



MIE HOLDINGS CORPORATION

MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code 股份代號：1555)

2024

Interim Report 中期報告



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Company Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhao Jiangwei

Mr. Lam Wai Tong

Non-executive Directors

Mr. Zhang Ruilin (*Chairman*)

Mr. Guan Hongjun

(*resigned with effect from August 14, 2024*)

Mr. Han Ye

(*appointed with effect from August 14, 2024*)

Ms. Gao Yan

Independent Non-executive Directors

Mr. Mei Jianping

Mr. Liu Ying Shun

Mr. Yeung Yat Chuen

Mr. Guo Yanjun

Mr. Ai Min

REGISTERED ADDRESS

Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

董事會

執行董事

趙江巍先生

林瑋瑋先生

非執行董事

張瑞霖先生 (*主席*)

關紅軍先生

(*於二零二四年八月十四日辭任*)

韓燁先生

(*於二零二四年八月十四日獲委任*)

高岩女士

獨立非執行董事

梅建平先生

廖英順先生

楊日泉先生

郭燕軍先生

艾民先生

註冊地址

Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

香港主要營業地點

香港

九龍

觀塘道348號

宏利廣場5樓

Company Information

公司資料

BEIJING OFFICE

Room 1301-1306
North Star Times Tower
No. 8 North Star East Road
Chaoyang District, Beijing
The People's Republic of China (the "PRC")
100101

LISTING INFORMATION

Stock Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 01555

Senior Notes Listing

The Company's senior notes due 2028 listed on the
Singapore Exchange Securities Trading Limited

WEBSITE ADDRESS

www.mienergy.com.cn

COMPANY SECRETARY

Ms. Yuen Wing Yan, Winnie (FCG, HKFCG)
(resigned with effect from June 28, 2024)

Ms. Tse Fung Sum Flora
(appointed with effect from June 28, 2024)

AUTHORIZED REPRESENTATIVES

Mr. Zhang Ruilin
Ms. Yuen Wing Yan, Winnie (FCG, HKFCG)
(resigned with effect from June 28, 2024)

Mr. Zhao Jiangwei
(appointed with effect from June 28, 2024)

北京辦公室

中華人民共和國(「中國」)
北京朝陽區
北辰東路8號
北辰時代大廈
1301-1306室
郵編100101

上市資料

股份上市

香港聯合交易所有限公司
股份代號：01555

優先票據上市

本公司於二零二八年到期的優先票據
於新加坡證券交易所有限公司上市

公司網址

www.mienergy.com.cn

公司秘書

袁穎欣女士(FCG, HKFCG)
(於二零二四年六月二十八日辭任)

謝鳳心女士
(於二零二四年六月二十八日獲委任)

授權代表

張瑞霖先生
袁穎欣女士(FCG, HKFCG)
(於二零二四年六月二十八日辭任)

趙江巍先生
(於二零二四年六月二十八日獲委任)

Company Information

公司資料

MEMBERS OF THE AUDIT COMMITTEE

Mr. Liu Ying Shun (*Chairman*)
Mr. Yeung Yat Chuen
Mr. Ai Min
Mr. Mei Jianping
Mr. Guo Yanjun

審核委員會成員

廖英順先生(主席)
楊日泉先生
艾民先生
梅建平先生
郭燕軍先生

MEMBERS OF THE REMUNERATION COMMITTEE

Mr. Mei Jianping (*Chairman*)
Mr. Ai Min
Mr. Guo Yanjun

薪酬委員會成員

梅建平先生(主席)
艾民先生
郭燕軍先生

MEMBERS OF THE NOMINATION COMMITTEE

Mr. Mei Jianping (*Chairman*)
Mr. Ai Min
Mr. Guo Yanjun

提名委員會成員

梅建平先生(主席)
艾民先生
郭燕軍先生

INDEPENDENT TECHNICAL CONSULTANTS

Ryder Scott Company, L.P.

獨立技術顧問

Ryder Scott Company, L.P.

INDEPENDENT AUDITOR

PricewaterhouseCoopers
(*resigned with effect from July 6, 2023*)
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor, Prince's Building
Central
Hong Kong

獨立核數師

羅兵咸永道會計師事務所
(於二零二三年七月六日辭任)
執業會計師
註冊公眾利益實體審計師
香港
中環
太子大廈22樓

BDO Limited
(*appointed with effect from July 6, 2023*)
Certified Public Accountants
Registered Public Interest Entity Auditor
25th Floor, Wing on Centre
111 Connaught Road Central
Hong Kong

香港立信德豪會計師事務所有限公司
(於二零二三年七月六日獲委任)
執業會計師
註冊公眾利益實體審計師
香港
干諾道中111號
永安中心25樓

Company Information

公司資料

LEGAL ADVISERS TO THE COMPANY

Ashurst (As to New York law)
Jingtian & Gongcheng Law Firm (As to PRC law)
Maples and Calder (As to Cayman Islands law)

PRINCIPAL BANKERS

Citibank, N.A.
China Construction Bank Corporation Limited

VALUER

Asia-Pacific Consulting and Appraisal Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples FS Limited
P.O. Box 1093, Queensgate House
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

本公司法律顧問

亞司特律師事務所(紐約州法律)
競天公誠律師事務所(中國法律)
Maples and Calder(開曼群島法律)

主要往來銀行

花旗銀行
中國建設銀行股份有限公司

估值師

亞太評估諮詢有限公司

開曼群島主要股份過戶登記處

Maples FS Limited
P.O. Box 1093, Queensgate House
Grand Cayman
KY1-1102
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

Financial Summary

財務摘要

		Six-month period ended June 30	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	總收入	461,288	511,829
EBITDA	EBITDA	286,652	354,046
Adjusted EBITDA	經調整 EBITDA	281,215	340,270
Loss for the period	本期虧損	(110,090)	(60,508)
Basic loss per share (RMB per share)	基本每股損失 (每股人民幣)	(0.03)	(0.02)
Diluted loss per share (RMB per share)	稀釋每股損失 (每股人民幣)	(0.03)	(0.02)

		As at	
		於	
		June 30,	December 31,
		2024	2023
		二零二四年	二零二三年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Property, plant and equipment	不動產、工廠及設備	1,196,445	1,338,914
Cash and cash equivalents	現金及現金等價物	76,086	62,905
Total assets	資產總額	1,617,133	1,726,326
Total equity	權益總額	(2,027,454)	(1,902,499)

Operating Summary

營運摘要

		Six-month period ended June 30	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
Properties Held by Subsidiaries 附屬公司所持資產			
Sales volume 銷量			
Crude oil (barrels)	原油 (桶)	798,902	960,760
China oilfields	中國油田	798,902	960,760
Gas (Mscf)	天然氣 (千標準立方英尺)	-	3,435
China oilfields	中國油田	-	3,435
Total (BOE) (Note 1)	合計 (桶當量) (附註 1)	798,902	961,333
Net production volume 淨產量			
Crude oil (barrels)	原油 (桶)	797,321	990,394
China oilfields	中國油田	797,321	990,394
Gas (Mscf)	天然氣 (千標準立方英尺)	-	3,435
China oilfields	中國油田	-	3,435
Total (BOE)	合計 (桶當量)	797,321	990,967
Average daily net production volume 日平均淨產量			
Crude oil (barrels)	原油 (桶)	4,381	5,472
China oilfields	中國油田	4,381	5,472
Gas (Mscf)	天然氣 (千標準立方英尺)	-	19
China oilfields	中國油田	-	19
Total (BOE)	合計 (桶當量)	4,381	5,475

Note (1): Based on the conversion ratio of 1 barrel of oil to 6 Mscf.

附註(1)：基於6千標準立方英尺天然氣=1桶原油的換算比例計算。

Operating Summary

營運摘要

		Six-month period ended June 30	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
Average realized price	平均實現價格		
Crude oil (US\$ per barrel of crude oil)	原油 (美元/每桶原油)	81.31	76.72
China oilfields	中國油田	81.31	76.72
Gas (US\$ per Mscf)	天然氣 (美元/千標準 立方英尺)	-	6.13
China oilfields	中國油田	-	6.13
Lifting costs (US\$ per barrel of oil equivalent) (Note 2)	採油成本 (美元/每桶) (附註 2)	17.21	13.65
China oilfields	中國油田	17.21	13.65
Wells drilled during the period (Gross)	期內鑽井數 (總數)	-	16
China oilfields	中國油田	-	16
Successful	成功井	-	16
Dry	乾井	-	-

Note (2): Lifting cost refers to direct cost incurred to produce a barrel of oil controllable at the field level. Production costs such as safety fee, environmental expenses, technical and research expenses and overhead are not included because they are not directly attributable to the production of a barrel of oil.

附註(2)：採油成本包括生產一桶石油直接可控制成本。其他生產成本如安全費、環境費用、技術及研究開支以及經常性費用並不包括在內，原因是該等成本並非生產一桶石油的直接成本。

Operating Summary

營運摘要

		Six-month period ended June 30	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
Properties Held by Equity-accounted entities (Group share)	按權益入賬的實體所持資產 (本集團應佔部分)		
Sales volume	銷量		
Crude oil (barrels)	原油 (桶)	-	183,941
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	183,941
Export sales	出口銷售	-	99,987
Domestic sales	國內銷售	-	83,954
Gas (Mscf)	天然氣 (千標準立方英尺)	-	243,276
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	243,276
Net production volume	淨產量		
Crude oil (barrels)	原油 (桶)	-	170,895
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	170,895
Gas (Mscf)	天然氣 (千標準立方英尺)	-	257,170
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	257,170
Average daily net production volume	日平均淨產量		
Crude oil (barrels)	原油 (桶)	-	944
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	944
Gas (Mscf)	天然氣 (千標準立方英尺)	-	1,421
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	1,421
Average realized price	平均實現價格		
Crude oil (US\$ per barrel of crude oil)	原油 (美元/每桶原油)		
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	46.97
Export sales	出口銷售	-	60.81
Domestic sales	國內銷售	-	30.48
Gas (US\$ per Mscf)	天然氣 (美元/千標準立方英尺)	-	0.45
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	0.45
Lifting costs (US\$ per barrel of crude oil) (Note 2)	採油成本 (美元/每桶原油) (附註 2)	-	6.95
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	6.95
Wells drilled during the period (Gross)	期內鑽井數 (總數)	-	1
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	1
Successful	成功井	-	1
Dry	乾井	-	-

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

In the first half year of 2024, the world economy maintained a slow recovery trend. Under the influence of tight supply, loose demand margins and geopolitical risk premiums, oil prices showed a high sideways trend. OPEC+ extended the agreement on production cuts, China's economy maintained a long-term improvement, and the bottom support of oil prices still existed. Frequent geopolitical conflicts have raised energy security to a new level, and the world is promoting the upstream oil and gas development with a more positive attitude. In the face of external opportunities and challenges, MIE Holdings Corporation (the "Company") and its subsidiaries (together, the "Group") are unswervingly committed to continuously optimizing production and operation, insisting on improving quality, reducing costs and increasing efficiency, and continuously creating value for shareholders.

Our project in northeastern China maintained a relatively stable production for the six months ended June 30, 2024. As at June 30, 2024, the Group held a 100% foreign contractors' interest in Daan PSC in China. The Group's total gross production of crude oil for the six months ended June 30, 2024 decreased by 37.2% from 2.71 million barrels for the six months ended June 30, 2023 to 1.70 million barrels. The decrease of the gross production was mainly due to the disposition of the 10% foreign contractors' interest in the Moliqing PSC. Total net production of crude oil allocated to the Group decreased by 19.5% from 0.99 million barrels for the six months ended June 30, 2023 to 0.80 million barrels. The gross daily production of crude oil for the six months ended June 30, 2024 decreased by 37.6% to 9,330 barrels per day ("BOPD"), and the net daily production of crude oil allocated to the Group decreased by 19.9% to 4,381 BOPD as compared to the six months ended June 30, 2023.

業務回顧及前景

二零二四年上半年，世界經濟保持緩慢復蘇態勢。在供應收緊、需求邊際寬鬆疊加地緣風險溢價的影響下，油價呈現高位橫盤拉鋸態勢。歐佩克+延長減產協議，中國經濟保持長期向好，油價底部支撐仍存。地緣政治衝突頻發將能源安全提升到全新的高度，全球在以更為積極的態度推動油氣上游發展。面對外部的機遇和挑戰，MI能源控股有限公司（以下簡稱「本公司」）及其子公司（統稱「本集團」）堅定不移的持續優化生產經營，堅持實施提質降本增效舉措，持續為股東創造價值。

截至二零二四年六月三十日止六個月，我們位於中國東北的項目依然保持著相對穩定的產量水平。截止二零二四年六月三十日，本集團在中國持有大安產品分成合同100%的外國合同者權益。截至二零二四年六月三十日止六個月，本集團的原油總產量比截至二零二三年六月三十日止六個月2.71百萬桶減少37.2%至1.70百萬桶，主要歸因於莫里青產品分成合同10%的外國合同者權益的出售。歸屬於本集團的原油淨產量份額較之二零二三年上半年0.99百萬桶減少19.5%至0.80百萬桶。與截至二零二三年六月三十日止六個月相比，本集團截至二零二四年六月三十日止六個月日均原油總產量下降37.6%至9,330桶，日均原油淨產量下降19.9%至4,381桶。除了莫里青處置的影響外，原油淨產量的減少也是由於總產量的下降和產量分成百分比的降低所致。本集團截至二零二四年六月

Management Discussion and Analysis

管理層討論及分析

Other than the impact of the Moliqing disposition, the decrease in the net production of crude oil was also driven by the decrease in the gross production and lower production allocation percentage. The average realized oil price of the Group increased by 6.0% from US\$76.72 per barrel for the six months ended June 30, 2023 to US\$81.31 per barrel for the six months ended June 30, 2024. During the six months ended June 30, 2024, the lifting costs for Daan oilfield increased by US\$3.56 per barrel, or 26.1%, from US\$13.65 per barrel for the six months ended June 30, 2023 to US\$17.21 per barrel. The increase was mainly due to the Group's continued optimization of old wells and the implementation of measures to increase oil production from old wells. The Group didn't drill any new wells in the first half of 2024 in the Daan oilfield.

The revenue of the Group, which was derived entirely from China, decreased by 9.9% to RMB461.3 million compared to the same period last year. During the six months ended June 30, 2024, net loss for the period was RMB110.1 million, as compared to a net loss of RMB60.5 million for the six months ended June 30, 2023, the net loss increased by RMB49.6 million and the basic losses per share was RMB0.03 for the six months ended June 30, 2024.

The EBITDA of the Group for the six months ended June 30, 2024 decreased by RMB67.3 million to RMB286.7 million from RMB354.0 million for the six months ended June 30, 2023 and the adjusted EBITDA decreased by RMB59.1 million to RMB281.2 million.

三十日止六個月平均實現油價比截至二零二三年六月三十日止六個月的76.72美元／桶增長6.0%至81.31美元／桶。大安油田的直接採油成本從截至二零二三年六月三十日止六個月的13.65美元／桶增長3.56美元／桶，或者26.1%至二零二四年六月三十日止六個月17.21美元／桶，增加的原因主要是本集團持續優化老井，增加老井增產措施所致。本集團二零二四年上半年在大安油田未實施鑽井。

本集團的收入與同期對比下降9.9%至人民幣4.613億元，全部來自於中國。截至二零二四年六月三十日止六個月，本集團共錄得淨虧損1.101億元，比截至二零二三年六月三十日止六個月淨虧損人民幣0.605億元，淨虧損增加人民幣0.496億元，相關的基本每股虧損為人民幣0.03元。

本集團的EBITDA由截至二零二三年六月三十日止六個月的人民幣3.540億元減少人民幣0.673億元至二零二四年六月三十日止六個月人民幣2.867億元，經調整EBITDA減少人民幣0.591億元至人民幣2.812億元。

Management Discussion and Analysis

管理層討論及分析

The following table sets out a summary of expenditures incurred in our exploration, development, and production activities for the six months ended June 30, 2024:

以下是本集團截至二零二四年六月三十日止六個月發生的勘探、開發及生產支出的匯總數據：

(RMB millions) (人民幣百萬元)		Exploration expenditures 勘探支出	Development expenditures 開發支出	Production/ operating expenditures 生產成本
China Daan Project	中國大安項目	–	22	104
Total	合計		22	104

The Group incurred development expenditures of RMB22 million and production expenditures of RMB104 million in the PRC during the six months ended June 30, 2024.

截至二零二四年六月三十日止的六個月內，本集團中國境內發生開發支出人民幣22百萬元，生產支出人民幣104百萬元。

In accordance with the supplemental agreement to the PSC relating to the Daan oilfield (“Supplemental PSC”) signed between the Group and China National Petroleum Corporation (the “CNPC”) on June 4, 2020, the Group shall invest in and drill a minimum of 268 wells within three years after the effective date of the Supplemental PSC. By the end of 2022, the Group’s 268 new drilling wells have all been completed. On February 24, 2023, the CNPC approval confirmed that the extension of the operating period of Daan PSC to February 29, 2028 became effective.

根據二零二零年六月四日，本集團與中國石油天然氣集團有限公司（「中石油集團」）簽訂的大安石油合同補充協議（「補充協議」），本集團需要在補充協議生效後三年內投資並鑽探至少268口新井。截止二零二二年十二月底，本集團新鑽井268口已全部完成鑽探工作。於二零二三年二月二十四日，中石油集團批准大安產品分成合同的運營期至二零二八年二月二十九日的延期已經生效。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK FOR 2024

In the second half year of 2024, the supply and demand structure of crude oil still depends on the policy and macroeconomic conditions. In the context of the United States election year, the geopolitical situation may be relatively controllable, but the geopolitical conflicts between Russia-Ukraine and Israel-Hamas still pose high risk on the supply side. While OPEC+ continues to reduce production to provide support for the oil market, it is expected that crude oil prices will continue to fluctuate in the second half of the year.

REVIEW OF FINANCIAL RESULTS

Revenue

The Group's revenue is generated from sales of oil product and provision of services.

