後按攤銷成本入賬，惟倘若貼現影響並不重大，則按成本入賬。

(q) 現金及現金等值物

現金及現金等值物包括存放於銀行及手頭現金、存放於銀行及其他金融機構活期存款，及短期、高流動性及隨時可兌現為既定金額且價值變動風險較少，並於購入後三個月內到期的投資。現金及現金等值物根據附註1(k)(i)所載政策作出預期信貸虧損的評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

Share award scheme

The fair value of awarded shares granted to employees is recognised as an employee cost with a corresponding increase in employee share-based compensation reserve within equity. The fair value of awarded shares is based on the closing price at the grant date. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the awarded shares, the total estimated fair value of the awarded shares is spread over the vesting period, taking into account the probability that the awarded shares will vest.

During the vesting period, the number of awarded shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of awarded shares that vest (with a corresponding adjustment to the employee share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares.

No expense is recognised for awarded shares that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

1 主要會計政策(續)

(r) 僱員福利

(i) 短期僱員福利及向定額供款退休計劃作出的供款

薪金、年度花紅、有薪年假、向定額供款退休計劃作出的供款及非貨幣福利成本於僱員提供相關服務的年度計提。倘該等金額的付款或結算遞延及影響重大時則以現值列賬。

(ii) 以股份為基礎支付的付款

股份獎勵計劃

向僱員授出獎勵股份的公平價值確認為僱員成本，並於權益中之僱員股份補償儲備作相應增加。獎勵股份的公平價值乃於授出日期按收市價計量。倘僱員須在無條件享有獎勵股份前符合歸屬條件，獎勵股份的估計公平價值總額按歸屬期內攤分入賬，經計及獎勵股份將歸屬之可能性。

於歸屬期內，本集團會審閱預期將歸屬之獎勵股份數目。除非原僱員開支符合資格確認為資產，否則對過往年度已確認累計公平價值所作出之任何調整，均在回顧年度內扣除／計入損益，並對僱員股份補償儲備作出相應調整。於歸屬日期，本集團會對確認為開支之數額作出調整，以反映所歸屬獎勵股份之實際數目（並對僱員股份補償儲備作出相應調整），惟僅因未能達成與本公司股份市價有關之歸屬條件而遭沒收之購股權則除外。

概無就最終無歸屬之獎勵股份確認支出，除非有關股本結算交易之歸屬以市場條件或非歸屬條件為附帶條件，則無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲履行，仍被視為一項歸屬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

(ii) Share-based payments (Continued)

Shares held for share award scheme

Where the shares of the Company are acquired under the share award scheme, the consideration paid, including any directly attributable incremental costs, is presented as “shares held for share award scheme reserve” and deducted from total equity.

When the awarded shares are transferred to the awardees upon vesting, the related weighted average costs of the awarded shares vested are credited to “shares held for share award scheme reserve” and the related employment costs of the awarded shares vested are debited to the employee share-based compensation reserve. The difference between the related weighted average cost and the related employment costs of the awarded shares is transferred to accumulated losses.

Where the shares held for share award scheme are revoked and the revoked shares are disposed of, the related gain or loss from disposal of revoked shares is transferred to accumulated losses and not recognised in profit or loss.

Where cash or non-cash dividend distribution is declared in respect of the shares held for share award scheme, such cash dividend or fair value of the non-cash dividend is transferred to accumulated losses with no gain or loss recognised in profit or loss.

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

1 主要會計政策(續)

(r) 僱員福利(續)

(ii) 以股份為基礎支付的付款(續)

持作股份獎勵計劃的股份

根據股份獎勵計劃購入本公司的股份，包括任何直接應佔增量成本在內的已付代價呈列為「持作股份獎勵計劃之股份儲備」，並於權益總額內扣除。

倘獎勵股份於歸屬時轉撥予獲獎勵者，所歸屬的獎勵股份的相關加權平均成本自「持作股份獎勵計劃之股份儲備」扣除，而所歸屬的獎勵股份的相關僱傭成本則自僱員以股份為基礎支付補償儲備中扣除。獎勵股份的相關加權平均成本與相關僱傭成本的差額轉撥至累計虧損。

倘為持作股份獎勵計劃的股份遭撤銷，且撤銷股份已出售，出售撤銷股份的相關損益將撥入累計虧損，而不會於損益內確認。

當分派持作股份獎勵計劃股份的現金或非現金股息，現金股息或非現金股息的公平價值轉入累計虧損，不會於損益內確認。

(s) 所得稅

年內所得稅包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動均在損益內確認，惟倘與分別於其他全面收益確認或於權益直接確認的項目相關，則有關稅項金額會分別於其他全面收益確認或於權益直接確認。

本期稅項乃按年內應課稅收入根據已頒佈或在報告期末實質上已頒佈的稅率計算的預期應付稅項，以及過往年度應付稅項的任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時性差額產生，即資產及負債就財務呈報的賬面值與其稅項基礎的差額。遞延稅項資產亦可由未動用稅項虧損及未動用稅項抵免產生。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

1 主要會計政策(續)

(s) 所得稅(續)

除了某些有限的例外情況外，所有遞延稅項負債和遞延稅項資產（只以未來可能有應課稅溢利予以抵銷的資產為限）均予以確認。支持確認由可抵扣暫時性差額所產生的遞延稅項資產的未來應課稅溢利包括因撥回目前存在的應課稅暫時性差額而產生的數額；但此等撥回的差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時性差額預計撥回的同一期間或遞延稅項資產所產生可抵扣虧損可向後期或向前期結轉的期間內撥回。在決定目前存在的應課稅暫時性差額是否足以支持確認由未動用稅務虧損和稅務抵免所產生的遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用未動用稅務虧損和稅務抵免撥回的同一期間內撥回。

確認為遞延稅項資產及負債的暫時性差額是產生自以下有限的例外情況：不可扣稅的商譽所產生的暫時性差額；不影響會計或應課稅溢利的資產或負債的初始確認（如屬業務合併的一部分除外）；以及投資附屬公司的暫時性差額（如屬應課稅差額，只限於本集團可以控制撥回的時間，而且在可預見的將來不大可能撥回的暫時性差額；或如屬可抵扣差額，則只限於很可能在將來撥回的差額）。

已確認的遞延稅項數額乃按照資產及負債賬面值的預期變現或清償方式，以於報告期末已頒行或實質上已頒行的稅率計算。遞延稅項資產及負債均無作折現計算。

遞延稅項資產的賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項利益，則扣減遞延稅項資產賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減的數額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(t) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 主要會計政策(續)

(s) 所得稅(續)

即期稅項結餘和遞延稅項結餘及其變動額將各自列示，並不予抵銷。即期稅項資產只會在本公司或本集團有合法可強制執行權利時，以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件的情況下，方可分別抵銷即期稅項資產及遞延稅項負債：

- 即期稅項資產及負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 遞延稅項資產及負債：此等資產及負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體。這些實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。

(t) 撥備及或然負債

當本集團因過往事件須承擔法定責任或推定責任，而履行該責任很可能需要付出經濟利益流出，且及有關數額能可靠之估計時確認撥備。如果貨幣之時間價值重大，則撥備會以履行責任預期所需支出之現值列報。

若不大可能需要付出經濟利益流出，或其數額未能可靠地估計，否則該項責任須披露該責任為或然負債，惟經濟利益流出之可能性極低則除外。其存在僅能以一宗或數宗未來事項之發生或不發生予以確認來證實之潛在義務責任，除非其付出經濟利益流出之可能性極低，否則亦需須披露為或然負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of capital equipment and packages and management and engineering services fee income

- Sales of goods

Revenue is recognised when the customer obtains control over the products which is generally the point in time when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

1 主要會計政策(續)

(u) 收益及其他收入

於本集團的日常業務過程中，本集團按其銷售貨物、提供服務或其他以租賃方式使用本集團的資產所產生的收益，均歸類為收入。

當產品或服務的控制權轉移予客戶，或承租人有權使用該資產時，按照本集團預期有權獲得的承諾代價金額確認收益，不包括代表第三方收取的該等金額。收益不包括增值稅或其他銷售稅，並扣除任何貿易折讓。

倘合約載有向客戶提供超過12個月的重大融資利益之融資組成部分，則收益按應收金額的現值計量，並使用反映於與有關客戶的個別融資交易之貼現率貼現，且利息收入根據實際利息法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部分，則根據該合約確認的收益包括根據實際利息法合約負債附有的利息開支。本集團利用香港財務報告準則第15號第63段中的可行權宜方法，並無就融資期為12個月或以下而就重大融資組成部分之任何影響調整代價。

本集團的收益及其他收入確認政策之進一步詳情如下：

(i) 銷售資本設備及總包以及管理及工程服務費收入

- 銷售貨物

收益於客戶取得對產品的控制權，即通常為客戶管有並接納產品的時間點確認。倘該等產品為部分履行涵蓋其他貨物及／或服務的合約，則確認收益的金額為合約項下交易總額的合適比例，按照相對獨立售價基準根據合約協定的所有貨物及服務之間分配。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Revenue and other income (Continued)

(i) Sale of capital equipment and packages and management and engineering services fee income (Continued)

- *Made-to-order construction contracts*
Revenue arising from made-to-order construction contracts are recognised progressively over time, with a corresponding contract asset (see note 1(m)), if the Group's performance does not create an asset with an alternative use to the Group and the Group has the right to be paid for work done to date in case of customer cancellation before the order was fully completed. Progress is measured using the cost-to-cost method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs. The contract asset (either partially or in full) is reclassified to receivables when the entitlement to payment for that amount has become unconditional (see note 1(n)).

Otherwise, revenue is recognised at a point in time when the customers obtains control over the products, which generally is when the customer takes possession of and accepts the products.

- *Management and engineering service fee income*
Management and engineering service fee income is recognised when the related services are rendered.

(ii) Rental income from leases

- *Operating leases*
Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

1 主要會計政策(續)

(u) 收益及其他收入(續)

(i) 銷售資本設備及總包以及管理及工程服務費收入(續)

- *定制建築合約*
倘本集團履約並無創造對本集團另有用途的資產，則定制建築合約產生的收益連同相應合約資產(見附註1(m))隨時間逐漸確認，且倘客戶於訂單全部完成前取消合約，本集團有權收取迄今為止完工工程的付款。進度使用成本法(即按已產生的實際成本相對於估計總成本的比例)計量。當支付該金額的權利已成為無條件時，合約資產(部分或全部)重新分類至應收款項(見附註1(n))。

否則，收益於客戶獲得產品控制權時確認，一般為客戶管有及接納產品時。

- *管理及工程服務費收入*
管理及工程服務費收入在提供相關服務時確認。

(ii) 租賃租金收入

- *經營租賃*
經營租賃項下應收租金收入於租賃期內按租期等額分期付款於損益確認，惟替代基準更能代表租賃資產使用利益模式。授予的租賃激勵在損益中確認為應收租賃款項總額的組成部分。無需視乎指數或利率的可變租賃付款於其產生的會計期間確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Revenue and other income (Continued)

(ii) Rental income from leases (Continued)

- Finance leases

At the commencement of the lease term, the Group recognises the minimum lease payments receivable as a finance lease receivable. The difference between (a) the aggregate of the minimum lease payments and the unguaranteed residual value and (b) their present value (presented in the consolidated statement of financial position as lease receivables) is recognised as unearned finance income. Minimum lease payments are the payments over the lease term that the lessee is or can be required to make plus any residual value guaranteed to the lessor by the lessee, or a party unrelated to the lessor.

Unearned finance income is allocated to each period during the lease term using the effective interest method that allocates each rental between finance income and repayment of capital in each accounting period in such a way that finance income is recognised as a constant periodic rate of return (implicit effective interest rate) on the lessor's net investment in the lease.

(iii) Dividends

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

1 主要會計政策(續)

(u) 收益及其他收入(續)

(ii) 租賃租金收入(續)

- 融資租賃

於租賃期開始時，本集團確認最低應收租賃付款為融資租賃應收款。(a)最低租賃付款及未擔保餘值之總和與(b)其現值(於綜合財務狀況表中呈列為租賃應收款)之間的差額確認為未賺取融資收入。最低租賃付款是指於租賃期承租人須或可能須作出的付款另加承租人與出租人無關的一方對出租人所作出擔保的任何餘值。

未賺取融資收入於租賃期內採用實際利率法分配予各個期間，即於各個會計期間將各項租金在融資收入與資本償還之間予以分配，致使按固定定期回報率(隱含實際利率)於租賃的出租人淨投資中確認融資收入。

(iii) 股息

上市投資之股息收入於該投資之股份價格除息時確認。

非上市投資之股息收入於股東收取款項的權利確立時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Revenue and other income (Continued)

(iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(k)(i)).

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

(v) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

1 主要會計政策(續)

(u) 收益及其他收入(續)

(iv) 利息收入

利息收入在其應計時根據實際利息法，按將金融資產預計年期的估計未來現金收入準確貼現至金融資產的賬面總值的貼現率而確認。就按攤銷成本或按公平價值計入其他全面收益(劃轉)計量且並無信貸減值的金融資產而言，實際利率適用於資產的賬面總值。就信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即賬面總值減虧損撥備)(見附註1(k)(i))。

(v) 政府補助

政府補助將於收到合理保證及本集團將符合附帶條件時，初步於財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同期間按系統基準在損益內確認為收入。

(v) 外幣換算

年內外幣交易按交易日期之外匯匯率換算。以外幣計值之貨幣資產及負債按報告期末之外匯匯率換算。匯兌收益及虧損於損益確認。

以外幣按歷史成本計量之非貨幣資產及負債乃採用交易日期之外匯匯率換算。交易日期為本集團首次確認有關非貨幣資產或負債之日。以外幣計值的非貨幣資產及負債按公平價值列賬，並按公平價值釐定日期適用的外匯匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Translation of foreign currencies (Continued)

The results of the foreign operations are translated into United States dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into United States dollars at the closing exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(w) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

1 主要會計政策(續)

(v) 外幣換算(續)

海外業務業績按與交易日期之外匯匯率相若之匯率換算為美元。財務狀況表項目按報告期末之收市匯率換算為美元。所產生之匯兌差額於其他全面收益確認，並於匯兌儲備之權益中單獨累計。

於出售海外業務時，與該海外業務有關的累計匯兌差額會於確認出售溢利或虧損時從權益重新分類至損益。

(w) 借款成本

直接用作收購、建設或生產而需要相當長時間才可以投入擬定用途或銷售的資產的借款成本被予以資本化，作為該資產的成本部分。其他借款成本均在產生的期間內列支。

屬於合資格資產成本一部分之借款成本在資產產生開支、借款成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借款成本便會暫停或不再資本化。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets and financial assets (other than investments in subsidiaries and associates). These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 1.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

1 主要會計政策(續)

(x) 持作出售的非流動資產

如非流動資產(或出售組合)之賬面值很可能透過銷售交易而非持續使用中將收回之數額，該資產(或出售組合)按現況中分類為持作出售。出售組合指於同一交易中一併售出一組資產，而與該等資產直接相關之負債則會轉移至交易中。

當本集團承諾進行出售一間附屬公司控制權之出售計劃時，不論本集團是否將於出售後保留該附屬公司之非控股權益，該附屬公司的所有資產及負債於符合上述有關分類為持作出售之條件時會分類為持作出售。

緊接分類為持作出售前，非流動資產(及出售組合之所有個別資產及負債)按分類前之會計政策計量。持作出售資產初始分類為持作出售類別及至出售時，非流動資產(以下所述之若干資產除外)，或出售組合以其賬面值及公平價值扣除出售成本之較低者確認。在本集團及本公司之財務報表中並無使用此計量政策之主要項目包括遞延稅項資產及金融資產(於附屬公司及聯營公司之投資除外)。該等資產即使持作出售，亦會繼續按附註1其他地方載列之政策計量。

初始分類為持作出售和其後在持作出售時重新計量而產生的減值虧損均在損益中確認。只要非流動資產一直分類為持作出售或包括在已分類為持作出售的出售組合內，該非流動資產便不會計提折舊或攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) Related parties

- (1) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (2) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

1 主要會計政策(續)

(y) 關連人士

- (1) 在下列情況下，一名人士或該名人士之近親會與本集團有關連：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 該名人士為本集團或本集團母公司之主要管理層成員。
- (2) 僅在以下任何情況適用下，實體與本集團有關連：
 - (i) 實體與本集團為同一集團之成員(即各母公司、附屬公司及同系附屬公司均互相有關連)。
 - (ii) 一實體為另一實體之聯營公司或合營公司(或另一實體所屬集團成員公司之聯營公司或合營公司)。
 - (iii) 兩實體均為同一第三方之合營公司。
 - (iv) 一實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。
 - (v) 該實體作為為本集團或與本集團有關連之實體之僱員利益而設之離職後福利計劃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) Related parties (Continued)

(2) (Continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

1 主要會計政策(續)

(y) 關連人士(續)

(2) (續)

- (vi) 該實體受(1)所述之人士控制或共同控制。
- (vii) (1)(i)所述之人士對該實體有重大影響力，或為該實體(或該實體之母公司)之主要管理層成員。
- (viii) 實體或其構成一部分的集團的任何成員公司，對本集團或本集團母公司提供主要管理層人員服務。

一名人士之近親為預期在彼等與實體進行交易時可能影響該人士或受該人士影響之家庭成員。

(z) 分部呈報

本集團最高層管理人員定期取得用以對本集團各項業務及經營地域進行資源分配及評估表現的財務資料，而經營分部和財務報表所呈報各分部項目的數額會從中確定。

個別重大的經營分部不會合計以供財務報告用途，除非該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務所使用的方法以及監管環境的性質等經濟特性均屬類似，則作別論。個別不重大的經營分部如果符合以上大部分標準，則可以合計為一個報告分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Note 30 contains information about the assumptions and their risk factors relating to fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Impairment losses on trade debtors and bills receivables and lease receivables

Loss allowances for trade debtors and bills receivables and lease receivables are always measured at an amount equal to lifetime ECLs, which are estimated in accordance with the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. The estimation of ECLs requires the use of judgement and estimates, where the expectation is different from the original estimates, such difference will impact carrying value of trade debtors and bills receivables and lease receivables and impairment losses in the period in which such estimate has been changed.

(b) Other impairment losses

If circumstances indicate that the carrying value of property, plant and equipment, investment properties, intangible assets and interest in joint venture may not be recoverable, these assets may be considered impaired, and an impairment loss may be recognised in accordance with HKAS 36, *Impairment of assets*. The carrying amounts of these assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amount may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and the value in use. It is difficult to estimate precisely fair value less costs of disposal because quoted market prices for the Group's assets (except for investment properties) are not readily available. In determining the value in use, expected cash flows generated by the assets are discounted to their present value, which requires significant judgement relating to revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and amount of operating costs.

The recoverable amount of investment properties are assessed with reference to the fair value less cost of disposals, in which the fair value was estimated as disclosed in note 10(b).

