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## **China CBM Group Company Limited**

### **中國煤層氣集團有限公司**

(於開曼群島註冊成立並於百慕達存續之有限公司)

(股份代號：8270)

#### **截至二零二三年九月三十日止九個月第三季業績公佈**

中國煤層氣集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）謹此宣佈本集團截至二零二三年九月三十日止九個月的未經審核綜合業績。本公告列載本公司二零二三年第三季季度報告（「第三季季度報告」）之全文，乃符合香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）中有關全年業績初步公告附載之相關資料要求。

承董事會命

中國煤層氣集團有限公司

主席

王忠勝

中國，二零二三年十一月十三日

於本公佈日期，執行董事為王忠勝先生及常建先生，非執行董事為段士川先生，王琛先生及梁峰先生，以及獨立非執行董事為劉振邦先生，王之和先生及徐願堅先生。

本公佈乃遵照聯交所GEM證券上市規則之規定提供有關本公司之資料。董事對本公佈共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信：本公佈所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，及並無遺漏任何其他事項致使本公佈內任何陳述或本公佈有所誤導。

本公佈將自其刊發日期起最少一連七日載於GEM網站之「最新上市公司公告」網頁。

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

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

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

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*This report will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication.*

## 香港聯合交易所有限公司(「聯交所」) GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關中國煤層氣集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

本報告將自其刊發日期起最少一連七日載於 GEM 網站 [www.hkgem.com](http://www.hkgem.com) 的「最新公司公告」網頁。

## FINANCIAL HIGHLIGHTS

### 財務摘要

- Revenue of the Company together with its subsidiaries (collectively the “Group”) for the nine months ended 30 September 2023 was approximately RMB175,717,000 representing a decrease of approximately 29.87% as compared with the corresponding period in the previous financial year.
- The Group realised a loss attributable to owners of the Company of approximately RMB9,522,000 for the nine months ended 30 September 2023.
- Loss per share of the Company was approximately RMB2.64 cents for the nine months ended 30 September 2023.
- With the exception of the special dividend declared, the Board does not recommend payment of any dividend for the Review Period (nine-month ended 30 September 2022: Nil).
- 本公司及其附屬公司(統稱「本集團」)截至二零二三年九月三十日止九個月之收益約為人民幣175,717,000元，較上一個財政年度同期下降約29.87%。
- 截至二零二三年九月三十日止九個月，本集團錄得本公司擁有人應佔虧損約人民幣9,522,000元。
- 本公司截至二零二三年九月三十日止九個月之每股虧損約為人民幣2.64分。
- 除已宣派的特別股息外，董事會並不建議於本期間派付任何股息(截至二零二二年九月三十日止九個月：無)。

## CONDENSED CONSOLIDATED RESULTS

### 簡明綜合業績

The unaudited consolidated results of the Group for the three months ended 30 September 2023 (the “Quarter”) and the nine months ended 30 September 2023 (the “Review Period”), together with the unaudited comparative figures for the corresponding periods in 2022, respectively were as follows:

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

本集團截至二零二三年九月三十日止三個月(「本季度」)及截至二零二三年九月三十日止九個月(「本期間」)之未經審核綜合業績，連同二零二二年同期之未經審核比較數字分別如下：

(除另作註明外，本季度業績報告內之所有財務數字均以人民幣(「人民幣」)列值)

## CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS 簡明綜合損益表

		Quarter ended 30 September 截至九月三十日止季度		Nine months ended 30 September 截至九月三十日止九個月		
		2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	
	Note 附註					
Revenue	收益	2	74,231	91,989	175,717	250,565
Cost of sales	銷售成本		(68,324)	(75,162)	(154,412)	(218,128)
Gross profit	毛利		5,907	16,827	21,305	32,437
Other revenue and net income	其他收益及淨收入	2	164	107,613	1,267	108,483
Distribution costs	分銷成本		(1,233)	(1,266)	(2,901)	(4,328)
Administrative and other operating expenses	行政及其他經營開支		(6,518)	(8,612)	(28,696)	(32,726)
Finance costs	財務費用		(200)	(359)	(588)	(1,949)
(Loss)/Profit before taxation	除稅前(虧損)/溢利		(1,880)	114,203	(9,613)	101,917
Income tax (expense)/credit	所得稅(開支)/抵免	3	-	-	(66)	557
(Loss)/Profit for the period	期間(虧損)/溢利		(1,880)	114,203	(9,679)	102,474

# CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (Continued)

## 簡明綜合損益表(續)

		Quarter ended 30 September 截至九月三十日止季度		Nine months ended 30 September 截至九月三十日止九個月	
		2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)
	Note 附註				
Attributable to:	下列應佔：				
Equity shareholders of the Company	本公司權益股東	(1,879)	111,693	(9,522)	101,166
Non-controlling interests	非控股權益	(1)	2,510	(157)	1,308
(Loss)/Profit for the period	(虧損)/期間盈利	(1,880)	114,203	(9,679)	102,474
Dividends attributable to the period	期內應佔股息	4	-	90,721	-
		RMB (cents) 人民幣(分)	RMB (cents) 人民幣(分) (restated) (經重列)	RMB (cents) 人民幣(分)	RMB (cents) 人民幣(分) (restated) (經重列)
(Loss)/Earnings per share - basic	每股(虧損)/盈利 - 基本	5	(0.48)	43.00	(2.64)
- diluted	- 攤薄		(0.48)	43.00	(2.64)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