The Group's revenue generated from sales of oil product was contributed entirely by our China oil fields, which decreased by RMB50.0 million, or 9.8%, from RMB511.2 million for the six months ended June 30, 2023 to RMB461.2 million for the six months ended June 30, 2024. Net crude oil sales volume decreased by 0.16 million barrels, or 16.8%, from 0.96 million barrels for the six months ended June 30, 2023 to 0.80 million barrels for the six months ended June 30, 2024. The average realized crude oil price of the Group increased by US\$4.59 per barrel, or 6.0% to US\$81.31 per barrel during the six months ended June 30, 2024 from US\$76.72 per barrel for the six months ended June 30, 2023. The decrease of revenue was primarily due to the lower oil net sales volume, partially offset by an increase in the realized oil prices. The decrease of the net crude oil sales volume was attributable to the decrease in the gross production and lower allocation percentage to the Group, in addition to the impact from the Moliqing disposition.

二零二四年展望

二零二四年下半年，原油供需結構仍取決於政策端和宏觀經濟的狀況。在美國大選年背景下地緣局勢或相對可控，但俄羅斯-烏克蘭和以色列-哈馬斯的地緣衝突仍對供應方面構成高風險。同時歐佩克+持續減產對油市進行托底，預計下半年原油價格仍呈現區間內震蕩拉扯的表現。

經營業績回顧

收入

本集團的收入主要來自於銷售石油產品及提供服務。

本集團石油產品銷售產生的收入全部來自中國油田，由截至二零二三年六月三十日止六個月期間的人民幣5.112億元減少人民幣5,000萬元或9.8%，至截至二零二四年六月三十日止六個月期間的人民幣4.612億元。原油淨銷量由截至二零二三年六月三十日止六個月的96萬桶減少至二零二四年六月三十日止六個月的80萬桶，減少了16萬桶，或16.8%。本集團平均實現油價由截至二零二三年六月三十日止六個月的76.72美元/桶上漲至二零二四年六月三十日止六個月的81.31美元/桶，增漲了4.59美元/桶，或6.0%。本集團收入的減少主要是由於原油淨銷量的減少所致，部分被實現油價的上漲所抵銷。原油淨銷量的減少是由於總產量減少和歸屬於本集團的原油分成比例降低，以及莫里青處置的影響所致。

Management Discussion and Analysis

管理層討論及分析

The Group's revenue generated from rendering of services was RMB0.1 million and RMB0.7 million for the six months ended June 30, 2024 and June 30, 2023, respectively.

Operating expenses

Depreciation, depletion and amortization

The Group's depreciation, depletion and amortization decreased by RMB10.0 million, or 5.5%, from RMB183.0 million for the six months ended June 30, 2023 to RMB173.0 million for the six months ended June 30, 2024. The decrease in depreciation, depletion and amortization was mainly due to the decrease in net crude oil production.

Taxes other than income taxes

The Group's taxes other than income taxes increased by RMB5.2 million, or 26.4%, from RMB19.7 million for the six months ended June 30, 2023 to RMB24.9 million for the six months ended June 30, 2024. The following table summarizes the Group's taxes other than income taxes for the six months ended June 30, 2024 and 2023, respectively:

本集團截至二零二四年六月三十日及二零二三年六月三十日止六個月來自於提供服務的收入分別為人民幣10萬元及人民幣70萬元。

經營支出

折舊，折耗及攤銷

本集團的折舊，折耗及攤銷較截至二零二三年六月三十日止六個月期間的人民幣1.830億元減少人民幣1,000萬元或5.5%，至截至二零二四年六月三十日止六個月期間的人民幣1.730億元。折舊，折耗及攤銷的減少主要是由於原油淨產量的下降。

稅項（所得稅除外）

本集團的稅項（所得稅除外）由截至二零二三年六月三十日止六個月期間的人民幣1,970萬元增加人民幣520萬元或26.4%至截至二零二四年六月三十日止六個月期間的人民幣2,490萬元。下表列示了截至二零二四年六月三十日及二零二三年六月三十日止六個月期間的稅項（所得稅除外）：

		Six months ended June 30, 截至六月三十日止六個月	
		2024 二零二四年 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)
Special oil gain levy	石油特別收益金	23,469	17,961
Urban construction tax and education surcharge	城建稅及教育費附加	1,458	1,671
Others	其他	22	22
		24,949	19,654

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With effect from January 1, 2015, the threshold price for the special oil gain levy was revised from US\$55 per barrel to US\$65 per barrel. Special oil gain levy of RMB23.5 million was incurred due to the crude oil price having exceeded US\$65 per barrel for the six months ended June 30, 2024. During the six months ended June 30, 2023, the special oil gain levy was RMB18.0 million.

Employee benefit expenses

The Group's employee benefit expenses decreased by RMB1.1 million, or 2.3%, from RMB47.3 million for the six months ended June 30, 2023 to RMB46.2 million for the six months ended June 30, 2024. There has generally been no change for the employee compensation costs for same period during the two years.

Purchases, services and other direct costs

The Group's purchases, services and other direct costs increased by RMB4.5 million, or 4.2%, from RMB106.3 million for the six months ended June 30, 2023 to RMB110.8 million for the six months ended June 30, 2024. The increase was primarily attributable to the increase of operating expenses to approximately RMB10.5 million due to the implementation of measures to increase oil production from old wells in Daan oilfield, and partially offset by (i) a decrease of approximately RMB2.9 million in operating expenses and other direct costs due to the Moliqing Disposition; and (ii) a decrease of approximately RMB2.4 million in distribution expense as a result of lower net sales volume in Daan oilfield.

自二零一五年一月一日起，石油特別收益金起徵點由55美元／桶調整為65美元／桶。截至二零二四年六月三十日止六個月期間，由於原油價格超過65美元／桶而產生的石油特別收益金為人民幣2,350萬元。截至二零二三年六月三十日止六個月期間，產生的石油特別收益金為人民幣1,800萬元。

員工薪酬成本

本集團的員工薪酬成本由截至二零二三年六月三十日止六個月期間的人民幣4,730萬元減少人民幣110萬元或2.3%至截至二零二四年六月三十日止六個月期間的人民幣4,620萬元。兩年同期員工薪酬成本基本持平。

採購、服務及其他直接成本

本集團的採購、服務及其他直接成本增加人民幣450萬元或4.2%，由截至二零二三年六月三十日止六個月期間的人民幣1.063億元增加至截至二零二四年六月三十日止六個月期間的人民幣1.108億元。該增加主要由於在大安油田實施了老井增產措施，導致操作費增加約人民幣1,050萬元，並部分被(i)因莫里青出售導致操作費及其他直接成本減少約人民幣290萬元；及(ii)由於大安油田的淨銷量下降導致的銷售成本減少約人民幣240萬元所抵銷。

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管理層討論及分析

Other gains/(losses), net

The Group had net other gains of RMB7.3 million for the six months ended June 30, 2024, compared to net other gains of RMB15.4 million for the six months ended June 30, 2023. The decrease in other gains was mainly due to the gain on changes in fair value of the derivative component of the new secured borrowings and the 2024 Senior Notes decreased by RMB8.3 million.

Finance costs, net

The Group's net finance costs increased by RMB1.5 million, or 0.8%, from RMB192.3 million for the six months ended June 30, 2023 to RMB193.8 million for the six months ended June 30, 2024. There has generally been no change for the finance costs for same period during the two years. All interest expenses are recorded on an accrual basis and no payment is required until the relevant principal has been paid off. Taking out the impact of the accrued interest expenses, there is a net profit amounting to RMB63.8 million during the six months ended June 30, 2024.

Loss before income tax

The Group's loss before income tax was RMB80.2 million for the six months ended June 30, 2024, compared to a loss before income tax of RMB21.3 million for the six months ended June 30, 2023, representing an increase of RMB58.9 million. The increase was primarily driven by a decrease of approximately RMB50.5 million in revenue and increase of approximately RMB6.9 million in operation expenses for the six months ended June 30, 2024 of the Group compared to the same period last year.

其他利得／(損失)，淨額

截至二零二四年六月三十日止六個月期間，本集團的其他淨利得為人民幣730萬元，截至二零二三年六月三十日止六個月期間則為人民幣1,540萬元。其他利得的減少主要是由於新抵押借款及2024優先票據的衍生部分的公允價值變動收益減少約人民幣830萬元。

財務費用，淨額

本集團的財務費用淨額由截至二零二三年六月三十日止六個月期間的人民幣1.923億元增加人民幣150萬元或0.8%至截至二零二四年六月三十日止六個月期間的人民幣1.938億元。兩年同期財務費用基本持平。所有利息費用均按權責發生制記帳，在相關本金被清償之前無需支付。扣除掉利息費用這個應計費用的影響，截至二零二四年六月三十日止六個月期間本集團將產生淨利潤人民幣6,380萬元。

除所得稅前虧損

本集團除所得稅前虧損截至二零二四年六月三十日止六個月期間為人民幣8,020萬元，相比截至二零二三年六月三十日止六個月期間除所得稅前虧損人民幣2,130萬元，增加人民幣5,890萬元。該增加主要由於與同期對比，本集團截至二零二四年六月三十日止六個月期間的收入減少約人民幣5,050萬元而經營費用增加約人民幣690萬元。

Management Discussion and Analysis

管理層討論及分析

Income tax expense

The Group recorded income tax expense of RMB29.9 million for the six months ended June 30, 2024, compared to income tax expense of RMB39.2 million for the six months ended June 30, 2023, representing a decrease of RMB9.3 million, or 23.7%.

Loss for the period

The Group's loss for the six months ended June 30, 2024 was RMB110.1 million, compared to the loss of RMB60.5 million for the six months ended June 30, 2023, representing an increase of RMB49.6 million. This increase was primarily due to the cumulative effects of the factors mentioned above in this report.

EBITDA AND ADJUSTED EBITDA

We have provided a reconciliation of EBITDA and adjusted EBITDA to profit/(loss) before income tax, with our most directly comparable financial performance calculated and presented in accordance with IFRS Accounting Standards. EBITDA refers to earnings before income tax, interest income, finance costs and depreciation, depletion and amortization. Adjusted EBITDA refers to EBITDA adjusted to exclude non-cash and non-recurring items such as share-based payment to employees, net impairment losses on financial assets, impairment charges, changes in fair value of financial instruments and any other non-cash or non-recurring income/expenses.

所得稅費用

截至二零二四年六月三十日止六個月期間，本集團的所得稅費用為人民幣2,990萬元，而截至二零二三年六月三十日止六個月期間的所得稅費用為人民幣3,920萬元，減少人民幣930萬元，或23.7%。

本期虧損

本集團截至二零二四年六月三十日止六個月期間虧損人民幣1.101億元，而截至二零二三年六月三十日止六個月期間虧損人民幣6,050萬元，增加人民幣4,960萬元。虧損增加主要是由於本報告提及上述因素的累積影響。

EBITDA 和經調整 EBITDA

我們已提供 EBITDA 及經調整 EBITDA 與除所得稅前利潤／（虧損）的調節，所得稅前利潤／（虧損）為根據國際財務報告準則計算及呈列的最直接的可資比較財務表現。EBITDA 指扣除所得稅、利息收入、財務費用及折舊、折耗及攤銷前盈利。經調整 EBITDA 指 EBITDA 經調整以扣除非現金及非經常性項目，如購股權計劃下僱員服務成本、金融資產的淨減值損失、資產減值損失、金融工具公允價值變動以及其他非現金或非經常性收入／支出。

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管理層討論及分析

We have included EBITDA and adjusted EBITDA as we believe that EBITDA is a financial measure commonly used in the oil and gas industry. We believe that EBITDA and adjusted EBITDA are used as supplemental financial measures by our management and by investors, research analysts, bankers and others, to assess our operating performance, cash flow and return on capital as compared to those of other companies in our industry, and our ability to take on financing. However, EBITDA and adjusted EBITDA should not be considered in isolation or construed as alternatives to profit from operations or any other measure of performance or as an indicator of our operating performance or profitability. EBITDA and adjusted EBITDA fail to account for tax, interest income, finance costs and other non-operating cash expenses. EBITDA and adjusted EBITDA do not consider any functional or legal requirements of the business that may require us to conserve and allocate funds for any purposes.

我們已將EBITDA和經調整EBITDA納入考慮範圍，因為我們認為EBITDA是石油和天然氣行業常用的財務指標。我們相信EBITDA及經調整EBITDA乃由我們管理層、投資者、研究分析師、銀行及其他人士用作補充財務計量，以評估我們相較於業內其他公司的經營表現、現金流量及資本回報，以及我們進行融資的能力。然而，EBITDA及經調整EBITDA不可獨立於經營溢利或任何其他表現計量予以考慮，亦不可詮釋為經營溢利或任何其他表現計量的替代項目，或詮釋為我們經營表現或盈利能力的指標。EBITDA及經調整EBITDA並不計及稅項、利息收入、財務費用及其他非經營性現金開支。EBITDA及經調整EBITDA並無考慮可能導致我們須就任何目的而保留及分配資金的任何業務的功能或法定要求。

Management Discussion and Analysis

管理層討論及分析

The following table presents a reconciliation of EBITDA and adjusted EBITDA to loss before income tax for each period indicated.

下表載列為持續經營EBITDA及經調整EBITDA於相應期間之除所得稅前虧損的對比：

		Six months ended June 30, 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss before income tax	除所得稅前虧損	(80,188)	(21,294)
Interest income	利息收入	(85)	(88)
Finance costs	財務費用	193,884	192,385
Depreciation, depletion and amortization	折舊、折耗及攤銷	173,041	183,043
EBITDA	EBITDA	286,652	354,046
Net change in fair value of the derivative component of the new secured borrowings and the 2024 Senior Notes	新抵押借款及2024 優先票據衍生部分的公允價值變動的淨額	(5,437)	(13,757)
Write-off of unclaimed portion of the 2024 Senior Notes	無人認領2024 優先票據的核銷	-	(19)
Adjusted EBITDA	經調整EBITDA	281,215	340,270

Management Discussion and Analysis

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The Group's EBITDA decreased by approximately RMB67.3 million, from approximately RMB354.0 million for the six months ended June 30, 2023 to approximately RMB286.7 million for the six months ended June 30, 2024. The decrease was mainly due to the decrease of approximately RMB50.5 million in revenue for the six months ended June 30, 2024 of the Group compared to the same period last year.

The Group's adjusted EBITDA decreased by approximately RMB59.1 million, or 17.4%, from approximately RMB340.3 million for the six months ended June 30, 2023 to approximately RMB281.2 million for the six months ended June 30, 2024. The decrease was mainly due to the decrease of approximately RMB50.5 million in revenue for the six months ended June 30, 2024 of the Group compared to the same period last year.

本集團的EBITDA減少約人民幣6,730萬元，由截至二零二三年六月三十日止六個月期間約人民幣3.540億元減少至截至二零二四年六月三十日止六個月期間約人民幣2.867億元。該減少主要由於本集團截至二零二四年六月三十日止六個月期間的收入與同期對比減少約人民幣5,050萬元。

本集團的經調整EBITDA由截至二零二三年六月三十日止六個月期間約人民幣3.403億元減少約人民幣5,910萬元或17.4%至截至二零二四年六月三十日止六個月期間約人民幣2.812億元。該減少主要由於本集團截至二零二四年六月三十日止六個月期間的收入與同期對比減少約人民幣5,050萬元。

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管理層討論及分析

The Group's EBITDA and adjusted EBITDA by operating segment for the six months ended June 30, 2024 and 2023 are set out below:

截至二零二四年六月三十日及二零二三年六月三十日止六個月期間，本集團按經營分部劃分的EBITDA及經調整EBITDA載列如下：

		Six months Ended June 30, 2024		
		截至二零二四年六月三十日止六個月		
		PRC	Others	Total
		中國	其他	合計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)
Profit/(loss) before income tax	除所得稅前利潤／(虧損)	71,287	(151,475)	(80,188)
Interest income	利息收入	(85)	-	(85)
Finance costs	財務費用	71,634	122,250	193,884
Depreciation, depletion and amortization	折舊、折耗及攤銷	171,346	1,695	173,041
EBITDA	EBITDA	314,182	(27,530)	286,652
Net change in fair value of the derivative component of the new secured borrowings and the 2024 Senior Notes	新抵押借款及2024優先票據衍生部分的公允價值變動的淨額	(2,573)	(2,864)	(5,437)
Adjusted EBITDA	經調整EBITDA	311,609	(30,394)	281,215

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		Six months Ended June 30, 2023 截至二零二三年六月三十日止六個月		
		PRC 中國	Others 其他	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Profit/(loss) before income tax	除所得稅前利潤/(虧損)	108,306	(129,600)	(21,294)
Interest income	利息收入	(87)	(1)	(88)
Finance costs	財務費用	87,868	104,517	192,385
Depreciation,depletion and amortization	折舊、折耗及攤銷	181,539	1,504	183,043
EBITDA	EBITDA	377,626	(23,580)	354,046
Net change in fair value of the derivative component of the new secured borrowings and the 2024 Senior Notes	新抵押借款及2024優先票據衍生部分的公允價值變動的淨額	(5,464)	(8,293)	(13,757)
Write-off of unclaimed portion of the 2024 Senior Notes	無人認領2024優先票據的核銷	–	(19)	(19)
Adjusted EBITDA	經調整EBITDA	372,162	(31,892)	340,270

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our primary source of cash during the six months ended June 30, 2024 was cash generated from operating activities. Majority of the Group's cash and cash equivalent as at June 30, 2024 were denominated in RMB, United States Dollars and Hong Kong Dollars.

During the six months ended June 30, 2024, the Group had net cash generated from operating activities of RMB255.8 million, net cash used in investing activities of RMB133.3 million and net cash used in financing activities of RMB109.6 million, a translation gain for foreign currency exchange of RMB0.3 million, resulting in an increase in cash and cash equivalents of RMB13.2 million compared to the cash balance of RMB62.9 million as at December 31, 2023.