2 會計判斷及估計

本集團持續評估及根據過往經驗及其他因素(包括預期在若干情況下合理出現的日後事項)作出判斷及估計。

附註30載有有關金融工具之假設及其風險因素之資料。其他估計不確定因素主要來源如下：

(a) 貿易應收賬款及應收票據以及租賃應收款的減值虧損

貿易應收賬款及應收票據以及租賃應收款之虧損撥備一直按等同於全期預期信貸虧損的金額計量，而該等預期信貸虧損乃根據本集團的歷史信貸虧損經驗進行估計，並根據於報告日期債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。估計預期信貸虧損需要使用判斷及估計，當預期情況與原定估計有差別時，該差別將影響改變有關估計之期間之貿易應收賬款及應收票據以及租賃應收款項賬面值及減值虧損。

(b) 其他減值虧損

倘情況顯示物業、廠房及設備、投資物業、無形資產及於合營公司的權益的賬面值可能無法收回時，該等資產會被視為減值，而減值虧損可按香港會計準則第36號資產減值予以確認。該等資產的賬面值會定期審閱，以評估可收回金額是否已降至低於賬面值。當有事件或變動顯示該等資產所記錄的賬面值可能無法收回時，該等資產會進行減值測試。當出現減值時，賬面值會減至可收回金額。可收回金額為公平價值減出售成本及使用價值的較高者。由於並未取得本集團資產(投資物業除外)的市場報價，因此難以準確估計公平價值減出售成本。於釐定使用價值時，資產產生的預期現金流按其現值貼現，而此需要就收益及營運成本金額作出重大判斷。本集團利用所有現有資料釐定可收回金額的合理概約金額，包括基於收益及營運成本金額的合理及有支持的假設與預測而作出估計。

投資物業的可收回金額經參考公平價值減出售成本後進行評估，而公平價值估計乃於附註10(b)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

2 ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

(c) Net realisable value of inventories

The Group recognises write-down on inventories based on an assessment of the net realisable value of the inventories. Write-down is applied to the inventories where events or changes in circumstances indicate that the net realisable value is less than cost. The determination of net realisable value requires the use of judgement and estimates. Where the expectation is different from the original estimates, such difference will impact carrying value of the inventories and write-down on inventories charged to profit or loss in the period in which such estimate has been changed.

(d) Made-to-order construction contracts

As explained in the accounting policy note 1(u)(i), revenue in respect of made-to-order construction contracts is recognised over time or at a point in time depending on a number of considerations including whether the Group's performance creates an asset with an alternative use to the Group and whether the Group has a right to payment for performance completed to date in case of customer cancellation. Making such determination involves judgement about the nature of the assets created, enforceability of contract terms, and level of margin that is regarded as sufficiently reasonable given the circumstances of a particular contract.

In addition, revenue and profit recognition is dependent on estimating the total outcome of the contract, as well as the work done to date. Based on the Group's recent experience and the nature of the activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. Based on the latest information available in respect of the market environment, the Group prepares budgets for contracts individually and the budget, which is used in the Group's financial reporting, is reviewed regularly. Onerous contracts are provided for when identified. Material adjustments to the budgeted costs may occur in future if there is a significant change in the market environment.

2 會計判斷及估計(續)

(c) 存貨的可變現淨值

本集團藉著評估存貨的可變現淨值確認撇減存貨。當出現顯示可變現淨值較成本為低的事件或變動情況時，將就存貨作出撇減。釐定可變現淨值時涉及判斷及估計。倘預期情況與原本估計不同，有關差額將於對該等估計變動的期間內影響存貨的賬面值及自損益中扣除的撇減存貨。

(d) 定制工程合約

誠如會計政策附註1(u)(i)所解釋，有關定制工程合約的收益隨時間確認或在考慮多項因素後於某個時間點確認，有關因素包括本集團的業績是否增設一項對本集團有替代用途的資產及本集團在客戶取消的情況下是否有權利就迄今已完成的工作取得付款。作出該等決定涉及判斷所設資產的性質、合約條款的可執行性及根據具體合約的情形被視為足夠合理的利潤率水平。

此外，收益及溢利確認依靠估計合約之總結果及迄今已完成的工作。根據本集團的近期經驗及本集團所進行活動的性質，本集團作出估計時，乃基於工作進度已達充分程度，致使完成之成本及收益能可靠預計。本集團根據最新可得之市場環境資料，為合約逐個編製預算，而該預算用於本集團的財務呈報，並定期進行審閱。虧損性合約於獲識別時計提撥備。倘市場環境發生重大變動，預算成本或會作出重大調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the design, manufacturing, installation and commissioning of capital equipment and packages on land and offshore rigs; sales of oilfield expendables and supplies and the provision of management, engineering services and leasing of drilling rigs.

(i) Disaggregation of revenue

Except for gain on sub-leasing of drilling rigs classified as finance leases of \$1,061,000 (2019: \$Nil), interest income from sub-leasing of drilling rigs classified as finance leases of \$1,102,000 (2019: \$Nil), and sales of capital equipment of \$1,181,000 (2019: \$9,431,000) through finance lease as a manufacturer lessor, all of the remaining revenue of \$61,800,000 (2019: \$60,815,000) for the year ended 31 December 2020 is recognised in accordance with HKFRS 15.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Sales of capital equipment	資本設備銷售	41,092	39,296
Sales of expendables and supplies	耗材及物料銷售	17,413	28,873
Management and engineering service fee income	管理及工程服務費收入	4,476	2,077
Gain on sub-leasing of drilling rigs classified as finance leases	分類為融資租賃的鑽井平台分租收益	1,061	—
Interest income from sub-leasing of drilling rigs classified as finance leases	分類為融資租賃的鑽井平台分租利息收入	1,102	—
		65,144	70,246

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in note 3(b)(iii).

The Group's customer base includes four customers (2019: one) with whom transactions have exceeded 10% of the Group's revenue. In 2020, revenues from these customers, amounted to approximately \$30,477,000 (2019: \$10,685,000). Details of concentration of credit risks arising from customers are set out in note 30(a).

3 收益及分部報告

(a) 收益

本集團主要業務為設計、製造、安裝及調試資本設備及總包陸地及海洋鑽井平台及銷售油田耗材以及物料以及提供管理、工程服務及鑽井平台租賃。

(i) 收益分析

除分類為融資租賃的鑽井平台分租收益1,061,000元(二零一九年：零元)、分類為融資租賃的鑽井平台分租利息收入1,102,000元(二零一九年：零元)及作為製造商出租人通過融資租賃進行的資本設備銷售1,181,000元(二零一九年：9,431,000元)外，截至二零二零年十二月三十一日止年度之所有剩餘收益61,800,000元(二零一九年：60,815,000元)按照香港財務報告準則第15號確認。

客戶合約收益按主要產品或服務線之分拆如下：

	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
資本設備銷售	41,092	39,296
耗材及物料銷售	17,413	28,873
管理及工程服務費收入	4,476	2,077
分類為融資租賃的鑽井平台分租收益	1,061	—
分類為融資租賃的鑽井平台分租利息收入	1,102	—
	65,144	70,246

客戶合約收益按地區市場之分拆於附註3(b)(iii)披露。

本集團的客戶群中有四名(二零一九年：一名)客戶交易金額超過本集團收益的10%。在二零二零年，來自該等客戶的收益約為30,477,000元(二零一九年：10,685,000元)。客戶產生的信貸風險集中詳情載於附註30(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(a) Revenue (Continued)

(ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 December 2020, the aggregated amount of the transaction price related to the remaining performance obligations under the Group's existing contracts is \$10,472,000 (2019: \$229,597,000). This amount represents revenue expected to be recognised in the future from pre-completion sales contracts for made-to-order construction contracts entered into by the customers with the Group. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur within the next 12 to 24 months.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts for sales of capital equipment and expendables and supplies such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of capital equipment and expendables and supplies that had an original expected duration of one year or less.

3 收益及分部報告(續)

(a) 收益(續)

(ii) 預期將於日後確認的於報告日期之客戶合約收益

於二零二零年十二月三十一日，本集團現有合約項下剩餘履約義務的交易價格總額為10,472,000元(二零一九年：229,597,000元)。該金額指預期將於日後確認的有關客戶與本集團訂立的定制建造合約的預售合約收益。本集團將於日後工程竣工時確認預期收益(預計將於未來12至24個月內發生)。

本集團已將香港財務報告準則第15號第121段所載可行權宜之計應用於資本設備及耗材及物料銷售合約，因此，上述資料不包括本集團在履行有關原始預計期間為一年或更短之資本設備及耗材及物料銷售合約項下剩餘履約義務時有權獲取的收益資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting

The Group manages its business by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- | | |
|---|---|
| - Capital equipment and packages: | the design, manufacturing, installation and commissioning of capital equipment and packages on land and offshore rigs |
| - Oilfield expendables and supplies: | the manufacturing and trading of oilfield expendables and supplies |
| - Management and engineering services (note): | the provision of management, engineering services and leasing of drilling rigs |

Note: Since the year ended 31 December 2020, the Group has also provided services in connection with land and offshore rigs, including management and leasing of drilling rigs ("management services"). The most senior executive management considered these services are correlated to the provision of engineering services as they share the same pool of resources. As a result, the provision of management services was grouped together with the provision of engineering services to be an individual reportable segment since the year ended 31 December 2020.

3 收益及分部報告(續)

(b) 分部報告

本集團按不同分部劃分管理其業務，該等分部乃按業務線(產品和服務)以及地區劃分。以與就資源分配及表現評估向本集團最高級行政管理人員內部呈報資料方式一致的方式，本集團呈列以下三個呈報分部。並無將任何經營分部合計以構成以下的呈報分部。

- | | |
|----------------|-----------------------------|
| - 資本設備及總包： | 設計、製造、安裝及調試資本設備及總包陸地及海洋鑽井平台 |
| - 油田耗材及物料： | 製造及買賣油田耗材及物料 |
| - 管理及工程服務(附註)： | 提供管理、工程服務及鑽井平台租賃 |

附註：自截至二零二零年十二月三十一日止年度以來，本集團亦提供與陸地及海上鑽機有關之服務，包括管理及鑽井平台租賃(「管理服務」)。最高級行政管理人員認為該等服務與提供工程服務相關聯，原因為彼等共享相同資源庫。因此，自截至二零二零年十二月三十一日止年度以來，提供管理服務與提供工程服務合併為一個單獨呈報分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets and current assets with the exception of interest in associates and joint venture, other financial assets, cash and cash equivalents, pledged bank deposits and time deposits, tax balances and other unallocated head office and corporate assets. Segment liabilities include trade and other payables, lease liabilities and provisions attributable to the activities of the individual segment, with the exception of bank loans, tax balances and other unallocated head office and corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "segment results" i.e. "adjusted earnings before finance costs and taxes" of individual segment. To arrive at segment results, the Group's earnings are further adjusted for finance costs and items not specifically attributed to individual segment, such as share of results of associates and joint venture, directors' and auditors' remuneration and other head office or corporate income and expenses.

In addition to receiving segment information concerning segment results, management is provided with segment information concerning revenue (including inter-segment revenue), depreciation and amortisation, impairment losses and additions to property, plant and equipment used by the segments in their operations. Inter-segment revenue is priced with reference to prices charged to external parties for similar orders.

3 收益及分部報告(續)

(b) 分部報告(續)

(i) 分部業績、資產及負債

就評估分部表現及於分部間分配資源而言，本集團高級行政管理人員按以下基礎監控各報告分部應佔的業績、資產及負債：

分部資產包括所有有形資產、無形資產及流動資產，而於聯營公司及合營公司的權益、其他金融資產、現金及現金等值物、已抵押銀行存款及定期存款、稅項結餘及其他未分配的總辦事處及公司資產除外。分部負債包括貿易應付及其他應付款項、租賃負債及個別分部的活動應佔的撥備，而銀行貸款、稅項結餘及其他未分配的總辦事處及公司負債除外。

收益及支出乃經參考該等分部產生的收益及支出或該等分部應佔的資產的折舊或攤銷所產生的支出分配至呈報分部。

用於計量報告分部溢利的方法為「分部業績」，即個別分部「扣除財務成本及稅項前的經調整盈利」。為達致分部業績，本集團的盈利乃對財務成本及並非指定屬於個別分部的項目作出進一步調整，如分佔聯營公司及合營公司業績、董事及核數師的酬金以及其他總辦事處或公司收入及開支。

除收到有關分部業績的分部資料外，管理層獲提供有關收益(包括分部間收益)，分類於彼等營運中使用的物業、廠房及設備的折舊、攤銷、減值虧損以及添置的分部資料。分部間收益之價格乃參考就類似訂單向外部人士收取之價格釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2020 and 2019 is set out below.

3 收益及分部報告(續)

(b) 分部報告(續)

(i) 分部業績、資產及負債(續)

就截至二零二零年及二零一九年十二月三十一日止年度的資源分配及評估分部表現向本集團最高級行政管理人員提供有關本集團呈報分部的資料載於下表。

		Capital equipment and packages 資本設備及總包		Oilfield expendables and supplies 油田耗材及物料		Management and engineering services 管理及工程服務		Total 總計	
		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Revenue from external customers	來自外部客戶收益	41,092	39,296	17,413	28,873	6,639	2,077	65,144	70,246
Inter-segment revenue	分部間收益	260	428	295	2,011	599	851	1,154	3,290
Reportable segment revenue	呈報分部收益	41,352	39,724	17,708	30,884	7,238	2,928	66,298	73,536
Reportable segment results	呈報分部業績	14,172	8,233	(5,083)	2,574	3,124	(751)	12,213	10,056
Depreciation and amortisation for the year	年內折舊及攤銷	2,436	3,563	1,288	1,755	183	12	3,907	5,330
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	1,276	-	447	-	-	-	1,723	-
Reportable segment assets	呈報分部資產	72,130	205,494	57,064	55,965	28,836	3,896	158,030	265,355
Additions to property, plant and equipment during the year	年內添置物業、廠房及設備	1,040	1,277	78	3	857	-	1,975	1,280
Reportable segment liabilities	呈報分部負債	(32,663)	(195,553)	(28,558)	(16,359)	(27,191)	(1,522)	(88,412)	(213,434)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

- (ii) Reconciliation of reportable segment revenue, results, assets and liabilities

3 收益及分部報告(續)

(b) 分部報告(續)

- (ii) 呈報分部收益、業績、資產及負債之對賬

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Revenue	收益		
Reportable segment revenue	呈報分部收益	66,298	73,536
Elimination of inter-segment revenue	對銷分部間收益	(1,154)	(3,290)
Consolidated revenue (note 3(a))	綜合收益(附註3(a))	65,144	70,246
Results	業績		
Segment results	分部業績	12,213	10,056
Finance costs	財務成本	(660)	(1,727)
Share of profits of associates	分佔聯營公司溢利	18	36
Share of profit of joint venture	分佔合營公司溢利	1,216	3,728
Unallocated head office and corporate income and expenses	未分配總辦事處及公司收入及開支	(2,906)	(1,796)
Consolidated profit before taxation	除稅前綜合溢利	9,881	10,297
Assets	資產		
Reportable segment assets	呈報分部資產	158,030	265,355
Interest in associates	於聯營公司之權益	346	307
Interest in joint venture	於合營公司之權益	40,727	42,514
Other financial assets	其他金融資產	233	326
Cash and cash equivalents	現金及現金等值物	22,424	35,021
Pledged bank deposits and time deposits	已抵押銀行存款及定期存款	4,187	1,051
Deferred tax assets	遞延稅項資產	2,540	1,755
Tax recoverable	可收回稅項	435	826
Unallocated head office and corporate assets	未分配總辦事處及公司資產	1,008	9,023
Consolidated total assets	綜合資產總值	229,930	356,178
Liabilities	負債		
Reportable segment liabilities	呈報分部負債	(88,412)	(213,434)
Bank loans	銀行貸款	-	(9,184)
Tax payable	應付稅項	(3,376)	(4,191)
Unallocated head office and corporate liabilities	未分配總辦事處及公司負債	(2,858)	(8,955)
Consolidated total liabilities	綜合負債總額	(94,646)	(235,764)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(iii) Geographic information

The following table sets out information about the geographical locations of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, intangible assets, interest in associates, interest in joint venture, other financial asset and non-current portion of prepayments ("specified non-current assets"). The geographical location of customers is based on the location of the customers. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and investment properties, the location of the operation to which they are allocated, in the case of intangible assets, and the location of operations, in the case of interest in associates and joint venture, other financial assets and non-current portion of prepayments.

3 收益及分部報告(續)

(b) 分部報告(續)

(iii) 地區資料

下表列出關於(i)本集團來自外部客戶收入，及(ii)本集團的物業、廠房及設備、投資物業、無形資產、於聯營公司及合營公司的權益、其他金融資產及非即期部分之預付款(「指定非流動資產」)的地理位置的資料。客戶的地理位置以客戶所在位置為基準。指定非流動資產的地理位置以資產的實物位置為基礎(就物業、廠房及設備及投資物業而言)、以所分配的營運地點為基礎(就無形資產而言)及以業務地點為基礎(就於聯營公司及合營公司的權益、其他金融資產及預付款之非即期部分而言)。

		Revenue from external customers 來自外部客戶收益		Specified non-current assets 指定非流動資產	
		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Hong Kong Special Administrative Region	香港特別行政區	21	—	756	880
Mainland China	中國內地	33,596	40,615	20,106	45,285
North America	北美	5,240	9,562	1,316	1,044
South America	南美	19,036	10,614	24	28
Europe	歐洲	842	4,622	144	—
Singapore	新加坡	2,609	559	692	2
Indonesia	印度尼西亞	629	554	—	—
Middle East	中東	1,206	—	40,727	42,514
Others	其他	1,965	3,720	—	15
		65,144	70,246	63,765	89,768

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

4 OTHER REVENUE AND NET INCOME

4 其他收益及淨收入

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Interest income	利息收入	1,034	1,186
Finance income from lease receivables	租賃應收款財務收入	562	449
Rental income	租金收入	1,629	1,004
Net foreign exchange gain/(loss)	匯兌收益／(虧損)淨額	1,632	(1,287)
Reversal of provision for estimated loss of incomplete construction contract (note 5(c))	未完成建造合約估計虧損撥備之撥回(附註5(c))	—	1,602
Government grant (note)	政府補助(附註)	1,604	633
Others	其他	197	329
		6,658	3,916

Note: During the year ended 31 December 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the HKSAR Government. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees. In addition, a subsidiary based in United States of America also successfully applied for a loan forgiveness from the Paycheck Protection Plan, set up by the U.S. Government, of which not less than 75% of the principal amount was utilised for staff costs.