		Quarter ended 30 September 截至九月三十日止季度		Nine months ended 30 September 截至九月三十日止九個月	
		2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)
(Loss)/Profit for the period	(虧損)/期間溢利	(1,880)	114,203	(9,679)	102,474
Other comprehensive (expense)/ income for the period	期間其他全面(開支)/ 收入				
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益的項目：				
Exchange differences on translation of financial statements of foreign entities	換算外國實體財務 報表之匯兌差額	(423)	3,169	9,523	4,753
<b>Total comprehensive (expense)/ income for the period</b>	<b>期間全面(開支)/收入 總額</b>	<b>(2,303)</b>	<b>117,372</b>	<b>(156)</b>	<b>107,227</b>
<b>Total comprehensive (expense)/ income attributable to:</b>	<b>下列應佔全面(開支)/ 收入總額：</b>				
Equity shareholders of the Company	本公司權益股東	(2,302)	114,862	1	105,919
Non-controlling interests	非控股權益	(1)	2,510	(157)	1,308
		<b>(2,303)</b>	<b>117,372</b>	<b>(156)</b>	<b>107,227</b>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	General reserve 一般儲備 RMB'000 人民幣千元	Translation reserve 換算儲備 RMB'000 人民幣千元	Contributed surplus 實繳盈餘 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Convertible bonds reserve 可換股債券儲備 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings/(Accumulated losses) 保留盈利/ (累計虧損) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
(unaudited)	(未經審核)												
Balance as at 1 January 2023	於二零二三年一月一日結餘	17,133	142,284	1,892	(10,493)	584,838	6,468	-	-	(446,141)	295,981	(51,970)	244,011
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(9,522)	(9,522)	(157)	(9,679)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	9,523	-	-	-	-	-	9,523	-	9,523
Total comprehensive income/(loss) for the period	本期間全面收益/(虧損)	-	-	-	9,523	-	-	-	-	(9,522)	1	(157)	(156)
Acquisition of equity interest of a subsidiary	收購一間附屬公司之股權	6,421	105,145	-	-	(150,496)	-	30,863	(56,103)	-	(64,170)	56,003	(8,167)
Issue of new shares	發行新股	-	-	-	-	-	-	-	-	-	-	-	-
- Conversion of convertible bonds	- 轉換可換股債券	1,639	26,823	-	-	-	-	(22,564)	-	-	5,898	-	5,898
- Exercise of share options	- 行使購股權	1,112	9,132	-	-	-	(3,906)	-	-	-	6,338	-	6,338
Share premium reduction	削減股份溢價	-	(247,429)	-	-	(434,342)	-	-	17,941	663,830	-	-	-
Special dividends approved in respect of the current period	就本期間批准的特別股息	-	-	-	-	-	-	-	-	(90,721)	(90,721)	-	(90,721)
Balance at 30 September 2023	於二零二三年九月三十日結餘	26,305	35,955	1,892	(970)	-	2,562	8,299	(38,162)	117,446	153,327	3,876	157,203

		Attributable to equity shareholders of the Company 本公司權益股東應佔										
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	General reserve 一般儲備 RMB'000 人民幣千元	Translation reserve 換算儲備 RMB'000 人民幣千元	Contributed surplus 實繳盈餘 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Convertible bonds reserve 可換股債券儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
(unaudited)	(未經審核)											
Balance at 1 January 2022	於二零二二年一月一日結餘	17,133	142,284	1,892	(11,091)	584,838	-	-	(573,434)	161,622	(46,953)	114,669
Profit for the period	本期間盈利	-	-	-	-	-	-	-	101,166	101,166	1,308	102,474
Other comprehensive income for the period	本期間其他全面收益	-	-	-	4,753	-	-	-	-	4,753	-	4,753
Total comprehensive profit for the period	本期間全面盈利總額	-	-	-	4,753	-	-	-	101,166	105,919	1,308	107,227
Equity-settled share based payments	以股權結算以股份為基礎之付款	-	-	-	-	-	616	-	-	616	-	616
Balance at 30 September 2022	於二零二二年九月三十日結餘	17,133	142,284	1,892	(6,338)	584,838	616	-	(472,268)	268,157	(45,645)	222,512



## NOTES:

### 1. Basis of presentation of financial statements

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

The unaudited consolidated results for the Review Period have not been audited by the Company’s auditor, but have been reviewed by the Company’s audit committee. The accounting policies and basis of preparation used in the preparation of the unaudited consolidated results for the Review Period are consistent with those used in the Company’s annual financial statements for the year ended 31 December 2022.

The Group has not early adopted the new and revised HKFRS that have been issued but are not yet effective, the Group is in the process of assessing the impact of these new and revised HKFRS on the financial performance and financial position of the Group.

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

### 2. Revenue, other revenue and net income

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

## 附註：

### 1. 財務報表呈報基準

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

本期間之未經審核綜合業績並未經本公司核數師審核，但已由本公司之審核委員會審閱。編製本期間之未經審核綜合業績時所採納之會計政策及編製基準與本公司截至二零二二年十二月三十一日年度之全年財務報表中所採納者一致。

本集團並未提早採納已頒佈但尚未生效的新訂及經修訂香港財務報告準則。本集團正評估該等新訂及經修訂香港財務報告準則對本集團財務表現及財務狀況造成的影響。

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

### 2. 收益、其他收益及淨收入

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

## 2. Revenue, other revenue and net income (Continued)

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

The amount of each significant category of revenue recognised in revenue during the Quarter and the Review Period are as follows:

## 2. 收益、其他收益及淨收入(續)

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

本季度及本期間於收益確認之各項重大收益類別金額如下：

		Quarter ended 30 September 截至九月三十日止季度		Nine months ended 30 September 截至九月三十日止九個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收益				
Sales of liquefied coalbed gas (including provision of liquefied coalbed gas logistic services and provision of coalbed gas liquefied processing services)	液化煤層氣銷售 (包括提供液化煤層氣物流服務及提供煤層氣液化加工服務)	62,185	47,100	139,611	113,299
Sales of piped natural gas and provision of gas supply connection services	管道天然氣銷售及提供供氣接駁服務	12,046	44,889	36,106	137,266
		<b>74,231</b>	91,989	<b>175,717</b>	250,565
Other revenue and net income	其他收益及淨收入				
Gain on disposal of entire interests in a PRC subsidiary	出售一間中國附屬公司全部股權的收益	-	102,288	-	102,288
Value added tax refund	增值稅退稅	-	4,359	-	4,359
Interest income from bank deposits	銀行存款之利息收入	1	14	13	44
Other net income	其他淨收入	163	952	1,254	1,792
		<b>164</b>	107,613	<b>1,267</b>	108,483

### 3. Income tax

#### (a) Hong Kong profits tax

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the Review Period 2023 and 2022.