Cash generated from operating activities

Net cash generated from operating activities was RMB255.8 million for the six months ended June 30, 2024. During the six months ended June 30, 2024, our net cash generated from operating activities included a loss before income tax of RMB80.2 million adjusted for, among other things, depreciation, depletion and amortization of RMB173.0 million, net interest expenses of RMB183.1 million, net exchange losses of RMB10.7 million, net change in fair value of the derivative components of the new secured borrowings and the 2024 Senior Notes of RMB5.4 million. The cash movements from changes in working capital in the six months ended June 30, 2024 included a decrease in trade and other receivables of RMB8.0 million; an increase in trade and other payables of RMB15.4 million; an increase in inventories of RMB1.6 million and income tax paid in the amount of RMB47.3 million.

流動資金及資本資源

概覽

截至二零二四年六月三十日止六個月期間的主要現金來源為經營活動產生的現金流量。於二零二四年六月三十日，本集團大部分現金及現金等價物以人民幣、美元或港幣計值。

截至二零二四年六月三十日止六個月期間，本集團的經營活動產生的現金淨額為人民幣2.558億元，投資活動所用現金淨額為人民幣1.333億元，融資活動所用現金淨額為人民幣1.096億元，外幣兌換的換算收益為人民幣30萬元，現金及現金等價物較二零二三年十二月三十一日的現金餘額人民幣6,290萬元增加人民幣1,320萬元。

經營活動產生的現金

截至二零二四年六月三十日止六個月期間，經營活動所得現金淨額為人民幣2.558億元。截至二零二四年六月三十日止六個月期間，經營活動產生的現金淨額包括除所得稅前虧損人民幣8,020萬元，經調整折舊、折耗及攤銷人民幣1.730億元，淨利息支出人民幣1.831億元，匯兌損失淨額人民幣1,070萬元，新抵押借款及2024優先票據衍生部分的公允價值變動的淨額人民幣540萬元。截至二零二四年六月三十日止六個月期間的營運資金變動，包括應收及其他應收款項減少人民幣800萬元，應付及其他應付款項增加人民幣1,540萬元，存貨增加人民幣160萬元以及支付所得稅人民幣4,730萬元。

Management Discussion and Analysis

管理層討論及分析

Net cash generated from operating activities was RMB243.1 million for the six months ended June 30, 2023. During the six months ended June 30, 2023, our net cash generated from operating activities included a loss before income tax of RMB21.3 million adjusted for, among other things, depreciation, depletion and amortization of RMB183.0 million, net interest expenses of RMB170.3 million, net exchange losses of RMB22.0 million, net change gain in fair value of the derivative components of the new secured borrowings and the 2024 Senior Notes of RMB13.8 million, write-off of unclaimed portion of the 2024 Senior Notes of RMB0.02 million. The cash movements from changes in working capital in the six months ended June 30, 2023 included a decrease in trade and other receivables of RMB65.8 million; a decrease in trade and other payables of RMB60.8 million; an increase in inventories of RMB10.6 million and income tax paid of RMB91.6 million.

Cash used in investing activities

Net cash used in investing activities for the six months ended June 30, 2024 amounted to RMB133.3 million, mainly as a result of: (i) purchase of property, plant and equipment of RMB117.1 million; (ii) net increase in restricted bank deposits of RMB16.3 million; and (iii) interest received of RMB0.09 million.

Net cash used in investing activities for the six months ended June 30, 2023 amounted to RMB189.7 million, mainly as a result of: (i) purchase of property, plant and equipment of RMB174.0 million; (ii) net increase in restricted bank deposits of RMB15.8 million; and (iii) interest received at RMB0.09 million.

截至二零二三年六月三十日止六個月期間，經營活動所得現金淨額為人民幣2.431億元。截至二零二三年六月三十日止六個月期間，經營活動產生的現金淨額包括除所得稅前虧損人民幣2,130萬元，經調整折舊、折耗及攤銷人民幣1.830億元，淨利息支出人民幣1.703億元，匯兌損失淨額人民幣2,200萬元，新抵押借款及2024優先票據衍生部分的公允價值變動收益的淨額人民幣1,380萬元，核銷無人認領的2024優先票據人民幣2萬元。截至二零二三年六月三十日止六個月期間的營運資金變動，包括應收及其他應收款項減少人民幣6,580萬元，應付及其他應付款項減少人民幣6,080萬元，存貨增加人民幣1,060萬元以及支付所得稅人民幣9,160萬元。

投資活動使用的現金

截至二零二四年六月三十日止六個月期間，投資活動所用現金淨額為人民幣1.333億元，主要是由於：(i)購買不動產、工廠及設備人民幣1.171億元；(ii)受限資金增加人民幣1,630萬元；及(iii)利息收入人民幣9萬元。

截至二零二三年六月三十日止六個月期間，投資活動所用現金淨額為人民幣1.897億元，主要是由於：(i)購買不動產、工廠及設備人民幣1.740億元；(ii)受限資金增加人民幣1,580萬元；及(iii)利息收入人民幣9萬元。

Management Discussion and Analysis

管理層討論及分析

Cash used in financing activities

Net cash used in financing activities for the six months ended June 30, 2024 amounted to RMB109.6 million due to: (i) repayments of secured borrowings of RMB101.6 million and repayments of the 2024 Senior Notes of RMB5.3 million; and (ii) payments of lease liabilities of RMB2.7 million.

Net cash used in financing activities for the six months ended June 30, 2023 amounted to RMB120.3 million due to: (i) repayments of secured borrowings of RMB111.9 million and repayments of the 2024 Senior Notes of RMB5.9 million; and (ii) payments of lease liabilities of RMB2.5 million.

Borrowings

As at June 30, 2024, the Group's borrowings amounted to approximately RMB2,839.7 million, representing an increase of approximately RMB77.0 million as compared to December 31, 2023. Among the Group's borrowings, borrowings repayable within one year amounted to approximately RMB203.1 million, representing a decrease of RMB8.7 million as compared to that of December 31, 2023. All of the Group's borrowings are denominated in United States Dollars and Hong Kong Dollars. The Group's borrowings are all at fixed interest rates. No hedging instruments are used for bank borrowings.

Our gearing ratio, which is defined as total borrowings less cash and cash equivalents ("Net Borrowings") divided by the sum of Net Borrowings and total equity, is 338.6% as at December 31, 2023 and 375.4% as at June 30, 2024, respectively.

Our total borrowings to adjusted EBITDA ratio, which is defined as total borrowings divided by adjusted EBITDA increased from 4.0 as at December 31, 2023 to 5.0 as at June 30, 2024.

融資活動使用的現金

截至二零二四年六月三十日止六個月期間的融資活動所用現金淨額為人民幣1.096億元，原因是：(i)償還抵押借款人民幣1.016億元及償還2024優先票據人民幣530萬元；及(ii)支付租賃費人民幣270萬元。

截至二零二三年六月三十日止六個月期間的融資活動所用現金淨額為人民幣1.203億元，原因是：(i)償還抵押借款人民幣1.119億元及償還2024優先票據人民幣590萬元；及(ii)支付租賃費人民幣250萬元。

借款

於二零二四年六月三十日，本集團的借款約為人民幣28.397億元，較二零二三年十二月三十一日增加約人民幣7,700萬元。本集團的借貸中，一年內需償還的借款約為人民幣2.031億元，較二零二三年十二月三十一日減少人民幣870萬元。本集團的所有借款均以美元或港幣計值。本集團的所有借款均為固定利率借款。本集團沒有為借款做套期保值。

我們的負債率（借款總額減去現金及現金等價物（「淨借款額」）除以淨借款額和總權益之和），於二零二三年十二月三十一日為338.6%，二零二四年六月三十日為375.4%。

我們的經調整EBITDA比率（借貸總額除以經調整EBITDA）由二零二三年十二月三十一日的4.0增加至二零二四年六月三十日的5.0。

Management Discussion and Analysis

管理層討論及分析

Market risk

Our market risk exposures primarily consist of fluctuations in oil prices and exchange rates.

Oil price risk

Our realized oil prices are determined with reference to oil prices in the international market, unstable and highly volatile international oil prices may have a significant impact on our revenue and profit.

Currency risk

The majority of the Group's China operation sales revenue is in US dollars, while production and other expenses in China are incurred in RMB. As RMB is not a freely convertible currency and is regulated by the PRC Government, limitations on foreign exchange transactions imposed by the PRC Government could cause future exchange rates to vary significantly from current or historical exchange rates.

The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value.

CHARGES ON GROUP ASSETS

As at June 30, 2024, all of the Group's interest under the PSC in China, certain of the bank accounts and shares of certain subsidiaries are pledged to secure the borrowings granted to the Group with the balance of RMB1,614.5 million.

市場風險

我們面臨的市場風險主要包括石油價格及匯率的波動。

原油價格風險

本集團的實現石油價格乃參照國際市場油價釐定，國際原油價格的不穩定及高波動性對本集團的收入及溢利造成顯著影響。

貨幣風險

本集團於中國經營的大部分銷售以美元計值，而於中國的生產及其他支出則以人民幣入賬。由於人民幣並非為自由轉換貨幣，須受中國政府規管，中國政府對外匯交易所設定的限制可能導致未來匯率與當前或歷史匯率相比出現大幅變動。

本集團現時並未從事旨在或在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯變動，以盡量保障本集團的現金價值。

集團資產抵押

於二零二四年六月三十日，本集團以位於中國的產品分成合同權益，若干銀行賬戶和子公司股份作為抵押擔保，以擔保授予本集團的借款餘額為人民幣16.145億元。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES

As at June 30, 2024, the Company had 980 employees, all based in PRC (Mainland China and Hong Kong). There have been no material changes to the information disclosed in the annual report of the Company for the year ended 31 December, 2023 in respect of the remuneration of employees, remuneration policies and staff development.

CONTINGENCIES

The board of directors (the “Board of Directors” or the “Board”) of the Company is not aware of any material contingent liabilities of the Group as at June 30, 2024. Please refer to the details set out in note 23 to the condensed interim consolidated financial information.

僱員

於二零二四年六月三十日，本公司擁有980名僱員，全部位於中國（大陸及香港）。而就僱員薪酬、薪酬政策及員工發展方面的資料與本公司截至二零二三年十二月三十一日止年度報告內所披露的並無重大變動。

或有事項

截至二零二四年六月三十日，本公司董事會（「董事會」）概無知悉任何重大或有事項。欲瞭解更多詳情，請參閱本簡明中期合併財務資料附註23。

Other Information 其他資料

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

As at June 30, 2024, the interests or short positions of the directors of the Company (the "Directors") and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which will have to be notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were detailed as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及／或淡倉

於二零二四年六月三十日，本公司董事（「董事」）及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉（包括根據證券及期貨條例的條文而當作或被視為擁有的權益及淡倉），或根據證券及期貨條例第352條的規定須登記於該條所指的登記冊內的權益或淡倉，或根據載於香港聯合交易所有限公司證券上市規則（「上市規則」）內上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉詳述如下：

Name of Director/Chief Executive 董事／主要行政人員姓名	Name of Corporation 法團名稱	Capacity/ Nature of interest 身份／權益性質	Number of ordinary shares (including options to be exercised) 股份數目（包括可行使購股權）	Approximate total percentage of interest in the corporation 佔法團權益的概約總百分比
Mr. Zhang Ruilin 張瑞霖先生	Our Company 本公司	Interest of controlled corporation (Note 2) 受控制法團權益（附註2）	1,566,108,234 (L)	46.24%
		Interest of controlled corporation (Note 3) 受控制法團權益（附註3）	88,521,234 (S)	2.61%
		Beneficial owner 實益擁有人	7,987,000 (L)	0.24%

Other Information 其他資料

Name of Director/Chief Executive 董事/主要行政人員姓名	Name of Corporation 法團名稱	Capacity/ Nature of interest 身份/權益性質	Number of ordinary shares (including options to be exercised) 股份數目(包括可行使購股權)	Approximate total percentage of interest in the corporation 佔法團權益的概約總百分比
Mr. Zhao Jiangwei 趙江巍先生	Our Company 本公司	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	1,566,108,234 (L)	46.24%
		Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	88,521,234 (S)	2.61%
Mr. Zhang Ruilin 張瑞霖先生	Far East Energy Limited ("FEEL")	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	9,000	10.00%
Mr. Zhao Jiangwei 趙江巍先生	FEEL	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	9,000	10.00%
Mr. Mei Jianping 梅建平先生	Our Company 本公司	Beneficial owner 實益擁有人	1,267,933 (L)	0.03%
Mr. Guo Yanjun 郭燕軍先生	Our Company 本公司	Beneficial owner 實益擁有人	800,000 (L)	0.02%
Mr. Mei Liming 梅黎明先生	Our Company 本公司	Beneficial owner 實益擁有人	15,909,290 (L)	0.46%

Note:

附註：

(1) The letter "L" denotes the person's long position in the shares of the Company. The letter "S" denotes the person's short position in the shares of the Company.

(1) 字母「L」指某位人士於本公司股份中的好倉。字母「S」指某位人士於本公司股份中的淡倉。

Other Information

其他資料

- (2) FEEL is held by Ms. Zhao Jiangbo (“Mrs. Zhang”), Mr. Zhang Ruilin (“Mr. Zhang”) and Mr. Zhao Jiangwei (“Mr. Zhao”) as to 80%, 10% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited (“Champion”), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited (“Orient”), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited (“New Sun”) and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited (“Power”). Each of Champion, Orient, New Sun and Power is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao had entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if an unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang’s and Mr. Zhao’s shares.
- (2) FEEL由趙江波女士(「張夫人」)、張瑞霖先生(「張先生」)及趙江巍先生(「趙先生」)分別擁有80%、10%及10%權益。於二零一三年五月二十四日，FEEL的72,000股股份發行予張夫人，FEEL分別將本公司399,070,000股、399,070,000股、475,000,000股及141,460,000股股份轉讓予Champion International Energy Limited(「Champion」)、Orient International Energy Limited(「Orient」)、New Sun International Energy Limited(「New Sun」)及Power International Energy Limited(「Power」)。Champion、Orient、New Sun及Power均為Sunrise Glory Holdings Limited的全資附屬公司，而Sunrise Glory Holdings Limited則為FEEL的全資附屬公司。張夫人、張先生及趙先生已訂立一致行動協議，據此，彼等同意就需由FEEL股東決定的一切事項一致行動。根據一致行動協議，倘未能達成有關需一致行動事項的一致意見，張先生獲准就其、張夫人及趙先生的股份進行投票表決。

Other Information 其他資料

The long interests which FEEL, Mr. Zhang and Mr. Zhao have in the 1,566,108,234 shares in the Company include (i) the beneficial interests which FEEL has (and in the case of Mr. Zhang and Mr. Zhao, the indirect beneficial interests which they have (through their shareholdings in FEEL)) in the 1,469,600,000 shares in the Company held by FEEL through its subsidiaries, (ii) the put option granted by FEEL, Mr. Zhang and Mr. Zhao, pursuant to a put and call option agreement, over the 88,521,234 shares in the Company held by Mr. Ho Chi Sing through Celestial Energy Limited (“Celestial”), as further described in note (3) below, and (iii) the 7,987,000 shares owned by Mr. Zhang himself.

- (3) The Company was informed on November 8, 2014 that TPG Star Energy Ltd. and Celestial had entered into a sale and purchase agreement pursuant to which Celestial had acquired and TPG Star Energy Ltd. has sold 211,855,234 ordinary shares in the Company.

On November 8, 2014, FEEL, Mr. Zhang, Mr. Zhao, Mrs. Zhang and Celestial entered into a put and call option agreement in relation to certain of shares (the “PCA”), pursuant to which the parties to the PCA have agreed to grant each other certain rights in relation to their shares, and Section 317(1)(a) of the SFO applies. Mr. Ho Chi Sing is the sole shareholder of Celestial.

In particular, Mr. Ho Chi Sing, through his holdings in Celestial, is beneficially interested in 211,855,234 shares in the Company. Pursuant to the abovementioned PCA, Mr. Ho Chi Sing and Celestial have been granted a put option to resell/put 211,855,234 shares to FEEL, Mr. Zhang and Mr. Zhao.

FEEL、張先生及趙先生於本公司1,566,108,234股股份擁有的好倉包括(i) FEEL於其透過其附屬公司所持本公司1,469,600,000股股份中擁有的實益權益(及如為張先生及趙先生,則為彼等透過各自所持FEEL的股權而擁有的間接實益權益)。(ii) FEEL、張先生及趙先生根據認沽及認購期權協議獲授對何志成先生透過 Celestial Energy Limited (「Celestial」)所持本公司88,521,234股股份的認沽期權,進一步描述見下文附註(3),及(iii)張先生本身所擁有的7,987,000股股份。

- (3) 本公司於二零一四年十一月八日獲悉,TPG Star Energy Ltd.與Celestial訂立買賣協議,據此,Celestial同意收購及TPG Star Energy Ltd.同意出售211,855,234股本公司普通股。

於二零一四年十一月八日,FEEL、張先生、趙先生、張夫人及Celestial就若干股份訂立認沽及認購期權協議(「認沽及認購期權協議」),據此,認沽及認購期權協議之訂約方同意互相之間授出彼等股份之若干權利並應用證券及期貨條例第317(1)(a)條規定。何志成先生為Celestial的唯一股東。

尤其值得一提的是,何志成先生通過其在Celestial的持股,持有本公司211,855,234股權益。根據上述認沽及認購期權協議,何志成先生和Celestial持有認沽期權,得向FEEL、張先生和趙先生轉/售出211,855,234股權。

Other Information

其他資料

On January 6, 2017, FEEL, Mr. Zhang, Mr. Zhao, Mrs. Zhang (collectively, the “Controlling Shareholders”) and Celestial entered into a letter agreement in relation to the PCA. The Board was also informed that Great Harmony International Ltd (“Great Harmony”) and Celestial have entered into a sale and purchase agreement pursuant to which Great Harmony has agreed to acquire (or procure its affiliate or other person or company designated by it to acquire) and Celestial has agreed to sell 211,855,234 ordinary shares in the Company.

On January 18, 2017, February 23, 2017 and March 7, 2017, Celestial had ceased to have 53,334,000 shares, 40,000,000 shares and 30,000,000 shares in long and short positions, respectively.

On May 17, 2017, the Controlling Shareholders and Celestial entered into a second letter agreement in relation to the PCA. For further details, please refer to the Company’s announcement dated May 17, 2017.