附註：截至二零二零年十二月三十一日止年度，本集團已成功從香港特別行政區政府設立的抗疫基金項下的保就業計劃中申請資助。該資金的目的乃為企業提供財務支持，以挽留可能被裁員的員工。根據補助的條款，本集團被要求在補貼期間不得進行裁員，並將所有資金用於支付員工工資。此外，一家美國附屬公司亦成功自美國政府設立的薪資保障計劃申請貸款豁免，其中不少於75%之本金額用作僱員成本。

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

5 除稅前溢利

除稅前溢利經扣除／(計入)下列各項：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
(a) Finance costs	(a) 財務成本		
Interest on bank loans	銀行貸款利息	171	1,509
Interest on lease liabilities	租賃負債利息	1,554	218
		1,725	1,727
Less: Interest on lease liabilities relating to sub-leasing of drilling rigs included in costs of sales	減：計入銷售成本的與分租鑽井平台有關的租賃負債利息	(1,065)	—
		660	1,727

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
(b) Staff costs ⁽ⁱ⁾	(b) 僱員成本 ⁽ⁱ⁾		
Contributions to defined contribution retirement plans	向定額供款退休計劃作出的供款	1,420	2,807
Salaries, wages and other benefits	工資、薪酬及其他福利	14,780	14,561
		16,200	17,368

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

5 PROFIT BEFORE TAXATION (Continued)

5 除稅前溢利(續)

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
(c) Other items	(c) 其他項目		
Depreciation charge ⁽ⁱ⁾ (note 10)	折舊費用 ⁽ⁱ⁾ (附註10)		
– owned property, plant and equipment	– 自有物業、廠房及設備	1,723	2,484
– right-of-use assets	– 使用權資產	2,817	3,462
		4,540	5,946
Cost of inventories ⁽ⁱ⁾	存貨成本 ⁽ⁱ⁾		
– Carrying amount of inventories sold	– 已售存貨的賬面值	50,468	45,161
– Write-down of inventories	– 存貨撇減	2,244	181
		52,712	45,342
Expenses relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	有關短期租賃及其他租賃剩餘的租期於二零一九年十二月三十一日或之前屆滿的開支	–	830
Amortisation of intangible assets ⁽ⁱ⁾ (note 11)	無形資產攤銷 ⁽ⁱ⁾ (附註11)	102	380
Impairment losses/(reversal of impairment losses) on trade debtors and bills receivables, lease receivables and contract assets (note 30(a))	貿易應收賬款及應收票據、租賃應收款及合約資產減值虧損／(減值虧損撥回)(附註30(a))	4,272	(4,177)
Impairment losses on property, plant and equipment (note 10)	物業、廠房及設備減值虧損(附註10)	1,723	–
Research and development costs	研究及開發費用	4,692	3,228
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)／虧損	(192)	523
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	460	530
– other services	– 其他服務	81	6
Reversal of provision for customer claims ⁽ⁱⁱ⁾	客戶申索撥備之撥回 ⁽ⁱⁱ⁾	–	(3,030)
Reversal of provision for estimated loss of incomplete construction contract ⁽ⁱⁱⁱ⁾	未完成建造合約估計虧損撥備之撥回 ⁽ⁱⁱⁱ⁾	–	(1,602)
Gain on settlement of trade payables by issue of new shares ^(iv)	通過發行新股結算貿易應付款項收益 ^(iv)	–	(3,281)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

5 PROFIT BEFORE TAXATION (Continued)

- (i) Cost of inventories includes \$3,692,000 (2019: \$4,988,000) relating to staff costs, depreciation and amortisation expenses which amount is also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.
- (ii) During the year ended 31 December 2017, a customer of the Group expressed concerns to the Group for certain products sold with unsatisfactory quality. Management assessed the possible outcome of claims and considered that a provision for customer claims of \$3,030,000 was necessary and charged to "Other operating expenses" in 2017. Having considered the latest communication with the customer and lapse of time, management considered that, as at 31 December 2019, the provision for customer claims was no longer necessary. The over-provision of \$3,030,000 was credited to profit or loss for the year ended 31 December 2019.
- (iii) During the year ended 31 December 2018, provision for estimated loss of incomplete construction contract of \$1,602,000 was charged to profit or loss and included in "Other operating expenses". Management reassessed the expected outcome of the contract as at 31 December 2019 and considered that the provision for estimated loss was no longer necessary. Consequently, reversal of provision for estimated loss of \$1,602,000 was credited to profit or loss and included in "Other revenue and net income" for the year ended 31 December 2019.
- (iv) Pursuant to the deed of settlement dated 29 October 2019 entered into by the Company and certain of its creditors, the Company agreed to settle the trade payables to the creditors of \$8,767,000 by issuing 122,726,709 ordinary shares of the Company to the creditors' nominee at an agreed price of HK\$0.56 per share. Upon the issuance of 122,726,709 shares to the creditors' nominee on 21 November 2019, the trade payables of \$8,767,000 were settled. The share consideration paid is measured at the quoted market price of the Company on the share issuance date, at an amount of approximately \$5,486,000 rather than the stated consideration of \$8,767,000. Therefore, a gain of \$3,281,000 was credited to profit or loss for the year ended 31 December 2019.

5 除稅前溢利(續)

- (i) 存貨成本包括與僱員成本、折舊及攤銷費用有關之3,692,000元(二零一九年：4,988,000元)。該金額已計入以上所獨立披露的各個總額，或計入附註5(b)的各類該等開支。
- (ii) 截至二零一七年十二月三十一日止年度，本集團一名客戶向本集團表達了對若干產品質量不佳的擔憂。管理層對潛在申索進行了評估，並認為客戶申索撥備3,030,000元屬必要並於二零一七年「其他經營開支」扣除。考慮到最近與客戶的溝通及時間的流逝，管理層認為於二零一九年十二月三十一日，客戶申索不再屬必要。超額撥備3,030,000元計入截至二零一九年十二月三十一日止年度的損益。
- (iii) 截至二零一八年十二月三十一日止年度，未完成建造合約估計虧損撥備1,602,000元於損益扣除並計入「其他經營開支」。管理層重新評估了該合約於二零一九年十二月三十一日的預期結果，並認為不再需要就估計虧損作出撥備。因此，估計虧損撥備之撥回1,602,000元計入損益並計入截至二零一九年十二月三十一日止年度的「其他收益及淨收入」。
- (iv) 根據本公司與其若干債權人訂立的日期為二零一九年十月二十九日的結算契據，本公司同意通過按約定價格每股股份0.56港元向債權人的代理人發行本公司122,726,709股普通股，以結算應付債權人之貿易應付款項8,767,000元。於二零一九年十一月二十一日向債權人的代理人發行122,726,709股股份後，貿易應付款項8,767,000元已結算。已付股份代價乃按本公司於股份發行日期所報市場價格計量，金額約為5,486,000元而非約定代價8,767,000元。因此，收益3,281,000元計入截至二零一九年十二月三十一日止年度的損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

5 PROFIT BEFORE TAXATION (Continued)

(d) Gain on settlement of sale and purchase contracts

Pursuant to the deed of settlement dated 31 August 2020 entered into by the Group and an external third party, both parties agreed to rescind certain sale and purchase contracts, in which the Group is required to pay cash settlement of \$6,226,000 by monthly instalments from September 2020 to August 2023 and issue 174,394,797 new shares of the Company. The shares of the Company were issued on 22 September 2020.

Upon the settlement of such contracts, the Group wrote-off or made provisions on all assets and liabilities relating to these sale and purchase contracts including a drilling rig under construction with carrying amount of \$120,000,000 and contract liabilities of \$12,830,000. In addition, the Group also made accruals of \$2,261,000 in respect of obligations specified in the deed of settlement. As a result, a gain of \$26,332,000, which represented the net of (i) reversal of net liabilities; (ii) recognition of accruals for obligations arising from the deed of settlement; and (iii) aggregate settlement consideration of \$12,349,000, was recognised during the year ended 31 December 2020.

(e) Other operating expenses

Other operating expenses include impairment losses of \$1,723,000 (2019: \$Nil) in respect of property, plant and equipment as disclosed in note 10 (a)(ii).

5 除稅前溢利(續)

(d) 結算買賣合約的收益

根據本集團與一名外部第三方所訂立日期為二零二零年八月三十一日的結算契據，雙方同意解除若干買賣合約，其中本集團須自二零二零年九月起至二零二三年八月按月分期支付現金6,226,000元，並發行174,394,797股本公司新股份。本公司股份已於二零二零年九月二十二日發行。

於結算該等合約後，本集團撤銷與該等買賣合約有關的所有資產及負債(包括賬面值為120,000,000元的在建鑽井平台及合約負債12,830,000元)或就有關資產及負債計提撥備。此外，本集團就結算契據所訂明的責任作出應計款項2,261,000元。因此，收益26,332,000元指(i)撥回負債淨額；(ii)確認結算契據所產生的義務的應計款項；及(iii)結算代價總額12,349,000元之淨額，已於截至二零二零年十二月三十一日止年度確認。

(e) 其他經營開支

其他經營開支包括附註10(a)(ii)所披露的物業、廠房及設備的減值虧損1,723,000元(二零一九年：零元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

6 綜合損益表內的所得稅

(a) 綜合損益表內的稅項指：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Current tax	即期稅項		
Provision for the year (note 26(a))	年內撥備(附註26(a))		
– The People's Republic of China (the "PRC") enterprise income tax	– 中華人民共和國(「中國」) 企業所得稅	136	253
– Overseas corporation income tax	– 海外企業所得稅	525	289
		661	542
Over-provision in respect of prior years	過往年度超額撥備	(993)	(211)
		(332)	331
Deferred tax	遞延稅項		
Origination of temporary differences (note 26(b))	產生暫時性差額(附註26(b))	(617)	648
		(949)	979

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profits subject to Hong Kong Profits Tax for the current and prior years.

No provision for the United States corporate income tax has been made as the Group has no taxable profits subject to the United States corporate income tax for the current and prior years.

Taxation for subsidiaries in other jurisdictions is charged at the appropriate current rates of taxation ruling in relevant jurisdictions. During the year, certain PRC subsidiaries are subject to tax at a reduced rate of 15% (2019: 15%) under the relevant PRC tax rules and regulations.

由於本年度及過往年度本集團並無任何須繳納香港利得稅的應課稅溢利，故綜合財務報表內未有計提有關之香港利得稅撥備。

由於本年度及過往年度本集團並無任何須繳納美國企業所得稅的應課稅溢利，故未有計提有關之美國企業所得稅撥備。

於其他司法權區的附屬公司的稅項按有關司法權區的現行適當稅率計算。於年內，若干中國附屬公司根據有關中國稅務條例及法規按已調減稅率15%(二零一九年：15%)繳稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax (credit)/expenses and accounting profit at applicable tax rates:

6 綜合損益表內的所得稅(續)

(b) 稅項(抵免)/支出與按適用稅率計算的會計溢利的對賬列載如下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Profit before taxation	除稅前溢利	9,881	10,297
Notional tax on profit before taxation, calculated at the rates applicable to profits/losses in the jurisdictions concerned	除稅前溢利的名義稅項，按各相關司法權區溢利／虧損適用的稅率計算	599	2,129
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	2,221	1,025
Tax effect of non-taxable income	非應課稅收入的稅務影響	(5,375)	(216)
Tax effect of profits/losses entitled to lower tax rate in the PRC	中國稅率降低的溢利／虧損的稅務影響	(215)	(865)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	2,886	768
Tax effect of other temporary differences not recognised	未確認其他暫時性差額的稅務影響	609	(1,172)
Tax effect of utilisation of previously unrecognised temporary differences	動用先前未確認暫時性差額的稅務影響	(444)	—
Tax effect of utilisation of unused tax losses not recognised in prior years	使用過往年度未確認的未使用稅項虧損的稅務影響	(237)	(479)
Over-provision in prior years	過往年度超額撥備	(993)	(211)
Actual tax (credit)/expenses	實際稅項(抵免)/支出	(949)	979

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露的董事酬金如下：

		Directors' fees		Salaries, allowances and benefits in kind		Retirement scheme contributions		Total	
		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Executive directors:	執行董事：								
Mr. Cong Yongjian (appointed on 19 February 2020)	龔永儉先生(於二零二零年二月十九日獲委任)	-	-	-	-	-	-	-	-
Mr. Wang Hongyuan (resigned on 19 February 2020)	王洪源先生(於二零二零年二月十九日辭任)	-	-	-	-	-	-	-	-
Mr. Jiang Bing Hua	蔣秉華先生	-	-	310	297	3	11	313	308
Mr. Zhang Menggui	張夢桂先生	-	-	310	333	3	8	313	341
Independent non-executive directors:	獨立非執行董事：								
Mr. Chan Ngai Sang, Kenny	陳毅生先生	15	15	-	-	-	-	15	15
Mr. Zou Zhendong	鄒振東先生	15	15	-	-	-	-	15	15
Mr. Chen Weidong	陳衛東先生	15	15	-	-	-	-	15	15
Mr. Sun Dongchang (appointed on 12 November 2019)	孫東昌先生(於二零一九年十一月十二日獲委任)	15	2	-	-	-	-	15	2
Non-executive directors:	非執行董事：								
Mr. Wang Jianzhong	王建中先生	15	15	-	-	-	-	15	15
Mr. Lou Dongyang	婁東陽先生	-	-	-	-	-	-	-	-
Ms. Fu Rui (appointed on 1 June 2019)	傅銳女士(於二零一九年六月一日獲委任)	-	-	-	-	-	-	-	-
Mr. Qian Zewei (appointed on 1 October 2019)	錢澤偉先生(於二零一九年十月一日獲委任)	-	-	-	-	-	-	-	-
		75	62	620	630	6	19	701	711

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2019: two) are directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2019: three) individuals are as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Salaries and other emoluments	薪金及其他酬金	499	568
Retirement scheme contributions	退休計劃供款	8	19
		507	587

The emoluments of the three (2019: three) individuals with the highest emoluments are within the following bands:

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	2	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	1	2

8 最高薪人士

本集團五位最高薪人士中，兩位(二零一九年：兩位)為董事，其酬金於附註7披露。支付其餘三位(二零一九年：三位)最高薪人士的酬金總額詳情如下：

該三位(二零一九年：三位)最高薪人士的酬金介乎以下範圍：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

9 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$10,916,000 (2019: \$9,701,000) and the weighted average number of 3,056,855,000 (2019: 2,802,656,000) ordinary shares in issue during the year calculated as follows:

Weighted average number of ordinary shares

		2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
Issued ordinary shares at 1 January	於一月一日的已發行普通股	3,069,039	1,473,156
Effect of purchase of shares held for share award scheme	購買持作股份獎勵計劃的股份的影響	(60,309)	(20,216)
Effect of issue of new shares	發行新股的影響	48,125	1,349,716
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	3,056,855	2,802,656

(b) Diluted earnings per share

Diluted earnings per share equals to basic earnings per share for the years ended 31 December 2020 and 2019 because there were no potential dilutive ordinary shares outstanding.

9 每股盈利

(a) 每股基本盈利

每股基本盈利按本公司普通股股權股東應佔溢利10,916,000元(二零一九年：9,701,000元)及年內已發行普通股的加權平均數3,056,855,000股(二零一九年：2,802,656,000股)計算，現計算如下：

普通股的加權平均數

(b) 每股攤薄盈利

由於沒有發行在外的潛在攤薄普通股，故截至二零二零年及二零一九年十二月三十一日止年度的每股攤薄盈利相等於每股基本盈利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

10 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

(a) Reconciliation of carrying amount

10 物業、廠房及設備以及投資物業

(a) 賬面值之對賬

		Land and buildings held for own use and leasehold improvements 持作自用之土地及樓宇及租賃物業裝修 US\$'000 千美元	Other properties leased for own use 其他自用物業租賃 US\$'000 千美元	Office equipment, furniture and fixtures 辦公室設備、傢俬及固定裝置 US\$'000 千美元	Plant and machinery 廠房及機器 US\$'000 千美元	Motor vehicles 汽車 US\$'000 千美元	Sub-total 小計 US\$'000 千美元	Investment properties 投資物業 US\$'000 千美元	Total 總計 US\$'000 千美元
Cost:	成本：								
At 1 January 2019	於二零一九年一月一日	42,882	4,538	11,199	21,896	2,000	82,515	4,755	87,270
Exchange adjustments	匯兌調整	(309)	70	(17)	(175)	93	(338)	(41)	(379)
Additions	添置	29	-	109	1,084	104	1,326	-	1,326
Disposals	出售	(513)	-	(2,474)	(645)	(148)	(3,780)	-	(3,780)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	42,089	4,608	8,817	22,160	2,049	79,723	4,714	84,437
Exchange adjustments	匯兌調整	1,624	70	773	873	60	3,400	312	3,712
Additions	添置	-	857	555	549	69	2,030	-	2,030
Transferred to non-current assets classified as held for sale (note 21)	轉撥至分類為持作出售之非流動資產(附註21)	(20,355)	-	(361)	(5,503)	-	(26,219)	-	(26,219)
Disposals	出售	-	(2,155)	(146)	(550)	(225)	(3,076)	-	(3,076)
At 31 December 2020	於二零二零年十二月三十一日	23,358	3,380	9,638	17,529	1,953	55,858	5,026	60,884
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：								
At 1 January 2019	於二零一九年一月一日	12,410	-	8,593	10,741	1,583	33,327	1,252	34,579
Exchange adjustments	匯兌調整	(121)	5	(3)	(85)	79	(125)	(13)	(138)
Charge for the year	年內支出	2,373	1,036	931	1,209	187	5,736	210	5,946
Written back on disposals	出售時撥回	(553)	-	(1,077)	(528)	(46)	(2,204)	-	(2,204)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	14,109	1,041	8,444	11,337	1,803	36,734	1,449	38,183
Exchange adjustments	匯兌調整	891	24	566	635	53	2,169	107	2,276
Charge for the year	年內支出	1,671	998	410	1,097	154	4,330	210	4,540
Transferred to non-current assets classified as held for sale (note 21)	轉撥至分類為持作出售之非流動資產(附註21)	(6,254)	-	(103)	(427)	-	(6,784)	-	(6,784)
Written back on disposals	出售時撥回	-	(418)	(277)	(369)	(221)	(1,285)	-	(1,285)
Impairment losses	減值虧損	335	-	318	1,035	35	1,723	-	1,723
At 31 December 2020	於二零二零年十二月三十一日	10,752	1,645	9,358	13,308	1,824	36,887	1,766	38,653
Net book value:	賬面淨值：								
At 31 December 2020	於二零二零年十二月三十一日	12,606	1,735	280	4,221	129	18,971	3,260	22,231
At 31 December 2019	於二零一九年十二月三十一日	27,980	3,567	373	10,823	246	42,989	3,265	46,254

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

10 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(a) Reconciliation of carrying amount (Continued)

- (i) The Group does not have property ownership certificate in respect of buildings held for own use of \$1,617,000 (2019: \$1,579,000). The directors are of the view that the Group is entitled to occupy such buildings for its own use.
- (ii) During the year ended 31 December 2020, the Group assessed that the carrying amounts of certain idle machinery and a motor vehicle under the operating segment of capital equipment and packages and oilfield expendables and supplies may not be recoverable. As a result, impairment losses of \$1,723,000 were recognised to reduce the carrying amount of these machinery and motor vehicle to their recoverable amount of \$Nil, as they are considered as no real commercial value to the Group.

