TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

The board of directors (the "**Board**") of TL Natural Gas Holdings Limited (the "**Company**" and its subsidiaries, the "**Group**") is pleased to announce the audited consolidated results of the Group for the year ended 31 December 2021. This announcement, containing the full text of the 2021 annual report of the Company ("**2021 Annual Report**"), complies with the relevant requirements of The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") in relation to information to accompany preliminary announcement of annual results. Printed version of the 2021 Annual Report will be delivered to the shareholders of the Company and available for viewing on the websites of GEM at www.hkgem.com and of the Company at www.tl-cng.com in due course.

By Order of the Board
TL Natural Gas Holdings Limited
LIU Yong Cheng
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises Mr. LIU Yong Cheng, Mr. LIU Yong Qiang and Mr. LIU Chunde as executive Directors; and Ms. LUO Hongru, Ms. ZENG Li and Mr. YEUNG Chun Yue David as independent non-executive Directors.

*This announcement, for which the directors (the "**Directors**") of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement will also be published on the Company's website at www.tl-cng.com.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the "Directors") of TL Natural Gas Holdings Limited (the "Company", and together with its subsidiaries, the "Group", "we" or "our") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.

Unless otherwise stated, all monetary figures are expressed in Renminbi ("RMB").

In the context of this report, compressed natural gas ("CNG") refers to natural gas that has been compressed to a high density through high pressure and is used as a clean alternative fuel for vehicles. Liquefied natural gas ("LNG") refers to natural gas that has been converted to liquid form.

This report will remain on the website of GEM at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of publication and on the website of the Company at www.tl-cng.com.

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Liu Yong Cheng *(Chairman and Chief Executive Officer)*
Mr. Liu Yong Qiang
Mr. Liu Chunde

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Luo Hongru
Ms. Zeng Li (appointed on 30 April 2021)
Mr. Yeung Chun Yue David (appointed on 29 December 2021)
Mr. Li Wai Kwan (resigned on 30 September 2021)
Ms. Li Helen Hoi Lam (resigned on 30 April 2021)

AUDIT AND RISK MANAGEMENT COMMITTEE

Mr. Yeung Chun Yue David *(Chairman)*
Ms. Luo Hongru
Ms. Zeng Li

REMUNERATION COMMITTEE

Ms. Luo Hongru *(Chairman)*
Mr. Liu Yong Cheng
Ms. Zeng Li

NOMINATION COMMITTEE

Mr. Liu Yong Cheng *(Chairman)*
Ms. Luo Hongru
Ms. Zeng Li

AUTHORISED REPRESENTATIVES

Mr. Liu Yong Cheng
Mr. Tam Chun Wai Edwin

JOINT COMPANY SECRETARIES

Mr. Zhao Yonghe
Mr. Tam Chun Wai Edwin

COMPLIANCE OFFICER

Mr. Liu Yong Cheng

LEGAL ADVISERS AS TO HONG KONG LAWS

Fangda Partners

AUDITOR

CL Partners CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

COMPLIANCE ADVISER

Giraffe Capital Limited (until 31 March 2021)

PRINCIPAL BANKERS

Agricultural Bank of China
Industrial and Commercial Bank of China
Hubei Bank
Hang Seng Bank
DBS

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Osiris International Cayman Limited
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue, PO Box 32311
Grand Cayman KY1-1209, Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

4/F, Wah Yuen Building
149 Queen's Road Central
Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

Jingzhou Primary Station
Dong Fang Road, Economic Development Zone
Jingzhou City, Hubei Province
the PRC

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Osiris International Cayman Limited
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue, PO Box 32311
Grand Cayman KY1-1209, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

www.tl-cng.com

STOCK CODE

8536

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "Board") of the Company, I am pleased to present the annual report of the Company and its subsidiaries (together the "Group") for the year ended 31 December 2021 (the "Year").

BUSINESS REVIEW AND FINANCIAL PERFORMANCE

During the Year, the coronavirus outbreak (the "COVID-19") continued to affect the Group's business, primarily because of the reduction in travelling and passenger journeys, resulting from the on-going anti-pandemic measures. As a result, the financial performance of the Group for the Year has been severely affected, mainly attributable to the net effect of (i) the decrease in revenue by 8.8% from RMB50.9 million in 2020 to RMB46.4 million for the Year primarily due to the closure of main roads near one of the Group's gas refuelling substations; (ii) the decrease in impairment loss of trade receivables (2021: credit of RMB0.7 million; 2020: RMB5.5 million); and (iii) the decrease in administrative expenses by approximately RMB7.7 million (2021: RMB8.5 million; 2020: RMB16.2 million) due to the absence of certain one-off professional fees incurred in relation to the acquisitions during 2020. Accordingly, the Group's net loss for the Year decreased by 62.4% from RMB22.6 million in 2020 to RMB8.5 million for the Year.

FUTURE PROSPECTS

The Group aims to deliver a safe and reliable supply of clean energy as well as the caring, competent and efficient services to customers; offer a grow and sustainable performance to shareholders; create extensive professional and personal development opportunities to employees; and contribute to the protection and improvement of the environment in the People's Republic of China (the "PRC").

Looking forward, the Group is optimistic about the growth of consumption of CNG along with China improving its energy consumption structure by shifting from coal to cleaner energy such as natural gas and other renewable energy. The Group believes that favourable government policies and industry trends in the PRC will foster the development of the natural gas sector and stimulate domestic demand for the use of natural gas.

The Group has been actively considering and exploring various business opportunities according to the market conditions with an aim to diversify the income sources and to enhance the shareholders' value.

APPRECIATION

I would like to take this opportunity to express my gratitude to my fellow directors for their guidance, to all staff for their dedication and hard work, and to all our shareholders and customers for their continued support.

LIU Yong Cheng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 23 March 2022

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group's principal place of business is in Jingzhou, Hubei Province, the PRC. During the Year, the Group was involved in the (i) sales of CNG; and (ii) provision of automated car wash services in the PRC.

Sales of CNG

The Group mainly supplies CNG and derives revenue mainly from the distribution of CNG to both (i) retail customers which are mostly vehicular end-users; and (ii) wholesale customers which are urban gas companies, gas refuelling station operators and industrial users. The principal product offering is CNG and the Group purchases natural gas from PetroChina Company Limited ("PetroChina").

Provision of automated car wash services

The Group also provides automated car wash services through its car washing facilities set up in a number of gas refuelling and petroleum stations in the PRC.

FINANCIAL REVIEW

Revenue

Revenue decreased by approximately RMB4.5 million or 8.8% from approximately RMB50.9 million for the year ended 31 December 2020 to approximately RMB46.4 million for the year ended 31 December 2021. The following table sets forth the revenue by nature for the years indicated:

	Year ended 31 December			
	2021 RMB'000 (audited)	**%**	2020 RMB'000 (audited)	%
Sales of CNG				
Retail operation				
Buses	**8,390**	**18.1**	9,681	19.0
Taxis and private vehicles	**8,042**	**17.3**	11,864	23.3
	16,432	**35.4**	21,545	42.3
Wholesale business	**30,062**	**64.7**	29,083	57.1
	46,494	**100.1**	50,628	99.4
Provision of automated car wash services	**–**	**–**	374	0.7
Taxes and surcharges	**(58)**	**(0.1)**	(66)	(0.1)
Total revenue	**46,436**	**100.0**	50,936	100.0

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW *(cont'd)*

Revenue

Majority of the Group's CNG retail customers are buses of Jingzhou Public Transportation Head Office (荊州市公共交通總公司) ("Jingzhou Public Transport") and other drivers of taxis and private vehicles. As at 31 December 2021, the Group operates three refuelling stations in Jingzhou, Hubei Province, namely Dongfang Road station, Nanhuan Road station and Shahong Road station. Revenue from retail operation, which accounted for 35.4% (2020: 42.3%) of total revenue, decreased by approximately RMB5.1 million or 23.7% from approximately RMB21.5 million for the year ended 31 December 2020 to approximately RMB16.4 million for the year ended 31 December 2021, primarily due to the closure of certain main roads near one of the Group's gas refuelling stations at Shihao Road (十號路), Jingzhou, Hubei Province (which was demolished in the third quarter of 2021), according to the unified planning requirements of the Shacheng District Government and hence, resulted in the decrease in sales volume of CNG.

The Group's CNG wholesale customers primarily comprise urban gas companies, gas refuelling station operators and industrial users. Revenue from wholesale business, which accounted for 64.7% (2020: 57.1%) of total revenue, increased by approximately RMB1.0 million or 3.4% from approximately RMB29.1 million for the year ended 31 December 2020 to approximately RMB30.1 million for the year ended 31 December 2021, primarily due to the slight increase in average selling price of CNG to wholesale customers.

During the Year, the Group did not derive any revenue from the provision of automated car wash services (2020: RMB374,000). This is mainly attributable to the intervalley travel restrictions, boundary closures and movement controls imposed in the local community, which led to an almost complete halt of local travelling and passenger journeys as a result of the on-going anti-pandemic measures.

Cost of sales

Cost of sales mainly consists of the cost of CNG inventories sold, staff costs and utility expenses for the gas refuelling stations and certain fixed costs, such as depreciation of property, plant and equipment. The purchase price for natural gas of the Group is determined based on a combination of certain factors including the benchmark gateway station prices set by the National Development and Reform Commission of the PRC and the procurement cost from PetroChina.

During the Year, cost of sales of the Group amounted to approximately RMB47.4 million, representing a decrease of approximately RMB4.4 million or 8.5% as compared to approximately RMB51.8 million for the year ended 31 December 2020, which was primarily due to (i) the decrease in cost of inventories sold by approximately RMB1.6 million or 4.1% from approximately RMB38.9 million for the year ended 31 December 2020 to approximately RMB37.3 million for the year ended 31 December 2021, as a result of the decrease in the sales volume of CNG; (ii) decrease in depreciation of right-of-use assets recorded under cost of sales from approximately RMB2.4 million for the year ended 31 December 2020 to approximately RMB0.8 million for the year ended 31 December 2021; and (iii) decrease in the costs for automated car wash services.

Gross loss

Gross loss for the Year amounted to approximately RMB1.0 million, compared to a gross loss of approximately RMB0.8 million for the year ended 31 December 2020. The increase in gross loss was mainly due to (i) the impact of high procurement cost of the natural gas which cannot be fully passed on to the Group's customers in a timely manner due to the pricing guidelines imposed by Hubei Price Bureau and Jingzhou Price Bureau; and (ii) certain fixed costs of the Group such as depreciation of property, plant and equipment and right-of-use asset, and gas refuelling stations rental expenses.

Other income, gains and other losses

Other income, gains and other losses amounted to approximately RMB1.9 million for the Year, mainly attributable to the compensation income of approximately RMB3.3 million received from the Shacheng District Government for the demolition of our gas refuelling station located at Shihao Road (十號路), Jingzhou, Hubei Province, according to the unified planning requirements of the Shacheng District Government, and the gain on early termination of leases of approximately RMB0.7 million, partially offset by the impairment loss of property, plant and equipment of approximately RMB0.9 million and write-off of property, plant and equipment of approximately RMB1.7 million, as compared to approximately RMB3.6 million for the year ended 31 December 2020, which mainly represents the government grants received from the PRC government authorities in connection with certain financial rewards where the local business enterprises meet certain conditions.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW *(cont'd)*

Reversal of (impairment loss) on financial assets, net

Balance mainly represents reversal of loss allowance for impairment of approximately RMB676,000 on the Group's financial assets, including trade and other receivables for the Year, compared to the loss allowance for impairment of approximately RMB5,417,000 for the year ended 31 December 2020. During the Year, certain long outstanding trade receivables which were impaired during the year ended 31 December 2020, had been recovered and the respective impairment loss was reversed to the consolidated statement of profit or loss accordingly.

Selling and distribution expenses

Selling and distribution expenses, which mainly represent staff costs and other office expenses incurred in our operation department, remained stable at approximately RMB0.6 million for the Year, as compared to approximately RMB0.5 million for the year ended 31 December 2020.