On November 30, 2017, the Controlling Shareholders and Celestial entered into the supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company’s announcement dated November 30, 2017.

On April 14, 2018, the Controlling Shareholders and Celestial entered into the second supplemental agreement to the Celestial second letter agreement in relation to the PCA. For further details, please refer to the Company’s announcement dated April 15, 2018.

On November 26, 2018, the Controlling Shareholders and Celestial entered into the third supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company’s announcement dated November 26, 2018.

於二零一七年一月六日，FEEL、張先生、趙先生、張夫人(統稱「控股股東」)及Celestial簽訂一份與認沽及認購期權協議相關的協議且董事會獲悉，Great Harmony International Ltd (「Great Harmony」)與Celestial簽訂了購銷協議，據此，Great Harmony同意購買(或確保其附屬公司或指定的其他人或公司購買)，且Celestial同意出售本公司211,855,234股普通股。

Celestial分別於二零一七年一月十八日，二零一七年二月二十三日及二零一七年三月七日，再無擁有53,334,000股、40,000,000股及30,000,000股的好倉及淡倉。

於二零一七年五月十七日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議。詳細信息請參照本公司於二零一七年五月十七日發佈之公告。

於二零一七年十一月三十日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的補充協議。詳細信息請參照本公司於二零一七年十一月三十日發佈之公告。

於二零一八年四月十四日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第二份補充協議。詳細信息請參照本公司於二零一八年四月十五日發佈之公告。

於二零一八年十一月二十六日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第三份補充協議。詳細信息請參照本公司於二零一八年十一月二十六日發佈之公告。

Other Information 其他資料

On May 30, 2019, the Controlling Shareholders and Celestial entered into the fourth supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company's announcement dated May 30, 2019.

On January 15, 2020, the Controlling Shareholders and Celestial entered into the fifth supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company's announcement dated January 15, 2020.

On January 4, 2021, the Controlling Shareholders and Celestial entered into the sixth supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company's announcement dated January 4, 2021.

On February 18, 2022, the Controlling Shareholders and Celestial entered into the seventh supplemental agreement to the second letter agreement in relation to the PCA. For further details, please refer to the Company's announcement dated February 18, 2022.

於二零一九年五月三十日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第四份補充協議。詳細信息請參照本公司於二零一九年五月三十日發佈之公告。

於二零二零年一月十五日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第五份補充協議。詳細信息請參照本公司於二零二零年一月十五日發佈之公告。

於二零二一年一月四日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第六份補充協議。詳細信息請參照本公司於二零二一年一月四日發佈之公告。

於二零二二年二月十八日，控股股東及Celestial簽訂認沽及認購期權協議的第二份相關協議的第七份補充協議。詳細信息請參照本公司於二零二二年二月十八日發佈之公告。

Other Information

其他資料

Save as disclosed above and in the section headed "Share Options", as at June 30, 2024, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she had taken or was deemed to have under such provisions of the SFO) or which were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code; nor had there been any grant or exercise of rights of such interests during the six months ended June 30, 2024.

除上文及「購股權」一節所披露者外，於二零二四年六月三十日，本公司董事或主要行政人員於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、相關股份或債權證中概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的條文而當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條的規定須登記於本公司存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉；截至二零二四年六月三十日六個月期間，亦無授予或行使該等權益之權利。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware of, as at June 30, 2024, the following persons (other than the Directors, chief executive(s) or members of the Group) who had interests and/or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which would be required, pursuant to Section 336 of the SFO, to be entered into the register referred to therein, were as follows:

主要股東於本公司的股份、相關股份中擁有的權益及／或淡倉

就董事所知，於二零二四年六月三十日，下列人士（除董事、主要行政人員或本集團成員公司外）於本公司之股份或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的權益及／或淡倉，或根據證券及期貨條例第336條須登記於該條所指之登記冊內的權益及／或淡倉如下：

Name of interested 權益方名稱	Party Capacity/Nature of interest 身份／權益性質	Total number of shares (including options to be exercised) 股份總數 (包括可行使購股權)	Approximate percentage of interest in our company 佔本公司權益的 概約百分比
Ms. Zhao Jiangbo 趙江波女士	Interest of controlled corporations (Note 2) 受控制法團權益(附註2)	1,566,108,234(L) 88,521,234(S)	46.24% 2.61%
FEEL	Interest of controlled corporations (Note 2) 受控制法團權益(附註2)	1,566,108,234(L) 88,521,234(S)	46.24% 2.61%
Mr. Ho Chi Sing 何志成先生	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	1,566,108,234(L) 88,521,234(S)	46.24% 2.61%
Celestial Energy Limited ("Celestial")	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	1,566,108,234(L) 88,521,234(S)	46.24% 2.61%
Orient Energy Opportunity Investment Limited Partnership Fund ("Orient Energy")	Person having a security interest in Shares (Note 4) 持有股份抵押權益的人士(附註4)	1,472,300,000 (L)	43.47%
OHC Opportunity Investment Limited	Interest of controlled corporation (Note 4) 受控制法團權益(附註4)	1,472,300,000 (L)	43.47%

Other Information

其他資料

Name of interested party 權益方名稱	Party Capacity/Nature of interest 身份／權益性質	Total number of shares (including options to be exercised) 股份總數 (包括可行使購股權)	Approximate percentage of interest in our company 佔本公司權益的 概約百分比
Excel Link Capital Inc.	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000 (L)	43.47%
Billion Capital Shine Inc.	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000(L)	43.47%
China Orient Asset Management (International) Holding Limited 中國東方資產管理(國際)控股有限公司	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000(L)	43.47%
China Orient Asset Management Co., Limited 中國東方資產管理股份有限公司	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000(L)	43.47%
Dong Yin Development (Holdings) Limited 東銀發展(控股)有限公司	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000(L)	43.47%
Wise Leader Assets Ltd.	Interest of controlled corporation (Note 4) 受控制法團權益 (附註4)	1,472,300,000(L)	43.47%
Flying Investments Limited	Beneficial owner 實益擁有人	199,160,000 (L)	5.88%
Ms. Fung Wing Nam Florence 馮穎楠女士	Interest of controlled corporation (Note 5) 受控制法團權益 (附註5)	199,160,000 (L)	5.88%

Notes:

- (1) The letter "L" denotes the person's long position in the shares of the Company. The letter "S" denotes the person's short position in the shares of the Company.
- (2) Please refer to Note (2) on page 30.
- (3) Please refer to Note (3) on page 31.

附註：

- (1) 字母「L」指某位人士於本公司股份中的好倉。字母「S」指某位人士於本公司股份中的淡倉。
- (2) 請參閱第30頁附註(2)。
- (3) 請參閱第31頁附註(3)。

Other Information 其他資料

- (4) Orient Energy has a security interest in the 1,472,300,000 shares of the Company in which OHC Opportunity Investment Limited, Excel Link Capital Inc., Billion Capital Shine Inc., China Orient Asset Management (International) Holding Limited, Wise Leader Assets Ltd., Dong Yin Development (Holdings) Limited and China Orient Asset Management Co., Ltd., were deemed to be interested in by virtue of SFO because:
- OHC Opportunity Investment Limited is the Managing Partner of Orient Energy.
 - Excel Link Capital Inc. is a Limited Partner of Orient Energy.
 - Billion Capital Shine Inc. is a Limited Partner of Orient Energy.
 - Billion Capital Shine Inc. and Excel Link Capital Inc. are both 100% owned by China Orient Asset Management (International) Holding Limited;
 - China Orient Asset Management (International) Holding Limited is 50% owned by Dong Yin Development (Holdings) Limited and 50% owned by Wise Leader Assets Ltd.;
 - Wise Leader Assets Ltd. is 100% owned by Dong Yin Development (Holdings) Limited; and
 - Dong Yin Development (Holdings) Limited is 100% owned by China Orient Asset Management Co., Ltd.
- (5) The interest is held directly by Flying Investments Limited, which is 100% controlled by Ms. Fung Wing Nam Florence.
- (4) Orient Energy 取得本公司 1,472,300,000 股份的保證權益，根據證券及期貨條例，OHC Opportunity Investment Limited, Excel Link Capital Inc., Billion Capital Shine Inc., 中國東方資產管理(國際)控股有限公司、Wise Leader Assets Ltd.、東銀發展(控股)有限公司及中國東方資產管理股份有限公司也同樣擁有該等權益，原因為：
- OHC Opportunity Investment Limited 是 Orient Energy 的管理合夥人。
 - Excel Link Capital Inc. 是 Orient Energy 的有限合夥人。
 - Billion Capital Shine Inc. 是 Orient Energy 的有限合夥人。
 - 中國東方資產管理(國際)控股有限公司擁有 Billion Capital Shine Inc. 及 Excel Link Capital Inc. 100% 股份；
 - 東銀發展(控股)有限公司及 Wise Leader Assets Ltd. 分別擁有中國東方資產管理(國際)控股有限公司 50% 股份；
 - 東銀發展(控股)有限公司擁有 Wise Leader Assets Ltd. 100% 股份；及
 - 中國東方資產管理股份有限公司擁有東銀發展(控股)有限公司 100% 股份。
- (5) 該權益由馮穎楠女士全權控制的 Flying Investments Limited 直接持有。

Other Information 其他資料

Save as disclosed above, as at June 30, 2024, no person (other than the Directors or the chief executive of our Company, whose interests have been disclosed in the above section headed “Directors’ and Chief Executives’ Interests and/or Short Positions in Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation”) had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by our Company pursuant to Section 336 of the SFO.

SHARE OPTIONS

(i) 2021 Share Option Scheme (“2021 Scheme”)

On June 25, 2021, the Board adopted the 2021 Scheme to enable the Company to grant options to selected participants as incentives or rewards for their contributions to our Group. Participants of the 2021 Scheme include any executive director, non-executive director, full time employee or advisers and consultants of the Group as invited by the Board. The 2021 Scheme shall be valid and effective for a period of 10 years commencing from the approval of the 2021 Scheme.

The exercise period of any option granted under the 2021 Scheme must not be more than ten years commencing from the date of grant. The acceptance of an offer of the grant of the option must be made within 28 days from the date of grant with a non-refundable payment of RMB1.00 from the grantee. The exercise price determined by the Board will be at the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the date of grant and (iii) the nominal value of the shares.

除上文所述者外，於二零二四年六月三十日，概無任何人士（除於上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及／或淡倉」一節已披露權益的本公司董事或主要行政人員外）於本公司之股份或相關股份中擁有根據證券及期貨條例第336條登記於本公司存置之登記冊內的權益或淡倉。

購股權

(i) 2021 購股權計劃（「2021 計劃」）

於二零二一年六月二十五日，董事會採用2021計劃，本公司可向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。2021計劃參與者包括董事會邀請的本集團任何執行董事、非執行董事、全職僱員，或顧問及諮詢者。2021計劃將於獲批准起計10年期間有效及生效。

根據2021計劃授出的任何購股權之行使期間不得超過授出日期起計十年。倘接納授出之購股權，承授人必須於授出日期後28天內支付人民幣1.00元之不可退還付款。由董事會釐定之行權價將為下列三者中之較高者：(i)於授出日期在聯交所每日報價表所示的股份收市價；(ii)緊接授出日期前五個交易日在聯交所每日報價表所示的股份平均收市價及(iii)股份面值。

Other Information 其他資料

The share options granted under the 2021 Scheme typically vest over three years on the last day of each year starting from the subsequent year of the grant, subject to the participant continuing to be an employee on each vesting date and other performance evaluation results.

Under the 2021 Scheme, a total of 142,516,803 share options were granted to directors, executives and employees. Details of the share options outstanding as at June 30, 2024 which have been granted under the 2021 Scheme are as follows:

根據2021計劃授出的購股權一般於授出翌年起每年最後一天的三年內歸屬，惟參與者須於各歸屬日期仍為僱員及須受限於其他表現評估結果。

根據2021計劃，合計142,516,803份購股權已授予董事、行政人員及僱員。根據2021計劃已授出但於二零二四年六月三十日尚未行使的購股權詳情如下：

Name	Held at January 1, 2024	Number of options granted during the period	Number of options exercised during the period	Number of options lapsed during the period	Held June 30, 2024	Exercise price (per Share)	Date of grant	Closing price as at June 29, 2021 (per share)	Exercisable period
姓名	於二零二四年一月一日持有	於期內授出之購股權數目	於期內行使之購股權數目	於期內已失效購股權數目	於二零二四年六月三十日持有	行使價(每股)	授權日	於二零二一年六月二十九日收市價格(每股)	可予行使期間
Independent non-executive Director 獨立非執行董事 Mr. Mei Jianping 梅建平先生	1,267,933	-	-	-	1,267,933	HK\$0.044 0.044 港元	June 30, 2021 二零二一年六月三十日	HK\$0.044 0.044 港元	from June 30, 2021 to June 29, 2031 自二零二一年六月三十日至二零三一年六月二十九日
Others 其他	19,690,720	-	-	1,050,000	18,640,720	HK\$0.044 0.044 港元	June 30, 2021 二零二一年六月三十日	HK\$0.044 0.044 港元	from June 30, 2021 to June 29, 2031 自二零二一年六月三十日至二零三一年六月二十九日
Total 總計	20,958,653	-	-	1,050,000	19,908,653				

Other Information

其他資料

(ii) Others

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the 2021 Scheme of the Company to each participant in any 12 month period shall not exceed 1% of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options to be granted under the 2021 Scheme of the Company must not in aggregate exceed 10% of the shares in issue at the date of the 2021 annual general meeting.

As at January 1, 2024 and June 30, 2024, the number of share options available for grant under the 2021 Scheme are 184,425,229 shares. The number of shares that may be issued in respect of share options granted under all schemes of the Company during the six months ended June 30, 2024 divided by the weighted average number of shares in issue during the six months ended June 30, 2024 is 0.59%.

As at the date of this report, the maximum number of shares available for issue under the 2021 Scheme is 184,425,229 shares, representing approximately 5.45% of the issued share capital.

DIVIDEND

The Board has resolved that no interim dividend will be paid for the six months ended June 30, 2024 (six months ended June 30, 2023: Nil).

(ii) 其他

在任何 12 個月期間因行使根據 2021 計劃及本公司任何其他購股權計劃授出之購股權而已發行及可發行予各參與者的股份總數不得超過本公司不時已發行股本的 1%。因行使根據 2021 計劃及本公司任何其他購股權計劃授出之全部購股權而可發行的股份總數合共不得超過二零二一年股東週年大會當天已發行股份的 10%。

於二零二四年一月一日和二零二四年六月三十日，根據 2021 計劃可授予的股票期權數量均為 184,425,229 股。截至二零二四年六月三十日止期間根據公司所有計劃授予的購股權可能發行的股份數量除以截至二零二四年六月三十日止期間已發行的加權平均股份數量為 0.59%。

截至本報告日期，根據 2021 計劃最多可供發行的股份數目為 184,425,229 股，佔已發行股本約 5.45%。

股息

董事會議決不就截至二零二四年六月三十日止六個月期間派發中期股息（截至二零二三年六月三十日止六個月：無）。

Other Information 其他資料

AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters, including reviewing the unaudited interim results and interim report for the six months ended June 30, 2024 of the Company.

The Audit Committee has adopted the terms of reference which are in line with the Corporate Governance Code as contained in Part 2 of Appendix C1 to the Listing Rules. The terms of reference were revised on August 24, 2016 and have been made available on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

BUY-BACK, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended June 30, 2024.

審核委員會

審核委員會已經與管理層共同審閱本集團採用之會計準則及常規，並討論內部監控及財務報告事宜，包括審閱本公司截至二零二四年六月三十日止六個月的未經審核中期業績和中期報告。

審核委員會已採納符合上市規則附錄C1第二部分所載的企業管治守則的職權範圍。職權範圍已於二零一六年八月二十四日修訂，並已載於香港交易及結算有限公司及本公司網站。

回購、出售或贖回本公司上市證券

截止二零二四年六月三十日，本公司及子公司均無回購，出售或贖回本公司上市證券。

Other Information

其他資料

CORPORATE GOVERNANCE CODE

The Company has complied with the principles and code provisions as set out in the Corporate Governance Code as contained in Part 2 of Appendix C1 to the Listing Rules throughout the period from January 1, 2024 to June 30, 2024.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules and applied the same to the Directors and the employees who are likely to be in possession of unpublished inside information of the Company.

Specific enquiry has been made of all the Directors and all the Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended June 30, 2024. In addition, no incident of non-compliance of the Model Code by the employees was noted by the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board of Directors has been, at all times, in compliance with (i) Rule 3.10(1) of the Listing Rules, which requires a company to maintain at least three independent non-executive Directors on the Board; (ii) Rule 3.10(2) of the Listing Rules, which requires one of those independent non-executive Directors to have appropriate professional qualifications or accounting or relevant financial management expertise; and (iii) Rule 3.10A of the Listing Rules, which requires the company to appoint independent non-executive Directors representing at least one-third of the Board.