The above impairment losses were recognised in "other operating expenses" in the consolidated statement of profit or loss.

(b) Fair value measurement of investment properties

Fair value hierarchy

The following table presents the fair value of the Group's investment properties (recognised at cost less accumulated depreciation and impairment losses) disclosed at the end of the reporting period, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

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

10 物業、廠房及設備以及投資物業(續)

(a) 賬面值之對賬(續)

- (i) 本集團持作自用1,617,000元(二零一九年：1,579,000元)之樓宇並無物業所有權證書。董事認為，本集團有權佔用該等樓宇作自用。
- (ii) 於截至二零二零年十二月三十一日止年度，本集團評估資本設備及總包以及油田耗材及物料經營分部項下若干閒置機器及汽車之賬面值可能無法收回。因此，減值虧損1,723,000元已確認，以扣減該等機器及汽車之賬面值至其可收回金額零元，因為該等機器及汽車被視為對本集團並無實際商業價值。

上述減值虧損於綜合損益表「其他經營開支」項下確認。

(b) 投資物業之公平價值計量

公平價值級別

下表呈列本集團於報告期末披露之投資物業(按成本減累計折舊及減值虧損確認)之公平價值，分類為三級公平價值層級(定義見香港財務報告準則第13號公平價值計量)。公平價值計量分類水平參照評估技術所使用的輸入的可觀察性及重要性釐定如下：

- 第一級評估：僅使用第一級輸入計量之公平價值，即在測量日期相同的資產或負債的活躍市場的未經調整報價
- 第二級評估：使用第二級輸入計量之公平價值，即無法達到第一級的可觀察輸入，及未使用顯著不可觀察輸入。不可觀察輸入為市場數據不可用的輸入
- 第三級評估：使用顯著不可觀察輸入計量之公平價值

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

10 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(b) Fair value measurement of investment properties (Continued)

Fair value hierarchy (Continued)

The fair value of the Group's investment properties (recognised at cost less accumulated depreciation and impairment losses) which are located in Mainland China is \$5,574,000 (2019: \$5,215,000). The fair value is determined by an independent valuer which has staff who hold recognised and relevant professional qualification and have experience in the location and category of the investment properties being valued, using market approach by reference to the transaction price per square metre of comparable properties. The fair value measurement of these investment properties is categorised into level 3.

(c) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

10 物業、廠房及設備以及投資物業(續)

(b) 投資物業之公平價值計量(續)

公平價值級別(續)

本集團位於中國內地的投資物業(按成本減累計折舊及減值虧損確認)的公平價值為5,574,000元(二零一九年：5,215,000元)。公平價值由獨立估值師經參考可比較物業的每平方米交易價格後，使用市場法釐定。該估值師的員工持有獲認可及相關的專業資格，並具備所估值投資物業位置及類別方面經驗。該等投資物業的公平價值計量分為三個級別。

(c) 使用權資產

按相關資產類別的使用權資產的賬面淨值分析如下：

	Note 附註	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Ownership interests in leasehold land and buildings held for own use with remaining lease term of 10–50 years	(i)	11,107	26,402
Other properties leased for own use	(ii)	1,735	3,567
		12,842	29,969
Ownership interests in leasehold investment properties, with remaining lease term of 10–50 years		3,260	3,265
		16,102	33,234

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

10 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(c) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

10 物業、廠房及設備以及投資物業(續)

(c) 使用權資產(續)

於損益確認的租賃相關支出項目分析如下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Depreciation/amortisation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產的折舊／攤銷費用：		
Ownership interests in leasehold land and buildings	於租賃土地及樓宇之所有權權益	1,609	2,216
Ownership interests in leasehold investment properties	於租賃投資物業之所有權權益	210	210
Other properties leased for own use	租賃用於自用的其他物業	998	1,036
		2,817	3,462
Interest on lease liabilities (note 5(a))	租賃負債利息(附註5(a))	1,554	218
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	與餘下租期在二零一九年十二月三十一日或之前屆滿的短期租賃及其他租賃有關的費用	—	830

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

10 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(c) Right-of-use assets (Continued)

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 20(c) and 25, respectively.

(i) Ownership interests in leasehold land and buildings held for own use

The Group holds several industrial buildings where its manufacturing facilities are primarily located. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(ii) Other properties leased for own use

The Group has obtained the right to use other properties as its office premises and warehouses through tenancy agreements. The leases typically run for an initial period of 2 to 10 years, none of the leases include variable lease payments.

(d) Assets leased out under operating leases

The Group leases out investment properties and plant and machinery under operating leases. The leases typically run for an initial period of 3 to 10 years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases are receivable as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within 1 year	1年內	720	926
After 1 year but within 2 years	1至2年	374	668
After 2 years but within 3 years	2至3年	261	350
After 3 years but within 4 years	3至4年	261	245
After 4 years but within 5 years	4至5年	261	245
After 5 years	5年以上	738	937
		2,615	3,371

10 物業、廠房及設備以及投資物業(續)

(c) 使用權資產(續)

租賃現金流出總額的詳情及租賃負債的期限分析分別載於附註20(c)和25。

(i) 於持作自用租賃土地及樓宇之所有權權益

本集團擁有若干工業樓宇，其製造設施主要位於該等工業樓宇。本集團為該等物業權益(包括相關土地全部或部分未分割份額)的登記擁有人。於自登記擁有人獲得該等物業權益之前已作出一次性付款，且除根據相關政府機構設定的應課差餉租值進行的付款外，並無根據土地租賃條款正在進行的付款。該等付款不時有所不同，並應支付予相關政府機構。

(ii) 租賃用於自用的其他物業

本集團已通過租賃協議獲得使用其他物業作為辦公場所及倉庫的權利。租賃通常為期2至10年，概無租賃包含可變租賃付款。

(d) 經營租賃項下出租之資產

本集團根據經營租賃出租投資物業及廠房及機器。該等租賃一般初步為期3年至10年，於該日後可選擇續租，而屆時所有條款均可重新協商。概無租賃包含可變租賃付款。

應收不可撤銷經營租賃之未貼現租賃付款如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

11 INTANGIBLE ASSETS

11 無形資產

		Technical knowledge 專門技術知識 US\$'000 千美元	Customer relationships 客戶關係 US\$'000 千美元	Order backlog 未完成訂單 US\$'000 千美元	Patents 專利 US\$'000 千美元	Computer software 電腦軟件 US\$'000 千美元	Brand name 品牌名稱 US\$'000 千美元	Cooperation agreement 合作協議 US\$'000 千美元	Total 總計 US\$'000 千美元
Cost:	成本：								
At 1 January 2019	於二零一九年一月一日	6,812	9,106	4,648	2,486	873	660	365	24,950
Exchange adjustments	匯兌調整	153	(3)	38	(21)	(12)	-	-	155
Additions	添置	-	-	-	-	307	-	-	307
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	6,965	9,103	4,686	2,465	1,168	660	365	25,412
Exchange adjustments	匯兌調整	125	21	6	120	154	-	-	426
Write-off	撇銷	(7,090)	(9,124)	(4,692)	(2,585)	-	(660)	(365)	(24,516)
At 31 December 2020	於二零二零年十二月三十一日	-	-	-	-	1,322	-	-	1,322
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：								
At 1 January 2019	於二零一九年一月一日	6,784	8,908	4,648	2,435	768	660	365	24,568
Exchange adjustments	匯兌調整	152	(3)	38	(21)	(9)	-	-	157
Charge for the year	年內支出	29	198	-	51	102	-	-	380
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	6,965	9,103	4,686	2,465	861	660	365	25,105
Exchange adjustments	匯兌調整	125	21	6	120	131	-	-	403
Charge for the year	年內支出	-	-	-	-	102	-	-	102
Write-off	撇銷	(7,090)	(9,124)	(4,692)	(2,585)	-	(660)	(365)	(24,516)
At 31 December 2020	於二零二零年十二月三十一日	-	-	-	-	1,094	-	-	1,094
Net book value:	賬面淨值：								
At 31 December 2020	於二零二零年十二月三十一日	-	-	-	-	228	-	-	228
At 31 December 2019	於二零一九年十二月三十一日	-	-	-	-	307	-	-	307

The amortisation charge for the year is included in "other operating expenses" in the consolidated statement of profit or loss.

本年度的攤銷支出已計入綜合損益表「其他經營開支」內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

12 INTEREST IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

12 於附屬公司之權益

下表僅列出對本集團的業績、資產或負債有重大影響的附屬公司資料。除另有列明者外，所持有的股份類別為普通股。

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立／成立及 經營地點	Particulars of issued and paid up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective interest 本集團 實際權益	Held by a subsidiary 一間附屬 公司持有	
Emer International Limited	Hong Kong	2,000,000 shares	100%	100%	Investment holding, trading of rig equipment and provision of rig turnkey solutions
埃謀國際有限公司	香港	2,000,000股股份	100%	100%	投資控股、買賣鑽機設備及 提供鑽機總包方案
TSC Oil and Gas Services Group Holdings Ltd ("TSC (Qingdao)")**	PRC	\$29,400,000	100%	100%	Manufacturing and trading of oilfield expendables and supplies
青島天時油氣裝備服務集團股份 有限公司(「TSC(青島)」)**	中國	29,400,000元	100%	100%	製造及買賣油田耗材及物料
TSC-HHCT (Xian) Control Technologies Limited ("TSC-HHCT")**	PRC	RMB50,000,000	100%	100%	Manufacturing and trading of rig electrical control system
海爾海斯(西安)控制技術有限 公司(「TSC-HHCT」)**	中國	人民幣50,000,000元	100%	100%	製造及買賣鑽機電控系統
TSC Manufacturing and Supply, LLC ("TSC M&S")	USA	\$28,529,900	100%	100%	Trading of rig equipment and oilfield expendables and supplies and provision of rig turnkey solutions
TSC Manufacturing and Supply, LLC (「TSC M&S」)	美國	28,529,900元	100%	100%	買賣鑽機設備及油田耗材及 物料及提供鑽機總包方案
Qingdao TSC Offshore Equipment Co., Ltd. ("TSCOE")#	PRC	\$46,999,970	100%	100%	Manufacturing and trading of rig equipment and provision of rig turnkey solutions
青島天時海洋石油裝備有限公司 (「TSCOE」)#	中國	46,999,970元	100%	100%	製造及買賣鑽機設備及提供 鑽機總包方案

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

12 INTEREST IN SUBSIDIARIES (Continued)

12 於附屬公司之權益(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立／成立及 經營地點	Particulars of issued and paid up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective interest 本集團 實際權益	Held by a subsidiary 一間附屬 公司持有	
Zhengzhou TSC Offshore Equipment Co., Ltd. ("ZZOE") [#] 鄭州天時海洋石油裝備有限公司 (「ZZOE」) [#]	PRC 中國	RMB32,400,000 人民幣32,400,000元	100% 100%	100% 100%	Manufacturing and trading of rig equipment 製造及買賣鑽井平台設備
TSC Offshore China Ltd. ("TSC China") ^{**} 北京TSC海洋石油裝備有限公司 (「TSC China」) ^{**}	PRC 中國	RMB10,000,000 人民幣10,000,000元	100% 100%	100% 100%	Trading of rig equipment and oilfield expendables 買賣鑽機設備及油田耗材
NN Petroleum Engineering (HK) Co., Limited ("NN Petroleum") 南南石油工程(香港)有限公司 (「南南石油」)	Hong Kong 香港	16,450,000 shares 16,450,000股股份	79% 79%	100% 100%	Trading of oilfield expendables and supplies and provision of engineering services 買賣油田耗材及物料及提供 工程服務
TSC Offshore (UK) Limited ("TSCUK") TSC Offshore (UK) Limited (「TSCUK」)	United Kingdom 英國	73,074,952 shares of 0.025 GBP each 73,074,952股 每股面值0.025 英鎊的股份	100% 100%	100% 100%	Investment holding 投資控股
TSC Engineering Limited TSC Engineering Limited	United Kingdom 英國	GBP1 1英鎊	100% 100%	100% 100%	Design and manufacturing of mechanical handling equipment, trading of oilfield expendables and supplies and provision of engineering services 設計及製造機械處理設備、 買賣油田耗材及物料以及 提供工程服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

12 INTEREST IN SUBSIDIARIES (Continued)

12 於附屬公司之權益(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立／成立及 經營地點	Particulars of issued and paid up capital 已發行及 繳足股本的詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Group's effective interest 本集團 實際權益	Held by a subsidiary 一間附屬 公司持有	
TSC Offshore Pte. Limited	Singapore	10,000 shares of 1 Singapore Dollar (SG\$) each	100%	100%	Trading of rig equipment and oilfield expendables and supplies and provision of management and engineering services
TSC Offshore Pte. Limited	新加坡	10,000股每股面值 1新加坡元 (「新加坡元」) 的股份	100%	100%	買賣鑽機設備及油田耗材及 物料以及提供管理及 工程服務
TSC Offshore Corporation	USA	\$6,100	100%	100%	Design, manufacturing and trading of rig equipment and sub-leasing of drilling rigs
TSC Offshore Corporation	美國	6,100元	100%	100%	設計、製造及買賣鑽機設備 以及分租鑽井平台
TSC Offshore Limiteda	Brazil	Brazil Real 1,800,000	100%	100%	Trading of oilfield expendables and supplies and provision of engineering services
TSC Offshore Limiteda	巴西	1,800,000雷亞爾	100%	100%	買賣油田耗材及物料以及提供 工程服務
Alliance Offshore Drilling Pte Limited	Singapore	\$100,000	100%	100%	Provision of rig turnkey solutions
Alliance Offshore Drilling Pte Limited	新加坡	100,000元	100%	100%	提供鑽井平台總包方案

Registered under the laws of the PRC as foreign investment enterprises

* Unofficial English translation

根據中國法律註冊為外商投資企業

* 非官方的英文翻譯

13 INTEREST IN ASSOCIATES

13 於聯營公司之權益

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Share of net assets	所佔淨資產	346	307
Amount due from associate (included in trade and other receivables) (note 17)	應收聯營公司款項(計入貿易 應收及其他應收款項)(附註17)	55	—
Amount due to associate (included in trade and other payables) (note 22)	應付聯營公司款項(計入貿易 應付及其他應付款項)(附註22)	(130)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

13 INTEREST IN ASSOCIATES (Continued)

The following list contains the particulars of the associates, which are unlisted corporate entities whose quoted market prices are not available:

Name of associate	Form of business structure	Place of establishment and business	Particulars of issued and paid up capital 已發行及繳足股本的詳情	Proportion of ownership interest 所有權權益比例		Principal activity
				Group's effective interest 本集團實際權益	Held by a subsidiary 一間附屬公司持有	
聯營公司名稱	業務結構形式	成立及營業地點				主要業務
Guangzhou Interstellar Offshore Engineering Co., Ltd	Establishment 機構	PRC 中國	RMB5,000,000 人民幣 5,000,000元	25%	25%	Provision of professional technical services 提供專業技術服務
				25%	25%	
南京昌時傳動科技有限公司	Establishment 機構	PRC 中國	RMB2,000,000 人民幣 2,000,000元	30%	30%	Manufacturing and trading of machinery parts 製造及買賣機械部件
				30%	30%	

The above associates are accounted for using the equity method in the consolidated financial statements and do not have a significant impact on the Group's results and financial position. The share of profits from their continuing operations and total comprehensive income during the year ended 31 December 2020 are \$18,000 (2019: \$36,000) and \$18,000 (2019: \$3,000), respectively.

The amounts due from/to associates are unsecured, interest-free and recoverable/repayable on demand.

13 於聯營公司之權益(續)

下表列出聯營公司的詳情，彼等為非上市企業實體，並無已報市場價格：

以上聯營公司按權益法於綜合財務報表列賬，並未對本集團的業績及財務狀況構成重大影響。於截至二零二零年十二月三十一日止年度中，應佔其持續經營業務及全面收益總額之溢利分別為18,000元(二零一九年：36,000元)及18,000元(二零一九年：3,000元)。

應收／付聯營公司款項為無抵押、免息及應按要求收回／償還。

14 INTEREST IN JOINT VENTURE

14 於合營公司之權益

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Share of net assets	所佔淨資產	40,727	42,514
Amount due from joint venture (included in trade and other receivables) (note 17)	應收合營公司款項(計入貿易應收及其他應收款項(附註17))	195	—
Amount due to joint venture (included in trade and other payables) (note 22))	應付合營公司款項(計入貿易應付及其他應付款項(附註22))	—	(6,000)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

14 INTEREST IN JOINT VENTURE (Continued)

- (a) Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

Name of joint venture	Form of business structure	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest		Principal activity
				Group's effective interest	Held by a subsidiary	
合營公司名稱	業務結構模式	註冊成立及營業地點	已發行及繳足股本詳情	本集團實際權益	一間附屬公司持有	主要業務
Wealthy Marvel Enterprises Limited	Incorporated	The British Virgin Islands	\$100,000,000	50%	50%	Leasing and trading of jack-up drilling rigs
Wealthy Marvel Enterprises Limited	註冊成立	英屬處女群島	100,000,000元	50%	50%	租售自升式鑽井平台

Wealthy Marvel Enterprises Limited is a joint venture of the Group with its controlling shareholder, and the only joint venture in which the Group participates. It is an unlisted corporate entity whose quoted market price is not available.

Wealthy Marvel Enterprises Limited為本集團及其控股股東的合營公司，且為本集團唯一參與的合營公司。其為一家非上市公司實體，並無已報市場價格。

- (b) Summarised financial information of Wealthy Marvel Enterprises Limited, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

- (b) Wealthy Marvel Enterprises Limited之財務資料摘要(經就會計政策的任何差異作出調整)及與綜合財務報表中的賬面值之對賬披露於下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Wealthy Marvel Enterprises Limited	Wealthy Marvel Enterprises Limited		
Current assets	流動資產	25,662	28,331
Non-current assets	非流動資產	157,309	162,562
Current liabilities	流動負債	(1,517)	(5,865)
Non-current liabilities	非流動負債	(100,000)	(100,000)
Equity	權益	81,454	85,028
Included in the above assets and liabilities:	上述資產及負債包括：		
Cash and cash equivalents	現金及現金等值物	20,274	6,932

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

14 INTEREST IN JOINT VENTURE (Continued)

(b) (Continued)

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Revenue	收益	14,639	16,607
Profit from continuing operations and profit for the year	持續經營溢利及年內溢利	2,432	7,456
Other comprehensive income	其他全面收益	(6,006)	(8,428)
Total comprehensive income	全面收益總額	(3,574)	(972)
Dividend declared by Wealthy Marvel Enterprises Limited	Wealthy Marvel Enterprises Limited已宣派股息	—	14,000
Included in the above profit:	上述溢利包括：		
Depreciation and amortisation	折舊及攤銷	(5,253)	(3,438)
Interest income	利息收入	186	163
Interest expense	利息開支	(5,515)	(4,008)
Reconciled to the Group's interest in Wealthy Marvel Enterprises Limited	本集團於Wealthy Marvel Enterprises Limited之權益對賬		
Gross amounts of Wealthy Marvel Enterprises Limited's net assets	Wealthy Marvel Enterprises Limited之資產淨值總額	81,454	85,028
Group's effective interest	本集團之實際權益	50%	50%
Carrying amount of the Group's interest	本集團權益之賬面值	40,727	42,514

(c) The amount due from joint venture as at 31 December 2020 was unsecured, interest-free and recoverable on demand.