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

#### (b) Overseas income tax

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

There was no significant unprovided deferred taxation for the Quarter and the Review Period.

### 4. Dividends

### 3. 所得稅

#### (a) 香港利得稅

於二零二三年及二零二二年的本期間，香港利得稅乃按估計應課稅溢利以稅率16.5%計算。

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

#### (b) 海外所得稅

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

本集團於本季度及本期間內並無重大之未撥備遞延稅項。

### 4. 股息

	Quarterly ended 30 September 截至九月三十日止季度		Nine months ended 30 September 截至九月三十日止九個月	
	2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)
Special dividend declared of HKD0.2576 (equivalent to RMB0.233) (2022: Nil) per share 宣派特別股息每股0.2576港元（相當於人民幣0.233元）（二零二二年：無）	-	-	90,721	-

With the exception of the special dividend declared, the Board does not recommend payment of any dividend for the Review Period (nine-month ended 30 September 2022: Nil).

除已宣派的特別股息外，董事會並不建議於本期間派付任何股息（截至二零二二年九月三十日止九個月：無）。

## 5. (Loss)/Earnings per share

The calculation of basic and diluted loss per share for the Quarter and the Review Period were based on the unaudited loss attributable to shareholders for the Quarter and the Review Period of approximately RMB1,879,000 and approximately RMB9,522,000 respectively (corresponding periods in 2022: profit of approximately RMB111,693,000 and profit of approximately RMB101,166,000 respectively), and the weighted average number of Shares in issue of the Company for the Quarter and the Review Period are 390,450,669 and 360,839,826 shares respectively (corresponding periods in 2022 are both 259,750,030 shares (restated)). The weighted average number of shares in issue was calculated based on the number of shares in issue or deemed to be in issue before placing but after corresponding adjustments by the Company upon capitalisation of share premium.

### Diluted (loss)/earnings per share

No dilutive loss per share was presented because there were no dilutive potential ordinary shares in existence during the Quarter and the Review Period. There were also no dilutive potential ordinary shares in existing during the same periods in 2022.

## 5. 每股(虧損)/盈利

本季度及本期間之每股基本及攤薄虧損乃按本季度及本期間之未經審核股東應佔虧損分別約人民幣1,879,000元及約人民幣9,522,000元(二零二二年同期:分別盈利約人民幣111,693,000元及盈利約人民幣101,166,000元),以及本公司於本季度及本期間分別為390,450,669及360,839,826股(二零二二年同期均為259,750,030股(經重列))的已發行股份加權平均數計算。該等已發行股份加權平均數乃根據本公司於配售事項前但於股份溢價資本化而作出相對調整後之已發行或被視作已發行股份數目計算。

### 每股攤薄(虧損)/盈利

由於本季度及本期間內並不存在任何具攤薄效應之潛在普通股,故此並無呈列每股攤薄虧損。於二零二二年同期亦不存在任何具攤薄效應之潛在普通股。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial review

The Group recorded a consolidated turnover of approximately RMB175,717,000 for the Review Period, representing a decrease of approximately 29.87% compare with the corresponding period of last year. The decrease in revenue for the Review Period is mainly due to the disposal of Guangxi Beiliu in the corresponding periods in the previous financial year, and which was completed on 28 September 2022.

The loss attributable to shareholders in the Review Period was approximately RMB9,522,000, the reasons for the increase in losses are as follows:

1. The Group recorded a gain on disposal of entire equity interests in a PRC subsidiary in the corresponding period in 2022 and which is amounting to approximately RMB102,288,000.
2. The Group recorded a gross profit of RMB21,305,000 in the period, and the corresponding periods in 2022 was approximately RMB32,437,000, a decrease in gross profit is mainly due to the decrease in selling price per unit in our Liquefaction operation.

## 管理層討論及分析

### 財務回顧

本集團於本期間錄得綜合營業額約人民幣175,717,000元，較去年同期減少約29.87%。本期間收益減少乃主要由於上一財政年度同期出售廣西北流（已於二零二二年九月二十八日完成）。

於本期間，股東應佔虧損約為人民幣9,522,000元，虧損增加的原因如下：

1. 於二零二二年同期，本集團出售一間中國附屬公司之全部股權，錄得出售收益約人民幣102,288,000元。
2. 本集團於本期間錄得毛利人民幣21,305,000元，而二零二二年同期約為人民幣32,437,000元，毛利減少主要是由於液化業務的銷售單價下降。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS

### Resources and reserves

Yangcheng Huiyang New Energy Development Company Limited (hereinafter referred to as “Huiyang New Energy”) has interest in certain coalbed methane (CBM) properties located at Shanxi Province, the PRC. The Yangcheng area is approximately 96 km<sup>2</sup> in the Shanxi Province, the PRC. Development within the Yangcheng gas block is focused on the #3 and #15 coal seams. These CBM properties are located at various coal mine areas owned by Shanxi Yangcheng Yangtai Group Industrial Company Limited. Huiyang New Energy is a joint venture company and 100% of its equity interests is held by one of the wholly-owned subsidiary of the Group.