企業管治守則

本公司已採納企業管治守則的原則及守則條文。本公司已於二零二四年一月一日至二零二四年六月三十日期間遵守上市規則附錄C1第二部分所載的企業管治守則的原則及守則條文。

證券交易的標準守則

本公司已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則，並將其應用於可能擁有未刊發之本公司內幕消息之董事及僱員。

經向全體董事作出具體查詢後，董事已確認彼等於截至二零二四年六月三十日止六個月期間一直遵守標準守則。此外，本公司概無知悉任何僱員不遵守標準守則。

獨立非執行董事

董事會在任何時間均已遵守：(i)上市規則第3.10(1)條，其規定公司的董事會須至少有三名獨立非執行董事；(ii)上市規則3.10(2)條，其規定其中一名獨立非執行董事須具備會計或相關財務管理的專門知識；(iii)上市規則第3.10A條，其規定獨立非執行董事須最少佔董事會三分之一人數。

Condensed Interim Consolidated Statement of Financial Position

簡明中期合併財務狀況表

		As at June 30, 於 6 月 30 日	As at December 31, 於 12 月 31 日
		2024	2023
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
ASSETS	資產	Notes	附註
Non-current assets	非流動資產		
Property, plant and equipment	不動產、工廠及設備	7	1,196,445
Intangible assets	無形資產	7	28,971
Right-of-use assets	使用權資產		7,079
Financial assets at fair value through other comprehensive income ("FVOCI")	以公允價值計量且其變動計入其他綜合收益的金融資產	5	13,623
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	8	1,406
Restricted cash	受限制現金		138,540
Total non-current assets	非流動資產總額		1,386,064
Current assets	流動資產		
Inventories	存貨		30,157
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	8	41,397
Trade receivables	應收賬款	9	80,903
Restricted cash	受限制現金		2,526
Cash and cash equivalents	現金及現金等價物		76,086
Total current assets	流動資產總額		231,069
Total assets	資產總額		1,617,133

Condensed Interim Consolidated Statement of Financial Position (Continued)

簡明中期合併財務狀況表(續)

			As at June 30, 於 6 月 30 日 2024	As at December 31, 於 12 月 31 日 2023
		Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
EQUITY	權益			
Equity attributable to owners of the Company	歸屬於本公司所有者的權益			
Share capital and share premium	股本及股本溢價	11	1,108,175	1,108,175
Reserves	儲備		(3,135,629)	(3,010,674)
Total shareholders' deficit	股東虧損總額		(2,027,454)	(1,902,499)
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	15	2,636,609	2,550,953
Lease liabilities	租賃負債		2,934	3,398
Deferred income tax liabilities	遞延所得稅負債		153,925	175,933
Trade payables	應付帳款	13	59,058	37,892
Provisions, accruals and other payables	準備、預提及其他應付款	14	250,358	229,429
Total non-current liabilities	非流動負債總額		3,102,884	2,997,605

Condensed Interim Consolidated Statement of Financial Position (Continued)

簡明中期合併財務狀況表 (續)

		As at June 30, 於 6 月 30 日	As at December 31, 於 12 月 31 日
		2024	2023
		RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
	Notes 附註		
Current liabilities	流動負債		
Trade payables	應付賬款	13 145,493	228,294
Provisions, accruals and other payables	準備、預提及其他應付款	14 147,826	150,284
Lease liabilities	租賃負債	4,429	4,564
Current income tax liabilities	當期所得稅負債	40,885	36,283
Borrowings	借款	15 203,070	211,795
Total current liabilities	流動負債總額	541,703	631,220
Total liabilities	負債總額	3,644,587	3,628,825
Total shareholders' deficit and liabilities	股東虧損及負債總額	1,617,133	1,726,326
Net current liabilities	淨流動負債	310,634	421,786
Total assets less current liabilities	資產總額減去流動負債	1,075,430	1,095,106

The accompanying notes on pages 51 to 108 are an integral part of this condensed interim consolidated financial information.

後附第 51 頁至第 108 頁之附註為本簡明中期合併財務資料的整體部分。

Condensed Interim Consolidated Statement of Comprehensive Income

簡明中期合併綜合收益表

		Six months ended June 30, 截至6月30日止6個月		
		2024	2023	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
	Notes 附註			
Revenue from contracts with customers	客戶合同收入	6	461,288	511,829
Depreciation, depletion and amortization	折舊、折耗及攤銷		(173,041)	(183,043)
Taxes other than income taxes	稅項(所得稅除外)	16	(24,949)	(19,654)
Employee benefit expenses	員工薪酬成本		(46,177)	(47,251)
Purchases, services and other direct costs	採購、服務及其他直接成本		(110,811)	(106,293)
Other gains/(losses), net	其他利得/(損失)·淨額	17	7,301	15,415
Interest income	利息收入		85	88
Finance costs	財務費用	18	(193,884)	(192,385)
Loss before income tax	除所得稅前虧損		(80,188)	(21,294)
Income tax expense	所得稅費用	19	(29,902)	(39,214)
Loss attributable to owners of the Company for the period	歸屬於本公司所有者的本期虧損		(110,090)	(60,508)

Condensed Interim Consolidated Statement of Comprehensive Income (Continued)

簡明中期合併綜合收益表 (續)

		Six months ended June 30, 截至 6 月 30 日止 6 個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other comprehensive income, net of tax:	稅後其他綜合收益：		
<i>Item that may be reclassified to profit or loss:</i>	其後可能會重分類至損益的項目：		
Exchange differences arising on translation of foreign operations	換算境外業務產生的匯兌差額	(8,438)	(44,824)
<i>Items that will not be reclassified to profit or loss:</i>	其後不會重分類至損益的項目：		
Exchange differences arising on translation of presentation currency	換算呈列貨幣產生的匯兌差額	(6,427)	(33,677)
Other comprehensive income for the period, net of tax	稅後本期其他綜合收益	(14,865)	(78,501)
Total comprehensive income attributable to the owners of the Company for the period	歸屬於本公司所有者的本期綜合收益總額	(124,955)	(139,009)
Loss per share for loss attributable to ordinary shareholders of the Company (expressed in RMB per share)	本公司普通股股東應佔虧損的每股虧損 (每股人民幣)		
— Basic	— 基本	21 (0.03)	(0.02)
— Diluted	— 稀釋	21 (0.03)	(0.02)

The accompanying notes on pages 51 to 108 are an integral part of this condensed interim consolidated financial information.

後附第 51 頁至第 108 頁之附註為本簡明中期合併財務資料的整體部分。

Condensed Interim Consolidated Statement of Changes in Equity

簡明中期合併權益變動表

		Attributable to owners of the Company 歸屬於本公司所有者				
		Share capital	Share premium	Other reserves (Note 12) 其他儲備 (附註12)	Accumulated losses	Total equity
		普通股 RMB'000 人民幣千元	股本溢價 RMB'000 人民幣千元	(附註12) RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
As at January 1, 2024	於2024年1月1日	22,555	1,085,620	213,073	(3,223,747)	(1,902,499)
Loss for the period	本期虧損	-	-	-	(110,090)	(110,090)
Other comprehensive income:	其他綜合收益：					
— Exchange differences	— 匯兌差額	-	-	(14,865)	-	(14,865)
Total comprehensive income for the period	本期綜合收益	-	-	(14,865)	(110,090)	(124,955)
As at June 30, 2024 (Unaudited)	於2024年6月30日 (未經審核)	22,555	1,085,620	198,208	(3,333,837)	(2,027,454)
As at January 1, 2023	於2023年1月1日	22,555	1,085,620	237,818	(3,066,217)	(1,720,224)
Loss for the period	本期虧損	-	-	-	(60,508)	(60,508)
Other comprehensive income:	其他綜合收益：					
— Exchange differences	— 匯兌差額	-	-	(78,501)	-	(78,501)
Total comprehensive income for the period	本期綜合收益	-	-	(78,501)	(60,508)	(139,009)
As at June 30, 2023 (Unaudited)	於2023年6月30日 (未經審核)	22,555	1,085,620	159,317	(3,126,725)	(1,859,233)

The accompanying notes on pages 51 to 108 are an integral part of this condensed interim consolidated financial information.

後附第51頁至第108頁之附註為本簡明中期合併財務資料的整體部分。

Condensed Interim Consolidated Statement of Cash Flows

簡明中期合併現金流量表

		Six months ended June 30, 截至 6 月 30 日止 6 個月	
		2024	2023
	Note 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動的現金流量		
Cash generated from operations	經營活動產生的現金	22	303,073
Income tax paid	已付所得稅		(47,307)
			334,705
			(91,582)
Net cash generated from operating activities	經營活動產生的現金淨額		255,766
			243,123
Cash flows from investing activities	投資活動的現金流量		
Interest received	收到利息		85
Purchase of property, plant and equipment	購買不動產、工廠及設備		(117,094)
Movement of restricted bank deposits	受限制銀行存款的變動		(16,273)
			(173,970)
			(15,769)
Net cash used in investing activities	投資活動使用的現金淨額		(133,282)
			(189,651)
Cash flows from financing activities	融資活動的現金流量		
Repayments of secured borrowings	償還抵押借款		(101,557)
Repayments of the 2024 Senior Notes	償還 2024 優先票據		(5,345)
Principal paid on lease liabilities	支付租賃負債相關的本金		(2,275)
Interest paid on lease liabilities	支付租賃負債相關的利息		(466)
			(111,892)
			(5,889)
			(2,200)
			(314)
Net cash used in financing activities	融資活動使用的現金淨額		(109,643)
			(120,295)

Condensed Interim Consolidated Statement of Cash Flows (Continued)

簡明中期合併現金流量表(續)

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物的增加/(減少)淨額	12,841	(66,823)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	62,905	120,342
Exchange gains on cash and cash equivalents	現金及現金等價物的匯兌收益	340	2,090
Cash and cash equivalents at end of period	期末現金及現金等價物	76,086	55,609

The accompanying notes on pages 51 to 108 are an integral part of this condensed interim consolidated financial information.

後附第51頁至第108頁之附註為本簡明中期合併財務資料的整體部分。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

1. GENERAL INFORMATION

MIE Holdings Corporation (the “Company”) is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company and its subsidiaries (together, the “Group”) are principally engaged in the exploration, development, production and sale of crude oil in the People’s Republic of China (the “PRC”) under production sharing contracts (the “PSCs”).

On February 24, 2023, the Group obtained approval from the CNPC to extend the expiry date of the Daan PSC from December 31, 2024 to February 29, 2028.

As at June 30, 2024, the Company is indirectly controlled by FEEL, which owns 43.39% of the Company’s shares and is also the ultimate holding company of the Group. FEEL is a limited liability company incorporated in Hong Kong and its ultimate beneficial owners are Mr. Zhang Ruilin, Mr. Zhao Jiangwei and Ms. Zhao Jiangbo (“Mrs. Zhang”, Mr. Zhang Ruilin’s spouse). The controlling shareholder of the ultimate holding company is Mr. Zhang Ruilin.

The Company’s shares have been listed on the Main Board of the Stock Exchange since December 14, 2010.

1. 一般資料

MI能源控股有限公司(以下簡稱「本公司」)是一家於開曼群島註冊成立的有限公司。註冊地址為Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands。本公司及其子公司(統稱「本集團」)主要在中國按照產品分成合同,從事勘探、開發、生產及銷售原油。

於2023年2月24日,本集團從中石油集團獲得批准,將大安產品分成合同的到期日從2024年12月31日延長至2028年2月29日。

截至2024年6月30日止,本公司受FEEL間接控制,FEEL擁有本公司股本的43.39%,並且是本集團的最終控股公司。FEEL為一家在香港註冊的有限責任公司,其最終受益方為張瑞霖先生、趙江巍先生及趙江波女士(張瑞霖先生之配偶,以下簡稱「張夫人」)。最終控股公司的控股股東為張瑞霖先生。

本公司的股份自2010年12月14日起在聯交所主板上市。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

1. GENERAL INFORMATION (Continued)

Unless otherwise stated, the condensed interim consolidated financial information is presented in Renminbi (“RMB”). The condensed interim consolidated financial information has been approved and authorized for issue by the board of directors of the Company (the “Board of Directors”) on August 8, 2024.

This condensed interim consolidated financial information has been reviewed by the Audit Committee of the Company but has not been reviewed or audited by the Company’s auditor.

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS ACCOUNTING STANDARDS”)

Except for the adoption of new and amended standards as set out below, the accounting policies applied in the preparation of this unaudited condensed interim consolidated financial information are consistent with those used in the preparation of the annual financial statements for the year ended December 31, 2023.

1. 一般資料(續)

除非另有說明，本簡明中期合併財務資料以人民幣列報。本簡明中期合併財務資料已經由本公司董事會（「董事會」）於2024年8月8日批准和授權刊發。

本簡明中期合併財務資料由本公司審核委員會審閱但尚未經本公司的審計師審閱或審核。

2. 採用國際財務報告準則（「國際財務報告會計準則」）

編製本簡明中期合併財務資料（未經審核）所採用之會計政策與截至2023年12月31日止年度之年度財務報表所採用的會計政策一致，惟採納下列所載之新訂及經修訂準則除外。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS ACCOUNTING STANDARDS”) (Continued)

New and amended standards adopted by the Group

The following amended standards became applicable for the current reporting period:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The directors of the Company (the “Directors”) anticipate that the application of other new or amended IFRS Accounting Standards will have no material impact on the condensed interim consolidated financial information.

2. 採用國際財務報告準則(「國際財務報告會計準則」)(續)

本集團採用的新訂及經修訂準則

本報告期內，一些新增及修訂準則已開始適用：

國際財務報告準則第16號的修訂本	售後回租中的租賃負債
國際會計準則第1號的修訂本	負債分類為流動或非流動負債及附有契約的非流動負債
國際會計準則第7號及國際財務報告準則第7號的修訂本	供應商融資安排

本公司董事(「董事」)預期應用該新訂或經修訂的國際財務報告會計準則不會對本簡明中期合併財務資料產生重大影響。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION

This condensed interim consolidated financial information for the six months ended June 30, 2024 has been prepared in accordance with International Accounting Standards (“IASs”) 34 “Interim Financial Reporting”.

The condensed interim consolidated financial information does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual financial report for the year ended December 31, 2023 and any public announcements made by the Company during the interim reporting period.

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with all International Financial Reporting Standards, International Accounting Standards and Interpretations (hereinafter collectively referred to as the “IFRS Accounting Standards”) issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of the Listing Rules on the Stock Exchange.

3. 編製基礎

截至2024年6月30日止6個月期間的簡明中期合併財務資料已根據國際會計準則第34號「中期財務報告」編製。

本簡明中期合併財務資料不包括年度財務報告中通常包含的所有類型附註。因此，本報告應與截至2023年12月31日止年度的年度財務報告及本公司在中期報告期間發佈的公告一起閱讀。

3.1 合規聲明

合併財務報表是根據國際會計準則委員會發佈的所有國際財務報告準則、國際會計準則和解釋（以下統稱「國際財務報告會計準則」）以及香港公司條例的披露要求編製的。合併財務報表亦符合聯交所上市規則中適用的披露條文。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION (Continued)

3.2 Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair values as explained in the accounting policies set out below and assets held for sale that are measured at the lower of carrying amount and fair value less costs to sell.

The preparation of consolidated financial statements in accordance with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of the Group.

3. 編製基礎(續)

3.2 計量依據

合併財務報表按照歷史成本法編製，惟以下會計政策中解釋的若干以公允價值計量的金融工具和以賬面價值和公允價值減銷售成本兩者中的較低者計量的持有待售資產除外。

編製符合國際財務報告會計準則的合併財務報表需要使用特定關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION (Continued)

3.3 Going concern assumption

In recent years, the Group's performance was significantly affected by the high borrowing costs associated with general funding and re-financing activities and the volatility of the price of crude oil. During the period of six months ended June 30, 2024, the Group incurred a loss of RMB110.1 million. As at June 30, 2024, the Group's current liabilities exceeded its current assets by RMB310.6 million and there was a deficit on the shareholders' fund of RMB2,027.5 million. As at the same date, the Group had total borrowings of RMB2,839.7 million and cash and cash equivalents of RMB76.1 million only.

For the purpose of assessing the appropriateness of the use of the going concern basis for the preparation of the consolidated financial statements, the management has prepared a cash flow forecast up to December 31, 2025 ("Forecast"). When preparing the Forecast, management has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern, and has taken the following measures to mitigate the liquidity pressure and to improve its cash flows:

3. 編製基礎(續)

3.3 持續經營假設

近年來，本集團的業績受到一般性融資及再融資目的所發生的借款成本較高以及石油商品價格波動的顯著影響。截至2024年6月30日止6個月期間，本集團淨虧損為人民幣110.1百萬元。截至2024年6月30日，本集團流動負債超出流動資產為人民幣310.6百萬元，股東累計虧損為人民幣2,027.5百萬元。於同日，本集團借款總額為人民幣2,839.7百萬元，及只有人民幣76.1百萬元現金及現金等價物。

為評估使用持續經營基礎編製合併財務報表的適當性，管理層編製了截至2025年12月31日的現金流量預測（「預測」）。在編製預測時，管理層在評估本集團是否有充足的財務資源以持續經營時，已審慎考慮本集團未來流動資金、業績以及其可獲得的融資來源，並已採取若干措施以減輕流動資金的壓力並改善其現金流量：

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION (Continued)

3.3 Going concern assumption (Continued)

- (a) the Group will continue drilling new wells to maintain the production for generating sufficient operating cashflows; and
- (b) the Group will continue to seek alternative financing, to the extent that is permitted under the New Finance Documents (as defined in Note 15(a)), to finance the settlement of its existing financing obligations and future operating and capital expenditures.

The Directors have reviewed the Forecast prepared by management and are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations when they fall due within the forecast period. Accordingly, the Directors are satisfied that it is appropriate to prepare the condensed interim consolidated financial information on a going concern basis.

3. 編製基礎(續)

3.3 持續經營假設(續)

- (a) 本集團將繼續鑽探新井以產生足夠的經營現金流維持生產；及
- (b) 本集團將繼續在新融資文件(定義見附註15(a))允許的範圍內尋求替代融資，以償還其現有融資義務以及未來的運營和資本支出。

董事已審閱管理層編製的預測並且認為考慮到上述計劃措施，本集團將擁有充足的營運資金以滿足經營所需，並在預測期內到期時履行其財務義務。因此，董事相信，以持續經營為基礎編製本簡明中期合併財務資料屬恰當。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION (Continued)

3.3 Going concern assumption (Continued)

However, there are inherent uncertainties associated with the future outcomes of the above measures and these indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Whether the Group will be able to continue as a going concern will depend upon the following:

- (i) the actual crude oil prices throughout the forecast period being in line with the projected levels included in the cashflow projections; and
- (ii) the Group's ability to generate operating cash flows and to obtain additional sources of financing, to the extent that is permitted under the New Finance Documents, to finance the Group's oil exploration and production business, including capital expenditures need to drill new wells, as well as other funding needs.