Administrative expenses

Administrative expenses, which mainly represent employee benefit expenses and legal and professional fee, decreased by approximately RMB7.7 million or 47.5% from approximately RMB16.2 million for the year ended 31 December 2020 to approximately RMB8.5 million for the Year. The decrease was mainly attributable to (i) decrease in legal and professional fee as a result of the absence of certain one-off professional fees incurred in relation to acquisitions during the year ended 31 December 2020; and (ii) recognition of fair value of the share options granted amounted to approximately RMB1.0 million during the Year, as compared to approximately RMB3.1 million during the year ended 31 December 2020.

Finance costs

Finance costs mainly represent interest on lease liabilities of RMB341,000 (2020: RMB561,000), interest on bank loans of RMB102,000 (2020: RMB32,000) and amortised cost of RMB238,000 (2020: RMB637,000) on the convertible bonds.

Other expenses

Other expenses mainly represent expenses incurred for the development of automated car wash business including relocation costs and expenses incurred in the upgrade and maintenance of the car wash equipment. During the Year, the Group did not incur any other expenses (2020: RMB3.5 million).

Taxation

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdiction in which members of the Group domicile or operate.

Income tax expense amounted to approximately RMB188,000 for the Year, compared to the income tax credit of approximately RMB1.5 million for the year ended 31 December 2020. The income tax (expense)/credit represents deferred tax due to the temporary differences arising from the impairment allowance on the trade receivables, accelerated accounting depreciation and lease liabilities.

Loss for the year

Loss attributable to the owners of the Company for the Year was approximately RMB8.5 million, decreased by RMB14.1 million or 62.4%, as compared to approximately RMB22.6 million for the year ended 31 December 2020. The decrease was mainly attributable to: (i) the decrease in administrative expenses due to the absence of certain one-off professional fees incurred in relation to the acquisitions during the year ended 31 December 2020; (ii) the decrease in the recognition of the non-cash fair value of the share options granted; and (iii) the recognition of impairment loss on financial assets of approximately RMB5.4 million during the year ended 31 December 2020.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

PROSPECTS

The global economy has been significantly affected by the COVID-19 since 2020. Mainland China is still being impacted by the COVID-19 with the ware of new cases of COVID-19 sparked largely by the Omicron variant. Unless the spread of the COVID-19 has been halted, the pace of global economic recovery is unlikely to be expeditious. Accordingly, the Group's revenue and profitability for the Year had still been affected by COVID-19, and the Directors expect the forthcoming business environment would remain challenging.

The Board pays great attention to the development of the outbreak of the COVID-19 and makes every effort on prevention and control, and daily operation management. The Group has adjusted its business strategies to mitigate the impact of COVID-19 on the Group's business operations by taking various proactive measures, including but not limited to (i) streamlining workflows and eliminating non-value added positions or activities; (ii) offering more promotion to attract customers; and (iii) actively managing its working capital to ensure that it remains in a healthy liquidity position.

The Group will continue to actively explore new business opportunities in the PRC and other locations in order to diversify the income source of the Group. The Directors believe that the recovery of economy will be supported in the near future by strong national policies and fiscal programmes. Besides, the PRC government has announced a number of policies and initiatives for newer and cleaner energy sources, including 13th Five-Year Plan for Natural Gas Development (天然氣發展「十三五」規劃) and Opinions on Accelerating the Use of Natural Gas (加快推進天然氣利用的意見). The Group expects that these policies would stimulate the natural gas industry and would foster development of other related products. The Group will endeavour to seize the growth potential resulting from such policies and industry trends.

The Group is principally engaged in the sales of compressed natural gas and provision of automated car wash services in the PRC. Whilst remaining focused on developing its existing principal businesses, the Group has been exploring electric power source as a cleaner alternative fuel, in addition to compressed natural gas and liquefied natural gas, which is in line with the government's initiatives for newer and cleaner energy sources. The Directors are of the view that the potential opportunity in the construction and operation of electric vehicle charging business will enable the Group to catch up with the development trend of new energy vehicles and seize the growth potential in the new energy vehicles sector resulting from the government's initiatives.

The Board will continue to assess the impact of the COVID-19 on the Group's operation and financial performance and will closely monitor the Group's exposure to the risks and uncertainties in connection with the outbreak of the COVID-19. The Group will take appropriate measures as necessary to minimise the risks exposed and will act prudently in considering any new investment opportunities, and will in the meantime also pursue other means of enhancing shareholder value.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The total equity of the Group as at 31 December 2021 was approximately RMB84.3 million (31 December 2020: RMB87.3 million). The Group's cash and cash equivalents as at 31 December 2021 was approximately RMB29.6 million (31 December 2020: RMB6.2 million). Our working capital represented by net current assets was approximately RMB37.0 million (31 December 2020: RMB32.5 million) and our current ratio was 4.5.

Gearing ratio represents the bank and other borrowings (excluding convertible bonds) as a percentage of equity attributable to equity holders of the Company. As at 31 December 2021, gearing ratio is not applicable to the Group since the Group did not have any interest-bearing bank borrowings.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

ADVANCE PAYMENTS FOR PROPERTY, PLANT AND EQUIPMENT

Balance mainly represented advance payments for (i) certain plant and machinery for the Group's CNG refuelling stations in Jingzhou; and (ii) four service apartment units in Malaysia, erected on a freehold land known as H.S. (D) 81751, P.T. No. 5241 Section 1, Bandar Ulu Klang, District of Gombak, State of Selangor and within a housing development known as "MMR Residency (金富苑)" ("MMR") situated at the north-eastern side of Jalan Melawati 1, near its junction with Jalan G1 located in Kuala Lumpur, Malaysia, with an aggregate gross floor area of approximately 8,000 square feet. MMR is currently under construction, which is expected to be completed by end of 2022, and will be a multi-storey service apartment consisting of 420 units in total upon completion of the construction. The investment was made by the Group through acquiring the entire issued share capital of Silver Max AP Company Limited at a total consideration of Malaysia Ringgit 9,800,000 (the "Residential Property Acquisition"). The Residential Property Acquisition was completed on 21 April 2020. It is intended that the properties will be used for investment purposes by leasing out for rental income which will generate a stable source of income for the Group and will be beneficial to the Group's financial position.

The decrease in balance as at 31 December 2021 was mainly due to the upgrade and installation of certain new facilities and infrastructures at the Jingzhou primary station being completed during the Year, and hence, such amount have been transferred and capitalised as property, plant and equipment in the consolidated statement of financial position as at 31 December 2021.

PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group's prepayments, other receivables and other assets as at 31 December 2020 and 2021 amounted to RMB31.4 million and RMB11.9 million, respectively. The significant decrease in balance as at 31 December 2021 was mainly attributable to (i) the refund of a deposit of RMB10.8 million advanced for the procurement of LNG in Malaysia as at 31 December 2020, which has been subsequently terminated; (ii) the decrease in receivables from an associate, employees and other vendors; and (iii) the decrease in prepayments to PetroChina in view of the decrease in sales volume in early 2022, as compared with that of 2021.

FINANCIAL RATIOS

The Group generally did not maintain inventory except for natural gas which remained in the pipelines as at 31 December 2020 and 2021.

Trade receivables turnover days of the Group during the year decreased to approximately 73.3 days (31 December 2020: 109.6 days), which was attributable to the shorter period for collecting payments. Trade receivables as at 31 December 2021 decreased by approximately RMB6.6 million to approximately RMB6.0 million (31 December 2020: RMB12.6 million).

CHARGE OF ASSETS

As at 31 December 2021, the Group had no charge of assets. As at 31 December 2020, the Group's bank loans of RMB4.0 million were secured by mortgage over the Group's building and leasehold land, which had a net carrying value of approximately RMB0.7 million and RMB1.5 million, respectively.

FOREIGN CURRENCY RISK

The Group carries out its business in China and most of its transactions are denominated in RMB. The Group did not experience any material impact or difficulties in liquidity on its operations resulting from the fluctuation in exchange rate, and no hedging transaction or forward contract arrangement was made by the Group during the years ended 31 December 2020 and 2021.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

INTEREST RATE RISK

The Group has no significant interest rate risk. The Group currently does not have any specific policies in place to manage interest rate risk and has not entered into any interest rate swap transactions to mitigate interest rate risk but will closely monitor related risk in the future.

INFORMATION ON EMPLOYEES

As at 31 December 2021, the Group had 53 employees (31 December 2020: 67 employees), including the executive Directors. The Group recorded staff costs (including directors' remuneration) of approximately RMB4.9 million (31 December 2020: RMB7.0 million). Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience. The remuneration paid to the senior management of the Group for the Year are set out in notes 9 and 34(d) to the financial statements.

On top of basic salaries, share options and bonuses may be paid by reference to the Group's performance as well as individual's performance. The Group provides its PRC employees with welfare schemes as required by the applicable laws and regulations of the PRC.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 19 January 2020, Excellence Enterprise Holdings Limited, a wholly-owned subsidiary of the Company, Mr. Liu Yong Cheng and Mr. Liu Yong Qiang entered into a sale and purchase agreement (the "Sale and Purchase Agreement"), pursuant to which Excellence Enterprise Holdings Limited conditionally agreed to acquire the entire issued share capital of Evergreen Leader Limited from Mr. Liu Yong Cheng and Mr. Liu Yong Qiang at the consideration of Malaysian Ringgit 29,000,000 (the "Proposed Acquisition"), which shall be satisfied by the allotment and issue of an aggregate of 166,470,000 Shares at an issue price of HK$0.156 each and the issue of the convertible bonds in the aggregate principal amount of HK$29,129,880 upon the completion. As certain conditions precedents of the Sale and Purchase Agreement cannot be completed due to the Movement Control Order in Malaysia under the COVID-19 pandemic, the Proposed Acquisition was terminated on 22 February 2021. For further details of the Proposed Acquisition, please refer to the circular of the Company dated 3 March 2020 and the announcements of the Company dated 31 July 2020, 31 December 2020 and 22 February 2021.

On 1 September 2021, Hubei Tonglin Natural Gas Service Company Limited (湖北桐林石油天然氣服務有限公司) ("Tonglin Gas"), an indirect wholly-owned subsidiary of the Company, and Guangzhou Ruichuang New Energy Technology Co., Ltd. (廣州市鋭創新能源科技有限公司) ("Ruichuang New Energy"), a company established in the PRC, entered into a memorandum of understanding ("MOU"), pursuant to which Tonglin Gas and Ruichuang New Energy agreed to cooperate in the construction and operation of electric vehicle charging business in the commercial areas of Guangzhou, the PRC. According to the MOU, the terms and conditions of the potential business cooperation between Tonglin Gas and Ruichuang New Energy will be subject to the execution of the formal agreement(s) to be entered between the parties. Tonglin Gas and Ruichuang New Energy further agreed that it and its respective affiliates shall not directly or indirectly discuss, negotiate or enter into any form of agreement or arrangement with any third party relating to the potential business cooperation for an exclusive period of a month from the date of the MOU. Further details are set out in the announcement of the Company dated 1 September 2021. As at the date of this report, the Group has decided not to proceed with the potential business cooperation and does not have any other arrangement with Ruichuang New Energy.

Save as disclosed above, there were no other significant investments held by the Company, nor were there any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Year.

Save as disclosed in this report, there is no other plan authorised by the Board for other material investments or additions of capital assets as at the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CAPITAL COMMITMENT

Details of the capital commitment of the Group are set out in note 33 to the financial statements.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2021 (31 December 2020: Nil).