The movements in the reserves of certain CBM properties as of 30 September 2023 are set out below:

## 業務回顧及發展前景

### 資源及儲量

陽城縣惠陽新能源發展有限公司(下稱「惠陽新能源」)於位於中國山西省的若干煤層氣資產擁有權益。陽城地區位於中國山西省，面積約96平方公里。陽城天然氣區塊主要開發3號和15號煤層。該等煤層氣資產位於山西陽城陽泰集團實業有限公司擁有的多個煤礦區域內。惠陽新能源為一間合營企業，其100%股本權益由本集團其中一間全資附屬公司持有。

下文載列若干煤層氣資產截至二零二三年九月三十日的儲量變化：

		Reserve evaluation of the CBM properties as at 30 September 2023 於二零二三年 九月三十日 的煤層氣資產 儲量評估 <i>BCF</i> 十億立方英尺	Reserve evaluation of the CBM properties as at 31 March 2012 於二零一二年 三月三十一日 的煤層氣資產 儲量評估 <i>BCF</i> 十億立方英尺
Total original gas in place on all blocks	所有區塊的原始天然氣地質總含量	193.6	272.4
Net 1P (Proved) reserves	已證實(1P)淨儲量	108.9	3.5
Net 2P (Proved + Probable) reserves	已證實加概略(2P)淨儲量	154.7	27.7
Net 3P (Proved + Probable + Possible) reserves	已證實加概略加可能(3P)淨儲量	193.6	205.0

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Resources and reserves (Continued)

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

Due to continued development of the gas field blocks by the Company, the number and scope of the gas production wells are relatively increased as compared with that of 2012, enabling the Company to collect more data about the CBM properties to evaluate the CBM properties more accurately. Accordingly, the Company engaged an independent professional valuer in the PRC in July 2014 to evaluate certain CBM properties of “Huiyang New Energy” in terms of net 3P (Proved + Probable + Possible) reserves, net 2P (Proved + Probable) reserves and net 1P (Proved) reserves based on substantially the same definitions and guidelines as that of NSAI in 2012. According to the results of the evaluation, the total original gas in place on all blocks was generally unchanged as compared with that of NSAI in 2012.

## 業務回顧及發展前景(續)

### 資源及儲量(續)

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

由於氣田區塊得到本公司的持續發展，產氣井口數量及範圍比二零一二年相對地提高，這促使本公司能夠搜集更多有關煤層氣資產的數據，藉此對煤層氣資產作出更準確的評估。所以本公司於二零一四年七月已聘請中國境內之獨立專業評估機構對「惠陽新能源」的若干煤層氣資產作出以上對於已證實加概略加可能(3P)淨儲量、已證實加概略(2P)淨儲量和已證實(1P)淨儲量的評估，而評估的定義及指引與二零一二年 NSAI 之定義及指引大致相同。根據評估的結果，所有區塊的原始天然氣地質總含量與二零一二年 NSAI 之評估大致沒有變動。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Resources and reserves (Continued)

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

### Natural gas exploration and extraction

As at 30 September 2023, the Group has completed the ground work and drilling of 229 CBM wells, among which 164 wells were in production, with stable production since they had been put in operation.

### Liquefaction operation

As at 30 September 2023, the production capacity of the Group's LNG plants remained unchanged at the level of approximately 500,000 cubic meters per day. The average daily production was around 170,000 cubic m<sup>3</sup> during the period.

## 業務回顧及發展前景(續)

### 資源及儲量(續)

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

### 天然氣勘探及開採

於二零二三年九月三十日，本集團已完成了229口煤層氣井的地面施工及打井，其中，投產井數目為164口，投產井自投產以來一直處於穩定生產狀態。

### 液化業務

於二零二三年九月三十日，本集團液化天然氣工廠的產能保持在每天約500,000立方米的水平。本期間的平均日產量約170,000立方米。



## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

## 業務回顧及發展前景(續)

### Marketing and sales

During the Quarter Period, the marketing and sales systems did not change significantly and the personnel structure and sales strategies basically remained the same. Affected by overall environment, the sales price during traditional peak periods did not represent a substantial increase as the previous year, by contrast, the sales price took on a descending trend, which, to some extent, has affected the sales performance.

### 市場營銷及銷售業務

於本季度，市場營銷及銷售業務系統並無重大變動及員工結構及銷售策略基本維持一致。受整體經濟環境影響，銷售價格於傳統高峰期並未如往年般大幅上升，相反，銷售價格呈下調的勢頭，某程度上影響銷售表現。

### Liquidity, Financial Resources and Capital Structure

As at 30 September 2023, the Group had net assets of approximately RMB157,203,000, including cash and bank balances of approximately RMB48,356,000. To minimise financial risks, the Group implements stringent financial and risk management strategies and avoids the use of highly-g geared financing arrangements. The Group's gearing ratio, calculated by the Group's total external borrowings divided by its shareholders' fund, was approximately 12.92%.

### 流動資金、財務資源及資本結構

於二零二三年九月三十日，本集團的資產淨值約為人民幣157,203,000元，其中包括現金及銀行結存約人民幣48,356,000元。為盡量減低其財務風險，本集團採取謹慎的財務及風險管理策略，並避免使用高槓桿比率之融資安排。本集團之資本與負債比率(按本集團對外借貸總額除以其股東資金計算)約為12.92%。

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

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

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Employees

As at 30 September 2023, the Group has an aggregate of 241 employees, of which 18 are research and development staff, 134 are engineering and customer service staff, 81 administrative staff and 8 marketing staff. During the Review Period, the staff cost (including Directors' remuneration) was approximately RMB17,162,000 (nine months ended 30 September 2022: approximately RMB16,137,000). The salary and bonus policy of the Group is principally determined by the performance of the individual employee. The Group will, on an ongoing basis, provides opportunity for professional development and training to its employees. The Company has also adopted a share option scheme as incentive to Directors and eligible employees, details of the scheme are set out in the paragraph headed "Share Option Scheme" in this report.

### Risk in Foreign Exchange

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

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

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

## 業務回顧及發展前景(續)

### 僱員

於二零二三年九月三十日，本集團共僱用241名僱員，其中研發人員18名，工程和客服人員134名，行政管理人員81名及市場營銷人員8名。於本期間，員工成本(包括董事酬金)約為人民幣17,162,000元(截至二零二二年九月三十日止九個月：約人民幣16,137,000元)。本集團之薪酬及花紅政策基本上按個別僱員工作表現確定。本集團將按持續方式為僱員提供專業進修與培訓機會。本公司亦已採納一項購股權計劃作為對董事及合資格僱員之獎勵，有關計劃之詳情載於本報告「購股權計劃」一段。