3. 編製基礎(續)

3.3 持續經營假設(續)

然而，上述措施的未來結果存在固有的不確定性，這些重大不確定性可能會對本集團持續經營的能力產生重大懷疑。本集團是否能夠保持持續經營將取決於以下條件：

- (i) 整個預測期內的實際原油價格與現金流預測中的預測水平保持一致；及
- (ii) 在新融資文件允許的範圍內，本集團有能力產生經營現金流和獲得額外融資來源，以滿足本集團包括完成新井所需投資在內的石油勘探及生產業務的資金需求以及其他融資需求。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

3. BASIS OF PREPARATION (Continued)

3.3 Going concern assumption (Continued)

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in the condensed interim consolidated financial information.

3. 編製基礎(續)

3.3 持續經營假設(續)

倘本集團未能實現上述計劃及措施，則可能無法在持續經營的基礎上繼續運營，並須作出調整以將本集團的資產賬面價值調整至其可收回金額，計提可能進一步產生的負債撥備，同時將非流動資產及非流動負債重新分類為流動資產和流動負債。該等調整的影響尚未反映於本簡明中期合併財務資料中。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

4. ESTIMATE

The preparation of interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In determining the fair value of the new secured borrowings and the 2024 Senior Notes, considerable judgment is required to interpret market data, such as crude oil prices and discount rates, used in the valuation techniques. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The other significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended December 31, 2023.

4. 估計

編製中期財務資料要求管理層對影響會計政策的應用和所報告資產和負債以及收支的數額作出判斷、估計和假設。實際結果或會與此等估計不同。

於釐定新抵押借款和2024優先票據的公允價值時，須作出大量的判斷，以分析估值技術中使用的市場數據，如原油價格和折現率。使用不同的市場假設及/或估計方法可能對估計公允價值金額造成重大影響。

管理層應用本集團會計政策作出的其他重大判斷和估計不確定性的關鍵來源，與截至2023年12月31日止年度合併財務報表所應用的相同。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk, crude oil price risk), credit risk and liquidity risk.

The condensed interim consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at December 31, 2023.

There are no changes in the risk management department or in any risk management policies since the year-end.

5.2 Liquidity risk factors

Management aims to maintain sufficient cash to meet funding requirement for operations and monitors rolling forecasts of the Group's cash on the basis of expected cash flow.

The Directors closely monitor the Group's cash flow projections, which cover a period of not less than twelve months from June 30, 2024, to enable it to meet its liabilities and obligations.

5. 財務風險管理

5.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險（包括外匯風險、公允價值利率風險、原油價格風險）、信用風險及流動性風險。

本簡明中期合併財務資料並未包括年度財務報表規定的所有財務風險管理信息和披露，此中期財務資料應與本集團截至2023年12月31日止年度的年度財務報表一併閱讀。

自年底以來，風險管理部門及風險管理政策並無任何變動。

5.2 流動風險因素

管理層致力維持充裕現金以應付營運需要的資金並根據預期現金流量，監控本集團的現金滾動預測。

本公司董事密切監控對本集團的現金流預測，其涵蓋2024年6月30日起不少於12個月的期間，以使其能夠履行其負債和義務。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation

(i) Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

5. 財務風險管理(續)

5.3 公允價值估計

(i) 公允價值層級

下表利用估值法分析按公允價值入賬的金融工具。不同層級的定義如下：

第一層級：相同資產或負債在活躍市場的報價(未經調整)。

第二層級：除了第一層級所包括的報價外，該資產和負債的可觀察的其他輸入值，可為直接(即例如價格)或間接(即源自價格)。

第三層級：資產和負債並非依據可觀察市場數據的輸入值(即非可觀察輸入)。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5. 財務風險管理 (續)

5.3 Fair value estimation (Continued)

5.3 公允價值估計 (續)

(i) Fair value hierarchy (Continued)

(i) 公允價值層級 (續)

The following table presents the Group's financial assets and financial liabilities that are measured at fair value.

下表呈列本集團以公允價值計量的金融資產及金融負債。

		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at June 30, 2024 (Unaudited)	於2024年6月30日(未經審核)				
Financial assets	金融資產				
Financial assets at FVOCI	以公允價值計量且其變動計入其他綜合收益的金融資產				
— Equity investments	— 權益投資	-	-	13,623	13,623
Financial liabilities	金融負債				
Financial liabilities at fair value through profit or loss ("FVTPL")	以公允價值計量且其變動計入當期損益的金融負債				
— Derivative component of secured borrowings	— 抵押借款的衍生部分	-	-	18,423	18,423
— Derivative component of the 2024 Senior Notes	— 2024 優先票據的衍生部分	-	-	3,100	3,100
		-	-	21,523	21,523
As at December 31, 2023 (Audited)	於2023年12月31日(經審核)				
Financial assets	金融資產				
Financial assets at FVOCI	以公允價值計量且其變動計入其他綜合收益的金融資產				
— Equity investments	— 權益投資	-	-	13,539	13,539
Financial liabilities	金融負債				
Financial liabilities at FVTPL	以公允價值計量且其變動計入當期損益的金融負債				
— Derivative component of secured borrowings	— 抵押借款的衍生部分	-	-	23,005	23,005
— Derivative component of the 2024 Senior Notes	— 2024 優先票據的衍生部分	-	-	3,803	3,803
		-	-	26,808	26,808

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(i) Fair value hierarchy (Continued)

There were no transfers between level 1, level 2 and level 3 during the period.

- (a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

5. 財務風險管理(續)

5.3 公允價值估計(續)

(i) 公允價值層級(續)

本期無第一層級，第二層級以及第三層級間的轉換。

- (a) 在第一層級內的金融工具

在活躍市場中交易的金融工具的報告期末的公允價值皆源於市場報價。倘市場報價易於定期從交易所、經銷商、經紀人、行業協會、定價服務機構或監管機構獲得，則該價格代表按市場規律實際發生的市場交易，則該市場視為活躍市場。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(i) Fair value hierarchy (Continued)

- (b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

5. 財務風險管理 (續)

5.3 公允價值估計 (續)

(i) 公允價值層級 (續)

- (b) 在第二層級內的金
融工具

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術盡量利用可觀察市場數據(如有),盡量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據,則該金融工具歸屬於第二層級。如一項或多項重大輸入並非根據可觀察市場數據,則該金融工具歸屬於第三層級。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(i) Fair value hierarchy (Continued)

- (c) Financial instruments in level 3

With respect to the level 3 fair value measurement for the Group's financial assets at fair value that are unlisted equity investments with no active market exists, the Group benchmark to the market price of certain comparable listed companies within the same or similar operation/industry and apply certain adjustments/discount for non-marketability.

With respect to the level 3 fair value measurement for the Group's financial liabilities at fair value, the Group measured with discounted cash flow method by significant unobservable inputs.

5. 財務風險管理(續)

5.3 公允價值估計(續)

(i) 公允價值層級(續)

- (c) 在第三層級內的金
融工具

對於本集團以公允價值計量的金融資產中以第三層級公允價值確認其公允價值的部分，因其為非上市的權益投資，無活躍市場存在，本集團會對標若干相同或相似的行業／運營模式的可比上市公司的市價，並因其無市場可交易性作出特定調整／折讓。

對於本集團以公允價值計量的金融負債中以第三層級公允價值確認其公允價值的部分，本集團使用重大非可觀察輸入參數以現金流折現法釐定。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine fair values

Specific valuation techniques used to value financial instruments include:

- market approach is used to determine the fair value of the equity investment in common shares of unlisted company accounted at FVOCI.
- discounted cash flow method is used to determine the fair value of the financial liabilities accounted at FVTPL.

Financial assets valuation process

During the period of six months ended June 30, 2024, there were no significant changes in main level 3 inputs relation to the equity investment at FVOCI.

5. 財務風險管理(續)

5.3 公允價值估計(續)

(ii) 用以評估公允價值的估 值技術

用以估值金融工具的特
定估值技術包括：

- 以市場法模型用於決定以公允價值計量且其變動計入其他綜合收益的對非上市公司普通股權益投資的公允價值。
- 現金流折現法用來決定以公允價值計量且其變動計入當期損益的金融負債的公允價值。

金融資產估值過程

截至2024年6月30日止
6個月期間，不存在與以
公允價值計量且其變動
計入其他綜合收益的權
益投資相關的主要第三
層輸入參數的重大改變。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine fair values (Continued)

Financial liabilities valuation process

As of June 30, 2024 and 2023, the Group evaluated on the financial liabilities at FVTPL accounted for as level 3 fair values performed for financial reporting purposes.

The main level 3 inputs used by the Group are derived and evaluated as follows:

5. 財務風險管理(續)

5.3 公允價值估計(續)

(ii) 用以評估公允價值的估值技術(續)

金融負債估值過程

於2024年6月30日及2023年6月30日，本集團對作為第三層級公允價值核算的以公允價值計量且其變動計入當期損益的金融負債進行評估，以作財務報告用途。

本集團使用的主要第三層級輸入數據來源和評估如下所示：

Derivative component 衍生部分	Valuation techniques 估值技術	Significant unobservable inputs* 非可觀察的重要輸入參數*	Range of inputs as at June 30, 2024 2024年6月30日參數區間	Range of inputs as at June 30, 2023 2023年6月30日參數區間
Secured borrowings 抵押借款	Discounted cash flow method 現金流折現法	Crude oil prices (US\$/bbl) 原油價格(美元/桶)	70.7-81.8	69.0-77.4
		Discount rate 折現率	13.86%-14.86%	12.92%-13.92%
2024 Senior Notes 2024優先票據	Discounted cash flow method 現金流折現法	Crude oil prices (US\$/bbl) 原油價格(美元/桶)	70.7-81.8	69.0-77.4
		Discount rate 折現率	14.86%	13.92%

* There were no significant inter-relationships between unobservable inputs that materially affect fair values.

* 非可觀察參數之間並無重大的關聯關係而足以對公允價值產生重大影響。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine fair values (Continued)

Financial liabilities valuation process
(Continued)

The fair value of derivative components of the secured borrowings and the 2024 Senior Notes is determined using discounted cash flow method and the significant unobservable inputs used in the fair value measurement are crude oil prices and discount rates. As at June 30, 2024, it is estimated that with all other variables held constant, an increase/decrease in crude oil prices by 5% would have decreased/increased the Group's changes in fair value of the financial liabilities at FVTPL which was included in other gains/(losses), net by US\$0.5 million/US\$0.6 million (As at June 30, 2023: US\$0.7 million/US\$0.7 million) respectively. As at June 30, 2024, it is estimated that with all other variables held constant, the discount rates increased/decreased by 1% would have decreased/increased the Group's changes in fair value of the financial liabilities at FVTPL which was included in other gains by US\$0.5 million/US\$0.6 million (As at June 30, 2023: US\$1.0 million/US\$1.0 million) respectively.

5. 財務風險管理(續)

5.3 公允價值估計(續)

(ii) 用以評估公允價值的估 值技術(續)

金融負債估值過程(續)

抵押借款和2024優先票據的衍生部分的公允價值乃使用現金流折現法釐定，公允價值計量所使用的重大不可觀察輸入參數為原油價格和折現率。於2024年6月30日，如所有其他變量維持不變，倘原油價格提升/下跌5%，本集團計入其他利得/(損失)，淨額的以公允價值計量且其變動計入當期損益的金融負債的公允價值變動估計將分別減少/增加0.5百萬美元/0.6百萬美元(於2023年6月30日：0.7百萬美元/0.7百萬美元)。於2024年6月30日，如所有其他變量維持不變，倘折現率增加/減少1個百分點，本集團計入其他利得的以公允價值計量且其變動計入當期損益的金融負債的公允價值變動估計將分別減少/增加0.5百萬美元/0.6百萬美元(於2023年6月30日：1.0百萬美元/1.0百萬美元)。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine fair values (Continued)

Financial liabilities valuation process (Continued)

The movement on the balance of financial liabilities fair value measurements is as follows:

5. 財務風險管理(續)

5.3 公允價值估計(續)

(ii) 用以評估公允價值的估值技術(續)

金融負債估值過程(續)

金融負債公允價值餘額的變動如下：

		2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 RMB'000 人民幣千元 (Unaudited) (未經審核)
Derivative component of secured borrowings:	抵押借款的衍生部分：		
As at January 1	於1月1日	23,005	36,808
Changes in fair value recognized in profit or loss during the period	本期間於損益確認的公允價值變動	(4,712)	(11,590)
Exchange differences	匯兌差額	130	954
As at June 30 (Unaudited)	於6月30日 (未經審核)	<u>18,423</u>	<u>26,172</u>
Derivative component of the 2024 Senior Notes:	2024 優先票據的衍生部分：		
As at January 1	於1月1日	3,803	7,069
Changes in fair value recognized in profit or loss during the period	本期間於損益確認的公允價值變動	(725)	(2,167)
Exchange differences	匯兌差額	22	185
As at June 30 (Unaudited)	於6月30日 (未經審核)	<u>3,100</u>	<u>5,087</u>

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Continued)

5.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine fair values (Continued)

Financial liabilities valuation process
(Continued)

The change in the fair value resulting from the measurements of the derivative components of the secured borrowings and the 2024 Senior Notes are recognized in other gains/(losses), net in the consolidated statement of comprehensive income.

The carrying amounts of the Group's financial instruments measured at amortized costs were not materially different from their fair values as at June 30, 2024, except for the secured borrowings and the 2024 Senior Notes mentioned above.

5. 財務風險管理(續)

5.3 公允價值估計(續)

(ii) 用以評估公允價值的估 值技術(續)

金融負債估值過程(續)

計量抵押借款的衍生部分及2024優先票據的衍生部分所產生的公允價值變動於合併綜合收益表的其他利得/(損失)淨額中確認。

除上述抵押借款及2024優先票據外，本集團於2024年6月30日以攤餘成本計量的金融工具的賬面金額與其公允價值並無重大差異。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

6. SEGMENT INFORMATION

(a) Description of segment

The chief operating decision-maker (the "CODM") has been identified as the executive directors and chief executive of the Company who review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The CODM considers the business performance of the Group from a geographic perspective. There is only one segment which is principally engaged in exploration, development, production and sale of oil under PSCs in the PRC.

(b) Revenue from contracts with customers

6. 分部信息

(a) 分部描述

主要營運決策者(「CODM」)為本公司的執行董事及總裁，負責審閱本集團的內部報告以評估表現和分配資源。CODM已根據該等報告確定經營分部。

CODM從地域的角度考慮了本集團的業績表現。本集團僅有一個分部，其主要在中國按照產品分成合同從事勘探、開發、生產及銷售石油。

(b) 客戶合同收入

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Entity-wide information	企業層面信息		
<u>Analysis of revenue by category</u>	<u>收入按類別分析</u>		
Timing of revenue recognition	收入確認時間		
At a point in time	在某一時點		
— Sale of crude oil and gas	— 銷售原油及天然氣	461,231	511,152
Transferred over time	於某一時段內		
— Provision of services	— 提供服務	57	677
		461,288	511,829

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

6. SEGMENT INFORMATION (Continued)

(b) Revenue from contracts with customers (Continued)

For the period of six months ended June 30, 2024 and 2023, total revenue from crude oil and gas sales in the PRC are derived solely from PetroChina Company Limited (the "PetroChina"). Crude oil and gas sales revenues from PetroChina accounted for 99.99% of the Group's total revenue (For the period of six months ended June 30, 2023: 99.86%).

For the contracts from consultation services that have an original expected duration of one year or less, as permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

(c) Geographical information

All of the Group's revenue is derived in the PRC during the period of six months ended June 30, 2024, and 2023. As at June 30, 2024, and 2023, the non-current assets of the Group, excluding financial assets at FVOCI, are mainly located in the PRC.

6. 分部信息(續)

(b) 客戶合同收入(續)

截至2024年6月30日及2023年6月30日止6個月期間，本集團在中國的油氣銷售收入均為銷售給中國石油天然氣股份有限公司(「中石油股份」)取得的收入。本期從中石油股份取得的油氣銷售收入佔本集團總收入的99.99%(截至2023年6月30日止6個月期間：99.86%)。

根據國際財務報告第15號規定，對於原預期期限為一年或更短的諮詢服務合同，分配給這些未履行合同的交易價格無須披露。

(c) 地區資料

截至2024年及2023年6月30日止6個月期間，本集團所有收入均來自中國。於2024年及2023年6月30日，本集團的非流動資產，除以公允值計量且其變動計入其他綜合收益的金融資產，主要位於中國。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

7. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

7. 不動產、工廠及設備以及無形資產

		Property, plant and equipment 不動產、工廠及設備 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元
As at January 1, 2024	於2024年1月1日		
Cost	成本	8,299,279	152,416
Accumulated depreciation, amortization and impairment	累計折舊、攤銷及減值	(6,960,365)	(119,359)
Net carrying amount	賬面淨值	1,338,914	33,057
Six months ended June 30, 2024 (Unaudited)	截至2024年6月30日止6個月期間(未經審核)		
Opening net carrying amount	期初賬面淨值	1,338,914	33,057
Additions	增加	22,320	-
Depreciation and amortization charges	折舊及攤銷費用	(164,794)	(4,086)
Exchange differences	匯兌差額	5	-
Closing net carrying amount	期末賬面淨值	1,196,445	28,971
As at June 30, 2024 (Unaudited)	於2024年6月30日(未經審核)		
Cost	成本	8,321,618	152,416
Accumulated depreciation, amortization and impairment	累計折舊、攤銷及減值	(7,125,173)	(123,445)
Net carrying amount	賬面淨值	1,196,445	28,971

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

7. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS (Continued)

7. 不動產、工廠及設備以及無形 資產 (續)

		Property, plant and equipment 不動產、 工廠及設備 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元
As at January 1, 2023	於2023年1月1日		
Cost	成本	8,175,156	152,416
Accumulated depreciation, amortization and impairment	累計折舊、攤銷及減值	(6,599,640)	(109,957)
Net carrying amount	賬面淨值	1,575,516	42,459
Six months ended June 30, 2023 (Unaudited)	截至2023年6月30日止6個月 期間(未經審核)		
Opening net carrying amount	期初賬面淨值	1,575,516	42,459
Additions	增加	79,338	-
Depreciation and amortization charges	折舊及攤銷費用	(182,025)	(4,875)
Transferred to disposal group classified as held for sale	轉撥至持有待售的處置組	(5,780)	-
Exchange differences	匯兌差額	32	-
Closing net carrying amount	期末賬面淨值	1,467,081	37,584
As at June 30, 2023 (Unaudited)	於2023年6月30日(未經審核)		
Cost	成本	8,248,817	152,416
Accumulated depreciation, amortization and impairment	累計折舊、攤銷及減值	(6,781,736)	(114,832)
Net carrying amount	賬面淨值	1,467,081	37,584

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

8. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

8. 預付款、保證金及其他應收款

		As at June 30, 於6月30日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Deposits and other receivables	保證金及其他應收款		
Other receivables	其他應收款項		
— Related parties	— 關聯方	207	206
— Others	— 其他	43,405	32,006
Advances to employees	員工備用金	200	-
		43,812	32,212
Less: loss allowance	減：損失撥備	(4,330)	(4,318)
		39,482	27,894
Prepayments	預付款項		
Prepaid expenses	待攤費用	1,406	322
Advances to suppliers	預付賬款	1,915	1,183
		42,803	29,399
Current	流動	41,397	29,077
Non-current	非流動	1,406	322
		42,803	29,399

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

8. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES (Continued)

The carrying amounts of receivables approximates to their fair value.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of other receivables mentioned above.