USE OF PROCEEDS

The Company's shares were listed on GEM of the Stock Exchange (the "Listing") on 18 May 2018 (the "Listing Date") and the net proceeds from the Listing were approximately HK$29.2 million. The Company intends to apply the net proceeds in the following manner:

Description	Planned use of proceeds as shown in the Prospectus (adjusted based on the actual net proceeds) HK$'000	Percentage of net proceeds	Actual usage of proceeds from the Listing Date to 31 December 2021 HK$'000	Unutilised amount as at 31 December 2021 HK$'000
Expanding gas station network by constructing one CNG refuelling station	5,212	17.9%	1,193	4,019
Expanding gas station network by constructing one combined CNG/LNG refuelling station	12,250	42.0%	2,334	9,916
Upgrading infrastructures and facilities of our Jingzhou Primary Station to equip it with LNG processing capacity	8,772	30.1%	8,772	–
Working capital and other general corporate purposes	2,916	10.0%	2,916	–
Total	**29,150**	**100.0%**	**15,215**	**13,935**(Note)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

USE OF PROCEEDS *(cont'd)*

In pursuance of our business objectives, the implementation plans of our Group are set forth below:

Implementation plan as disclosed in Prospectus	Actual progress achieved up to the year ended 31 December 2020
Expanding gas station network by constructing one CNG refuelling station	• Obtained quotations for equipment and settled deposits for certain station equipment • Discussing with consultants on the engagement terms and design work of the gas refuelling station • Submitted the application to the relevant government authorities for the construction of new refuelling station and negotiating with officials in relation to the specific requirements • Expected to complete the implementation by end of 2022
Expanding gas station network by constructing one combined CNG/LNG refuelling station	• Performed site visits and estimated traffic flow of possible sites to identify suitable site • Obtained quotations and settled deposits for certain station equipment • Discussing with consultants on the engagement terms and design work of the gas refuelling station • Submitted the application to the relevant government authorities for the construction of new refuelling station and negotiating with officials in relation to the specific requirements • Expected to complete the implementation by end of 2022
Upgrading infrastructures and facilities of our Jingzhou Primary Station to equip it with LNG processing capacity	• Engaged consultant for modification design of Jingzhou Primary Station and settled the prepayment for the consulting services • Discussing with contractors on engagement terms and construction work of facility building • Constructing additional facility building, compressor room and electricity switchboard room • Purchased tanker trucks and certain station equipment • Informed the relevant government authorities in relation to the proposed installation of new facilities at our Jingzhou Primary Station with LNG processing capability • Completed during the Year

As disclosed in the Prospectus, the Company intended to install new facilities at the Jingzhou Primary Station, a gas processing station which acts as a primary station bridging high pressure pipelined gas that is being transmitted from PetroChina to the Group, to enlarge the Group's wholesale customer base and enable the Group to capture both CNG and LNG market. The implementation plan for upgrading infrastructures and facilities of the Jingzhou Primary Station to equip it with LNG processing capacity has been completed during the Year, and the Jingzhou Primary Station is currently able to maintain the pressure and low temperature of LNG, pump and dispense LNG, thereby operating with selling both CNG and LNG.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

USE OF PROCEEDS *(cont'd)*

In relation to the above other implementation plans, we have submitted the relevant application in prior year and have been in discussion with the government officials regularly on the approval progress. However, due to the recent demolition of one of our gas refuelling substation located at Shihao Road, Jingzhou, Hubei Province, in July 2021, the Company has been actively looking for relocation opportunities and will seek approval from the relevant government authorities, once the new location is identified. Upon receiving the relevant approval from the government authorities, the Group would carry out feasibility study including environmental impact assessment to further implement the plans. The unutilised net proceeds have been placed with licensed banks in the PRC as at 31 December 2021.

The Directors would constantly evaluate the Group's business objectives and will change or modify plan against the changing market condition to ascertain the business growth of the Group.

As at the date of this report, the Directors do not anticipate any change to the principal plan as to the use of proceeds.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Liu Yong Cheng (劉永成), aged 53, is our executive Director, chairman and chief executive officer. Mr. Liu Yong Cheng is the elder brother of Mr. Liu Yong Qiang. He was appointed as our Director and redesignated as an executive Director on 24 March 2017 and 28 June 2017, respectively. He is responsible for formulating corporate strategy, planning, business development and supervising the overall operations of our Group. Mr. Liu has about 14 years of experience in the natural gas industry. Mr. Liu joined our Group on 30 August 2007 as the director and legal representative of Hubei Tonglin Natural Gas Service Company Limited* (湖北桐林石油天然氣服務有限公司), an indirect wholly-owned subsidiary of the Company ("Tonglin Gas"). Mr. Liu served as a chairman of the board of Tonglin Gas since November 2010. Mr. Liu is also a director of our subsidiaries, Hongkong Hesheng International Industrial Limited ("Hesheng") and Zhuoyuan Enterprise Limited ("Zhuoyuan").

Prior to joining our Group, he served as a police officer at Guangzhou Public Security Bureau* (廣州市公安局) from September 1988 to August 1997. He served as a managing director of Guangzhou Dexin Property Development Co., Ltd.* (廣州市德心置業發展有限公司) from September 1997 to July 2007. Mr. Liu graduated from Guangzhou Gongan School* (廣州市公安學校) in the PRC in July 1988.

Mr. Liu Yong Qiang (劉永強), aged 48, is our executive Director and deputy general manager. Mr. Liu Yong Qiang is the younger brother of Mr. Liu Yong Cheng. He was appointed as our Director and redesignated as an executive Director on 24 March 2017 and 28 June 2017, respectively. He is primarily responsible for formulating corporate strategy, planning, business development and supervising the overall operations of our Group. Mr. Liu has about 14 years of experience in the natural gas industry. Mr. Liu joined our Group on 30 August 2007 as a manager of Tonglin Gas and was responsible for the overall management of the company's strategic development. Mr. Liu served as a director and a deputy general manager of Tonglin Gas since November 2010 and March 2015, respectively. Mr. Liu is also a director of our subsidiaries, Hesheng and Zhuoyuan.

Prior to joining our Group, Mr. Liu was a PRC military officer in Guangxi from December 1991 to December 1994. He was an employee of Guangzhou Tongde Paper Mill* (廣州同德造紙廠) from January 1995 to August 1995. He was also an officer of Guangzhou Tongde Sub-district Office* (廣州市同德街道辦事處) from September 1995 to August 1996. He served as a deputy general manager of Guangzhou Dexin Property Development Co., Ltd.* (廣州市德心置業發展有限公司) from September 1996 to June 2007. Mr. Liu graduated from Guangzhou Baiyun Xizhou Middle School* (廣州白雲區西洲中學) (originally known as Shijing No. 2 Middle School* (石井第二中學)) in the PRC in July 1990.

Mr. Liu Chunde (劉春德), aged 69, is our executive Director and general manager. He was appointed as our Director and redesignated as an executive Director on 24 March 2017 and 28 June 2017, respectively. He is primarily responsible for formulating corporate strategy, planning, business development and supervising the overall operations of our Group. Mr. Liu joined our Group on 1 January 2009 as a general manager and was responsible for the overall management of the company's strategic development. Mr. Liu served as a director of Tonglin Gas since November 2010.

Mr. Liu has about 12 years of experience in the natural gas industry and extensive experience in management. Mr. Liu was a PRC military officer in Jilin and Guangzhou from April 1974 to March 1987 and April 1987 to August 1992, respectively. He served as a general manager at Guangdong Jinshi Property Development Limited* (廣東金石物業發展總公司) from September 1992 to August 1996.

Mr. Liu served as the executive director and legal representative of Guangzhou Haoke Night Club Co., Ltd.* (廣州市豪客夜總會有限公司) from August 1997 to December 2015, which was deregistered on 24 December 2015 due to cessation of business. Mr. Liu completed a programme in party and government cadres theory from Jilin University (吉林大學) in the PRC in July 1985.

* *For identification purpose only*

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Luo Hongru (羅紅茹) ("Ms. Luo"), aged 56, was appointed as an independent non-executive director on 19 June 2020 and is the chairman of our Nomination Committee and a member of our Audit and Risk Management Committee and Remuneration Committee.

Ms. Luo has over 25 years of experience in legal industry. She graduated from The China Central Radio and TV Virtual University (now known as The Open University of China) after completing the two-year undergraduate programme with majoring in laws in April 2006. From October 1985 to December 1993 she worked at Dabu County Bureau of Justice in Guangdong province during which she was responsible for handling legal affairs. From December 1993 to July 2002, she worked at The Agriculture and Rural Affairs Committee of Guangdong Province (now known as Agricultural and Rural Department of Guangdong Province) in which she was responsible for personnel and payroll matters. From July 2002 to December 2005, she worked at Guangdong Chengzhan Law Firm as a lawyer. Since December 2005, she has been a partner of Guangdong Zhengda United Law Firm. Ms. Luo obtained the lawyer's certificate of the PRC in October 1993.

Ms. Zeng Li (曾麗) ("Ms. Zeng"), aged 43, was appointed as an independent non-executive Director on 30 April 2021 and is a member of our Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

Ms. Zeng has over 10 years of experience in finance and business management. From January 2010 to April 2011, she worked as an account manager at Nancheng sub-branch of Industrial Bank in the PRC. From April 2012 to November 2019, she worked as a finance manager at Fzg360 Network Co., Ltd.* (西藏房掌櫃網絡股份有限公司) ("Fzg360"), a company which is listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) with stock code 836918. She also served as a supervisor of Fzg360 from August 2015 to June 2018. Since December 2019, she has worked as a director assistant at Dongguan Hefu Petrochemical Co., Ltd.* (東莞市和富石油化工有限公司). Ms. Zeng has been the legal representative of Fenggang branch of Dongguan Ganlin Accounting Co., Ltd.* (東莞市甘霖會計有限公司鳳崗分公司) since August 2006 and Dongguan Xie Gang Xincheng Accounting Consulting Service Department* (東莞市謝崗鑫成會計諮詢服務部) since November 2011. Ms. Zeng graduated from Southwestern University of Finance and Economics (西南財經大學) with a major in finance in January 2008.

Mr. Yeung Chun Yue David (楊振宇) ("Mr. Yeung"), aged 40, was appointed as an independent non-executive Director on 29 December 2021 and is the chairman of our Audit and Risk Management Committee.

Mr. Yeung has over 17 years of experience in accounting and tax advisory. Mr. Yeung has been an executive director of Hatcher Group Limited (Stock Code: 8365) since July 2021. From September 2017 to July 2021, he had been the managing partner and director of D & Partners CPA Limited. From July 2004 to September 2017, he worked in Cheng & Cheng Limited, Certified Public Accountants with his last position as a director. Mr. Yeung has been an independent non-executive director of Nexion Technologies Limited (stock code: 8420) since 10 September 2020; SANVO Fine Chemicals Group Limited (stock code: 301) since 13 December 2019; and Aeso Holding Limited (stock code: 8341) since 12 April 2019. Mr. Yeung graduated from City University of Hong Kong with a bachelor of business administration in accountancy in November 2004. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Tax Adviser of the Taxation Institute of Hong Kong. He is currently a committee member of the Panyu Committee of Chinese People's Political Consultative Conference.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

INDEPENDENT NON-EXECUTIVE DIRECTORS *(cont'd)*

Mr. LI Wai Kwan (李偉君), aged 50, resigned as an independent non-executive Director, the chairman of our Audit and Risk Management Committee and a member of our Nomination Committee and Remuneration Committee on 30 September 2021.