The amount due to joint venture as at 31 December 2019 represented the remaining committed capital contribution to the joint venture and was unsecured, interest-free and repayable on demand.

14 於合營公司之權益(續)

(b) (續)

(c) 於二零二零年十二月三十一日的應收合營公司款項為無抵押、免息及應按要求償還。

於二零一九年十二月三十一日的應付合營公司款項為對合營公司承諾出資之剩餘部分且無抵押、免息及應按要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

15 OTHER FINANCIAL ASSETS

15 其他金融資產

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Equity securities designated at FVOCI (non-recycling)	指定為按公平價值計入其他全面收益的股本證券 (非劃轉)		
Equity securities listed in Hong Kong	於香港上市的股本證券	233	326

The listed equity securities are shares in Persta Resources Inc., a company incorporated in Canada and engaged in petroleum and natural gas production. The Group designated this investment as financial asset at FVOCI (non-recycling), as the investment is held for strategic purposes. No dividends were received on this investment during the year (2019: \$Nil).

上市股本證券為於Persta Resources Inc.的股份，Persta Resources Inc.為一間於加拿大註冊成立的公司，從事石油及天然氣生產業務。由於該投資持作戰略目的，本集團將該投資指定為按公平價值計入其他全面收益的金融資產(非劃轉)。年內，概無就該投資收取任何股息(二零一九年：零元)。

Fair value measurement of equity securities

Fair value hierarchy

股本證券之公平價值計量

公平價值級別

		Fair value measurements as at 31 December 2020 categorised into 於二零二零年十二月三十一日 公平價值計量分類至			
		Fair value at 31 December 2020 於二零二零年 十二月 三十一日 公平價值 US\$'000 千美元	Level 1 第一級 US\$'000 千美元	Level 2 第二級 US\$'000 千美元	Level 3 第三級 US\$'000 千美元
Recurring fair value measurement	經常性公平價值計量				
Equity securities designated at FVOCI (non-recycling):	指定為按公平價值計入其他全面收益的股本證券 (非劃轉)：				
– Listed in Hong Kong	– 於香港上市	233	233	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

15 OTHER FINANCIAL ASSETS (Continued)

Fair value measurement of equity securities

(Continued)

Fair value hierarchy (Continued)

15 其他金融資產(續)

股本證券之公平價值計量(續)

公平價值級別(續)

		Fair value measurements as at 31 December 2019 categorised into 於二零一九年十二月三十一日 公平價值計量分類至			
		Fair value at 31 December 2019 於二零一九年 十二月 三十一日 公平價值 US\$'000 千美元	Level 1 第一級 US\$'000 千美元	Level 2 第二級 US\$'000 千美元	Level 3 第三級 US\$'000 千美元
Recurring fair value measurement	經常性公平價值計量				
Equity securities designated at FVOCI (non-recycling):	指定為按公平價值計 入其他全面收益 的股本證券 (非劃轉):				
– Listed in Hong Kong	– 於香港上市	326	326	–	–

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零二零年及二零一九年十二月三十一日止年度中，第一級與第二級之間概無轉撥，或轉出第三級。本集團之政策乃於報告期末公平價值級別之層級間發生轉撥時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

16 INVENTORIES

Inventories in the consolidated statement of financial position comprise:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Raw materials	原材料	4,803	4,678
Work in progress	在產品	13,528	126,598
Finished goods	產成品	4,677	17,752
		23,008	149,028

16 存貨

綜合財務狀況表中的存貨包括：

17 TRADE AND OTHER RECEIVABLES

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Trade debtors and bills receivables	貿易應收賬款及應收票據	112,521	103,986
Less: loss allowance	減：虧損撥備	(65,317)	(61,032)
		47,204	42,954
Other receivables, prepayments and deposits	其他應收款項、預付款及按金	10,163	15,517
Amount due from joint venture (note 14)	應收合營公司款項(附註14)	195	—
Amount due from associate (note 13)	應收聯營公司款項(附註13)	55	—
Notes receivables carried at amortised cost and related interest receivables	應收票據以攤銷成本及相關應收利息列賬	—	6,413
		57,617	64,884
Less: Non-current portion of prepayments	減：非即期部分之預付款	—	(60)
		57,617	64,824

17 貿易應收及其他應收款項

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

17 TRADE AND OTHER RECEIVABLES (Continued)

All of the trade debtors and bills receivables from contracts with customers are within the scope of HKFRS 15.

Notes receivables as at 31 December 2019 were interests-bearing at 5.3% per annum. The notes were redeemed by the issuer in June 2020.

Except for prepayments and deposits of \$3,048,000 (2019: \$9,507,000) as at 31 December 2020, all of the trade and other receivables are classified as financial assets measured at amortised cost.

Ageing analysis

Included in trade and other receivables are trade debtors and bills receivables (net of loss allowance) with the following ageing analysis as of the end of the reporting period:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Current	即期	15,379	15,093
Less than 1 month past due	逾期少於一個月	2,863	4,889
More than 1 month but within 3 months past due	逾期多於一個月但少於三個月	3,627	3,085
More than 3 months but within 12 months past due	逾期多於三個月但少於十二個月	13,073	7,700
More than 12 months but within 24 months past due	逾期多於十二個月但少於二十四個月	2,707	1,032
More than 24 months past due	逾期多於二十四個月	9,555	11,155
Amounts past due	逾期金額	31,825	27,861
		47,204	42,954

The credit terms offered by the Group to its customers differ with each product/service. The credit terms offered to customers of oilfield expendables and supplies and management and engineering services are normally 30 to 90 days. The credit terms offered to customers of capital equipment and packages are negotiated on a case-by-case basis. Deposits ranging from 10% to 30% of the contract sum are usually required. The balance of 60% to 85% would be payable in 1 to 2 months after delivery and acceptance of products. The remaining 5% to 10% of the contract sum represents the retention money and is payable within up to 18 months after delivery of the products or 1 year after completion of the onsite testing, whichever is earlier.

17 貿易應收及其他應收款項(續)

所有貿易應收賬款及應收票據屬於香港財務報告準則第15號範圍內的應收客戶合約款項。

於二零一九年十二月三十一日，應收票據按年利率5.3%計息。該票據由發行人於二零二零年六月贖回。

除於二零二零年十二月三十一日之預付款及按金3,048,000元(二零一九年：9,507,000元)外，所有貿易應收及其他應收款項均分類為按攤銷成本計量的金融資產。

賬齡分析

於報告期末，包括在貿易應收及其他應收款項內的貿易應收賬款及應收票據(扣除虧損撥備)之賬齡分析如下：

本集團向其客戶提供的信貸期因產品／服務不同而有所不同。油田耗材及物料以及管理及工程服務的客戶獲提供的信貸期一般為30至90天，而資本設備及總包的客戶獲提供的信貸期則按個別情況磋商，一般要求介乎合約金額10%至30%的訂金，當付運目標達到後，餘額中60%至85%將須於一至兩個月內支付，合約金額餘下的5%至10%為保留金，於付運產品後的18個月或通過實地測試後一年(以較早者為準)內支付。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

18 LEASE RECEIVABLES

The Group leases out certain equipment under finance leases expiring within 6 years. In addition, at the end of the lease term the underlying equipment will be transferred to the lessee. None of these leases includes variable lease payments.

In addition, the Group also sub-leases two drilling rigs under finance leases expiring within 18 months. None of these leases includes variable lease payments.

The following table shows the remaining contractual maturities of the Group's lease receivables at the end of the reporting period:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within 1 year	1年內	27,467	4,673
After 1 year but within 2 years	1至2年	2,791	4,273
After 2 years but within 3 years	2至3年	2,694	3,377
After 3 years but within 4 years	3至4年	2,494	—
After 4 years but within 5 years	4至5年	100	—
		35,546	12,323
Less: total future interest income	減：未來總利息收入	(3,418)	(2,656)
		32,128	9,667
Less: loss allowance on lease receivables	減：租賃應收款虧損撥備	(208)	(62)
		31,920	9,605
Less: non-current portion of lease receivables	減：租賃應收款的非流動部分	(6,329)	(6,044)
		25,591	3,561

18 租賃應收款

本集團以六年期融資租賃出租若干設備。此外，於租賃期結束時，相關設備將轉讓予承租人。該等租賃概不包含可變租賃付款。

此外，本集團亦以18個月期限融資租賃分租兩台鑽井平台。該等租賃概不包含可變租賃付款。

下表列示本集團租賃應收款於報告期末的餘下合約期限：

19 AMOUNT DUE FROM A RELATED COMPANY

19 應收一間關聯公司款項

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Katy International Inc.:	Katy International Inc. :		
Balance at 1 January and 31 December	於一月一日及十二月三十一日結餘	101	101
Maximum balance outstanding during the year	年內最高未償還結餘	101	101

The amount due from Katy International Inc., which is classified as financial assets measured at amortised cost, is unsecured, non-interest-bearing and without pre-determined repayment terms. Mr. Zhang Menggui and Mr. Jiang Bing Hua are directors of the Company and each of them has a 50% beneficial interest in Katy International Inc..

應收Katy International Inc.款項(分類為按攤銷成本計量的金融資產)為無抵押、免息及無預定還款期。張夢桂先生及蔣秉華先生為本公司董事，分別擁有Katy International Inc.的50%實益權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

20 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Cash at bank and on hand 銀行及手頭現金	22,424	35,021

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

20 現金及現金等值物

(a) 現金及現金等值物包括：

(b) 融資業務產生之負債對賬

下表詳述本集團融資業務產生之負債變動，包括現金及非現金變動。融資業務產生之負債為現金流量或未來現金流量將於本集團綜合現金流量表中分類為融資業務之現金流之負債。

		Bank loans 銀行貸款 (Note 24) (附註24) US\$'000 千美元	Lease liabilities 租賃負債 (Note 25) (附註25) US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2019	於二零一九年一月一日	17,369	5,024	22,393
Changes from financing cash flows	現金流融資之變動			
Proceeds from new bank loans	新籌集銀行貸款所得款項	5,068	—	5,068
Repayment of bank loans	償還銀行貸款	(13,177)	—	(13,177)
Capital element of lease rentals paid	已付租賃租金之資本部分	—	(1,152)	(1,152)
Interest element of lease rentals paid	已付租賃租金之利息部分	—	(218)	(218)
Interest paid	已付利息	(1,571)	—	(1,571)
		(9,680)	(1,370)	(11,050)
Other changes	其他變動			
Interest expenses (note 5(a))	利息開支(附註5(a))	1,509	218	1,727
Exchange adjustments	匯兌調整	(14)	66	52
At 31 December 2019	於二零一九年十二月三十一日	9,184	3,938	13,122

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

20 CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of liabilities arising from financing activities (Continued)

20 現金及現金等值物(續)

(b) 融資業務產生之負債對賬(續)

		Bank loans 銀行貸款 (Note 24) (附註24) US\$'000 千美元	Lease liabilities 租賃負債 (Note 25) (附註25) US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 January 2020	於二零二零年一月一日	9,184	3,938	13,122
Changes from financing cash flows	現金流融資之變動			
Proceed from new bank loans	新籌集銀行貸款所得款項	664	—	664
Repayment of bank loans	償還銀行貸款	(9,280)	—	(9,280)
Capital element of lease rentals paid	已付租賃租金之資本部分	—	(9,822)	(9,822)
Interest element of lease rentals paid	已付租賃租金之利息部分	—	(125)	(125)
Interest paid	已付利息	(171)	—	(171)
		(8,787)	(9,947)	(18,734)
Other changes	其他變動			
Interest expenses (note 5(a))	利息開支(附註5(a))	171	1,554	1,725
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	—	31,143	31,143
Decrease in lease liabilities from termination of existing leases	終止現有租賃產生之租賃負債減少	—	(1,546)	(1,546)
Forgiveness of loan under Paycheck Protection Program (see note 4)	薪資保障計劃下之貸款寬免(附註4)	(664)	—	(664)
Interest element of lease rental paid for sub-leasing of drilling rigs classified as finance leases	就分類為融資租賃的分租鑽井平台支付的租賃租金之利息部分	—	(576)	(576)
		(493)	30,575	30,082
Exchange adjustments	匯兌調整	96	48	144
At 31 December 2020	於二零二零年十二月三十一日	—	24,614	24,614

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

20 CASH AND CASH EQUIVALENTS (Continued)

(c) Total cash outflow for leases

Amounts included in the consolidated cash flow statement for leases comprise the following:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within operating cash flows	經營現金流量	576	830
Within financing cash flows	融資現金流量	9,947	1,370
		10,523	2,200

These amounts relate to the following:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Lease rentals paid	已付租賃租金	10,523	2,200

(d) Major non-cash transactions

- (i) In September 2020, the Company allotted and issued 174,394,797 shares to an external third party for the partial settlement of \$6,226,000 in respect of certain incomplete sale and purchase contracts (see notes 5(d) and 29(b)(i)).
- (ii) In November 2019, the Company allotted and issued 122,726,709 shares to a supplier for the settlement of trade payables of \$8,767,000 (see notes 5(c)(iv) and 29(b)(iii)).
- (iii) In September 2019, Wealthy Marvel Enterprises Limited, the joint venture, declared dividend of \$14,000,000, of which \$7,000,000 was attributable to the Group. The dividend income from the joint venture of \$7,000,000 was set off against the Group's unpaid capital contribution to the joint venture.

20 現金及現金等值物(續)

(c) 租賃現金流出總額

綜合租賃現金流量表中包含的金額包括如下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within operating cash flows	經營現金流量	576	830
Within financing cash flows	融資現金流量	9,947	1,370
		10,523	2,200

該等金額與以下各項有關：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Lease rentals paid	已付租賃租金	10,523	2,200

(d) 主要非現金交易

- (i) 於二零二零年九月，本公司向一名外部第三方配發及發行174,394,797股股份，以部分結算若干尚未完成的買賣合約6,226,000元(見附註5(d)及29(b)(i))。
- (ii) 於二零一九年十一月，本集團向一名供應商配發及發行122,726,709股股份，以結算貿易應付款項8,767,000元(見附註5(c)(iv)及29(b)(iii))。
- (iii) 於二零一九年九月，合營公司Wealthy Marvel Enterprises Limited宣派股息14,000,000元，其中7,000,000元歸屬於本集團。來自合營公司的股息收入7,000,000元已抵銷本集團未繳付的對合營公司的出資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

21 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

During the year ended 31 December 2018, the Group committed to a plan to sell certain ownership interests in leasehold land held for own use in Qingdao, the PRC, within the capital equipment and packages and oilfield expendables and supplies segments. These assets amounting to \$2,911,000 remained undisposed as at 31 December 2019.

During the year ended 31 December 2020, the Group entered into land disposal agreements with a third party. Pursuant to the agreements, the Group would dispose of certain land and buildings situated in Qingdao, the PRC, and related plant and machinery and office equipment, furniture and fixtures, including the ownership interests in leasehold land held for own use mentioned in the preceding paragraph, at an aggregate consideration of RMB245,000,000 (equivalent to \$37,485,000). As a result, the above assets (excluding those non-current assets classified as held for sale as at 31 December 2019) with aggregate carrying amount of \$19,435,000 was transferred to non-current assets classified as held for sale as at 31 December 2020.

As at 31 December 2020, the aggregate carrying amount of all land and buildings and related plant and machinery and office equipment, furniture and fixtures to be disposed was \$23,609,000.

The proposed disposal transaction was subsequently completed in February 2021.

21 分類為持作出售之非流動資產

截至二零一八年十二月三十一日止年度，本集團承諾於資本設備及總包分部及油田耗材及物料分部內出售若干於中國青島持作自用的租賃土地所有權權益的計劃。於二零一九年十二月三十一日，為數2,911,000元的該等資產仍未處置。

截至二零二零年十二月三十一日止年度，本集團與一名第三方訂立土地出售協議。根據該協議，本集團將出售位於中國青島的若干土地及樓宇以及有關廠房及機器以及辦公室設備、傢俬及固定裝置，包括前段所述持作自用之租賃土地的所有權權益，總代價為人民幣245,000,000元(相當於37,485,000元)。因此，二零二零年十二月三十一日總賬面值為19,435,000元之上述資產(不包括於二零一九年十二月三十一日被分類為持作出售之該等非流動資產)被轉撥至分類持作出售之非流動資產。

於二零二零年十二月三十一日，所有將予出售之土地及樓宇以及有關廠房及機器以及辦公室設備、傢俬及固定裝置之總賬面值為23,609,000元。

建議出售交易事項隨後於二零二一年二月完成。

22 TRADE AND OTHER PAYABLES

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Trade creditors and bills payables	貿易應付賬款及應付票據	32,712	175,093
Other payables and accrued charges	其他應付款項及應計開支	19,524	8,324
Receipts in advance	預收款	5,623	—
Amount due to joint venture (note 14(c))	應付合營公司款項(附註14(c))	—	6,000
Amount due to associate (note 13)	應付聯營公司款項(附註13)	130	—
		57,989	189,417

22 貿易應付及其他應付款項

All of the trade and other payables are expected to be settled or recognised as income within one year or repayable on demand.

Except for receipts in advance \$5,623,000 in respect of the proposed disposal transactions as stated in note 21, all of the trade and other payables are classified as financial liabilities measured at amortised cost.

所有貿易應付及其他應付款項預期將於一年內或按要求還款時結清或確認為收入。

除附註21所載就建議出售交易收取的預收款5,623,000元外，所有貿易應付及其他應付款項分類為按攤銷成本計量的金融負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

22 TRADE AND OTHER PAYABLES (Continued)

As of the end of the reporting period, the ageing analysis of trade creditors and bills payables (which are included in trade and other payables), based on invoice date, is as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within 1 month	一個月內	14,363	160,767
More than 1 month but within 3 months	超過一個月但於三個月內	2,684	3,745
More than 3 months but within 12 months	超過三個月但於十二個月內	6,806	4,742
More than 12 months but within 24 months	超過十二個月但於二十四個月內	2,528	2,615
More than 24 months	超過二十四個月	6,331	3,224
		32,712	175,093

22 貿易應付及其他應付款項(續)

於報告期末，貿易應付賬款及應付票據(計入貿易應付及其他應付款項)按發票日期的賬齡分析如下：

23 CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Contract assets	合約資產		
Made-to-order construction contracts	定制建築合約		
– Arising from performance under made-to-order manufacturing arrangements	– 履行定制製造安排所產生	324	1,268

23 合約資產及合約負債

(a) 合約資產

Typical payment terms which impact on the amount of contract assets recognised are disclosed in note 17. All contract assets are expected to be recovered within one year.