9. TRADE RECEIVABLES

The aging analysis of trade receivables is as follows:

	As at June 30, 於 6 月 30 日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於 12 月 31 日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Within 30 days	80,903	85,584
未超過 30 日	80,903	85,584

The Group has a policy granting its customers credit periods normally ranging from 30 to 180 days. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables. The Group does not hold any collateral as security.

The carrying amount of trade receivables approximates to their fair value.

8. 預付款、保證金及其他應收款 (續)

應收款項的賬面金額與其公允價值相近。

於報告日，最大的信用風險敞口為以上提及的各類其他應收款的賬面價值。

9. 應收賬款

應收賬款的賬齡分析列示如下：

本集團給予客戶應收賬款信用期的政策，通常為 30 日至 180 日。於報告日，最大的信用風險敞口為各類應收賬款的賬面價值。本集團並未持有任何擔保品作為抵押。

應收賬款的賬面金額與其公允價值相近。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

9. TRADE RECEIVABLES (Continued)

The Group measures the loss allowance for all trade receivables at an amount equal to lifetime expected credit losses (the “ECLs”). No impairment loss on trade receivables is recognized as the ECLs assessed is not material to the financial statements.

Trade receivables under the Daan PSC held by Gobi are pledged as a security for secured borrowings (Note 15(b)).

10. SHARE-BASED PAYMENTS

(a) Share option scheme under Chapter 17 of the Listing Rules

The 2021 share option scheme (the “2021 Scheme”) adopted by the Company was approved by shareholders on June 25, 2021, in accordance with Chapter 17 of the Listing Rules. The purpose of the 2021 Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contributions to the Group.

Participants of the 2021 Scheme include any executive director, non-executive director, full time employee or advisers and consultants of the Group as invited by the Board. The 2021 Scheme shall be valid and effective for a period of 10 years commencing from the approval of the 2021 Scheme.

No share option was granted under 2021 Scheme during the period of six months ended June 30, 2024 and 2023.

9. 應收賬款(續)

本集團就所有應收賬款撥備整個存續期的預期信用損失(「預期信用損失」)。未確認任何應收賬款減值損失是由於評估的預期信用損失對財務報表不重大。

通過戈壁持有的大安產品分成合同下的應收賬款作為抵押借款的擔保(附註15(b))。

10. 股份支付

(a) 基於上市規則第十七章的購股權計劃

根據上市規則第十七章，2021年購股權計劃(「2021計劃」)於2021年6月25日被公司股東所採納，2021計劃的目的是為了給為集團作出貢獻的特定僱員授予股權作為激勵。

2021年計劃的參與者包括董事會邀請的本集團執行董事、非執行董事、全職僱員或顧問及諮詢。2021年計劃自2021年計劃批准之日起10年內有效。

截至2024年6月30日及2023年6月30日止6個月期間，沒有根據2021年計劃授予購股權。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

10. SHARE-BASED PAYMENTS (Continued)

(a) Share option scheme under Chapter 17 of the Listing Rules (Continued)

Movements of share options under 2021 Scheme during the period were as follows:

2024

Date of grant	Exercisable period	Exercise price	Number of share options					As at June 30, 2024 於2024年6月30日
			As at January 1, 2024 於2024年1月1日	Granted during the period	Exercise during the period	Lapse during the period	Cancelled during the period	
授予日	可行使期	行權價	1月1日	期間授予	期間行使	期間失效	期間取消	6月30日
June 30, 2021 2021年6月30日	June 30, 2021, to June 29, 2031 2021年6月30日至2031年6月29日	HK\$0.044	20,958,653	-	-	(1,050,000)	-	19,908,653

2023

Date of grant	Exercisable period	Exercise price	Number of share options					As at June 30, 2023 於2023年6月30日
			As at January 1, 2023 於2023年1月1日	Granted during the period	Exercise during the period	Lapse during the period	Cancelled during the period	
授予日	可行使期	行權價	1月1日	期間授予	期間行使	期間失效	期間取消	6月30日
June 30, 2021 2021年6月30日	June 30, 2021, to June 29, 2031 2021年6月30日至2031年6月29日	HK\$0.044	20,958,653	-	-	-	-	20,958,653

10. 股份支付(續)

(a) 基於上市規則第十七章的購股權計劃(續)

2021年購股權計劃期間變動如下：

2024

2023

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

10. SHARE-BASED PAYMENTS (Continued)

(a) Share option scheme under Chapter 17 of the Listing Rules (Continued)

Details and movement of share options are as follows:

		Weighted average exercise price per share 加權平均行使價每股	Number of options 期權數量
As at January 1, 2024	於2024年1月1日	HK\$0.044	20,958,653
Lapsed	已失效	HK\$0.044	(1,050,000)
As at June 30, 2024	於2024年6月30日	HK\$0.044	19,908,653
As at January 1 and June 30, 2023	於2023年1月1日及2023年6月30日	HK\$0.044	20,958,653

The weighted average exercise price of options outstanding as at June 30, 2024 is HK\$0.044 (As at June 30, 2023: HK\$0.044) and their weighted average remaining contractual life was 7 years (As at June 30, 2023: 8 years).

Of the total number of options outstanding, all were vested immediately at their respective date of grant and exercisable.

10. 股份支付(續)

(a) 基於上市規則第十七章的購股權計劃(續)

購股權詳情及變動如下：

於2024年6月30日，未行使期權的加權平均行使價格為0.044港元（於2023年6月30日：0.044港元），其加權平均剩餘合同年限為7年（於2023年6月30日：8年）。

所有未行使的期權均在其授予日立即得權並可行使。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

11. SHARE CAPITAL AND SHARE PREMIUM

11. 股本及股本溢價

	As at June 30, 於6月30日 2024 USD'000 美元千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 USD'000 美元千元 (Audited) (經審核)
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Authorized:

法定：

100,000,000,000 ordinary shares
of US\$0.001 each

100,000,000,000股面值
0.001美元的普通股

100,000

100,000

	Number of ordinary shares 股數 Thousand 千股	Share capital 股本 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
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Issued and fully paid:

已發行及繳足：

As at January 1, 2024 and
June 30, 2024

於2024年1月1日及
2024年6月30日

3,386,526

22,555

1,085,620

1,108,175

As at January 1, 2023 and
June 30, 2023

於2023年1月1日及
2023年6月30日

3,386,526

22,555

1,085,620

1,108,175

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

12. OTHER RESERVES

12. 其他儲備

		Foreign currency translation reserve	Share option reserve	Safety fund reserve	FVOCI reserve 以公允價值 計量且其 變動計入 其他綜合 收益的儲備	Other reserve 其他儲備	Total 總計
		外幣折算 儲備	股票期權 儲備	安全基金 儲備	其他綜合 收益的儲備	其他儲備	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at January 1, 2024	於2024年1月1日	17,111	118,390	187,356	(44,847)	(64,937)	213,073
Foreign currency translation differences	外幣折算差額	(14,865)	-	-	-	-	(14,865)
As at June 30, 2024 (Unaudited)	於2024年6月30日 (未經審核)	2,246	118,390	187,356	(44,847)	(64,937)	198,208
As at January 1, 2023	於2023年1月1日	47,053	118,390	187,356	(50,044)	(64,937)	237,818
Foreign currency translation differences	外幣折算差額	(78,501)	-	-	-	-	(78,501)
As at June 30, 2023 (Unaudited)	於2023年6月30日 (未經審核)	(31,448)	118,390	187,356	(50,044)	(64,937)	159,317

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

13. TRADE PAYABLES

Aging analysis of trade payables based on invoice date is as follows:

13. 應付賬款

基於發票日期的應付賬款賬齡分析如下：

		As at June 30, 於6月30日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Within 6 months	不超過6個月	104,993	100,686
6 months–1 year	6個月至1年	31,206	49,745
1–2 years	1至2年	46,919	92,067
2–3 years	2至3年	16,853	18,594
Over 3 years	多於3年	4,580	5,094
		204,551	266,186

The carrying amounts of trade payables approximates to their fair value.

應付賬款的賬面金額與其公允價值相近。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

14. PROVISIONS, ACCRUALS AND OTHER PAYABLES

14. 準備、預提及其他應付款

		As at June 30, 於6月30日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Asset retirement obligations (Note (a))	資產棄置義務 (附註(a))	144,846	136,056
Salary and welfare payable	應付薪金及福利	32,983	36,650
Other tax payable	其他應付稅款	23,581	19,064
Other payables	其他應付款項	196,774	187,943
		398,184	379,713
Less: non-current portion of	減：非流動部分之		
— Asset retirement obligations	— 資產棄置義務	(144,846)	(136,056)
— Other payables	— 其他應付款項	(105,512)	(93,373)
		(250,358)	(229,429)
Current portion	流動部分	147,826	150,284

The carrying amounts of provisions, accruals and other payables approximate their fair values.

準備、預提及其他應付款的賬面金額與其公允價值相近。

Notes to the Condensed Interim Consolidated Financial Information (Continued) 簡明中期合併財務資料附註 (續)

14. PROVISIONS, ACCRUALS AND OTHER PAYABLES (Continued)

14. 準備、預提及其他應付款 (續)

(a) Asset retirement obligations

(a) 資產棄置義務

		As at June 30, 於 6 月 30 日	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
As at January 1	於 1 月 1 日	136,056	120,099
Provision for the period	當期撥備	–	139
Accretion expenses (Note 18)	增值費用 (附註 18)	8,790	5,418
As at June 30	於 6 月 30 日	144,846	125,656

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS

15. 借款

			As at June 30, 於 6 月 30 日 2024	As at December 31, 於 12 月 31 日 2023
	Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)	
Liability component	負債部分			
— Secured borrowings	— 抵押借款	(a), (b) 1,222,012	1,288,454	
— Senior Notes	— 優先票據	(a), (c) 1,222,118	1,147,824	
— Interest payable at coupon rates	— 應付利息(按照票面利率核算)	374,026	299,662	
		2,818,156	2,735,940	
Derivative component	衍生部分			
— Secured borrowings (Note 5.3 (ii))	— 抵押借款(附註 5.3 (ii))	(b) 18,423	23,005	
— Senior Notes (Note 5.3 (ii))	— 優先票據(附註 5.3 (ii))	(c) 3,100	3,803	
		21,523	26,808	
Less: current portion	減：流動部分	(203,070)	(211,795)	
Non-current portion	非流動部分	2,636,609	2,550,953	

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(a) Default, cross-default and the Debt Restructuring Plans in 2022

On May 11, 2020, upon the expiry of a 30 day grace period, the Group did not pay the interest accrued on the senior notes listed on the Singapore Stock Exchange Securities Trading Limited with a contractual due date on April 12, 2022 (the "2022 Senior Notes"), which resulted in an event of default by the Group. This event of default also triggered the cross-default of all the secured borrowings of the Group (the "Cross-Defaulted Borrowings"). In addition, the Cross-Defaulted Borrowings subsequently defaulted on a stand-alone basis due to non-repayment at their respective due dates. As a result, the entire balance of the principal and related outstanding interest due on the 2022 Senior Notes and the Cross-Defaulted Borrowings were classified as current liabilities on the same date.

The Group had actively negotiated with all lenders of the Cross-Defaulted Borrowings (the "Lenders") and certain key noteholders of the 2022 Senior Notes to undertake a debt restructuring (the "Debt Restructuring Plans") of the Cross-Defaulted Borrowings and the 2022 Senior Notes. The restructuring support agreement was entered into with the Lenders and noteholders of the 2022 Senior Notes (the "Noteholders") on October 28, 2021.

15. 借款(續)

(a) 違約、交叉違約和2022年債務重組計劃

2020年5月11日，三十天寬限期到期後，本集團未能支付在新加坡證券交易所上市、合同到期日為2022年4月12日的優先票據(「2022優先票據」)的應付利息，導致本集團發生違約事件。此違約事件同時觸發了本集團所有抵押借款的交叉違約(「交叉違約借款」)。此外，交叉違約借款隨後因未能於各自到期日償還而觸發各自單獨違約。因此2022優先票據和交叉違約借款的本金和相關的未償還利息的全部餘額於同日被分類列示為流動負債。

本集團已與所有集團交叉違約借款的貸款人(「貸款人」)及2022優先票據的主要票據持有人積極磋商，就交叉違約借款及2022優先票據進行債務重組(「債務重組計劃」)。重組支持協議於2021年10月28日與貸款人及2022優先票據的票據持有人(「票據持有人」)簽訂。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(a) Default, cross-default and the Debt Restructuring Plans in 2022 (Continued)

The Debt Restructuring Plans became effective on March 30, 2022, after completion of the relevant legal procedures, including the signing of relevant agreements revising the terms of the Cross-Defaulted Borrowings and the 2022 Senior Notes (the "New Finance Documents") in accordance with the terms of a restructuring support agreement.

The 2022 Senior Notes was cancelled and the new notes with a contractual due date on December 31, 2024 (the "2024 Senior Notes"), extendable to February 29, 2028 upon fulfilment of extension conditions, was issued and listed on the Singapore Exchange Securities Trading Limited on March 31, 2022. The revised terms under the Debt Restructuring Plans are set out below:

- Capitalization of the unpaid accrued interest on the Cross-Defaulted Borrowings and the 2022 Senior Notes as at June 30, 2020, into the respective principal amounts outstanding;

15. 借款(續)

(a) 違約、交叉違約和2022年債務重組計劃(續)

債務重組計劃在完成相關法律程序，包括簽署相關協議根據重組支持協議修訂交叉違約借款及2022優先票據的條款(「新融資文件」)，後於2022年3月30日生效。

2022優先票據已被注銷，合同到期日為2024年12月31日的新票據(「2024優先票據」)已發行，在滿足延期條件後可延期至2028年2月29日，並於2022年3月31日在新加坡證券交易所有限公司上市。債務重組計劃下的修訂條款如下：

- 將截至2020年6月30日的交叉違約借款和2022優先票據的累計未付利息資本化，轉成相應的債務本金；

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

15. BORROWINGS (Continued)

(a) Default, cross-default and the Debt Restructuring Plans in 2022 (Continued)

- Waiver of all accrued default interest and the unpaid interest on the Cross-Defaulted Borrowings and the 2022 Senior Notes from July 1, 2020, to the effective date of the Debt Restructuring Plans;
- Interest rates on the new secured borrowings have been revised to either 5% or 11% per annum, depending on the agreement with the respective lender, while the 2024 Senior Notes bear no interest for the remaining term. The interests on the new secured borrowings will start to be paid once the respective principal amounts have been fully repaid;
- Repayments of principal amounts and then interest due, where applicable, on the new secured borrowings and the 2024 Senior Notes are revised to semi-annually. The minimum amounts settled semi-annually depend on the average crude oil price. Other than the minimum amounts, the Group is also required to apply all of its available cash balances as defined in the New Finance Documents towards the repayment of principal and interest at each settlement date (early repayment feature); and

15. 借款 (續)

(a) 違約、交叉違約和2022年 債務重組計劃 (續)

- 免除交叉違約借款和2022優先票據的累計罰息和自2020年7月1日起至債務重組計劃生效日的未付利息；
- 新抵押借款的年利率已修訂為5%或11%，具體取決於與各自貸款人的協議，而2024優先票據在剩餘還款期限內不計息。新抵押借款的利息將在各債務本金全部償還後開始支付；
- 新抵押借款和2024優先票據的本金和到期利息償還(如適用)修訂為每半年一次。每半年結算的最低償還金額取決於平均原油價格；除最低償還金額之外，集團還需在每個結算日將新融資文件中定義的所有可用現金餘額，用於支付本金和利息(提前還款特徵)；以及

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(a) Default, cross-default and the Debt Restructuring Plans in 2022 (Continued)

- All principal amounts and interest of the new secured borrowings and the 2024 Senior Notes outstanding as at December 31, 2024 (the "Repayment Date") will become due immediately, unless the Group is able to successfully extend the termination date of the Daan PSC with CNPC to February 29, 2028. If the term of the Daan PSC is extended beyond March 1, 2028, the Repayment Date will be further extended to the last day of the extended term of the Daan PSC provided no event of default has occurred and is continuing on February 29, 2028.

On February 24, 2023, the Group obtained approval from CNPC on the extension of the expiry date of the Daan PSC with CNPC from December 31, 2024 to February 29, 2028.

15. 借款(續)

(a) 違約、交叉違約和2022年債務重組計劃(續)

- 於2024年12月31日(「還款日」)，新抵押借款和2024優先票據的所有未付本金和利息將立即到期，除非本集團能夠與中石油集團成功延長大安產品分成合同的終止日期至2028年2月29日。若大安產品分成合同期限延長至2028年3月1日之後，則還款日將進一步延期至大安產品分成合同期限的最後一天，前提是沒有違約事件發生且持續至2028年2月29日。

2023年2月24日，本集團獲得中石油集團的批准，將大安產品分成合同的到期日由2024年12月31日延長至2028年2月29日。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(b) Secured borrowings

With the effectiveness of the Debt Restructuring Plans on March 30, 2022, the Group recognized the new secured borrowings with a principal amount of RMB2,135.8 million and with a fair value of RMB1,852.0 million. Details of the Cross-defaulted Borrowings on May 11, 2020, and the revised terms pursuant to the Debt Restructuring Plans effective on March 30, 2022, are set out in Note (a) above.