Mr. Li has many years of experience in accounting, finance and investment management. Mr. Li is the chief financial officer of Crystal International Group Limited (stock code: 2232), which is principally engaged in manufacturing of fashion products since November 2018, while he is responsible for finance matters for that group. From March 2005 to September 2006, he worked for Esprit Holdings Limited, which is listed on the Main Board (stock code: 330) and principally engaged in manufacturing, retail and wholesale distribution of fashion products, and he served as a vice president of operational finance and a vice president of finance in Asia Pacific region from March 2005 to September 2006, while he was responsible for finance and operational matters. From October 2006 to September 2010, he was a vice president of COFCO China Agri-Industries Holdings Limited, which is listed on the Main Board (stock code: 606) and principally engaged in trading on agricultural raw materials, manufacturing and distributing food products, while he was responsible for finance, investment and company secretarial matters. Mr. Li was a managing director and director of the board of COFCO Agricultural Industrial Investment Fund Management Company Limited, which is principally engaged in asset management, from September 2010 to October 2011, and he was responsible for managing overall business and investment matters. Mr. Li was a managing director of Origo Partners PLC, whose shares are listed on the London Stock Exchange and principal business is private equity investment, from November 2011 to January 2013, and he was responsible for investment matters. Mr. Li was the chief financial officer of Zhuhai Dahengqin Company Limited and its affiliate Zhuhai Dahengqin Property Company Limited, which is principally engaged in primary land development, real estate development, theme park construction and operation, city operational management, and asset management in Hengqin Free Trade Zone, from August 2013 to October 2018, while he was responsible for finance, investment and fund management matters.

Mr. Li is a director, executive committee member and honorary treasurer of the Hong Kong – ASEAN Economic Cooperation Foundation since 2015, an Honorary President of the Institute of Certified Management Accountants – Hong Kong & Macau Branch since 2018, a Chairman of Institute of Public Accountants – Hong Kong Branch since 2019, a Committee member, SME committee of ACCA – Hong Kong Branch since 2019, and a General Committee member and Chairman of Professional Education and Training Committee of the Chamber of Hong Kong Listed Companies since 2020.

Ms. Li Helen Hoi Lam (李凱琳), age 42, resigned as an independent non-executive Director and a member of our Audit and Risk Management Committee and Nomination Committee on 30 April 2021.

Ms. Li has about 19 years of experience in business and market development. Ms. Li was an engineer of Atomic Energy of Canada Limited, a Canadian nuclear science and technology company, from June 2002 to September 2003. She was an engineer of Imperial Oil Limited, a Canadian petroleum company, from September 2003 to August 2007. She served at Hutchison Ports Limited as a project manager, manager in the technical services projects department, the commercial development department and commercial department from October 2007 to December 2007, January 2008 to October 2009, November 2009 to December 2015 and January 2016 to December 2016, respectively. She has been the head of research and analysis in the commercial department of Hutchison Ports Limited since January 2017.

SENIOR MANAGEMENT

Other than Mr. Liu Yong Cheng, Mr. Liu Yong Qiang, Mr. Liu Chunde and Mr. Zhao Yonghe (please refer to the disclosure of Mr. Zhao in the section headed "Joint Company Secretaries" in this report), there is one more senior management member of our Group as follows:

Mr. Huang Qiang (黃強), aged 49, joined our Group in October 2018 as the production and operation manager and is primarily responsible for our Group's administration and management of production and operation.

Mr. Huang has completed tertiary education and has extensive experience in the management of production and operation. From 1995 to 2011, he worked in Guiping Municipal Industry and Commerce Bureau in Guangxi province. From 2011 to 2017, he worked in Guiping Mengwei Town Market Management Office in Guangxi province.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

JOINT COMPANY SECRETARIES

Mr. Zhao Yonghe (趙永和), aged 47, joined our Group on 20 November 2015 as the financial controller and was appointed as the joint company secretary of our Group on 6 June 2017. Mr. Zhao is primarily responsible for overseeing our Group's financial and accounting operations and internal control. Mr. Zhao is an intermediate accountant in the PRC.

Mr. Zhao has more than 23 years of experience in the auditing, accounting and management industry. Prior to joining our Group, he was a financial manager at Ching Sum Mould (Dongguan) Company Limited* (精深制模(東莞)有限公司) from August 1997 to December 1999. He was a financial manager at Dongguanshi Niuxin Metal Product Company Limited* (東莞市鈕鑫金屬製品有限公司) from January 2000 to August 2005. He also worked as a chief financial officer from Dongguan Taide Lighting Technology* (東莞泰德照明科技有限公司) from September 2005 to February 2008. He then worked as a financial manager at Dongguan Hongxing Metal Product Company Limited* (東莞鴻興金屬製品有限公司) from March 2008 to November 2015.

Mr. Zhao completed two years studies in accounting at China Central Radio and Television University* (中央廣播電視大學) in China in July 2015. He also obtained a qualification certificate for accountant in intermediate level issued by Ministry of Finance of the PRC* (中華人民共和國財政部) in May 2006.

Mr. Tam Chun Wai Edwin (談俊緯), aged 40, is the joint company secretary of the Company. Mr. Tam is responsible for the corporate secretarial work of the Group. He was appointed on 18 May 2019. Mr. Tam holds a bachelor degree in accounting and finance from The Manchester Metropolitan University in the United Kingdom and has over 15 years of experience in financial and accounting management, corporate governance and compliance affairs. Mr. Tam is a practising fellow member of the Hong Kong Institute of Certified Public Accountants and fellow of the Association of Chartered Certified Accountants.

REPORT OF THE DIRECTORS

The Directors are pleased to present this report and the audited financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries was engaged in the sales of CNG and provision of automated car wash services in the PRC.

BUSINESS REVIEW

General

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on page 5 to 13 of this report. This discussion forms part of this directors' report.

Environmental policies and compliance with law and regulations

The Group is committed to supporting the environmental sustainability and is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. During the Year, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group.

A report on the environmental, social and governance aspects prepared in accordance with Appendix 20 to the GEM Listing Rules is set out in page 39 to 54 of this report.

Relationship with stakeholders

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

RESULTS AND DIVIDENDS

The Group's loss for the Year and the Group's financial position at 31 December 2021 are set out in the financial statements on pages 60 to 125 of this report.

The Board does not recommend the payment of final dividend for the Year (2020: Nil).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 126 of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

REPORT OF THE DIRECTORS (CONTINUED)

SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE BONDS

Details of the movements in the share capital of the Company's share capital, share options and convertible bonds during the Year are set out in notes 26, 27 and 25 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in notes 28 and 38 to the consolidated financial statements. As at 31 December 2021, the reserves of the Company available for distribution, as calculated in accordance with statutory provisions applicable in the Cayman Islands, was approximately RMB63.1 million (31 December 2020: RMB59.7 million).

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for 72.1% of the total sales for the Year and sales to the largest customer included therein amounted to 34.8%. Purchases of the Group, mainly from one natural gas supplier, which accounted for 100.0% of the total purchases for the Year. Other costs of sales, other than purchases of natural gas, mainly represented depreciation, utilities, staff costs and gas refuelling stations rental expenses and the Group does not have any other purchases.

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

DIRECTORS

The Directors during the Year and up to the date of this report were:

Mr. Liu Yong Cheng *(Chairman and Chief Executive Officer)*
Mr. Liu Yong Qiang
Mr. Liu Chunde
Ms. Luo Hongru
Ms. Zeng Li (appointed on 30 April 2021)
Mr. Yeung Chun Yue David (appointed on 29 December 2021)
Mr. Li Wai Kwan (resigned on 30 September 2021)
Ms. Li Helen Hoi Lam (resigned on 30 April 2021)

The biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" in this report.

In accordance with the articles of association of our Company, Mr. Liu Yong Qiang and Mr. Yeung Chun Yue David will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmation of independence from each of the independent non-executive Directors. As at the date of this report, they are considered to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years which is subject to termination by either party giving not less than three months' written notice. Each of the independent non-executive Directors has entered into an appointment later with the Company for a fixed term of three years from their respective date of appointment, terminated by either party giving not less than three months' written notice.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

REPORT OF THE DIRECTORS (CONTINUED)

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance covering the liabilities of its Directors and officers in respect of legal actions that may brought against them. The Company has maintained appropriate insurance cover for the Directors and officers throughout the Year and are currently in force.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this report, no Director, controlling shareholders nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries was a party during the Year.

MANAGEMENT CONTRACTS

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

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

As at 31 December 2021, interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in ordinary shares and underlying Shares of the Company:

Name	Capacity/Nature of interests	Number of Shares held	Share Options	Approximate percentage of the total issued Shares*
Mr. Liu Yong Cheng	Interest in controlled corporation and parties acting in concert	85,955,000 *(Note 1)*	1,655,900 *(Note 2)*	49.43%
	Beneficial owner	–	1,655,900 *(Note 3)*	0.93%
Mr. Liu Yong Qiang	Interest in controlled corporation and parties acting in concert	85,955,000 *(Note 4)*	1,655,900 *(Note 3)*	49.43%
	Beneficial owner	–	1,655,900 *(Note 2)*	0.93%
Mr. Liu Chunde	Beneficial owner	–	1,655,900 *(Note 5)*	0.93%

* The percentage was calculated based on 177,255,000 Shares in issue as at 31 December 2021.

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

Long positions in ordinary shares and underlying Shares of the Company: *(cont'd)*

Notes:

(1) As at 31 December 2021, Mr. Liu Yong Cheng directly owned 100% of Yongsheng Enterprise Limited ("Yongsheng"), which in turn held 19,392,500 shares or approximately 10.94% of the issued Shares; therefore he was deemed, or taken to be interested in, all the shares held by Yongsheng for the purpose of the SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Cheng was also deemed to be interested in 66,562,500 Shares or approximately 37.55% of the issued Shares owned by Hongsheng Enterprise Limited ("Hongsheng") as at 31 December 2021 as a result of being a party acting in concert with Mr. Liu Yong Qiang.

(2) On 21 January 2020 and 23 June 2020, Mr. Liu Yong Qiang was granted an option to subscribe for 1,375,000 Shares and 280,900 Shares, respectively, under the share option scheme approved and adopted by the shareholders of the Company by way of written resolutions passed on 20 April 2018 (the "Share Option Scheme"). For further details of the Share Option Scheme, please refer to the section headed Share Option Scheme in this report.

(3) On 21 January 2020 and 23 June 2020, Mr. Liu Yong Cheng was granted an option to subscribe for 1,375,000 Shares and 280,900 Shares, respectively, under the Share Option Scheme.

(4) As at 31 December 2021, Mr. Liu Yong Qiang directly owned 100% of Hongsheng, which in turn held 66,562,500 shares or approximately 37.55% of the issued Shares; therefore he was deemed, or taken to be interested in, all the shares held by Hongsheng for the purpose of the SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Qiang was also deemed to be interested in 19,392,500 Shares or approximately 10.94% of the issued Shares owned by Yongsheng as at 31 December 2021 as a result of being a party acting in concert with Mr. Liu Yong Cheng.

(5) On 21 January 2020 and 23 June 2020, Mr. Liu Chunde was granted an option to subscribe for 1,375,000 Shares and 280,900 Shares, respectively, under the Share Option Scheme.

Save as disclosed above, as at 31 December 2021, none of the Directors nor chief executive of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

REPORT OF THE DIRECTORS (CONTINUED)

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

As at 31 December 2021, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the Shares or the underlying Shares as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long position in ordinary shares and underlying Shares of the Company:

Name	Capacity	Number of Shares held	Share Options	Approximate percentage of the total issued Shares*
Yongsheng	Beneficial owner and parties acting in concert	85,955,000 *(Note 1)*	3,311,800 *(Note 2)*	50.36%
Hongsheng	Beneficial owner and parties acting in concert	85,955,000 *(Note 3)*	3,311,800 *(Note 2)*	50.36%
Stable Development Company Limited	Beneficial owner	13,872,500 *(Note 4)*	–	7.83%
Mr. Lee Kwok Wah	Beneficial owner	9,492,500	–	5.36%

* The percentage was calculated based on 177,255,000 Shares in issue as at 31 December 2021.

Notes:

(1) As at 31 December 2021, Mr. Liu Yong Cheng directly owned 100% of Yongsheng, which in turn held 19,392,500 shares or approximately 10.94% of the issued Shares; therefore he was deemed, or taken to be interested in, all the shares held by Yongsheng for the purpose of the SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Cheng was also deemed to be interested in 66,562,500 Shares or approximately 37.55% of the issued Shares owned by Hongsheng as at 31 December 2021 as a result of being a party acting in concert with Mr. Liu Yong Qiang. Mr. Liu Yong Cheng, an executive Director, is also a director of Yongsheng.