對確認的合約資產金額有影響的一般付款條款於附註17披露。預期所有合約資產將於一年內收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

23 CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

(b) Contract liabilities

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Contract liabilities	合約負債		
Billings in advance of performance	履行義務的提前結算	8,667	29,034

Typical payment terms which impact on the amount of contract liabilities recognised are disclosed in note 17.

The amount of revenue recognised for the year ended 31 December 2020 that was included in the contract liability balance at 1 January 2020 was \$3,165,000 (2019: \$1,731,000). Contract liabilities of \$12,830,000 was derecognised during the year ended 31 December 2020 upon the settlement of certain sale and purchase contracts (see note 5(d)).

The amount of billings in advance of performance expected to be recognised as income after more than one year is \$8,080,000 (2019: \$24,066,000).

對確認的合約負債金額有影響的一般付款條款於附註17披露。

計入於二零二零年一月一日合約負債結餘且於截至二零二零年十二月三十一日止年度確認的收益金額為3,165,000元(二零一九年：1,731,000元)。合約負債12,830,000元於截至二零二零年十二月三十一日止年度在結算若干買賣合約(見附註5(d))後終止確認。

預期將於超過一年以後確認為收入的履行義務的提前結算金額為8,080,000元(二零一九年：24,066,000元)。

24 BANK LOANS

All of the bank loans had been repaid during the year ended 31 December 2020, the bank loans as at 31 December 2019 were repayable as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within 1 year or on demand	1年內或按要求還款	-	5,023
After 1 year but within 2 years	1至2年	-	3,013
After 2 years but within 5 years	2至5年	-	1,148
		-	4,161
		-	9,184

The bank loans were secured as follows:

銀行貸款抵押情況如下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Bank loans	銀行貸款		
- secured	- 有抵押	-	9,184
		-	9,184

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

24 BANK LOANS (Continued)

- (a) The bank loans as at 31 December 2019 carried interest at rates ranging from 5.00% to 5.46% per annum and were secured/guaranteed by:
- (i) Lands and buildings and plant and machinery with aggregate carrying amount of \$18,884,000.
 - (ii) Corporate guarantees given by the Company to the extent of banking facilities outstanding of \$2,153,000 as at 31 December 2019.

Certain bank loans of the Group were subject to the fulfilment of covenants relating to statement of financial position ratios of certain subsidiaries, as are commonly found in lending arrangements with financial institutions. The drawn down loan balances would become payable on demand if the covenants were breached. The Group regularly monitored its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 30(b). As at 31 December 2019, none of the covenants relating to the Group's bank loans had been breached.

24 銀行貸款(續)

- (a) 於二零一九年十二月三十一日的銀行貸款按年利率5.00%至5.46%計息，並由以下抵押／擔保：
- (i) 土地、樓宇及廠房及機器賬面總值為18,884,000元。
 - (ii) 本公司於二零一九年十二月三十一日就未償還銀行融資作出最高2,153,000元的公司擔保。

本集團若干銀行貸款須受有關若干附屬公司財務狀況表比率的契約履行所規限，而該等契約於金融機構的借貸安排中屬常見。倘違反契約，則已提取的貸款餘額將須按的要求償還。本集團密切監控有否遵守此等契約。有關本集團流動資金風險管理之進一步詳情載於附註30(b)。於二零一九年十二月三十一日，本集團並無違反有關銀行貸款的契約。

25 LEASE LIABILITIES

At 31 December 2020, the lease liabilities were repayable as follows:

25 租賃負債

於二零二零年十二月三十一日，租賃負債還款如下：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Within 1 year	1年內	23,390	1,124
After 1 year but within 2 years	1至2年	470	889
After 2 years but within 5 years	2至5年	754	1,925
		1,224	2,814
		24,614	3,938

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

26 綜合財務狀況表內的所得稅

(a) 綜合財務狀況表中的即期稅項指：

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Provision for the year (note 6(a))	年內撥備(附註6(a))	661	542
Provisional income tax paid	已付暫定所得稅	(144)	(66)
		517	476
Balance of income tax provision relating to prior years	有關過往年度的所得稅撥備結餘	2,424	2,889
		2,941	3,365

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Reconciliation to the consolidated statement of financial position:	綜合財務狀況表的對賬：		
Tax recoverable	可收回稅項	(435)	(826)
Tax payable	應付稅項	3,376	4,191
		2,941	3,365

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised:

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

26 綜合財務狀況表內的所得稅(續)

(b) 已確認的遞延稅項資產及負債：

於綜合財務狀況表內確認的遞延稅項(資產)/負債組成項目及年內變動如下：

		Impairment losses on trade debtors and bills receivables 貿易應收 賬款及應收 票據減值 虧損 US\$'000 千美元	Write-down of inventories 存貨撇減 US\$'000 千美元	Intangible assets 無形資產 US\$'000 千美元	Unrealised profits on inventories 存貨未變現 溢利 US\$'000 千美元	Lease receivables 租賃應收款 US\$'000 千美元	Total 總計 US\$'000 千美元
Deferred tax arising from:	來自以下項目的遞延稅項：						
At 1 January 2019	於二零一九年一月一日	(1,157)	(859)	46	(462)	-	(2,432)
Exchange adjustments	匯兌調整	5	7	-	-	(3)	9
Charged/(credited) to profit or loss (note 6(a))	扣除/(計入)損益(附註6(a))	142	69	(46)	216	267	648
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	(1,010)	(783)	-	(246)	264	(1,775)
Exchange adjustments (Credited)/charged to profit or loss (note 6(a))	匯兌調整(計入)/扣除損益(附註6(a))	(73)	(87)	-	13	(1)	(148)
		(48)	(558)	-	326	(337)	(617)
At 31 December 2020	於二零二零年十二月三十一日	(1,131)	(1,428)	-	93	(74)	(2,540)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised: (Continued)

26 綜合財務狀況表內的所得稅(續)

(b) 已確認的遞延稅項資產及負債：(續)

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Reconciliation to the consolidated statement of financial position:	綜合財務狀況表的對賬：		
Net deferred tax assets recognised in the statement of financial position	於財務狀況表確認之遞延稅項資產淨值	(2,540)	(1,775)

At 31 December 2020, the Group had temporary differences arising from undistributed profits of subsidiaries of \$43,418,000 (2019: \$44,138,000). No provision for deferred tax liabilities have been made as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

The Group has not recognised deferred tax assets in respect of cumulative tax losses and other temporary differences of \$171,540,000 (2019: \$219,489,000) as it is not probable that future taxable profits against which the tax losses and temporary differences can be utilised/reversed will be available in the relevant tax jurisdiction. Except for tax loss of the Group's PRC subsidiaries of \$55,090,000 (2019: \$42,458,000) which will expire within five years, the tax losses do not expire under current tax legislation.

於二零二零年十二月三十一日，本集團附屬公司之未分派溢利產生之暫時性差額為43,418,000元(二零一九年：44,138,000元)。由於本公司控制該等附屬公司之股息政策且已決定在可預見將來不大可能分派溢利，故並無就遞延稅項負債作出撥備。

由於在有關之稅務司法權區不大可能有未來應課稅溢利以抵銷可供動用／撥回之稅項虧損／暫時性差額，故本集團並無就累計稅項虧損及其他暫時性差額171,540,000元(二零一九年：219,489,000元)確認遞延稅項資產。根據現行稅務規例，除本集團中國附屬公司的稅務虧損55,090,000元(二零一九年：42,458,000元)將於五年內屆滿外，稅務虧損並無期限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

27 EMPLOYEE RETIREMENT BENEFITS

As stipulated by the labour regulations of the PRC, the Group participates in various defined contribution retirement plans organised by the municipal and provincial governments for its employees in the PRC. The Group is required to make contributions to the retirement plans at rates ranging from 20% to 25% of the eligible employees' salaries.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The Group also operates defined contribution retirement benefits schemes for all qualifying employees in jurisdictions other than the PRC and Hong Kong with contributions to the schemes at 3% – 10% of the gross salaries.

The Group has no other obligation for the payment of the employees' retirement and other post-retirement benefits other than the contributions described above.

28 SHARE AWARD SCHEME

(a) Share Award Plan

Pursuant to the resolutions passed by the shareholders on 16 January 2015 and 31 October 2019 ("Adoption Date of Share Award Scheme"), the Company has adopted a share award scheme ("Share Award Plan").

The purpose of the Share Award Plan is to recognise and reward the contribution of the Eligible Persons (as defined below) to the growth and development of the Group through an award of the Group's shares. The Share Award Plan shall be subject to the administration of the administrative committee in accordance with the rules of the Share Award Plan ("Administrative Committee"). A trustee ("the Trustee") is appointed by the board of directors ("the Board") to independently manage the Share Award Plan and declared in the trust deed entered into between the Company and the Trustee.

27 僱員退休福利

根據中國的勞工法規，本集團參與多個由省市政府為中國僱員組織的定額供款退休計劃。本集團須按合資格僱員薪金的20%至25%就該等退休計劃作出供款。

本集團亦根據香港強制性公積金計劃條例為根據香港僱傭條例僱用的僱員執行強制性公積金計劃("強積金計劃")。強積金計劃為由獨立信託人管理的定額供款退休計劃。在強積金計劃之下，僱主及其僱員均須按僱員有關收入的5%向該計劃供款，上限為每月有關收入的30,000港元。向該計劃作出的供款即時歸屬於受益人。

本集團亦為除中國及香港以外的司法權區的全體合資格僱員設有定額供款退休福利計劃，向計劃作出的供款金額為薪金總額的3%至10%。

除上述供款外，本集團並無其他責任支付僱員退休及其他退休後福利。

28 股份獎勵計劃

(a) 股份獎勵計劃

根據股東於二零一五年一月十六日及二零一九年十月三十一日("股份獎勵計劃採納日期")通過的決議案，本公司採納一項股份獎勵計劃("股份獎勵計劃")。

股份獎勵計劃旨在透過本集團之股份獎勵，表彰及獎勵合資格人士(定義見下文)為本集團增長及發展所作出之貢獻。根據股份獎勵計劃的規定該計劃應由行政委員會("行政委員會")管理。董事會("董事會")任命的受託人("受託人")可以獨立管理股份獎勵計劃且本公司與受託人之間訂立的信託契約對受託人予以聲明。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

28 SHARE AWARD SCHEME (Continued)

(a) Share Award Plan (Continued)

The Administrative Committee may, in its absolute discretion, make an award to an employee (whether full time or part time) of the Group (the "Eligible Person"), including directors, senior management and any other connected persons of the Company and any consultant of the Group. The eligibility of any of the Eligible Persons to an award shall be determined by the Administrative Committee from time to time on the basis of its opinion as to the Eligible Persons' contribution to the development and growth of the Group.

The Administration Committee shall, subject to and in accordance with the provisions of the Share Award Plan, be entitled (but shall not be bound) to, at any time during the continuation of the Share Award Plan, make an award to any of the Eligible Persons of such number of issued shares, fully paid or credited as fully paid, as the Administration Committee shall determine pursuant to the Share Award Plan. Vesting of an award to any Eligible Persons shall be subject to the consent of the Remuneration Committee of the Company.

In the event that a selected person or his/her associate is a member of the Board and/or the Administration Committee, such person will abstain from voting on any approval by the Board and/or Administration Committee of an award of shares to such selected person. The directors may by resolutions appoint any one or more senior management of the Company as authorised representative(s) to give instructions or notices to the trustee on all matters in connection with the Share Award Plan and other matters in the routine administration of the trust.

Upon the receipt of an award notice, the trustee shall set aside the awarded shares provisionally awarded to an Eligible Person (the "Selected Person") to whom such award notice relates pending the transfer and vesting of the awarded shares to which such award notice relates. The trustee shall hold the awarded shares so set aside during the vesting period on the terms of the trust deed. The trustee may, at any time during the continuation of the Share Award Plan and the trust deed, purchase awarded shares from the stock market and/or set aside the appropriate number of shares out of a pool of issued shares held by the trustee pursuant to the trust Deed.

28 股份獎勵計劃(續)

(a) 股份獎勵計劃(續)

行政委員會可以酌情決定授予本集團的任何僱員(無論是全職還是兼職)(「合資格人士」)，並包括本公司的董事、高級管理人員和任何其他關連人士及本集團任何顧問。任何合資格人士是否可以獲得獎勵，應由行政委員會不時根據其對本集團的發展和成長做出的貢獻的意見而確定。

在遵守股份獎勵計劃規定的前提下，行政委員會有權(但不受約束)在繼續執行股份獎勵計劃期間，向合資格人士授予獎勵。由行政委員會根據股份獎勵計劃確定已繳足或入帳列為繳足的已發行股份數量。向任何合資格人士授予獎勵股份前須獲得本公司薪酬委員會的同意。

如果選定的合資格人士或其關聯人士為董事會及／或行政委員會成員，該董事會成員應在董事會及／或行政委員會就授予股份予該候選人放棄投票。董事可藉通過決議案委任本公司任何一名或多名高級管理人員作為授權代表，就有關計劃之所有事宜及信託例行管理事務之其他事宜向受託人下達指示或通知。

收到獎勵通知後，受託人應劃撥臨時授予與獎勵通知有關的合資格人士(「選定人士」)的獎勵股份，以待轉讓和歸屬與獎勵通知有關的獎勵股份。受託人應按照信託契約的條款，在歸屬期內持有如此劃撥的獎勵股份。受託人可在股份獎勵計劃和信託契約存續期間的任何時間，從股票市場購買獎勵股份和／或從由受託人根據信託契約持有的股份劃撥適當數量的股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

28 SHARE AWARD SCHEME (Continued)

(a) Share Award Plan (Continued)

No award shall be made or vested by the Administrative Committee and no instructions to acquire shares shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been made available to the public domain in accordance with the requirements under the Listing Rules.

Subject to any early termination pursuant to the terms of the Share Award Plan, the Share Award Plan will remain in force for a period commencing on the Adoption Date and ending on 30 October 2029.

In the event that any selected person ceases to be an Eligible Person by reason of his death, resignation or summary dismissal for misconduct, committing of a criminal offence or other breach of his term of employment, an award made to such Selected Person shall forthwith lapse and be cancelled.

The board of directors may by resolution at any time terminate the operation of the Share Award Plan and in such event no further awards shall be made provided that such termination shall not affect any subsisting rights of any Selected Person in respect of any award made to him prior to such termination. Any surplus shares held by the Trustee will be sold on the market with the proceeds (after making appropriate deductions in respect of stamp duty and other costs, liabilities and expenses in accordance with the trust deed) together with such unutilised funds returned to the Company.

During the year ended 31 December 2020, the total consideration paid for the purchases of 45,760,000 shares (2019: 31,905,000 shares) was \$1,470,000 (2019: \$1,516,000). Up to 31 December 2020, the total consideration paid for the purchases of 82,760,000 shares (2019: 37,000,000 shares) was \$4,271,000 (2019: \$2,801,000). No shares under Share Award Plan have been granted during the current or prior years.

28 股份獎勵計劃(續)

(a) 股份獎勵計劃(續)

倘若發生價格敏感之事件或作出股價敏感之決定，行政委員會概不得作出或歸屬任何獎勵，亦不得發出任何購買股份之指示，直至根據上市規則之規定公佈該等股份價格敏感之資料為止。

根據股份獎勵計劃的條款，在任何提前終止的情況下，股份獎勵計劃將自採用日起至二零二九年十月三十日止有效。

倘若任何選定人士因身故、辭任或因不當行為、觸犯刑事罪行或違反僱傭條款而被即時解雇不再為合資格人士，則對該名選定人士作出之獎勵將即時失效並註銷。

董事會可以通過決議案隨時終止股份獎勵計劃的運作，而在此情況下將不再作出獎勵，惟終止不影響任何選定人士就終止前已向其作出的任何獎勵享有的存續權利。任何由受託人持有的剩餘股份將在市場上被出售，(根據信託契據對印花稅和其他成本，負債和費用進行適當的扣除後)連同未使用的資金退還給本公司。

於截至二零二零年十二月三十一日止年度，用於購買45,760,000股股份(二零一九年：31,905,000股股份)的已付代價總額為1,470,000元(二零一九年：1,516,000元)。截至二零二零年十二月三十一日，用於購買82,760,000股股份(二零一九年：37,000,000股股份)的已付代價總額為4,271,000元(二零一九年：2,801,000元)。本年度或過往年度並無根據股份獎勵計劃授出股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

28 SHARE AWARD SCHEME (Continued)

(b) Share Award Incentive Scheme

Pursuant to the resolutions passed by the shareholders on 27 May 2016 ("Adoption Date of Share Award Incentive Scheme"), the Company has adopted a share award incentive scheme ("Share Award Incentive Scheme").

The purpose of the Share Award Incentive Scheme is to align the interests of the Eligible Persons of Share Award Incentive Scheme, which is defined as any individual, being an employee, officer, consultant or advisor of any member of the Group or any affiliate who is not a connected person of the Company and who the board of directors considers, in its sole discretion, to have contributed or will contribute to the Group, with those of the Group through ownership of shares, dividends and other distributions paid on shares and/or the increase in value of the shares and to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

The Share Award Incentive Scheme is a separate scheme from the Share Award Plan adopted by the Company on 16 January 2015, which is specifically for granting share awards sourced from existing shares purchased from the stock market. The Share Award Incentive Scheme will give the Company flexibility in granting Awards of new Shares. The Share Award Incentive Scheme will be effective for a period until 26 May 2026 ("the Award Period") unless terminated at the discretion of the Board at an earlier date.

On the assumption that all the awards granted under the Share Award Incentive Scheme shall be satisfied by the allotment and issue of new shares by the Company, an ordinary resolution has been proposed at the annual general meeting for the Share Award Incentive Scheme to be adopted by the Company in accordance with the scheme rules and to grant a mandate to the directors to allot and issue up to not more than 3% of the total number of issued shares as at the date of passing such resolution, in connection with the Share Award Incentive Scheme (subject to adjustment in the event of sub-division or consolidation of Shares in accordance with the rules of the Share Award Incentive Scheme).