### 外匯風險

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

### 重大投資、重大收購及出售附屬公司

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

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Outlook

The upstream business of the Company is improving steadily and the well construction and gas output are both increasing constantly. During 2017, the Company made technological upgrade to some old wells to improve production capacity and output, laying a solid foundation for the Company's long-term performance. However, the shortage in supply of raw gas kept handicapping the Group. Daily gas output of the upstream business was insufficient to allow the 500,000 cubic meters daily production capacity of liquefaction plant to be fully unleashed, the Group commenced the R&D on C-H to Synthesis of natural gas production in 2017, which is temporarily named as High-temperature water Activate C-H to Synthesis of Natural-gas Technology. The Group had commenced the process of commercialized design in the second half of 2019 and small-scale production is expected to start before the end of 2021. The first experiment equipment went through trail run in June 2021, according to the results of the trial run, we proposed the improved design, which involved special steel material imported from abroad. The disrupted global supply chain due to COVID-19 led to the delay in obtaining the imported steel material. The second experiment equipment is in the progress of construction which is expected to be completed in 2023. The Group plans to conduct an advanced demonstration of the experiment equipment overseas (including but not limited to Hong Kong) and invite internationally renowned experts to evaluate the technology in 2023. The Group intends to build 10 equipment in 2024, each of which can produce natural gas of 50,000 cubic meters per day. With the steady increase in the number of upstream wells and gas output and the successful development of C-H to Synthesis of natural gas production, the Group's LNG plant will get a stable gas supply, enabling the LNG plants to reach full production and realize the commercial value of the LNG plants.

## 業務回顧及發展前景(續)

### 前景

本公司之上游業務正穩定提升，井口建設及出氣量亦不斷提升。於二零一七年，本公司對若干舊井作出技術升級以改善產能及產量，為本公司長期表現打下穩固基礎。然而未加工天然氣供應短缺問題一直困擾本集團，上游業務之每日出氣量不足以完全釋放液化工廠每日50萬方米的產能。於二零一七年，本集團開始自主研發碳氫制取天然氣項目，該項目暫時命名為超高溫水活化碳氫制取天然氣技術。本集團已於二零一九年下半年開始產業化設計階段，預計二零二一年年末前實現小規模投產。第一台試驗設備於二零二一年六月進行試運行，根據試運行結果，我們提出改進的設計方案，這將涉及從海外進口的特殊鋼鐵材料。由於2019冠狀病毒病疫情導致全球供應鏈中斷，在獲得進口鋼鐵材料方面出現延遲。第二台試驗設備正在建造過程中，預計將於二零二三年完成建造。本集團計劃於二零二三年在海外(包括但不僅限於香港)進行試驗設備先進化演示及邀請國際知名專家對本技術作出評審。本集團擬於二零二四年建造10台設備，每台設備每天可生產5萬立方米的天然氣。隨著上游井口及出氣量的穩定增加，及碳氫制取天然氣項目的開發成功，本集團的液化天然氣工廠將會得到穩定的氣源供應，使液化天然氣工廠能達到滿產的效果，釋放出液化天然氣工廠應有的商業價值。

## BUSINESS REVIEW AND DEVELOPMENT PROSPECTS (Continued)

### Outlook (Continued)

As the Group's raw gas supply will be further consolidated, the advantage of vertical integration business will emerge. With the stable supply from self-produced well gas and C-H to Synthesis of natural gas production, the Company will gradually reduce its exposure to external factors and the risks beyond the Company's control in its operations will also be reduced. Given the successful development of such technology, the Group can cooperate with the city gas pipe line network to introduce C-H to Synthesis of natural gas production directly into the city gas pipeline network, providing new profit growth for the Group.

As there are growing concerns over the environmental issues, it is foreseen that the highly-polluted energy will be eliminated from the market more rapidly and the use of replaceable clean energy will be more popular, resulting in a keener market demand for natural gas. The demand growth of natural gas market will continue to retain its strong momentum. Management of the Company will spare no effort in overcoming difficulties and be devoted to making contribution to the Company's profit margin and long-term development.

## 業務回顧及發展前景(續)

### 前景(續)

由於本集團的未加工天然氣供應將進一步鞏固，本集團垂直一體化業務的協同優勢將展現。隨著井口自產天然氣及碳氫制取天然氣的穩定供應，本公司將逐漸減少受外來因素的影響，同時本公司營運中不能控制的風險亦將會減少。而隨著該技術的開發成功，本集團可以通過與城市燃氣管網的合作，把碳氫制取天然氣直接輸入城市燃氣的管網，為本集團提供新的盈利增長點。

隨著大眾日益關注環境問題，預期高污染能源將更快被市場淘汰，使用可替代潔淨能源將更普及，使天然氣市場需求更殷切，天然氣市場的需求將維持強勁的增長勢頭。本公司管理層將全力克服困難，致力為本公司利潤率及長期發展作出貢獻。

## MAJOR TRANSACTION AND EVENTS

### Proposed share premium reduction

The Board intends to put forward for approval by the Shareholders at the special general meeting a proposal to reduce the entire amount standing to the credit of the Share Premium Account as of the Effective Date to nil with the credit arising therefrom to be transferred to the Contributed Surplus Account and to authorise the Board to apply such amount in such manner as permitted by the laws of Bermuda and the Bye-laws. A special general meeting of the Company has been convened on 6 March 2023, and was passed by special resolution.

For details, please refer to the announcement of the Company dated 16 January 2023, 9 February 2023 and 6 March 2023 and the circular of the Company dated 9 February 2023.

### Discloseable and connected transaction in relation to possible acquisition of additional equity interest of Huiyang New Energy

On 28 March 2023, Shanxi Yangcheng, a wholly-owned subsidiary of the Company, submitted a bid for acquiring the remaining 20% equity interest in Huiyang New Energy with a bidding price of RMB6,723,800 through participating in the bid invitation, auction and listing (招拍掛) organised by the Shanxi Property Trading Market\* (山西省產權交易市場). Upon completion of the Possible Acquisition, the Group will in aggregate be interested in the entire equity interest of Huiyang New Energy, and Huiyang New Energy will become an indirect wholly owned subsidiary of the Company.