(2) On 21 January 2020 and 23 June 2020, each of Mr. Liu Yong Cheng and Mr. Liu Yong Qiang was granted an option to subscribe for 1,375,000 Shares and 280,900 Shares, respectively, under the Share Option Scheme. For further details of the Share Option Scheme, please refer to the section headed Share Option Scheme in this report.

(3) As at 31 December 2021, Mr. Liu Yong Qiang directly owned 100% of Hongsheng, which in turn held 66,562,500 shares or approximately 37.55% of the issued Shares; therefore he is deemed, or taken to be interested in, all the shares held by Hongsheng for the purpose of the SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Qiang was also deemed to be interested in 19,392,500 Shares or approximately 10.94% of the issued Shares owned by Yongsheng as at 31 December 2021 as a result of being a party acting in concert with Mr. Liu Yong Cheng. Mr. Liu Yong Qiang, an executive Director, is also a director of Hongsheng.

(4) As at 31 December 2021, Mr. Yu Kin Wai Perway directly owned 100% of Stable Development Company Limited, which in turn held 13,872,500 Shares, therefore he was deemed, or taken to be interested in, all the Shares held by Stable Development Company Limited for the purpose of the SFO.

REPORT OF THE DIRECTORS (CONTINUED)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY *(cont'd)*

Save as disclosed above, as at 31 December 2021 and so far as known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company and any Associated Corporation" above, had notified the Company of an interest or short position in the Shares or underlying Shares which had been required to be recorded in the register required to be kept by the Company pursuant Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has a share option scheme (the "Share Option Scheme") which was approved and adopted by the shareholders of the Company by way of written resolutions passed on 20 April 2018. The Share Option Scheme enables the Company to grant options to the Directors, the directors of the Group's subsidiaries and employees of any member of the Group and any other persons (including consultants or advisers) (the "Eligible Participant") as incentives or rewards for their contributions to the Group. The Board, at its absolution discretion and subject to the terms of the Scheme, shall be entitled, at any time within ten years commencing from the date the Share Option Scheme was adopted, to make an offer for the grant of an option to any Eligible Participant.

The maximum number of shares that may be granted by the Company to any one Eligible Participant shall not exceed 1% of the issued share capital of the Company from time to time.

Upon acceptance of an option to subscribe for shares granted pursuant to the Scheme (the "Option"), the Eligible Participant shall pay HK$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 21 days from the date on which the Option is granted. The subscription price for the shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Option, which must be a day on which trading of shares take place on the Stock Exchange (the "Trading Day"); (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five Trading Days immediately preceding the date of grant of the Options; and (iii) the nominal value of a Share on the date of grant, provided that in the event that any Option is proposed to be granted within a period of less than five Trading Dates, the new issue price of the Shares shall be used as the closing price for any business day falling within the period before listing of the Shares on the Stock Exchange. An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

The Company shall be entitled to issue options, provided that the total number of shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme does not exceed 10% of the shares in issue from the date of listing of the Shares on GEM of the Stock Exchange. The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time.

SHARE OPTION SCHEME *(cont'd)*

The details of movement in the Options granted during the Year are as follows:

Name or category of participant	Number of share options: At 1 January 2021	Granted	Exercised	Cancelled	Adjustments made as a result of the Share Consolidation	Lapsed	As at 31 December 2021	Exercise period of share options	Exercise price of share options HK$ (Note 5)	Date of grant of share options	Closing price of the Shares immediately before the date of grant of share options HK$ (adjusted)	Weighted average closing price of the Shares immediately before the exercise date HK$
Directors, chief executive, substantial shareholders and/or their respective associates												
Liu Yong Cheng	5,500,000	–	–	–	(4,125,000)	–	1,375,000	21 January 2020 to 20 January 2025	0.664	21 January 2020	0.812	–
	1,123,600	–	–	–	(842,700)	–	280,900	23 June 2020 to 22 June 2025	0.520	23 June 2020	0.544	–
Liu Yong Qiang	5,500,000	–	–	–	(4,125,000)	–	1,375,000	21 January 2020 to 20 January 2025	0.664	21 January 2020	0.812	–
	1,123,600	–	–	–	(842,700)	–	280,900	23 June 2020 to 22 June 2025	0.520	23 June 2020	0.544	–
Liu Chunde	5,500,000	–	–	–	(4,125,000)	–	1,375,000	21 January 2020 to 20 January 2025	0.664	21 January 2020	0.812	–
	1,123,600	–	–	–	(842,700)	–	280,900	23 June 2020 to 22 June 2025	0.520	23 June 2020	0.544	–
Employees (other than Directors)												
In aggregate	27,500,000	–	–	–	(20,625,000)	–	6,875,000	21 January 2020 to 20 January 2025	0.664	21 January 2020	0.812	–
	55,505,600	–	–	–	(41,629,200)	(1,558,991)	12,317,409	23 June 2020 to 22 June 2025	0.520	23 June 2020	0.544	–
Shareholder and supervisor of an associate of the Group												
In aggregate	5,500,000	–	–	–	(4,125,000)	–	1,375,000	21 January 2020 to 22 January 2025	0.664	21 January 2020	0.812	–
	1,123,600	–	–	–	(842,700)	–	280,900	23 June 2020 to 22 June 2025	0.520	23 June 2020	0.544	–
Total	109,500,000	–	–	–	(82,125,000)	(1,558,991)	25,816,009					

REPORT OF THE DIRECTORS (CONTINUED)

SHARE OPTION SCHEME *(cont'd)*

Notes:

1. The share options are subject to the vesting period as follows:

   (a) 30% of the share options will be vested on, and exercisable from, the date of grant to the expiry of the option period (both days inclusive);

   (b) a further 30% of the share options will be vested on, and exercisable from, the first anniversary of the date of grant to the expiry of the option period (both days inclusive); and

   (c) the remaining 40% of the share options will be vested on, and exercisable from, the second anniversary of the date of grant to the expiry of the option period (both days inclusive).

2. The share options are exercisable for a period of five years from the date of grant and the fair values of the share options were calculated using the Binomial Option Pricing Model. The inputs to the model were as follows:

	Share options granted on 23 June 2020	Share options granted on 21 January 2020
Share price at the date of grant (before the Share Consolidation)	**HK$0.130**	HK$0.166
Exercise price per share (before the Share Consolidation) *(note 5)*	**HK$0.130**	HK$0.166
Expected volatility (%)	**42.55**	42.33
Risk-free interest rate (%)	**0.31**	1.62

   The expected volatility reflected the assumption that the historical volatility was indicative of future trends, which may not necessarily be the actual outcome.

3. The fair value of the share options granted was estimated at RMB4,655,000 using the Binomial Option Pricing Model, of which the Group recognised share option expenses of RMB1,002,000 (for the year ended 31 December 2020: RMB3,068,000) during the Year. The fair value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

4. Share options which are cancelled/lapsed/forfeited prior to their exercise date will be removed from the Company's register of outstanding share options. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits/accumulated losses as a movement in reserves.

5. Due to the Share Consolidation, adjustments were made to the number of outstanding share options and the exercise price with effective from 20 July 2021 (the "Adjustments"). The exercise price of the share options granted on 21 January 2020 was adjusted from HK$0.166 to HK$0.664 and the exercise price of the share options granted on 23 June 2020 was adjusted from HK$0.130 to HK$0.520. For further details, please refer to the announcement of the Company dated 16 July 2021.

6. On 23 June 2020, 6,236,000 share options (before the Share Consolidation) were granted to a consultant of the Company, namely Lui Mei Ka, and such 6,236,000 share options (before the Share Consolidation) have been forfeited as at 31 December 2020.

At the date of this report, the Company had utilised all of the existing scheme mandate limit under the Share Option Scheme and had 25,816,009 share options outstanding under the Share Option Scheme (as adjusted by the Adjustments), which represented approximately 14.56% of the issued Shares in issue as at the date of this report.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save for the Share Option Scheme, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company Granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

REPORT OF THE DIRECTORS (CONTINUED)

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company or the laws of the Cayman Islands.

RETIREMENT BENEFITS SCHEME

The Group does not have any employee who is required to participate in the Mandatory Provident Fund in Hong Kong. The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. There are no provisions under the scheme whereby forfeited contributions may be used to reduce future contributions. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

Details of the pension obligations of the Group are set out in note 2.4 to the consolidated financial statements in this report.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their respective holding of the Company's securities.

EQUITY-LINKED AGREEMENTS

During the Year, save for the Share Option Scheme, the Company did not enter into any equity-linked agreements in respect of shares of the Company.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by Directors. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings during the Year.

DEED OF NON-COMPETITION

As disclosed in the prospectus of the Company dated 8 May 2018 (the "Prospectus"), Mr. Liu Yong Qiang, Mr. Liu Yong Cheng, Hongsheng and Yongsheng, the controlling shareholders of the Company (the "Controlling Shareholders") entered into a deed of non-competition in favour of the Company on 20 April 2018 (for itself and as trustee for its subsidiaries) (the "Deed of Non-Competition"). Each of the Controlling Shareholders confirmed to the Company that they have compiled with the Deed of Non-Competition during the Year.

Pursuant to the Deed of Non-Competition, each of the Controlling Shareholders has irrevocably and unconditionally undertaken to the Company (for itself and as trustee for its subsidiaries) that, subject to certain exceptions, during the period that the Deed of Non-Competition remain effective, each of the Controlling Shareholders shall not, and shall procure that their associates (other than any members of the Group) not to, directly or indirectly, carry on, participate in, be engaged, be interested directly or indirectly, either for their own account or in conjunction with or on behalf of or for any other person in any business in competition with or likely to be in competition with the existing business activity of any member of the Group.

Our independent non-executive Directors have reviewed the declarations made by the Controlling Shareholders regarding the compliance of the Deed of Non-Competition and were satisfied that the terms of the Deed of Non-Competition, and the enforcement of undertakings under the Deed of Non-Competition had been duly complied with and enforced during the Year.

REPORT OF THE DIRECTORS (CONTINUED)

COMPETING INTERESTS

During the Year, so far as the Directors are aware, none of the Directors, Controlling Shareholders and substantial shareholders of the Company, and their respective close associates (as defined under the GEM Listing Rules) had held any position or had interest in any businesses or companies that were materially competing or might materially compete with the business of the Group, or gave rise to any concern regarding conflict of interest.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group during the Year are set out in note 34 to the consolidated financial statements in this report. Save as disclosed in the section headed "CONNECTED TRANSACTIONS" in this report, none of such related party transactions constitutes connected transaction which is subject to the reporting, annual review, announcement and/or shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTIONS

On 19 January 2020, Excellence Enterprise Holdings Limited, a wholly-owned subsidiary of the Company, Mr. Liu Yong Cheng and Mr. Liu Yong Qiang entered into the Sale and Purchase Agreement, pursuant to which Excellence Enterprise Holdings Limited has conditionally agreed to acquire the entire issued share capital of Evergreen Leader Limited from Mr. Liu Yong Cheng and Mr. Liu Yong Qiang at the consideration of Malaysian Ringgit 29,000,000 (i.e. the Proposed Acquisition), which shall be satisfied by the allotment and issue of an aggregate of 166,470,000 Shares at an issue price of HK$0.156 each and the issue of the convertible bonds in the aggregate principal amount of HK$29,129,880 upon the completion. As certain conditions precedents of the Sale and Purchase Agreement cannot be completed due to the Movement Control Order in Malaysia under the coronavirus disease 2019 pandemic, the Proposed Acquisition was terminated on 22 February 2021. For further details of the Proposed Acquisition, please refer to the circular of the Company dated 3 March 2020 and the announcements of the Company dated 31 July 2020, 31 December 2020 and 22 February 2021.

Save as disclosed above, there are no other connected transactions or continuing connected transactions required to be disclosed pursuant to Chapter 20 of the GEM Listing Rules.