28 股份獎勵計劃(續)

(b) 股份獎勵激勵計劃

根據股東於二零一六年五月二十七日(「股份獎勵激勵計劃採納日期」)通過的決議案，本公司採納一項股份獎勵激勵計劃(「股份獎勵激勵計劃」)。

股份獎勵激勵計劃之目的為透過股份所有權、股息及就股份支付的其他分派及／或股份增值令股份獎勵激勵計劃之合資格人士的利益與本集團利益一致，及鼓勵及挽留合資格人士為本集團的長遠增長及溢利作出貢獻，合資格人士界定為董事會以其全權認為曾經或將會對本集團作出貢獻的任何並非本公司關連人士之個人(即本集團任何成員公司或任何聯屬公司的僱員、高級人員、顧問或諮詢人)。

股份獎勵激勵計劃為有別於本公司於二零一五年一月十六日所採納的股份獎勵計劃，並指定用作授出來自現有股份(購自股票市場)的股份獎勵。股份獎勵激勵計劃將為本公司授出新股份獎勵提供靈活彈性。股份獎勵激勵計劃將一直有效，直至二零二六年五月二十六日(「獎勵期間」)，惟董事會酌情在較早日期終止則作別論。

假設根據股份獎勵激勵計劃授出的全部獎勵須以本公司配發及發行的新股份履行，則於股東週年大會上提呈普通決議案，以供本公司按照計劃規則採納股份獎勵激勵計劃，並向董事授出有關股份獎勵激勵計劃的授權以配發及發行最多為該決議案通過之日已發行股份總數的3%(惟倘出現股份拆細或合併，可根據股份獎勵激勵計劃規則作出調整)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

28 SHARE AWARD SCHEME (Continued)

(b) Share Award Incentive Scheme (Continued)

During the Award Period, the Board may, from time to time, at their absolute discretion, select any Eligible Person of Share Award Incentive Scheme ("the Selected Participant") and grant an Award to such Selected Participant by way of issuing an award letter. The award letter will specify the grant date, the number of award shares underlying the award, the vesting criteria and conditions, the vesting date and such other details as the board of directors may consider necessary. Announcements on the allotment and issue of new shares under the Share Award Incentive Scheme will be made in accordance with the applicable requirements of the Listing Rules when the grants are made.

In the event that any Selected Participant ceases to be an Eligible Person of Share Award Incentive Scheme by reason of his death, resignation, summary dismissal for misconduct, committing of a criminal offence or other breach of his term of employment or becoming a director or a connected person of the Company, the directors may at their absolute discretion determine either that any outstanding award shares and related income not yet vested shall vest in such manner as it thinks fit or that they shall be forfeited.

The directors may by resolution at any time terminate the operation of the Share Award Incentive Scheme and in such event no further awards shall be made provided that such termination shall not affect any subsisting rights of any Selected Participant in respect of any award granted to him prior to such termination.

No issues, purchases or grants of shares under Share Award Incentive Scheme were made during the current or prior years.

28 股份獎勵計劃(續)

(b) 股份獎勵激勵計劃(續)

於獎勵期間，董事會可不時全權酌情甄選任何股份獎勵激勵計劃的合資格人士(「選定參與者」)，並以發出獎勵函的形式向該選定參與者授出獎勵。獎勵函應訂明授出日期、有關獎勵的獎勵股份數目、歸屬標準及條件、歸屬日期及董事會認為必要的其他詳情。於作出授予時，本公司將按照上市規則適用規定，就配發及發行股份獎勵激勵計劃項下的新股份發出公告。

倘任何選定參與者因身故、辭任、因行為不當、觸犯刑事罪行或違反其僱傭條款而被即時解僱或成為本公司董事或關連人士而不再為股份獎勵激勵計劃的合資格人士，董事會可全權酌情釐定按其認為適當的方式，歸屬或沒收任何發行在外但尚未歸屬的獎勵股份及相關收入。

董事可透過決議案隨時終止股份獎勵激勵計劃的運作，且在此情況下，不得再授出任何獎勵，惟有關終止不得對任何選定參與者在終止前所獲授任何獎勵的存續權利造成影響。

於本年度或過往年度，概無根據股份獎勵激勵計劃發行、購買或授出任何股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

29 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company

		Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	Accumulated losses 累計虧損 US\$'000 千美元	Total 總計 US\$'000 千美元
Balance at 1 January 2019	於二零一九年一月一日之結餘	18,854	182,447	(58)	(156,435)	44,808
Changes in equity for 2019	於二零一九年之權益變動					
Total comprehensive income for the year	年內全面收益總額	-	-	209	(5,539)	(5,330)
Issue of new shares	發行新股份	20,337	68,288	-	-	88,625
Balance at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日之結餘	39,191	250,735	151	(161,974)	128,103
Changes in equity for 2020:	於二零二零年之權益變動：					
Total comprehensive income for the year	年內全面收益總額	-	-	-	(585)	(585)
Issue of new shares	發行新股份	2,227	3,897	-	-	6,124
Balance at 31 December 2020	於二零二零年十二月三十一日之結餘	41,418	254,632	151	(162,559)	133,642

本公司

29 資本及儲備

(a) 權益部分之變動

本集團綜合權益各部分之期初及期末結餘之對賬載於綜合權益變動表。本公司年初及年終之個別權益部分變動詳情載列如下：

(b) Share capital

		2020 二零二零年		2019 二零一九年	
		No. of shares 股份數目 '000 千股	Amount 金額 US\$'000 千美元	No. of shares 股份數目 '000 千股	Amount 金額 US\$'000 千美元
Authorised:	法定：				
Ordinary share of HK\$0.1 each	每股面值0.1港元的普通股	10,000,000	128,730	10,000,000	128,730
Ordinary shares, issued and fully paid:	已發行及繳足的普通股：				
At 1 January	於一月一日	3,069,039	39,191	1,473,156	18,854
Issue of new shares	發行新股份	174,395	2,227	1,595,883	20,337
At 31 December	於十二月三十一日	3,243,434	41,418	3,069,039	39,191

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

29 CAPITAL AND RESERVES (Continued)

(b) Share capital (Continued)

- (i) Pursuant to a deed of settlement dated 31 August 2020, the Company allotted and issued 174,394,797 shares as part of settlement consideration in respect of certain incomplete sale and purchase contracts (see note 5(d)).
- (ii) Pursuant to a board resolution dated 8 November 2018, the Company proposed to raise capital by way of the rights issue. In February 2019, the Company allotted and issued 1,473,156,204 rights shares at the subscription price of HK\$0.45 per right share on the basis of one right share for every one existing share held on 10 January 2019. The net proceeds from the rights issue was approximately HK\$652,476,000 (equivalent to \$83,139,000).
- (iii) In November 2019, the Company allotted and issued 122,726,709 shares to a supplier to settle trade payables of \$8,767,000 (see note 5(c)(iv) and 20(d)(ii)).
- (iv) The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the fund in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Merger reserve

The merger reserve represents the difference between the nominal value of the share capital of the subsidiaries acquired as a result of the restructuring exercise in 2004 and the nominal value of the Company's shares issued in exchange thereof.

29 資本及儲備(續)

(b) 股本(續)

- (i) 根據日期為二零二零年八月三十一日的結算契據，本公司配發及發行174,394,797股股份，作為若干尚未完成買賣合約的部分結算代價(見附註5(d))。
- (ii) 根據日期為二零一八年十一月八日之董事會決議案，本公司擬通過供股融資。於二零一九年二月，本公司按於二零一九年一月十日每持一股現有股份獲發一股供股股份之基準，以認購價每股供股股份0.45港元配發及發行1,473,156,204股供股股份。供股所得款項淨額約為652,476,000港元(相當於83,139,000元)。
- (iii) 於二零一九年十一月，本公司向一名供應商配發及發行122,726,709股股份，以結算貿易應付款項8,767,000元(見附註5(c)(iv)及20(d)(ii))。
- (iv) 普通股持有人有權收取不時所宣派的股息，並有權於本公司的大會上就每股股份投一票。所有普通股就本公司剩餘資產而言享有同等地位。

(c) 儲備的性質及目的

(i) 股份溢價

根據開曼群島公司法(經修訂)，本公司股份溢價賬內的資金可供分配予本公司股東，惟緊隨建議派息日期後，本公司須仍有能力於日常業務過程中清償到期債務。

(ii) 合併儲備

合併儲備指因二零零四年進行重組而收購的附屬公司的股本面值與作為交換而本公司已發行股份的面值的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

29 CAPITAL AND RESERVES (Continued)

(c) Nature and purpose of reserves (Continued)

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries. The reserve is dealt with in accordance with the accounting policies set out in note 1(v).

(iv) Capital reserve

The capital reserve represents the excess of capital contribution over the nominal value of the registered capital of TSC (Qingdao).

During the year ended 31 December 2016, TSC (Qingdao) was transformed into a company limited by shares. As a result, its net assets value in excess of share capital was transferred to capital reserve as a capital contribution.

(v) Revaluation reserve

The revaluation reserve represents the fair value adjustment to the interest previously held by the Group as an associate upon the acquisition of TSCUK.

(vi) Reserve funds

The Articles of Association of certain PRC subsidiaries require the appropriation of 10% of their profit after tax each year, based on their statutory audited financial statements, to the reserve funds until the balance reaches 50% of the registered capital of the respective PRC subsidiaries. The reserve funds may be capitalised as the paid-in capital of these subsidiaries.

(vii) Shares held for share award scheme reserve

The shares held for share award scheme reserve represents purchase costs of shares held for share award scheme as disclosed in note 28.

(viii) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net charge in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 1(f)).

29 資本及儲備(續)

(c) 儲備的性質及目的(續)

(iii) 匯兌儲備

匯兌儲備包括換算海外附屬公司財務報表時產生的所有外匯差額。儲備根據附註1(v)所載的會計政策處理。

(iv) 資本儲備

資本儲備指資本注資超出TSC(青島)的註冊資本面值的差額。

於截至二零一六年十二月三十一日止年度中，TSC(青島)改制為股份有限公司。因此，其超出股本之資產淨值部分作為注資轉撥至資本儲備。

(v) 重估儲備

重估儲備指於收購TSCUK時本集團作為聯繫人士先前所持權益作出的公平價值調整。

(vi) 儲備公益金

若干中國附屬公司的組織章程細則規定須根據其法定經審核財務報表將每年除稅後溢利的10%撥往儲備公益金，直至該儲備結餘達各中國附屬公司註冊資本50%為止。儲備公益金可資本化作該等附屬公司的實繳資本。

(vii) 持作股份獎勵計劃的股份儲備

持作股份獎勵計劃的股份儲備指持作股份獎勵計劃的股份的購買成本，如附註28所披露。

(viii) 公平價值儲備(非劃轉)

公平價值儲備(非劃轉)包括於報告期末所持有根據香港財務報告準則第9號指定為按公平價值計入其他全面收益的股本投資的公平價值累計淨額(見附註1(f))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

29 CAPITAL AND RESERVES (Continued)

(d) Distributability of reserves

The Company's reserves available for distribution to equity shareholders of the Company as at 31 December 2020, as computed in accordance with the Companies Law (Revised) of the Cayman Islands amounted to \$92,073,000 (2019: \$88,761,000).

(e) Dividend

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

(f) Capital management

The Group's primary objectives when managing capital are to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Group reviews the capital structure on a regular basis and considers the cost of capital and the associated risks. Based on recommendations of the board of directors, the Group will balance its overall capital structure through adjusting the amount of dividends payable to shareholders, new shares issues or new debt financing. No changes were made in the objectives, policies or processes during the years ended 31 December 2020 and 2019.

The Group monitors capital with reference to its debt position. The Group's strategy is to maintain the gearing ratio, being the Group's total liabilities to total assets, under 100%. The gearing ratio as at 31 December 2020 was 41% (2019: 66%).

Neither the Company nor any of its subsidiaries is subject to any externally imposed capital requirements.

29 資本及儲備(續)

(d) 可供分派儲備

於二零二零年十二月三十一日，根據開曼群島公司法(經修訂)計算，本公司可供向本公司股權股東作分派的儲備為92,073,000元(二零一九年：88,761,000元)。

(e) 股息

董事不建議派付截至二零二零年十二月三十一日止年度的股息(二零一九年：零元)。

(f) 資本管理

本集團資本管理的首要目標乃維持良好的信貸評級及穩健的資本比率，以支持其業務發展及使股東價值最大化。

本集團管理其資本結構並因應經濟狀況的變化對資本結構作出調整。本集團定期審閱資本結構並考慮資本成本及相關風險。根據董事會的推薦意見，本集團將透過調整應付股東的股息金額、發行新股或進行新債務融資平衡整體資本結構。於截至二零二零年及二零一九年十二月三十一日止年度中，本集團資本管理的目標、政策或程序均無變動。

本集團參考其債務狀況監控資本。本集團的策略乃維持資產負債比率(即本集團的總負債除以總資產)低於100%。本集團於二零二零年十二月三十一日的資產負債比率為41%(二零一九年：66%)。

本公司或其任何附屬公司概不受任何外部資本規定限制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, lease receivables and contract assets. Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

The credit risk on cash at bank, pledged bank deposits and time deposits is limited as the counterparties are banks with sound credit standing.

Trade receivables, lease receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 7% (2019: 21%) and 27% (2019: 38%) of the total trade debtors and bills receivables, lease receivables and contract assets was due from the Group's largest customer and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Credit terms offered by the Group to its customers are set out in note 17.

The Group measures loss allowances for trade debtors and bills receivables, lease receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix or based on the probability of default with reference to available market information, taking into account any credit enhancement. As the Group's historical credit loss experience indicates different loss patterns for different customer geographical segments, the loss allowance based on past due status is further distinguished between the Group's different customer bases.

30 金融風險管理及金融工具之公平價值

本集團正常業務過程中產生信貸、流動資金、利率及貨幣風險。本集團面對此等風險及本集團使用之金融風險管理政策及慣例載列如下。

(a) 信貸風險

本集團的信貸風險主要來自貿易應收及其他應收款項、租賃應收款以及合約資產。管理層已制訂信貸政策，持續監控該信貸風險。

由於對手方銀行擁有良好信貸評級，故銀行現金、已抵押銀行存款及定期存款之信貸風險屬有限。

貿易應收款項、租賃應收款及合約資產

本集團的信貸風險主要受客戶的個別情況影響，而非客戶經營所處行業或國家，因此信貸風險的主要集中部分主要在本集團對個別客戶承擔重大風險時產生。於報告期末，本集團最大及五大客戶的貿易應收款項及應收票據、租賃應收款及合約資產總額分別佔本集團貿易應收款項及應收票據、租賃應收款及合約資產總額的7%（二零一九年：21%）及27%（二零一九年：38%）。

本集團對所有要求超過若干金額信貸的客戶進行個別信貸評估。該等評估針對客戶過往的到期付款記錄及現時的付款能力，並考慮客戶的特定資料，以及與客戶經營所在經濟環境相關的資料。本集團向其客戶提供之信貸條款載於附註17。

本集團貿易應收賬款及應收票據、租賃應收款及合約資產的虧損撥備按等同於全期預期信貸虧損的金額計量，其乃於計及任何信貸增強後經參考可得市場資料，使用撥備矩陣或基於違約概率計算。由於本集團的過往信貸虧損經驗表明不同客戶地區分部會有不同虧損模式，基於逾期狀態的虧損撥備於本集團不同客戶基礎之間進一步區分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables, lease receivables and contract assets (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade debtors and bills receivables, lease receivables and contract assets:

30 金融風險管理及金融工具之公平價值(續)

(a) 信貸風險(續)

貿易應收款項、租賃應收款及合約資產(續)

下表載列本集團就貿易應收款項及應收票據、租賃應收款及合約資產的信貸風險及預期信貸虧損之資料：

		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 US\$'000 千美元	Loss allowance 虧損撥備 US\$'000 千美元
Trade debtors and bills receivables:	貿易應收款項及應收票據：			
Current (not past due)	即期(未逾期)	0%-11.02%	16,169	(790)
Less than 1 month past due	逾期少於一個月	4.05%-42.56%	3,382	(519)
More than 1 month but within 3 months past due	逾期多於一個月但少於三個月	4.05%-42.56%	4,394	(767)
More than 3 months but within 12 months past due	逾期多於三個月但少於十二個月	4.05%-42.56%	16,166	(3,093)
More than 12 months but within 24 months past due	逾期多於十二個月但少於二十四個月	4.48%-100%	5,613	(2,906)
More than 24 months past due	逾期多於二十四個月	14.12%-100%	66,797	(57,242)
			112,521	(65,317)
Lease receivables:	租賃應收款：			
Current (not past due)	即期(未逾期)	0%-2.41%	20,532	(208)
Less than 1 month past due	逾期少於一個月	-	1,957	-
More than 1 month but within 3 months past due	逾期多於一個月但少於三個月	-	3,843	-
More than 3 months but within 12 months past due	逾期多於三個月但少於十二個月	-	5,796	-
			32,128	(208)
Contract assets	合約資產	28.48%	453	(129)
			145,102	(65,654)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables, lease receivables and contract assets (Continued)

		2019 二零一九年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備
		%	US\$'000	US\$'000
		%	千美元	千美元
Trade debtors and bills receivables:	貿易應收款項及應收票據：			
Current (not past due)	即期(未逾期)	0.37%-6.24%	15,364	(271)
Less than 1 month past due	逾期少於一個月	1.38%-34.55%	5,749	(860)
More than 1 month but within 3 months past due	逾期多於一個月但少於三個月	1.38%-34.55%	3,463	(378)
More than 3 months but within 12 months past due	逾期多於三個月但少於十二個月	1.38%-34.55%	8,708	(1,008)
More than 12 months but within 24 months past due	逾期多於十二個月但少於二十四個月	2.24%-100%	2,639	(1,607)
More than 24 months past due	逾期多於二十四個月	5.47%-100%	68,063	(56,908)
			103,986	(61,032)
Lease receivables (not past due)	租賃應收款(未逾期)	0.59%	9,667	(62)
Contract assets	合約資產	1.34%	1,275	(7)
			114,928	(61,101)

Expected loss rates for certain trade debtors and bills receivables, contract assets and lease receivables are based on actual loss experience over the past 4 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Expected credit losses for certain receivables are determined with reference to the probability of default from available market information.