## 主要交易及事項

### 建議削減股份溢價

董事會擬於股東特別大會上提出一項建議事項，以供股東批准將截至生效日期股份溢價賬的全部進賬金額削減至零，由此產生之進賬金額將撥入實繳盈餘賬，並授權董事會按百慕達法律及公司細則所准許的方式應用該款項。本公司已於二零二三年三月六日召開股東特別大會並通過特別決議案。

有關詳情請參閱本公司日期為二零二三年一月十六日、二零二三年二月九日及二零二三年三月六日之公佈及本公司日期為二零二三年二月九日之通函。

### 關於可能收購惠陽新能源額外股權之須予披露及關連交易

於二零二三年三月二十八日，山西陽城(本公司之全資附屬公司)，通過參與山西省產權交易市場組織的招拍掛活動，以人民幣6,723,800元的競標價就惠陽新能源餘下20%的股權競標。於可能收購事項完成後，本集團將合共擁有惠陽新能源的全部股權，而惠陽新能源將成為本公司的間接全資附屬公司。

## MAJOR TRANSACTION AND EVENTS (Continued)

### Discloseable and connected transaction in relation to possible acquisition of additional equity interest of Huiyang New Energy (Continued)

As one or more of the applicable percentage ratios under Chapter 19 of the GEM Listing Rules exceed 5% but less than 25%, the Possible Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is only subject to the reporting and announcement requirement under the GEM Listing Rules.

Yangcheng Yangtai is a substantial shareholder of Huiyang New Energy, and therefore a connected person of the Company at the subsidiary level. As such, the Possible Acquisition also constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

None of the Directors has a material interest in the Possible Acquisition and therefore none of them is required to abstain from voting on the resolutions of the Board for considering and approving the Possible Acquisition.

## 主要交易及事項(續)

### 關於可能收購惠陽新能源額外股權之須予披露及關連交易(續)

由於根據GEM上市規則第19章的一項或多項適用百分比率超過5%但低於25%，可能收購事項構成GEM上市規則項下本公司之須予披露交易，並僅須遵守GEM上市規則項下的申報及公佈規定。

陽城陽泰為惠陽新能源的主要股東，故其為本公司於附屬公司層面之關連人士。因此，可能收購事項亦構成GEM上市規則第20章項下本公司之關連交易。

概無董事於可能收購事項中擁有重大權益，因此彼等均無須就審議及批准可能收購事項的董事會決議案放棄投票。

## MAJOR TRANSACTION AND EVENTS (Continued)

### Discloseable and connected transaction in relation to possible acquisition of additional equity interest of Huiyang New Energy (Continued)

Since (i) Yangcheng Yangtai is a connected person of the Company at the subsidiary level; (ii) the Board has approved the Possible Acquisition; and (iii) the independent non-executive Directors have confirmed that the terms of the Possible Acquisition are fair and reasonable, and that the Possible Acquisition is on normal commercial terms and in the interests of the Company and the Shareholders as a whole, the Possible Acquisition is subject to the announcement requirement but is exempt from the circular and independent shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules. The completion of the acquisition took place on 19 April 2023.

For details, please refer to the announcement of the Company dated 28 March 2023, 14 April 2023 and 20 April 2023.

## 主要交易及事項(續)

### 關於可能收購惠陽新能源額外股權之須予披露及關連交易(續)

由於(i)陽城陽泰為本公司於附屬公司層面之關連人士；(ii)董事會已批准可能收購事項；及(iii)獨立非執行董事已確認可能收購事項之條款屬公平合理，且可能收購事項乃按一般商業條款訂立，並符合本公司及股東的整體利益，根據GEM上市規則第20.99條，可能收購事項須遵守公佈規定，惟獲豁免遵守通函及獨立股東批准的規定。收購事項已於二零二三年四月十九日完成。

有關詳情請參閱本公司日期為二零二三年三月二十八日、二零二三年四月十四日及二零二三年四月二十日之公佈。

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

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

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

## 董事及最高行政人員於股份、相關股份及債券之權益或淡倉

於二零二三年九月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或根據GEM上市規則第5.46條所述上市發行人董事進行交易的規定標準已知會本公司及聯交所，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中之權益及淡倉如下：

### 於本公司股份、相關股份及債券之好倉

Name	Capacity	Nature of interest	Number of shares/ underlying shares	Approximate % of shareholdings
姓名	身份	權益性質	股份/ 相關股份數目	持股概約百分比
Mr. Wang Zhong Sheng 王忠勝先生	Interest of controlled corporation	Corporate interest	2,264,812 (Note 1) (附註1)	0.58%
	Beneficial owner	Personal	299,028,739 (Note 2) (附註2)	76.59%
Mr. Chang Jian 常健先生	Beneficial owner	Personal	2,500,000 (Note 3) (附註3)	0.64%
Mr. Wang Chen 王琛先生	Beneficial owner	Personal	250,000 (Note 4) (附註4)	0.06%
Mr. Duan Shi Chuan 段士川先生	Beneficial owner	Personal	125,000 (Note 5) (附註5)	0.03%



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

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

Notes:

1. As at 30 September 2023, Jumbo Lane Investments Limited was interested in 2,264,812 shares.

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

2. As at 30 September 2023, Mr. Wang Zhong Sheng held 299,028,739 long positions in shares and underlying shares, which are (i) a beneficial owner of 288,661,440 shares of the Company and (ii) a holder of convertible bonds convertible to 10,367,299 conversion shares.
3. As at 30 September 2023, Mr. Chang Jian is interested as a beneficial owner of 2,500,000 shares of the Company.
4. As at 30 September 2023, Mr. Wang Chen is interested as a beneficial owner of 250,000 shares of the Company.
5. As at 30 September 2023, Mr. Duan Shi Chuan is interested as a beneficial owner of 125,000 shares of the Company.