The new secured borrowings have been accounted for as a hybrid financial instrument containing a derivative component and a host liability component. The host liability component was initially recognized at its fair value of RMB1,836.2 million and are accounted on amortized cost subsequently. The derivative component represents the early prepayment feature and the extension feature, which were not closely related to the host liability component. The derivative component was initially recognized at its fair value of RMB15.8 million and subsequently measured at FVTPL.

As at June 30, 2024, the fair value of the derivative component of the new secured borrowings was RMB18.4 million (As at June 30, 2023: RMB26.2 million) (Note 5.3(ii)).

15. 借款(續)

(b) 抵押借款

隨著債務重組計劃於2022年3月30日生效，本集團已重新確認本金為人民幣2,135.8百萬元、公允價值為人民幣1,852.0百萬元的新抵押借款。交叉違約借款於2020年5月11日的詳情以及根據2022年3月30日生效的債務重組計劃修訂條款載於上文附註(a)。

新抵押借款已作為包含衍生部分和主負債部分的混合金融工具入賬，主負債部分初始按其公允價值人民幣1,836.2百萬元確認，其後按攤餘成本入賬。衍生部分包括提前還款特徵和展期特徵，與主負債部分關係不密切。衍生部分最初按其公允價值人民幣15.8百萬元確認，後續以公允價值計量且其變動計入當期損益。

於2024年6月30日，新抵押借款衍生部分的公允價值為人民幣18.4百萬元（於2023年6月30日：人民幣26.2百萬元）（附註5.3(ii)）。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(b) Secured borrowings (Continued)

The fair value of the new secured borrowings as at June 30, 2024 and 2023, were valued by the Directors based on the discounted cash flow method.

The securities for the secured borrowings were set out below:

- Pledge over the Group's interest under the Daan PSC held by Gobi and MIEI, subsidiaries of the Group;
- Pledge over the Group's account receivable under the Daan PSC held by Gobi (Note 9);
- Share charge over the entire issued share capital of Gobi, MIEI and certain other subsidiaries of the Group;
- Account charge over three bank accounts of the Group; and
- Personal guarantees provided by Mr. Zhang Ruilin, being the non-executive director of the Company, Ms. Zhao Jiangbo, being the spouse of Mr. Zhang and Mr. Zhao Jiangwei, being the executive director of the Company.

15. 借款(續)

(b) 抵押借款(續)

於2024年6月30日及2023年6月30日，新抵押借款之公允價值乃由董事基於現金流折現法評估得出。

抵押借款存在下列抵押：

- 本集團通過子公司戈壁和MIE I持有的大安產品分成合同下的權益作為擔保；
- 本集團通過戈壁持有的大安產品分成合同下的應收賬款作為擔保(附註9)；
- 本集團持有的戈壁，MIEI及部分其他子公司的全部股本；
- 本集團的三個擔保賬戶；及
- 本公司非執行董事張瑞霖先生，張先生之配偶趙江波女士及本公司執行董事趙江巍先生提供個人擔保。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

15. BORROWINGS (Continued)

(c) Senior Notes

	As at June 30, 於6月30日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Due date 到期日		
2024 Senior Notes 2024 優先票據	February 29, 2028 2028年2月29日	1,225,218 1,151,627

As at March 30, 2022, the Group issued the 2024 Senior Notes with a principal amount of US\$272.9 million (approximately RMB1,734.5 million). The 2024 Senior Notes has been listed on the Singapore Exchange Securities Trading Limited since March 31, 2022.

於2022年3月30日，本集團發行本金為272.9百萬美元（約人民幣1,734.5百萬元）的2024優先票據。2024優先票據已於2022年3月31日在新加坡證券交易所有限公司上市。

15. 借款 (續)

(c) 優先票據

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

15. BORROWINGS (Continued)

(c) Senior Notes (Continued)

The 2024 Senior Notes has been accounted for as a hybrid financial instrument containing a derivative component and a host liability component. The host liability component was initially recognized at its fair value of RMB855.1 million and are accounted on amortized cost subsequently. The derivative component represents the early prepayment feature and the extension feature, which were not closely related to the host liability component. The derivative component was initially recognized at its fair value of RMB4.1 million and subsequently measured at FVTPL.

As at June 30, 2024, the fair value of the derivative component of the 2024 Senior Notes was RMB3.1 million (As at June 30, 2023: RMB5.1 million) (Note 5.3(ii)).

The fair value of the 2024 Senior Notes was valued by the Directors based on the discounted cash flow method.

15. 借款(續)

(c) 優先票據(續)

2024 優先票據已作為包含衍生部分和主負債部分的混合金融工具入賬，主負債部分初始按其公允價值人民幣855.1百萬元確認，隨後按攤餘成本入賬。衍生部分包括提前還款特徵和展期特徵，與主負債部分關係不密切。衍生部分最初按其公允價值人民幣4.1百萬元確認，後續以公允價值計量且其變動計入當期損益。

於2024年6月30日，2024 優先票據衍生部分的公允價值為人民幣3.1百萬元(於2023年6月30日：人民幣5.1百萬元)(附註5.3(ii))。

2024 優先票據之公允價值乃由董事基於現金流折現法評估得出。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

16. TAXES OTHER THAN INCOME TAXES

16. 稅項 (所得稅除外)

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Special oil gain levy (Note)	石油特別收益金 (附註)	23,469	17,961
Urban construction tax and education surcharge	城建稅及教育費附加	1,458	1,671
Others	其他	22	22
		24,949	19,654

Note: According to the relevant tax rules and regulations, the proceeds from sale of crude oil in the PRC derived by the Group is subject to special oil gain levy when the selling price is above US\$65/barrel.

附註：根據相關稅收法規，當銷售價格高於65美元/桶時，本集團在中國銷售原油所得收益將收取石油特別收益金。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

17. OTHER GAINS/(LOSSES), NET

17. 其他利得/(損失), 淨額

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net change in fair value of the derivative components of the new secured borrowings and the 2024 Senior Notes (Note 5.3(ii))	新抵押借款及2024優先票據衍生部分的公允價值變動的淨額(附註5.3(ii))	5,437	13,757
Write-off of unclaimed portion of the 2024 Senior Notes	無人認領2024優先票據的核銷	-	19
Management fee income as the PSC operator	作為產品分成合同作業者的管理費收入	1,796	1,575
Others	其他	68	64
		7,301	15,415

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

18. FINANCE COSTS

18. 財務費用

		Six months ended June 30, 截至 6 月 30 日止 6 個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest expense	利息費用	173,872	164,522
Asset retirement obligations (Note 14)	資產棄置義務 (附註 14)	8,790	5,418
Finance charges for lease liabilities	租賃負債相關財務費用	466	314
Bank charge	銀行手續費	92	90
		183,220	170,344
Exchange losses, net	匯兌損失，淨額	10,664	22,041
		193,884	192,385

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

19. INCOME TAX EXPENSE

19. 所得稅費用

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current income tax	當期所得稅	51,906	62,574
Deferred income tax	遞延所得稅	(22,004)	(23,360)
		29,902	39,214

Note:

The Company and its subsidiaries incorporated in the Cayman Islands and the British Virgin Islands are exempted from payment of local income tax.

No provision for Hong Kong profits tax has been provided as the Group did not derive any assessable profits in Hong Kong during the period.

According to the PRC Enterprise Income Tax Law promulgated by the PRC government, the tax rate applicable to the Group's subsidiaries established in the PRC and the PRC branches of the Group's subsidiaries is 25%. Enterprise income tax ("EIT") in the PRC is calculated based on the taxable profit of the companies or branches established in the PRC.

Taxation has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

附註：

本公司及其在開曼群島和英屬維爾京群島註冊成立的附屬公司豁免繳當地所得稅。

由於本集團於本期間並沒有在香港取得任何應課稅利潤，故並無計提香港利得稅。

根據中國政府頒佈的中國企業所得稅法，本集團在中國成立的附屬公司及本集團附屬公司的中國分公司的適用稅率為25%。中國企業所得稅乃根據於中國成立的公司和分公司的應課稅利潤計算。

課稅按照本期間估計應課稅利潤計算，計算基礎乃本集團經營業務所在國家的現行稅率。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

20. DIVIDENDS

The Board of Directors did not recommend the payment of interim dividend for the period of six months ended June 30, 2024 (Six months ended June 30, 2023: Nil).

20. 股息

董事會並無建議就截至2024年6月30日止6個月期間派付中期股息(截至2023年6月30日止6個月期間：無)。

21. LOSS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

21. 每股虧損

(a) 基本

基本每股(虧損)/收益是根據本公司所有者的應佔(虧損)/利潤，除以本期內已發行普通股的加權平均數目計算。

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss for the period attributable to owners of the Company (RMB'000)	歸屬於本公司所有者的虧損(人民幣千元)	(110,090)	(60,508)
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股加權平均數目(千股)	3,386,526	3,386,526
Basic loss per share (RMB)	基本每股虧損(人民幣)	(0.03)	(0.02)

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

21. LOSS PER SHARE (Continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options outstanding which are potentially dilutive. A calculation is performed to determine the number of ordinary shares that could have been acquired at fair value (determined as the average market share price of the Company's shares for the period) based on the monetary value of the subscription rights attached to the weighted average number of outstanding share options. The number of ordinary shares calculated above for basic earnings per share is increased by the number of ordinary shares that would have been issued assuming the exercise of the share options at the date later of beginning of the relevant period or the date of issue.

21. 每股虧損(續)

(b) 稀釋

每股稀釋收益乃假設所有稀釋潛在普通股獲兌換後，經調整已發行普通股的加權平均數計算。本公司尚未行使之購股權具有潛在稀釋效應。至於購股權，根據未行使購股權的加權平均數所附認購權的貨幣價值，釐定可能已按公允價值（即本期本公司股份的平均市價）購入的普通股數目。按以上基本每股收益方式計算的普通股數目，需加上假設購股權於相關期間期初或實際發行日兩者之中較晚日期獲行使或轉換而發行的普通股數量。

Notes to the Condensed Interim Consolidated Financial Information (Continued) 簡明中期合併財務資料附註 (續)

21. LOSS PER SHARE (Continued)

21. 每股虧損(續)

(b) Diluted (Continued)

(b) 稀釋(續)

		Six months ended June 30, 截至6月30日止6個月	
		2024 (Unaudited) (未經審核)	2023 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company (RMB'000)	歸屬於本公司所有者的虧損(人民幣千元)	(110,090)	(60,508)
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股加權平均數目(千股)	3,386,526	3,386,526
Adjustment for potential dilutive effect in respect of outstanding share options (in thousands)	調整已發行股票期權的潛在攤薄效應(千股)	-	-
Weighted average number of diluted potential ordinary shares for diluted loss per share (in thousands)	為計算稀釋每股虧損的潛在稀釋普通股加權平均數(千股)	3,386,526	3,386,526
Diluted loss per share (RMB)	稀釋每股虧損(人民幣)	(0.03)	(0.02)

The Group incurred a loss for the period of six months ended June 30, 2024. The effect of share options was anti-dilutive and is excluded from the calculation of the diluted loss per share. The diluted loss per share is calculated in the same way with the basic loss per share.

截至2024年6月30日止6個月期間內，本集團錄得虧損。反攤薄性購股權之影響，本集團無須計算每股攤薄虧損。每股攤薄虧損以每股基本虧損所用同樣方式計算。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

22. NET CASH INFLOW FROM OPERATING ACTIVITIES

22. 經營活動產生的現金淨額

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss before income tax	除所得稅前虧損	(80,188)	(21,294)
Adjustments for:	調整：		
Depreciation, depletion and amortization	折舊、折耗及攤銷	173,041	183,043
Interest and other income	利息收入	(85)	(88)
Interest expense (Note 18)	利息支出(附註18)	183,220	170,344
Net change in fair value of the derivative components of the new secured borrowings and the 2024 Senior Notes (Note 17)	新抵押借款及2024優先票據衍生部分的公允價值變動的淨額(附註17)	(5,437)	(13,757)
Write-off of unclaimed portion of the 2024 Senior Notes (Note 17)	無人認領2024優先票據的核銷(附註17)	-	(19)
Exchange losses, net	匯兌損失，淨額	10,664	22,041
Changes in working capital:	營運資金變動：		
Inventories	存貨	(1,635)	(10,570)
Trade and other receivables	應收賬款及其他應收款	8,044	65,832
Trade and other payables	應付賬款及其他應付款	15,449	(60,827)
Cash generated from operations	經營活動產生的現金	303,073	334,705

Notes to the Condensed Interim Consolidated Financial Information (Continued) 簡明中期合併財務資料附註 (續)

23. COMMITMENTS AND CONTINGENCIES

(a) Commitments

- (i) Capital commitments for the purchase of property, plant and equipment

23. 承諾事項及或有負債

(a) 承諾

- (i) 購買不動產、工廠及設備之資本性承諾事項

As at June 30, 於 6 月 30 日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於 12 月 31 日 2023 RMB'000 人民幣千元 (Audited) (經審核)
109,851	131,842

Authorized by Board of
Directors but not
contracted for

董事會已授權
但未簽約

109,851

131,842

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

23. COMMITMENTS AND CONTINGENCIES (Continued)

(a) Commitments (Continued)

(ii) Operating lease commitments

The Group has operating lease commitments related to its non-cancellable operating leases for car parks and vehicles with a lease period within 12 months, which are qualified to be accounted for under short-term lease exemption under IFRS 16. The future aggregate minimum lease payments under these operating leases not recognized in lease liabilities are as follows:

23. 承諾事項及或有負債(續)

(a) 承諾(續)

(ii) 經營租賃承諾

本集團因經營租賃停車場和車輛的租賃期在12個月內而擁有不可撤銷的經營租約承諾，這些租賃符合根據IFRS 16的短期租賃豁免進行會計處理的條件。這經營租賃項下未包含在租賃負債的未來最低租賃付款額列示如下：

	As at June 30, 於6月30日 2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於12月31日 2023 RMB'000 人民幣千元 (Audited) (經審核)
Less than 1 year	787	4

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

23. COMMITMENTS AND CONTINGENCIES (Continued)

(b) Contingencies

The PRC has enacted comprehensive environmental laws and regulations that affect the operation of the oil and gas industry. Management believes that there are no probable liabilities under existing legislation, except for the amounts which have already been reflected in the condensed interim consolidated financial information, which may have a material adverse effect on the financial position of the Group.

As at June 30, 2024, the amounts of asset retirement obligations which have already been reflected in the condensed interim consolidated financial information relating to environmental liability were RMB144.8 million (As at June 30, 2023: RMB125.7 million) (Note 14).

23. 承諾事項及或有負債(續)

(b) 或有負債

中國已全面頒佈環保法規，該等法規均影響到油氣營運。根據現有法規，管理層認為，除已計入本簡明中期合併財務資料的數額外，並不存在其他可能對本集團財務狀況產生重大負面影響的環保責任。

於2024年6月30日，已計入本簡明中期合併財務資料與環保責任相關的資產棄置義務數額為人民幣144.8百萬元(於2023年6月30日：人民幣125.7百萬元)(附註14)。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

24. RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in the condensed interim consolidated financial information, the Group incurred significant transactions with related parties in the ordinary course of its business.

Other than the transactions described in Note (a) purchase for oilfield services and rental of vehicles, which constituted connected transactions or continuing connected transactions (with rental of vehicles exempted from the reporting and announcement requirements due to de minimis) under Chapter 14A of the Listing Rules, all other related party transactions of the Group did not constitute connected transactions of the Group under Chapter 14A of the Listing Rules. The Group confirms that the continuing connected transactions as described below have complied with the requirements under Chapter 14A of the Listing Rules.

24. 關聯方交易

除了本簡明中期合併財務資料其他地方所披露外，本集團與關聯方發生的重大交易均在正常業務範圍內。

除附註(a)購買油田服務及汽車租賃構成上市規則第14A章下之持續關聯交易外(其中汽車租賃因其符合最低豁免水平而獲豁免遵守有關申報及公告之規定)，其他概不構成上市規則第14A章之持續關聯交易。本集團確認，以下持續關聯交易符合上市規則第14A章的規定。

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註 (續)

24. RELATED PARTY TRANSACTIONS (Continued)

24. 關聯方交易 (續)

(a) Significant transactions with related parties are set out below:

(a) 與關聯方的交易列示如下：

Nature of transactions	交易情況	Six months ended June 30, 截至6月30日止6個月	
		2024 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 RMB'000 人民幣千元 (Unaudited) (未經審核)
Transactions with controlling shareholder of the Company's ultimate holding company and/or a company/person related to the controlling shareholder of the Company's ultimate holding company	與本公司最終控股公司 控股股東或本公司最 終控股公司控股股東 的關聯公司/人士的 交易		
— Purchase for oilfield services	— 購買油田服務	41,842	34,966
— Rental of vehicles	— 汽車的租賃	99	97

Notes to the Condensed Interim Consolidated Financial Information (Continued)

簡明中期合併財務資料附註(續)

24. RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation:

Key management includes directors and members of senior management. Bonuses fall due wholly within twelve months after the end of the reporting period in which management rendered the related services.

24. 關聯方交易(續)

(b) 主要管理人員酬金：

主要管理人員包括董事和高級管理層人員。獎金將會在管理層完成相應服務後12個月內發放。

		Six months ended June 30, 截至6月30日止6個月	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Basic salaries and allowances	基本薪金及津貼	5,819	5,663
Discretionary bonuses	酌情獎金	5,112	5,028
Other benefits including pension	其他福利(包括退休金)	2,615	2,553
		13,546	13,244

25. RECLASSIFICATION

Certain comparative information has been reclassified to conform with the presentation of the financial information for the current period.

25. 重新分類

若干比較資料已重新分類，以符合本期間財務資料的列報方式。



MIE HOLDINGS CORPORATION
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