30 金融風險管理及金融工具之公平價值(續)

(a) 信貸風險(續)

貿易應收款項、租賃應收款及合約資產(續)

若干貿易應收款項及應收票據、合約資產及租賃應收款的預期虧損率乃基於過去四年的實際虧損經驗得出。該等比率已作調整以反映收集過往數據的期間的經濟狀況、目前狀況與本集團對應收款項預計存續期的經濟狀況的意見之差異。

若干應收款的預期信貸虧損乃參考可得市場資料中違約的可能性而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Movement in the loss allowance account in respect of trade debtors and bills receivables, lease receivables and contract assets during the year is as follows:

		2020 二零二零年				2019 二零一九年			
		Trade debtors and bills receivables	Lease receivables	Contract assets	Total	Trade debtors and bills receivables	Lease receivables	Contract assets	Total
		貿易應收款項及應收票據	租賃應收款	合約資產	總計	貿易應收款項及應收票據	租賃應收款	合約資產	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
Balance at 1 January	於一月一日之結餘	61,032	62	7	61,101	65,795	-	18	65,813
Exchange adjustments	匯兌調整	275	6	-	281	(535)	-	-	(535)
Impairment losses/(reversal of impairment losses) recognised during the year	年內確認之減值虧損/(減值虧損撥回)	4,010	140	122	4,272	(4,228)	62	(11)	(4,177)
Balance at 31 December	於十二月三十一日之結餘	65,317	208	129	65,654	61,032	62	7	61,101

There were no significant changes in the gross carrying amounts of trade debtors and bills receivables, lease receivables and contract assets, accordingly, the loss allowance did not change significantly during the years ended 31 December 2020 and 2019.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

30 金融風險管理及金融工具之公平價值(續)

(a) 信貸風險(續)

於本年度，有關貿易應收款項及應收票據，租賃應收款以及合約資產的虧損撥備賬變動如下：

貿易應收款項及應收票據、租賃應收款以及合約資產的賬面總值並無重大變動，因此，虧損撥備於截至二零二零年及二零一九年十二月三十一日年度中並無重大變動。

(b) 流動資金風險

本集團內個別營運企業須自行負責現金管理，包括將現金盈餘作短期投資及籌集貸款以應付預期之現金需求(惟借貸額超過若干預定授權水平則須獲得本公司董事會批准)。本集團之政策為定期監察其流動資金需要及遵守借貸條文，以確保其維持足夠現金儲備及來自主要財務機構之承諾資金額度，以應付其長短期之流動資金需要。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		2020 二零二零年					2019 二零一九年				
		Contractual undiscounted cash outflow 已訂約但未貼現的現金流出					Contractual undiscounted cash outflow 已訂約但未貼現的現金流出				
		Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	Total	Carrying amount at 31 December	Within 1 year or on demand	More than 1 year but within 2 years	More than 2 years but within 5 years	Total	Carrying amount at 31 December
		一年內或 按要求 還款	一年以上 但於 兩年內	兩年以上 但於 五年內	總計	於十二月 三十一日 的賬面值	一年內或 按要求 還款	一年以上 但於 兩年內	兩年以上 但於 五年內	總計	於十二月 三十一日 的賬面值
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
Trade and other payables	貿易應付及其他應付款項	52,366	-	-	52,366	52,366	189,417	-	-	189,417	189,417
Bank loans	銀行貸款	-	-	-	-	-	5,301	3,409	1,150	9,860	9,184
Lease liabilities	租賃負債	23,589	521	804	24,914	24,614	1,296	1,015	2,251	4,562	3,938
		75,955	521	804	77,280	76,980	196,014	4,424	3,401	203,839	202,539

30 金融風險管理及金融工具之公平價值(續)

(b) 流動資金風險(續)

下表列示本集團於報告期末在剩餘合約到期的非衍生金融負債(根據合約未貼現現金流量(包括按合約利率或(如屬浮息)根據報告期末當時的利率計算的利息)計算)，以及本集團須償還有關款項的最早日期：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from the Group's cash and cash equivalents, pledged bank deposits and time deposits, notes receivables, bank loans and lease liabilities. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings/(deposits) (being interest-bearing financial liabilities less cash and cash equivalents, pledged bank deposits and time deposits and notes receivables) at the end of the reporting period.

30 金融風險管理及金融工具之公平價值(續)

(c) 利率風險

本集團的利率風險主要來自本集團現金及現金等值物、已抵押銀行存款及定期存款、應收票據、銀行貸款以及租賃負債。按浮動利率及按固定利率計息的借貸分別對本集團構成現金流量利率風險及公平價值利率風險。本集團並無採用金融衍生工具以對沖利率風險。下文(i)載列管理層監管下的本集團利率詳情。

(i) 利率詳情

下表載列本集團於報告期末的借貸／(存款)淨額(即計息金融負債減現金及現金等值物、已抵押銀行存款及定期存款、及應收票據)的利率詳情。

		2020 二零二零年 Effective interest rate 實際利率		2019 二零一九年 Effective interest rate 實際利率	
		US\$'000 千美元		US\$'000 千美元	
Fixed rate borrowings/ (deposits):	定息借貸／(存款)：				
Bank loans	銀行貸款	—	—	5.0%	2,153
Lease liabilities	租賃負債	3.0%–5.9%	24,614	3.0%–5.9%	3,938
Less: Notes receivables	減：應收票據	—	—	5.3%	(6,413)
Time deposits	定期存款	0.45%–0.70%	(2,277)	—	—
			22,337		(322)
Variable rate borrowings/ (deposits):	浮息借貸／(存款)：				
Bank loans	銀行貸款	—	—	5.39%–5.46%	7,031
Less: Pledged bank deposits	減：已抵押銀行存款	0.7%–1.5%	(1,910)	0.35%	(1,051)
Cash and cash equivalents	現金及現金等值物	0.01%–1.5%	(22,424)	0.1%–0.8%	(35,021)
			(24,334)		(29,041)
Total net deposits	淨存款總額		(1,997)		(29,363)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2020, it is estimated that a general increase of one percentage point in interest rates, with all other variables held constant, would have increased the Group's profit before taxation by approximately \$243,000 (2019: \$290,000). A general decrease of one percentage point in interest rates would have had the equal amount but opposite effect, on the basis that all other variables remain constant.

The sensitivity analysis above indicates the instantaneous change in the Group's profit before taxation that would arise assuming that the change in interest rates had occurred at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit before taxation is estimated as an annualised impact on interest expense or income of such a change interest rates. The analysis is performed on the same basis for 2019.

(d) Currency risk

(i) Forecast transactions

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which they relate. Most of the Group's subsidiaries in the PRC carried out production locally with RMB as functional currency while over 50% of the Group's revenue was denominated in United States dollars. At 31 December 2020 and 2019, no related hedges were made by the Group.

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB take place through the People's Bank of China or other institutions authorised to buy and sell foreign currencies. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

30 金融風險管理及金融工具之公平價值(續)

(c) 利率風險(續)

(ii) 敏感度分析

於二零二零年十二月三十一日，在所有其他變數維持不變的情況下，估計利率一般增加一個百分點，將分別增加本集團的除稅前溢利約243,000元(二零一九年：290,000元)。假設所有其他變數維持不變，利率一般減少一個百分點，將產生同等數額之反向影響。

以上敏感度分析闡示本集團除稅前溢利在假設利率變動於報告期末已發生的情況下所產生的即時變動。就本集團因持有浮息非衍生工具於報告期末承受的現金流利率風險而言，對本集團除稅前溢利的影響乃以該等利率變動對利息收支的整年影響作估計。分析乃按二零一九年相同的基準進行。

(d) 貨幣風險

(i) 預測交易

本集團面對之貨幣風險主要來自導致應收款項、應付款項及現金結餘之買賣，該等買賣以與營運相關之功能性貨幣以外貨幣計值。本集團大部分中國附屬公司在當地進行的生產活動乃以人民幣為功能性貨幣，而本集團超過50%之收益乃以美元計值。於二零二零年及二零一九年十二月三十一日，本集團並無作出相關對沖。

人民幣不可自由兌換成外幣。所有涉及人民幣的外匯交易均須通過中國人民銀行或其他獲授權買賣外匯的機構進行。外匯交易匯率採用中國人民銀行所報的匯率進行，而該等匯率主要按供求釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk (Continued)

(ii) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in United States dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

30 金融風險管理及金融工具之公平價值(續)

(d) 貨幣風險(續)

(ii) 須面臨的貨幣風險

下表載列本集團於報告期末之以實體有關功能貨幣以外之貨幣計值已確認資產或負債面對之貨幣風險。就呈列目的而言，有關風險金額以美元計值，並於年結日以即期匯率兌換。不包括由海外營運財務報表換算成本集團呈列貨幣之差異。

Exposure to United States dollars (expressed in United States dollars)

美元風險
(以美元呈列)

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Trade and other receivables	貿易應收及其他應收款項	8,305	8,290
Cash and cash equivalents	現金及現金等值物	6,878	23,096
Trade and other payables	貿易應付及其他應付款項	(21)	(249)
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生之風險淨額	15,162	31,137

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit before taxation that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

(iii) 敏感度分析

下表說明倘本集團於報告期末面對重大風險之外幣匯率於該日變動並假設所有其他風險因素維持不變時本集團之除稅前溢利可能產生之即時變動。

		2020 二零二零年 Increase/ (decrease) in foreign exchange rates 外幣匯率 增加/(減少) US\$'000 千美元	2019 二零一九年 Increase/ (decrease) in foreign exchange rates 外幣匯率 增加/(減少) US\$'000 千美元
United States dollars	美元	5% (5)% 758 (758)	5% (5)% 1,557 (1,557)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

30 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk (Continued)

(iii) Sensitivity analysis (Continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit before taxation measured in the respective functional currencies, translated into United States dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2019.

(e) Estimation of fair values

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2020 and 2019.

30 金融風險管理及金融工具之公平價值(續)

(d) 貨幣風險(續)

(iii) 敏感度分析(續)

上表呈列之分析結果指本集團各實體之除稅前溢利以各自之功能貨幣計值於為呈列目的而按報告期末之匯率兌換成美元後之即時影響總額。

敏感度分析假設外幣匯率變動已應用至重新計算本集團持有之金融工具，而該等金融工具使本集團於報告期末面對外匯風險。分析不包括換算海外業務財務報表至本集團呈列貨幣時可能出現之差額。分析乃按二零一九年相同的基準進行。

(e) 公平價值估算

本集團以攤銷成本列賬的金融工具之賬面值與彼等於二零二零年及二零一九年十二月三十一日之公平價值並無重大差異。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

31 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and all of the highest paid employees as disclosed in note 8, is as follows:

		2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Salaries and other emoluments	薪酬及其他酬金	1,311	1,664
Retirement scheme contributions	退休計劃供款	17	50
		1,328	1,714

Total remuneration is included in "staff costs" (see note 5(b)).

31 重大關連人士交易

除該等財務報表其他部分所披露的交易及結餘外，本集團亦訂立以下關連人士交易。

(a) 主要管理人員酬金

下表載列本集團主要管理人員酬金，包括支付予附註7所披露的本公司董事及附註8所披露的所有最高薪僱員的金額：

酬金總額計入「僱員成本」(見附註5(b))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

31 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(b) Transactions with related companies

The Group entered into the following related party transactions with fellow subsidiaries:

Sales of capital equipment and packages	資本設備及總包銷售
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During the year ended 31 December 2019, the Group has subscribed for the shares in Wealthy Marvel Enterprises Limited, which was previously wholly-owned by China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) ("the Fund"). This company has become a joint venture of the Group upon the completion of subscription of shares.

In the opinion of the Company's directors, the above transactions were carried out on normal commercial terms and in the ordinary course of business.

(c) Applicability of the Listing Rules relating to connected transactions

Among the sales of capital equipment and packages to fellow subsidiaries disclosed in note 31(b) above, \$563,000 constitute continuing connected transactions (2019: \$935,000 constituted connected transaction) as defined in Chapter 14A of the Listing Rules.

31 重大關連人士交易 (續)

(b) 與關聯公司之交易

本集團同系附屬公司訂立以下關連人士交易：

2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
563	4,877

於截至二零一九年十二月三十一日止年度，本集團認購Wealthy Marvel Enterprises Limited(之前由招商局長城海洋科技戰略發展產業基金(「該基金」)全資擁有)的股份。於股份認購完成後，該公司已成為本集團之合營公司。

本公司董事認為，上述交易乃於正常業務過程中按一般商業條款進行。

(c) 有關關連交易之上市規則之適用性

上述附註31(b)中披露的向同系附屬公司的資本設備及總包銷售中，根據上市規則第14A章之定義，563,000元構成持續關連交易(二零一九年：935,000元構成關連交易)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

32 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

32 公司級財務狀況表

	Note	2020 二零二零年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元
Non-current assets			
Property, plant and equipment		145	298
Intangible assets		228	284
Investments in subsidiaries		5,486	5,486
Amounts due from subsidiaries		126,490	95,129
		132,349	101,197
Current assets			
Other receivables, prepayments and deposits		106	6,560
Cash and cash equivalents		5,401	22,317
		5,507	28,877
Current liabilities			
Other payables and accrued charges		1,326	1,307
Amounts due to subsidiaries		2,888	664
		4,214	1,971
Net current assets		1,293	26,906
NET ASSETS		133,642	128,103
CAPITAL AND RESERVES			
Share capital	29(a)	41,418	39,191
Reserves		92,224	88,912
TOTAL EQUITY		133,642	128,103

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in United States dollars unless otherwise indicated) (除非另有說明，以美元表示)

33 NON-ADJUSTING EVENT AFTER REPORTING PERIOD

The proposed disposal transactions in respect of certain interests in land and buildings and related plant and machinery, office equipment, furnitures and fixtures as disclosed in note 21 was completed in February 2021.

34 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2020, the directors consider the immediate parent and ultimate controlling party of the Group to be Prime Force Investment Corporation and China Merchants Group Limited, which are incorporated in the British Virgin Islands and the PRC, respectively. None of them produce financial statements available for public use.

35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

33 報告期後非調整事項

附註21所披露有關土地及樓宇及有關廠房及機器、辦公室設備、傢俬及固定裝置的若干權益的建議出售交易已於二零二一年二月完成。

34 直接及最終控制方

於二零二零年十二月三十一日，董事認為本集團之直接母控制方及最終控制方為Prime Force Investment Corporation及招商局集團有限公司，兩者分別於英屬處女群島及中國註冊成立。彼等概無編製可供公眾取用之財務報表。

35 截至二零二零年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響

直至該等財務報表發出日期，香港會計師公會頒佈了於截至二零二零年十二月三十一日止年度尚未生效的多項修訂及一項新準則香港財務報告準則第17號保險合約，而本集團並未於該等財務報表內採納。該等修訂及新準則包括以下與本集團相關者。

**Effective for
accounting periods
beginning on or after
於下列日期或之後
開始的會計期間生效**

Amendment to HKFRS 16, <i>Covid-19-Related Rent Concessions</i> 香港財務報告準則第16號的修訂本， <i>新冠疫情相關的租金減讓</i>	1 June 2020 二零二零年六月一日
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i> 香港財務報告準則第3號的修訂本， <i>對概念框架的提述</i>	1 January 2022 二零二二年一月一日
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before Intended Use</i> 香港會計準則第16號的修訂本， <i>物業、廠房及設備：作擬定用途前之所得款項</i>	1 January 2022 二零二二年一月一日
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i> 香港會計準則第37號的修訂本， <i>有償合約 – 履行合約的成本</i>	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018–2020 Cycle 香港財務報告準則二零一八年至二零二零年週期之年度改進	1 January 2022 二零二二年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估該等修訂及新準則預期於首次應用期間的影響。迄今之結論為，應用該等修訂及新準則不大可能對本集團的綜合財務報表構成重大影響。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Jiang Bing Hua (*Co-Chairman*)
Mr. Cong Yongjian (*Chief Executive Officer*)
Mr. Zhang Menggui, Morgan

Non-executive Directors

Mr. Lou Dongyang (*Chairman*)
Mr. Wang Jianzhong
Ms. Fu Rui
Mr. Qian Zewei

Independent Non-executive Directors

Mr. Chan Ngai Sang, Kenny
Mr. Zou Zhendong
Mr. Chen Weidong
Mr. Sun Dongchang

COMPLIANCE OFFICER

Mr. Zhang Menggui, Morgan

CHIEF FINANCIAL OFFICER

Mr. Xie Shaohua

COMPANY SECRETARY

Ms. Koo Ching Fan

AUTHORISED REPRESENTATIVES

Mr. Zhang Menggui, Morgan
Mr. Jiang Bing Hua

AUDIT COMMITTEE

Mr. Chan Ngai Sang, Kenny (*Chairman*)
Mr. Zou Zhendong
Mr. Chen Weidong

REMUNERATION COMMITTEE

Mr. Zou Zhendong (*Chairman*)
Mr. Jiang Bing Hua
Mr. Chan Ngai Sang, Kenny
Mr. Chen Weidong
Mr. Lou Dongyang

NOMINATION COMMITTEE

Mr. Lou Dongyang (*Chairman*)
Mr. Zhang Menggui, Morgan
Mr. Chan Ngai Sang, Kenny
Mr. Zou Zhendong
Mr. Chen Weidong

COMPLIANCE COMMITTEE

Mr. Lou Dongyang (*Chairman*)
Mr. Chan Ngai Sang, Kenny
Mr. Chen Weidong
Mr. Ma Yaohui

董事會

執行董事

蔣秉華先生(*聯席主席*)
龔永儉先生(*首席執行官*)
張夢桂先生

非執行董事

婁東陽先生(*主席*)
王建中先生
傅銳女士
錢澤偉先生

獨立非執行董事

陳毅生先生
鄒振東先生
陳衛東先生
孫東昌先生

監察主任

張夢桂先生

首席財務官

謝少華先生

公司秘書

顧菁芬女士

獲授權代表

張夢桂先生
蔣秉華先生

審核委員會

陳毅生先生(*主席*)
鄒振東先生
陳衛東先生

薪酬委員會

鄒振東先生(*主席*)
蔣秉華先生
陳毅生先生
陳衛東先生
婁東陽先生

提名委員會

婁東陽先生(*主席*)
張夢桂先生
陳毅生先生
鄒振東先生
陳衛東先生

監察委員會

婁東陽先生(*主席*)
陳毅生先生
陳衛東先生
馬耀輝先生

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2706-2709, 27/F
One Harbourfront
18 Tak Fung Street
Hung Hom, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

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

PLACE OF LISTING AND DATE OF LISTING

The Stock Exchange of Hong Kong Limited
28 November 2005

PUBLIC AND INVESTOR RELATIONS

The Company
Email: ir@cmicholding.com
Phone: +852 2857 3667
Fax: +852 2857 3381

TOTAL NUMBER OF ISSUED SHARES

3,243,433,914 shares as at 31 December 2020

AUDITORS

KPMG, Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

WEBSITE

www.cmicholding.com

STOCK CODE

206

註冊辦事處

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港主要營業地點及營運總部

香港
九龍紅磡
德豐街18號
海濱廣場一座
27樓2706-2709室

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

上市地點及上市日期

香港聯合交易所有限公司
二零零五年十一月二十八日

公共及投資者關係

本公司
電郵: ir@cmicholding.com
電話: +852 2857 3667
傳真: +852 2857 3381

已發行股份總數

於二零二零年十二月三十一日為3,243,433,914股

核數師

畢馬威會計師事務所(於《財務匯報局條例》下的註冊公眾利益實體核數師)

網址

www.cmicholding.com

股份代號

206