INTERESTS OF THE COMPLIANCE ADVISER

The Company had appointed Giraffe Capital Limited as its compliance adviser from the date of listing of the shares on GEM of the Stock Exchange to 31 March 2021, being the date on which the Company compiles with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after the date of listing. Except for the compliance adviser agreement entered into between the Company and the compliance adviser dated 14 July 2017, neither the compliance adviser nor any of its directors, employees or close associates (as defined under the GEM Listing Rules) had any interests in the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

REVIEW BY AUDIT AND RISK MANAGEMENT COMMITTEE

The audited consolidated financial statements of the Group for the year ended 31 December 2021 have been reviewed by the Audit and Risk Management Committee. The Audit and Risk Management Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2021 comply with applicable reporting standards, GEM Listing Rules, and that adequate disclosures have been made.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, the Group had no significant events occurred subsequent to the end of the Year.

REPORT OF THE DIRECTORS (CONTINUED)

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the latest practicable date prior to the date of this report.

AUDITOR

During the Year, Ernst & Young resigned as auditors of the Company with effect from 21 July 2021 and Moore Stephens CPA Limited ("Moore Stephens"), were appointed by the Directors to fill the casual vacancy. On 17 December 2021, Moore Stephens resigned as the auditors of the Company. On 29 December 2021, with the recommendation from the Audit and Risk Management Committee of the Company, CL Partners CPA Limited has been appointed as the new auditors of the Company with effect to fill the casual vacancy following the resignation of Moore Stephens and to hold office until the conclusion of the next annual general meeting of the Company. Further details on the change of auditors were included in the announcements of the Company dated 21 July 2021, 17 December 2021 and 29 December 2021.

Save as disclosed above, there have no other changes of auditors in the past three years.

The consolidated financial statements for the year ended 31 December 2021 have been audited by CL Partners CPA Limited, who will retire and, being eligible, offer themselves for reappointment.

On behalf of the Board

Liu Yong Cheng
Chairman, Chief Executive Officer and Executive Director
23 March 2022

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board is committed to ensuring the Company adheres to a good standard of corporate governance.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted and applied the principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules as the basis of the Company's corporate governance practices.

During the Year, the Company has complied with all the applicable code provisions as set out in the CG Code, except for code provision C.2.1 described in the paragraph headed "Board of Directors – Chairman and Chief Executive Officer".

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules ("Required Standard of Dealings") in respect of securities transactions by Directors.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings throughout the Year.

The Company has also adopted the Required Standard of Dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its written guidelines (the "Employees Written Guidelines") in respect of securities dealings by relevant employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises six Directors, consisting of three executive Directors and three independent non-executive Directors.

The composition of the Board is as follows:

Executive Directors
Mr. Liu Yong Cheng *(Chairman of the Board and chief executive officer)*
Mr. Liu Yong Qiang
Mr. Liu Chunde

Independent Non-executive Directors
Ms. Luo Hongru
Ms. Zeng Li (appointed on 30 April 2021)
Mr. Yeung Chun Yue David (appointed on 29 December 2021)
Mr. Li Wai Kwan (resigned on 30 September 2021)
Ms. Li Helen Hoi Lam (resigned on 30 April 2021)

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 14 to 17 of this report.

Mr. Liu Yong Cheng is the elder brother of Mr. Liu Yong Qiang. Save as disclosed, none of the members of the Board is related to one another.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD OF DIRECTORS *(cont'd)*

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

Under the current management structure of the Company, Mr. Liu Yong Cheng is the chairman of the Board (the "Chairman") and chief executive officer of the Company (the "Chief Executive Officer"). As Mr. Liu Yong Cheng has been leading the Group as the Chief Executive Officer and actively involved in the core business of Hubei Tonglin Natural Gas Service Company Limited, an indirect wholly-owned subsidiary of the Company, since its incorporation, and due to his familiarity with the operations of the Group, the Board believes that it is in the best interest of the Group to continue to have Mr. Liu Yong Cheng acting as the Chief Executive Officer and Chairman for effective management and business planning of the Group. Further, the Company has put in place an appropriate check-and-balance mechanism through the Board and three independent non-executive Directors. The Company will consult the Board for any major decisions. Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstances.

Independent Non-executive Directors

Following the resignation of Mr. Li Wai Kwan on 30 September 2021, the Company failed to meet (i) the requirement set out in Rule 5.05(1) of the GEM Listing Rules that the Company must have at least three independent non-executive directors; (ii) the requirement set out in Rule 5.05(2) of GEM Listing Rules that the Company must have at least one of the independent non-executive directors having appropriate professional qualifications or accounting or related financial management expertise; and (iii) the requirement set out in Rule 5.28 of the GEM Listing Rules that the audit and risk management committee of the Company must comprise a minimum of three members.

On 29 December 2021, upon appointment of Mr. Yeung Chun Yue David as an independent non-executive Director of the Company and the chairman of our Audit and Risk Management Committee, the Board met the requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors, with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

The independent non-executive Directors are appointed for a specific term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company.

The articles of association of the Company provides that all Directors appointed to fill a casual vacancy shall be subject to re-election by shareholders at the first general meeting of the Company after appointment.

Under the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD OF DIRECTORS *(cont'd)*

Responsibilities, Accountabilities and Contributions of the Board and Management *(cont'd)*

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses, for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Reading material on relevant topics would be provided to Directors where appropriate.

All Directors are encouraged to attend relevant training courses at the Company's expenses.

The following Directors pursued continuous professional development and relevant details are summarised as follows:

Name of Directors	Type of Training Note
Executive Directors	
Mr. Liu Yong Cheng	✓
Mr. Liu Yong Qiang	✓
Mr. Liu Chunde	✓
Independent Non-executive Directors	
Ms. Luo Hongru	✓
Ms. Zeng Li (appointed on 30 April 2021)	✓
Mr. Yeung Chun Yue David (appointed on 29 December 2021)	✓
Mr. Li Wai Kwan (resigned on 30 September 2021)	✓
Ms. Li Helen Hoi Lam (resigned on 30 April 2021)	✓

Note:

During the year ended 31 December 2021, all Directors received training and training materials, including from the Company's legal advisors, about matters relevant to their duties as directors of a listed company. They also kept abreast of matters relevant to their role as Directors by such means as attendance at seminars and conferences and/or reading materials about financial, commercial, economic, legal, regulatory and business affairs.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES

The Board has established three committees, namely, the Audit and Risk Management Committee, the Remuneration Committee, and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All committees of the Board are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on page 3 of this report.

Audit and Risk Management Committee

The Audit and Risk Management Committee consists of three independent non-executive Directors, namely Mr. Yeung Chun Yue David, Ms. Zeng Li and Ms. Luo Hongru. Mr. Yeung Chun Yue David is the chairman of the Audit and Risk Management Committee.

The terms of reference of the Audit and Risk Management Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit and Risk Management Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control, or other matters of the Group.

During the Year, the Audit and Risk Management Committee held seven meetings to review the quarterly, interim and annual financial results and reports, discuss with external auditors on their proposed appointment and significant issues on the financial reporting, operational and compliance controls.

Remuneration Committee

The Remuneration Committee consists of three members, namely Ms. Luo Hongru, independent non-executive Director, Mr. Liu Yong Cheng, executive Director and Ms. Zeng Li, independent non-executive Director. Ms. Luo Hongru is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

During the Year, one meeting of the Remuneration Committee was held.

Details of the remuneration of the senior management by band are set out in Notes 9 and 10 to the financial statements.

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Liu Yong Cheng, executive Director, Ms. Luo Hongru, independent non-executive Director and Ms. Zeng Li, independent non-executive Director. Mr. Liu Yong Cheng is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES *(cont'd)*

Nomination Committee *(cont'd)*

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the Year, the Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, experience, expertise, qualifications, skills and knowledge as well as independence of the Board.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Nomination Committee will review the Board Diversity Policy on a regular basis to ensure its effectiveness.

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES *(cont'd)*

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the GEM Listing Rules; and
- commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

During the Year, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Required Standard of Dealings and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

ATTENDANCE RECORDS OF DIRECTORS

The attendance record of each Director at the Board and Board Committee meetings held during the Year is set out in the table below:

	Number of Meetings Attended/Number of Meetings held for the Year					
Name of Directors	Board Meeting	Audit and Risk Management Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Annual General Meeting	Other General Meeting
Executive Directors						
Mr. Liu Yong Cheng	7/7	–	1/1	1/1	1/1	1/1
Mr. Liu Yong Qiang	7/7	–	–	–	1/1	1/1
Mr. Liu Chunde	7/7	–	–	–	1/1	1/1
Independent Non-executive Directors						
Ms. Luo Hongru	7/7	7/7	1/1	–	1/1	1/1
Ms. Zeng Li (appointed on 30 April 2021)	6/6	6/6	–	–	1/1	1/1
Mr. Yeung Chun Yue David (appointed on 29 December 2021)	1/1	1/1	–	–	–	–
Mr. Li Wai Kwan (resigned on 30 September 2021)	4/4	4/4	1/1	1/1	1/1	1/1
Ms. Li Helen Hoi Lam (resigned on 30 April 2021)	1/1	1/1	–	1/1	–	–

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit and Risk Management Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has adopted a series of internal control policies, procedures and programs designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

CORPORATE GOVERNANCE REPORT (CONTINUED)

RISK MANAGEMENT AND INTERNAL CONTROLS *(cont'd)*

The Company's risk management and internal control systems have been developed with the following features and processes:

(a) The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

Risk Identification: Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment: Assesses the risks identified by using the assessment criteria developed by the management; and considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response: Prioritises the risks by comparing the results of the risk assessment; and determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting: Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place; revises the risk management strategies and internal control processes in case of any significant change of situation; and reports the results of risk monitoring to the management and the Board regularly.

(b) The main features of the risk management and internal control systems are summarised as follows:

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; ensure that unauthorized access and use of inside information are strictly prohibited; and to provide reasonable assurance against material misstatement, loss or fraud.

The management has confirmed to the Board and the Audit and Risk Management Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2021.

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. Nevertheless the Company engaged an external professional firm to carry out internal audit functions. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness.

The Board has engaged an external professional firm as its risk management and internal control review adviser (the "Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2021. Such review is conducted annually and cycles reviewed are under rotation basis. The Adviser has reported findings and areas for improvement to the Audit and Risk Management Committee and management. The Board and the Audit and Risk Management Committee are of the view that there are no material internal control defects noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

The Company has developed its Information Disclosure Policy which provides guidelines and procedures to the Company's Directors, senior management and employees in evaluating and handling confidential information, monitoring information disclosure, handling market rumors, leakage of information and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited. The Group has in place a restriction-to-access mechanism to ensure that inside information is restricted to authorised persons on a need-to-know basis in accordance with the nature of transactions.

CORPORATE GOVERNANCE REPORT (CONTINUED)

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2021.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 55 to 59.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditors of the Company, Moore Stephens CPA Limited and CL Partners CPA Limited, in respect of audit services of the Group for the year ended 31 December 2021 amounted to HK$85,000 and HK$880,000, respectively. No non-audit services were provided by the external auditors for the year ended 31 December 2021.

JOINT COMPANY SECRETARIES

Mr. Zhao Yonghe and Mr. Tam Chun Wai Edwin are joint company secretaries of the Company.

Mr. Zhao Yonghe is the financial controller of the Company. The Company has appointed Mr. Tam Chun Wai Edwin, an external service provider, as one of the Company's joint company secretaries. His primary contact person at the Company is Mr. Zhao Yonghe.

All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices and matters.

Mr. Zhao Yonghe and Mr. Tam Chun Wai Edwin have each complied with Rule 5.15 of the GEM Listing Rules by taking no less than 15 hours of the relevant professional training during the year ended 31 December 2021.

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels.