## 董事及最高行政人員於股份、相關股份及債券之權益或淡倉(續)

### 於本公司股份、相關股份及債券之好倉(續)

附註：

1. 截至二零二三年九月三十日，寶連投資有限公司擁有2,264,812股股份之權益。

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

2. 於二零二三年九月三十日，王忠勝先生持有299,028,739股股份及相關股份之好倉，即為(i)本公司288,661,440股股份的實益擁有人及(ii)可轉換為10,367,299股換股股份的可換股債券持有人。
3. 於二零二三年九月三十日，常建先生作為實益擁有人，於本公司2,500,000股股份中擁有權益。
4. 於二零二三年九月三十日，王琛先生作為實益擁有人，於本公司250,000股股份中擁有權益。
5. 於二零二三年九月三十日，段士川先生作為實益擁有人，於本公司125,000股股份中擁有權益。

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

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

Save as disclosed above, as at 30 September 2023, none of the Directors or chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange. The Group had not issued any debentures during the Review Period.

## **董事及最高行政人員於股份、相關股份及債券之權益或淡倉(續)**

### **於本公司股份、相關股份及債券之好倉(續)**

除上文披露者外，於二零二三年九月三十日，董事或本公司最高行政人員概無在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有根據證券及期貨條例第352條規定而須載入該條例所述登記冊內，或根據GEM上市規則第5.46條所述上市發行人董事進行交易的規定標準而須知會本公司及聯交所之任何其他權益或淡倉。本集團於本期間內並無發行任何債券。

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

As at 30 September 2023, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

### Long positions in shares of the Company

Name 姓名	Number of shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
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Ms. Zhao Xin (Note)  
趙馨女士(附註)

301,293,551

Interest of spouse  
配偶之權益

77.17%

Note:

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

附註：

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

Save as disclosed above, as at 30 September 2023, no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under to section 336 of the SFO.

除上文披露者外，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，於二零二三年九月三十日，並無其他人士(董事或本公司最高行政人員除外)於本公司股份及相關股份中擁有權益或淡倉。

主要股東及於股份及相關股份擁有根據證券及期貨條例須予披露之權益及淡倉之人士

於二零二三年九月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士(已於上文披露之董事或本公司最高行政人員除外)於本公司股份及相關股份中擁有權益或淡倉：

於本公司股份之好倉

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

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

## SHARE OPTION SCHEME

Pursuant to the ordinary resolution passed by the Shareholders on 18 May 2011, the Company adopted the Previous Share Option Scheme. Under the Previous Share Option Scheme, the Board may offer options to the eligible persons prescribed in the Previous Share Option Scheme in its discretion. The Company had granted 32,119,074 options under the Previous Share Option Scheme to subscribe for an aggregate of 32,119,074 Shares, of which no options had been exercised and all the 32,119,074 options have been lapsed, resulting in no options remained outstanding. The Previous Share Option Scheme has expired on 18 May 2021.

## 董事及主要行政人員購買股份或債券之權利

除上文「董事及最高行政人員於股份、相關股份及債券之權益或淡倉」及下文「購股權計劃」一節所披露者外，於本期間任何時間，概無授予任何董事或彼等各自之配偶或未成年子女或最高行政人員透過購買本公司之股份或債券之方法而獲益之權利，或彼等概無行使任何該等權利；或本公司或其任何附屬公司概無訂立任何安排，致使董事可購買任何其他法人團體之該等權利。

## 購股權計劃

根據股東於二零一一年五月十八日通過的普通決議案，本公司採納先前購股權計劃。根據先前購股權計劃，董事會可酌情向先前購股權計劃內指定的合資格人士授出購股權。本公司根據先前購股權計劃授出32,119,074份購股權，可認購合共32,119,074股股份，其中概無購股權獲行使及32,119,074份購股權已告失效，故並無購股權尚未行使。先前購股權計劃已於二零二一年五月十八日屆滿。

## SHARE OPTION SCHEME (Continued)

Pursuant to an ordinary resolution passed on 28 March 2022, the Company's new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 27 March 2032.

For details of the New Share Option Scheme, please refer to the circular of the Company dated 10 March 2022.

Subject to earlier termination by the Company in general meeting or by the Board, the New Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption and the remaining life of the New Share Option Scheme as at 30 September 2023 is approximately 8.5 years. The number of options available for grant under the scheme mandate of the New Share Option Scheme as at 30 September 2023 was zero shares. The number of shares that may be issued in respect of options and awards granted under the New Share Option Scheme during the period divided by the weighted average number of shares of the relevant class in issue for the period was approximately 3.01%.

## 購股權計劃(續)

根據於二零二二年三月二十八日通過的普通決議案，本公司採納新購股權計劃（「新購股權計劃」），新購股權計劃將於採納日期起計10年內有效並將於二零二二年三月二十七日屆滿。

有關新購股權計劃的詳情，請參閱本公司日期為二零二二年三月十日的通函。

除非由本公司於股東大會或由董事會提早終止，新購股權計劃有效期為自其採納日期起10年。於二零二三年九月三十日新購股權計劃的餘下期限約為8.5年。於二零二三年九月三十日，根據新購股權計劃可供授予的購股權數目為零股股份。於本期間就根據新購股權計劃授予的購股權及獎勵可能發行的股份數目除以本期間已發行相關類別股份的加權平均數約為3.01%。

## SHARE OPTION SCHEME (Continued)

Apart from the New Share Option Scheme, the Group have no other share schemes under Chapter 23 of the GEM Listing Rules during the period ended 30 September 2023 and as at the date of this Report.