To safeguard shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting

Pursuant to Article 64 of the Company's articles of association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or a Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

SHAREHOLDERS' RIGHTS *(cont'd)*

Putting Forward Proposals at Annual General Meetings

There is no provision allowing shareholders to move new resolutions at general meeting under the Cayman Islands Companies Law or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

Shareholders may send written enquiries and concerns to the Company by mail to the Company's principal place of business in Hong Kong at 4/F, Wah Yuen Building, 149 Queen's Road Central, Hong Kong or by email to Tonlin_cng@163.com The Company will not normally deal with verbal or anonymous enquiries.

INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings.

The Company has not made any changes to its Memorandum and Articles of Association since the Listing Date. An up to date version of the Company's Memorandum and Articles of Association is available on the Company's website and the Stock Exchange's website.

Policies relating to Shareholders

The Company has in place a Shareholders' Communication Policy to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

PREPARATION BASIS AND SCOPE

The Company is pleased to present our annual Environmental, Social and Governance Report (the "ESG Report") for year ended 31 December 2021 to provide an overview of the Group's management of significant issues affecting the operation, including environmental, social and governance ("ESG") issues.

The Board has overall responsibility for the Group's ESG strategy and reporting. The Board is responsible for evaluating and determining the Group's ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place. This Report illustrates the Group's policies and performance regarding the environmental and social aspects during the reporting period from 1 January 2021 to 31 December 2021 (the "Reporting Period").

This ESG Report covers all subsidiaries of the Group which are engaged in the sales of CNG and provision of automated car wash services in the PRC. The Group will continue in assessing the impacts of its business on the major environmental, social and governance aspects and to include in the ESG report.

The Group recognises the importance of sustainable development. Sustainability is crucial for the Group's growth in order to achieve business excellence and enhance long-term competitiveness. The Group has established and implemented various policies to manage and monitor the risks related to environment, employment, operating practices and community. Details of the management approaches to sustainable development of different areas are illustrated in this ESG Report.

REPORTING BASIS

This ESG Report was prepared in accordance to the Environmental, Social, and Governance Reporting Guide ("ESG Reporting Guide") set out in Appendix 20 to the GEM Listing Rules. The Group has complied with the disclosure requirements of the "comply or explain" provisions set out in the ESG Reporting Guide. During the process of preparation of this ESG Report, we summarized the Group's performance in corporate and social responsibilities based on the principles of "Materiality, Quantitative, Balance and Consistency". Please refer to the table below for our understanding and response to such reporting principles.

Reporting Principles	Definitions	Our Response
Materiality	The issues covered in this ESG Report should reflect the significant impacts of the Group on the economy, environment and society, or the scope of assessments and decisions of stakeholders being affected.	Through continuous communication with stakeholders, combined with the Group's strategic development and business operations, we can identify current material sustainable development issues.
Quantitative	The ESG Report should disclose key performance indicators ("KPIs") in a measurable manner.	The Group quantitatively discloses its environmental and social KPIs, and provides textual explanations on quantitative resources.
Balance	The ESG Report should reflect fairly the overall sustainability performance of the Group.	The Group has explained in detail the sustainable development issues that have a significant impact in the business, including the results achieved and the challenges it faces.
Consistency	The Group should use consistent disclosure principles for the preparation of the ESG Report.	The Group will ensure that the disclosure scope and reporting methods of the ESG Report are generally consistent every year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

SOURCE OF INFORMATION

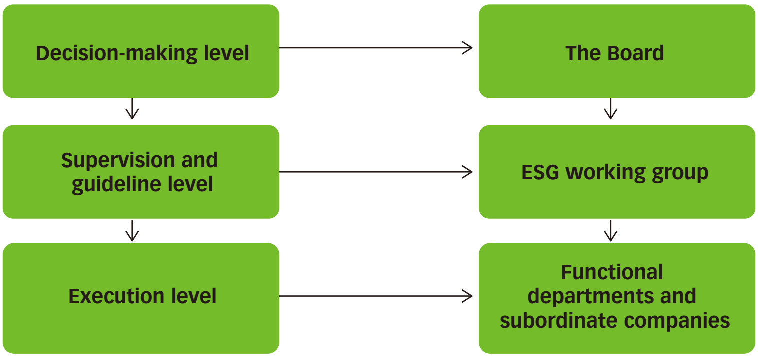
The information disclosed in this ESG Report is derived from the Group's formal documents, statistics or public information. The Board is responsible for the truthfulness, accuracy and completeness of its contents.

ACCESS TO THIS REPORT

The ESG Report is available in Chinese and English versions. In case of any discrepancy between the Chinese and English versions of the Report, the English version shall prevail. You may access the Group's official website at www.tl-cng.com or the website of the Stock Exchange at http://www.hkex.com.hk for an electronic copy of the Report.

SUSTAINABILITY GOVERNANCE

The Group has established an ESG framework to promote and implement the Group's sustainability strategy. To ensure effective ESG management, our ESG governance structure, composed of the Board, ESG working group, respective functional departments and subordinate companies, was established to promote ESG management and disclosure. The Board, the ultimate decision-making body of the Group, is responsible for the Group's ESG governance. The Board steers the Group's sustainable development forward and bears the overall responsibility of its ESG efforts. In the future, the Board will continue to strengthen ESG risk management and improve ESG working mechanism and regulatory processes to enhance its ESG governance standard. The ESG working group, serving on the supervision and coordination level, is responsible for implementing ESG governance strategy, coordinating ESG matters, compiling ESG reports, and reporting relevant work progress to the Board on a regular basis. Each functional department and subordinate company, serving on the execution level, is responsible for rolling out initiatives set up by the ESG working group and reporting relevant work progress and data.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

STAKEHOLDERS ENGAGEMENT

The Group emphasises the participation of its stakeholders. All of them have a substantial impact on the success of its business or activities.

In compiling the ESG Report, the Group consulted its internal stakeholders, to monitor and manage its impact on all aspects of the environment and society. Besides, the Group has established various engagement channels for its stakeholders to understand their concerns regarding the Group's operation. The Group believes that stakeholders engagement has significant level of influence in developing sustainable development strategies and fulfilling social responsibilities which is the basis for the Group's strategy formulation and decision-making.

Stakeholders	Issues of concern	Engagement channels
Government	To comply with the laws Proper tax payment Promote regional economic development and employment	On-site inspections and check Research and discussion through work conferences, work reports preparation and submission for approval
Shareholders and investors	Low risk Return on the investment Information disclosure and transparency Protection of interests and fair treatment of shareholders	Annual general meeting and other shareholder meetings Annual, quarterly reports, announcements and circulars Non-deal roadshows, investors conference
Employees	Safeguard the rights and interests of employees Working environment Career development opportunities Occupational health and safety	Training, seminars, briefing sessions Employee activities
Customers	Safe and high-quality products Stable relationship Integrity Reputation, brands and market demands	Emails, phone calls Customer feedback forms Industry exhibitions Site visits
Peer/Industry associations	Experience sharing Corporations Fair competition	Industry conferences Site visits and field trips
Market regulators	Compliance with the law and regulations Information disclosure	Annual and quarterly reports, announcements and circulars and other published documents Seminars
Public and communities	Community involvement Career opportunities Social responsibilities	Volunteering Charity and social investment

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

MATERIALITY ASSESSMENT

The Group attaches importance to the materiality assessment of ESG issues for the purpose of timely and comprehensive understanding of the materiality of each ESG issue to the business development of the Group and the expectation of stakeholders, in order to facilitate the Group's effective disclosure of ESG information and continuous improvement in the management level of relevant issues. The materiality assessment on ESG issues of the Group during the year covers the following steps:

Step 1 The Group identified the following 21 issues in accordance with the disclosure requirements set out in the ESG Reporting Guide and based on the business characteristics and daily operation of the Group. These issues are considered to have impacts on the environment and the society during our operation.

Step 2 Based on the understanding of the demands and expectations of stakeholder during the daily operation, the Group determined the materiality of ESG issues by benchmarking the key points and the trend of ESG works of industry peers.

Step 3 Based on the result of the materiality assessment, the Group discussed and determined the key disclosure of the ESG Report for the year and the key points for improvement in the future ESG work of the Group.

Social Aspects				Environmental Aspects	
1. Equal opportunity	5. Prevention of child labor and forced labor	9. Complaint handling	13. Community investment	14. Exhaust emissions	18. Water consumption
2. Employment and employee benefits	6. Selection and evaluation of suppliers	10. Protection of intellectual property rights		15. Greenhouse gas emissions	19. Paper consumption
3. Occupational health and safety	7. Control and management on environmental and social risks along the supply chain	**11. Customer data privacy and data security**		16. Waste management	**20. Management of risks associated with Environmental and Natural Resources**
4. Employee development and training	**8. Product quality**	**12. Anti-corruption and money laundering**		17. Energy consumption	**21. Climate change**

According to the results of materiality assessment, 7 material topics (note) are regarded as the most concerned issues of stakeholder and the Group. While taking into account environmental and social responsibilities, the Group will pay more attention to the above areas, and strive to achieve continuous improvement and sustainable business development.

Note: Presented in bold.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

A. ENVIRONMENTAL ASPECTS

ASPECT A1: EMISSIONS

To demonstrate the Group's commitment to sustainable development and compliance with laws and regulations relating to environmental protection, the Group endeavors to minimise the environmental impact of the business activities and maintain green operations and green office practices.

Our operations are subject to PRC environmental laws and regulations relating to the construction and operation of natural gas stations. In particular, we are subject to PRC environmental laws and regulations promulgated by both the central and local governments, including but not limited to the Environmental Protection Law (中華人民共和國環境保護法). We consider the protection of the environment to be paramount and have implemented procedures in our gas refuelling stations to ensure our compliance with all applicable requirements. In light of the Environmental Protection Law, the Environmental Impact Assessment Law of the PRC (中華人民共和國環境影響評價法), Law of the PRC on Prevention and Control of Water Pollution (中華人民共和國水污染防治法), Law of the PRC on Prevention and Control of Air Pollution (中華人民共和國大氣污染防治法) and Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法), we have adopted measures under our environment management policy, including but not limited to: (i) installation of re-circulation water cooling system; (ii) implementation of greening in the operation premises; (iii) installation of sound reduction measures to avoid noise pollution; (iv) engagement of solid waste collectors to collect, transport and treat refuse and waste products; and (v) minimising the amount of residual gas released to the atmosphere at our dispensers. Our environmental procedures have consistently been in compliance with applicable environment standards in our gas refuelling stations. During the Reporting Period, there was no material breach of or non-compliance with the applicable laws and regulations related to environmental protection.

During the Reporting Period, the Group generated/consumed no significant hazardous waste, non-hazardous waste, water, paper and packaging materials due to its business nature.

Major air pollutants emission from vehicles during the Reporting Period and the corresponding period in 2020 are as follows:

Air Pollutant Emission		
Type of Air Pollutants	**Air Pollutant Emission (kg) 2021**	Air Pollutant Emission (kg) 2020
Sulphur Dioxide	**1.11**	0.51
Nitrogen Oxides	**21.32**	9.14
Particulate Matter	**3.85**	1.55

The greenhouse gas ("GHG") emission from the operation during the Reporting Period and the corresponding period in 2020 are set out below:

GHG Emission		
Type of GHG emissions	**Equivalent CO_2 emission (kg) 2021**	Equivalent CO_2 emission (kg) 2020
Scope 1 Direct emissions	**169,161.84**	166,447.34
Scope 2 Indirect emissions	**1,844,568.15**	1,944,852.15
Total	**2,013,729.99**	2,111,299.49
Intensity (kg/revenue RMB'000)	**43.37**	41.45

Note:

The calculation of the GHG gas is based on the "A Corporate Accounting and Reporting Standard" from The GHG Protocol.

Scope 1: Direct emission from vehicles that are owned by the Group

Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group

Scope 3 is not disclosed as it is an optional disclosure and the corresponding emission is not controlled by the Group

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

A. ENVIRONMENTAL ASPECTS *(cont'd)*

ASPECT A2: USE OF RESOURCES

The Group places high priority on the efficient use of resources. The major resources used by the Group are electricity. The Group strives to improve the efficient use of natural resources, such as minimising waste/emissions and implementing effective recycling program. Practical measures are implemented as follows.