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

## 購股權計劃(續)

除新購股權計劃外，於截至二零二三年九月三十日止期間及本報告日期，本集團並無符合GEM上市規則第23章的其他股份計劃。

根據GEM上市規則所披露有關購股權的資料如下：

Name and category of participants	As at 1 January 2023	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	As at 30 September 2023	Date of grant of share options	Exercise period of share options	Exercise price per share as at the date of grant of share options
參與者姓名及類別	於二零二三年一月一日	期內已授出	期內已行使	期內已註銷/失效	於二零二三年九月三十日	購股權授出日期	購股權行使期	於購股權授出日期之每股行使價
<i>Executive Director</i>								
<i>執行董事</i>								
Mr. Chang Jian 常健先生	2,500,000	-	(2,500,000)	-	-	13/10/2022 二零二二年十月十三日	13/10/2022-12/10/2032 二零二二年十月十三日至 二零二三年十月十二日	0.456
<i>Non-executive Directors</i>								
<i>非執行董事</i>								
Mr. Wang Chen 王琛先生	250,000	-	(250,000)	-	-	13/10/2022 二零二二年十月十三日	13/10/2022-12/10/2032 二零二二年十月十三日至 二零二三年十月十二日	0.456
Mr. Duan Shi Chuan 段士川先生	125,000	-	(125,000)	-	-	13/10/2022 二零二二年十月十三日	13/10/2022-12/10/2032 二零二二年十月十三日至 二零二三年十月十二日	0.456
	2,875,000	-	(2,875,000)	-	-			
Employees 僱員	21,225,003	-	(12,235,000)	-	8,990,003	13/10/2022 二零二二年十月十三日	13/10/2022-12/10/2032 二零二二年十月十三日至 二零二三年十月十二日	0.456
Corporate financial advise 企業財務顧問	1,875,000	-	-	-	1,875,000	7/4/2022 二零二二年四月七日	7/4/2022-6/4/2032 二零二二年四月七日至 二零二三年四月六日	0.448
	25,975,003	-	(15,110,000)	-	10,865,003			

## SHARE OPTION SCHEME (Continued)

## 購股權計劃(續)

Notes:

附註：

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

(i) 於本期間存續之授出條款及條件如下：

	Number of options 購股權數目	Vesting conditions 歸屬條件	Contractual life of options 購股權合約年期
Options granted: 已授出購股權：			
7 April 2022 二零二二年四月七日	1,875,000	Vest immediately 即時歸屬	10 years 10年
13 October 2022 二零二二年十月十三日	24,100,003	Vest immediately 即時歸屬	10 years 10年

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

(ii) 購股權之數目及加權平均行使價如下：

		Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of options 購股權數目
Outstanding as at 1 January 2023	於二零二三年一月一日未行使	0.456	25,975,003
Granted during the period	期內已授出	-	-
Exercised during the period	期內已行使	0.456	15,110,000
Lapsed during the period	期內已失效	-	-
Outstanding as at 30 September 2023	於二零二三年九月三十日未行使	0.456	10,865,003
Exercisable as at 30 September 2023	於二零二三年九月三十日可行使	0.456	10,865,003

## SHARE OPTION SCHEME (Continued)

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

## CONTINGENT LIABILITIES

As at 30 September 2023, the Group had no material contingent liabilities.

## AMOUNT OF CAPITALISED INTEREST

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

## 購股權計劃(續)

購股權計劃項下之每股認購價由董事會全權釐定，並須至少為以下各項之最高者：(i) 股份於提呈授出購股權當日(須為營業日)於聯交所每日報價表上所列之收市價；(ii) 股份於緊接提呈授出購股權當日前五個營業日在聯交所每日報價表所列之平均收市價；及(iii) 股份於提呈授出購股權當日之面值，前提為倘出現零碎價格，則每股認購價須上調至最接近而完整的一仙。

## 或然負債

於二零二三年九月三十日，本集團並無重大或然負債。

## 已撥充資本之利息金額

除本報告所披露者外，本集團於本期間內並無將任何利息撥充資本。



## CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS

As at 30 September 2023, the Company had outstanding options to subscribe for 10,865,003 shares under the share option scheme adopted on 28 March 2022 and outstanding convertible bonds convertible to 10,367,299 conversion shares.

## PRE-EMPTIVE RIGHTS

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

## COMPETING INTERESTS

During the nine months ended 30 September 2023, none of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which competes or may compete, either directly or indirectly with the business of the Group.

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

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

## 可換股證券、認股權證或 類似權利

於二零二三年九月三十日，本公司於二零二二年三月二十八日採納的購股權計劃項下有可認購10,865,003股股份的尚未行使購股權，並有可轉換為10,367,299股換股股份的尚未贖回可換股債券。

## 優先購買權

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

## 競爭權益

截至二零二三年九月三十日止九個月，董事或本公司控股股東或任何彼等各自之聯繫人士（定義見GEM上市規則）概無於與本集團業務直接或間接構成或可能直接或間接構成競爭的業務中擁有任何權益。

## 購買、出售或贖回本公司上 市證券

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

## AUDIT COMMITTEE

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

The audit committee comprises of the three independent non-executive Directors, namely Mr. Wang Zhi He, Mr. Xu Yuan Jian and Mr. Lau Chun Pong (Chairman).

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

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

## 審核委員會

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

審核委員會由三名獨立非執行董事王之和先生、徐願堅先生及劉振邦先生(主席)組成。

於本期間內，審核委員會曾舉行三次會議，而本集團本期間之未經審核綜合業績已由審核委員會成員審閱及提供意見。

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

## CORPORATE GOVERNANCE

During the Review Period, save as disclosed below, the Company has complied with the code provisions in the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules (the “Code”).

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

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

## 企業管治

於本期間，除下文所披露者外，本公司已遵守GEM上市規則附錄十五所載《企業管治守則》（「守則」）的守則條文。

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

根據守則之守則條文第A.2.1條，主席與行政總裁之角色應有區分，不應由一人同時兼任。本公司並無任何高級職員擔任「行政總裁」一職，此舉偏離守則之守則條文第A.2.1條。

## CORPORATE GOVERNANCE (Continued)

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

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

## 企業管治(續)

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

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

## CORPORATE GOVERNANCE (Continued)

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

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

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

China, 13 November 2023

*As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng and Mr. Chang Jian, the non-executive Directors are Mr. Duan Shi Chuan, Mr. Wang Chen and Mr. Liang Feng, and the independent non-executive Directors are Mr. Lau Chun Pong, Mr. Xu Yuan Jian and Mr. Wang Zhi He.*

## 企業管治(續)

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

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

承董事會命  
主席  
王忠勝

中國，二零二三年十一月十三日

於本報告日期，執行董事為王忠勝先生及常健先生，非執行董事為段士川先生、王琛先生及梁峰先生以及獨立非執行董事為劉振邦先生、徐願堅先生及王之和先生。