Electricity

Electricity saving measures are encouraged that electrical appliances are required to be set as energy saving mode where possible. For computers, the idle automatically mode is 20 minutes or less. The room temperature should be set in a range from 20˚C to 26˚C. Also, power supply should be switched off when they are not in use. Preference will be given to office equipment with relatively high energy efficiency.

Energy consumption by the Group during the Reporting Period and the corresponding period in 2020 are set out below:

Energy Consumption		
Type of energy	**Energy consumed (kWh) 2021**	Energy consumed (kWh) 2020
Unleaded petrol	**122,089.93**	49,103.46
Compressed natural gas	**1,077,887.71**	1,195,547.36
Purchased electricity	**2,611,630.00**	2,753,617.00
Total	**3,811,607.64**	3,998,267.82
Energy intensity (kWh/revenue RMB'000)	**82.08**	78.50

Water

The impact of freshwater use is relatively insignificant for the Group. The Group did not encounter any problems in sourcing water that is fit for purpose. The Group encourages staff to reduce water wastage, for example, by not running water taps at all time.

Paper

Reduction in paper use indirectly reduces the overall GHG emission. The Group has been taking the following steps to reduce paper consumption:

- Reduce the use of paper by printing or photocopying on both sides of paper, where applicable.
- Encourage the employee to use suitable font size/shrinkage mode to minimise pages, if possible. Besides, electronic media is recommended for circulation/communication, to minimise using paper.

In view of our continuous effort, we target to maintain zero substantial non-compliance case in relation to the emission of exhaust gases, GHG and energy consumption in coming five years.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

ASPECT A3: THE ENVIRONMENT AND NATURAL RESOURCES

The Group raises staff's awareness on environmental issues through education and training and enlist employees' support in improving the Group's performance, promote environmental awareness amongst the customers, business partners and shareholders and support community activities in relation to environmental protection and sustainability and evaluate regularly and monitor past and present business activities impacting upon health, safety and environmental matters. With the integration of policies mentioned in sections "Emissions" and "Use of Resource", the Group strives to minimise the impacts to the environment and natural resources.

ASPECT A4: CLIMATE CHANGE

The Group is committed to mitigating the climate change and enhancing its resilience to adapt to the increasing threat of climate-related consequences.

The processes used to identify, evaluate and manage significant risks (including significant climate-related issues) by the Group are summarised as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

As a result of above risk management process, physical risk and transitions risks arising from climate change may not bring significant impacts to the Group's business. As a supporter of the recommendations of the Taskforce on Climate-Related Financial Disclosure (TCFD), the Group has assessed the potential climate related risks and identified the rising mean temperature and increasing severity and likelihood of extreme weather events such as rainstorms as major physical risks impacting our daily operation.

The Group's ESG working group is responsible for identifying and assessing any climate-related risks to which the Group's operations are exposed, and updating the Board with the latest news and developments on climate regulations and industry benchmark. In order to cope with climate-related risk, the Group implemented various emergency response mechanism and purchased adequate insurance against natural disasters for our natural gas facilities in order to cope with extreme weather.

In the future, we will continue to identify potential business activities impacting the environment and develop corresponding improvement measures, so as to further prevent the possible negative impacts of our operation on climate change.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

B. SOCIAL ASPECTS

ASPECT B1: EMPLOYMENT

We believe that our employees are important assets to the Group. Our goal is to provide employees with resources and an environment that encourages them to develop careers with us. We have employees through job market recruiting and internal referrals taking into account of the candidates' initiative, attention to detail and work ethic. We provide management personnel and employees with on-the-job training, rotation training and trainings in other formats to improve their skills and knowledge. We believe we have good relationships with our employees and we did not experience any material labour disputes or difficulty in recruiting staff for our operations in past years. The Group's internal control policies include our standards for compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

The Group entered into separate labour contracts with each of our employees in accordance with the applicable labour laws of the PRC. The remuneration package of the employees includes salary, social insurance funds (including pension insurance, unemployment insurance, medical insurance, work-related injuries insurance and maternity insurance) and housing provident funds for our employees. In addition, we provide various employee benefits to our workers, including but not limited to living quarters.

During the Reporting Period, there were no material non-compliance regarding employment brought against the Group or its employees.

Below is a detailed breakdown of our employees by gender, age group, and employment category as at 31 December 2021 and 2020:

	2021		2020	
	Number of staff	% of total	Number of staff	% of total
By gender				
Male	23	37	25	34
Female	39	63	48	66
Total	62	100	73	100
By age group				
30 or below	1	1	Nil	Nil
31-40	6	10	13	18
41-50	40	65	47	64
51 or above	15	24	13	18
Total	62	100	73	100
By employment category				
Normal	45	72	57	78
Middle	11	18	12	16
Senior	6	10	4	6
Total	62	100	73	100
By employment type				
Full-time	62	100	73	100
Part-time	Nil	Nil	Nil	Nil
By geographical region				
PRC	60	97	71	97
Macau	2	3	2	3
Total	62	100	73	100

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

B. SOCIAL ASPECTS *(cont'd)*

ASPECT B1: EMPLOYMENT *(cont'd)*

Below is a detailed breakdown of our employees turnover rate by gender and age group as at 31 December 2021 and 2020:

	2021	2020
Turnover rate by gender		
Male	**13%**	16%
Female	**36%**	17%
Turnover rate by age group		
30 or below	**100%**	100%
31-40	**67%**	8%
41-50	**25%**	15%
51 or above	**13%**	23%
By geographical region		
PRC	**28%**	15%
Macau	**Nil**	Nil

ASPECT B2: HEALTH AND SAFETY

Since sales of natural gas involves risks and hazards due to its flammable and explosive nature, we are committed to conducting our operations in compliance with applicable health, work safety, social and environmental protection laws and regulations and we always strive for a high safety standard of our gas station operation and our staff. We have implemented various procedures and systems to reduce the likelihood of accidents and hazards.

As required by PRC laws and regulations, including the Labour Contract Law of the PRC (中華人民共和國勞動合同法) and its accompanying regulations, the Labour Law of the PRC (中華人民共和國勞動法) and Opinions on Several Questions concerning the Implementation of the Labour Law of the PRC (關於貫徹執行中華人民共和國勞動法若干問題的意見), we are required to have health and safety policies to ensure a safe working environment for our employees, and we are also required to provide health and safety training to our employees. We have implemented a comprehensive health and safety system. Our health and safety system primarily focuses on the following aspects:

- Implementation of precautionary measures: we take precautionary measures against fire hazards, theft, accidents and machinery damage. Our health and safety system identifies our exposure to potential workplace safety and healthcare hazards and outlines the precautionary measures and arrangements designed to eliminate and control those hazards to ensure that a high standard of health and safety is maintained in the workplace. We have implemented a safety monitoring system along the pipeline network for detection of any leakage or other gas incident and we have also added a readily detectable but harmless odour to our natural gas so that users and the general public can be alerted to gas leakage. We have put up different bulletin boards that set out the operational procedures of dispenser and loading of gas to tanker trucks at our gas refuelling stations for our frontline employees. We also conduct fire drill regularly to promote fire safety knowledge and hazard awareness among our frontline employees.

- Emergency response, notification and accident handling: we have an established accident response system. We have issued an internal policy which addresses industry safety, workplace and emergency hygiene and traffic accidents. The measures specify the responsibilities of each department in the event of an accident, including accident notification procedures, investigation, attribution of liability and penalties. The head of our safety and maintenance department shall be responsible for assisting with emergency responses, investigating the cause of accidents and preparing summary reports.

- Equipment maintenance: we repair and maintain all our facilities and equipment on a regular basis. We also upgrade our equipment by installing additional safety features to prevent or mitigate future work injuries and accidents.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

B. SOCIAL ASPECTS *(cont'd)*

ASPECT B2: HEALTH AND SAFETY *(cont'd)*

- Safety training: we provide regular safety trainings to all our employees. Newly recruited employees must go through a series of safety training sessions provided by our safety officers. Employees operating key equipment must participate in periodic safety training. Before we employ any new equipment, the operating employees must be specifically trained with respect to the safety issues involved.

- Risk management: according to our health and safety system, in order to ensure we are able to provide a safe working environment to our employees, we have a safety officer at each of our gas refuelling stations to conduct daily safety inspections on our production facilities, such as, compressors, dryers, gas cylinders and pipelines, to eliminate potential safety hazards in our production process.

Besides, in light of the occurrence of certain incidents in past years, we have implemented various policies, such as production line inspection system, tanker truck safety management system and accident handling system, to prevent the recurrence of gas leakage. We perform the following measures on a daily basis to prevent and detect gas leakage: (i) our safety officer on duty will inspect all equipment, such as pipes and hoses, valves, filters, compressor, dryer, and meters from time to time to identify any unusual sound or smell and physical wear-and-tear, and to monitor the meter readings on various gas meters installed along the gas pipes, and in cases where gas leakage is detected, the safety officer shall immediately notify the station manager so repair work can be carried out timely; (ii) the keys of the tanker trucks shall be passed to and kept by gas station operator prior to gas refuelling or loading of CNG into the tanker truck; and (iii) the driver of the tanker truck can only ignite the engine after the gas station operator confirms the removal of refuelling nozzle.

We believe that our health and safety system will continue to help us ensure employee health and safety as we continue to expand our operations. During the Reporting Period, there are no work related injuries case. There were no non-compliance cases noted in relation to laws and regulations for health and safety.

Below is those KPIs related to aspect "Health and safety" during the Reporting Period and the corresponding period in 2020 are set out below:

	2021	2020
Number of work-related fatalities	**Nil**	Nil
Rate of work-related fatalities	**Nil**	Nil
Number of working days lost due to work injury	**Nil**	Nil

ASPECT B3: DEVELOPMENT AND TRAINING

In accordance with our human resources policy, new employees at our gas refuelling stations are required to undergo orientation to familiarise themselves with our safety policies and overall daily operations before they commence working for us. After they attend orientation, some of our employees are provided with duties-specific training for their respective post before they are qualified to work or to operate any facility at our gas refuelling stations. We will review our employee performance from time to time. In addition, for some posts which require particular skills or for enhancement of a certain skill or ability, our employees are further provided with professional and specialised training.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

ASPECT B4: LABOUR STANDARDS

The Group is fully aware that child labour and forced labour violate fundamental human rights and also pose threat to sustainable social and economic development. The Group strictly complies with applicable labour laws of the PRC. The Group prohibits the use of child labour and forced labour. The Human Resources Department strictly complies with relevant labour laws and regulations in the PRC to implement recruitment. In the recruitment processes, the Human Resources Department takes effective procedures to verify applicants' age and inspects their identification documents and valid proof of identity before hiring any of them. Employment contracts and other records, documenting all relevant details of the employees (including age) are maintained properly for verification by relevant statutory body upon request.

During the Reporting Period, the Group has complied with policies and relevant laws and regulations regarding prevention of child labour or forced labour.

ASPECT B5: SUPPLY CHAIN MANAGEMENT

Due to the nature of our business activities, we had no major supplier other than PetroChina Company Limited ("PetroChina"). To secure a stable, reliable and abundant natural gas supply for our operation, we entered into the master supply agreement for a 25-year term with PetroChina on 10 January 2015.

In selecting general materials or service providers, the Group will screen through bidding process and give priority to suppliers who attained certain types of certification for the management system (including certification and qualification related to environmental protection). The Group will monitor the performance of supplies through different channels and regularly assess whether the supplier's performance meets the standards. Thus, we believe there are no significant environmental and social risks for our management decision on supply chain management.

Below is those KPIs related to aspect "Supply chain management" during the Reporting Period is set out below:

Number of suppliers	2021
PRC	7

ASPECT B6: PRODUCT RESPONSIBILITY

We believe that the quality of our products is crucial to our continued growth. We place great emphasis on quality control and have implemented stringent monitoring and quality control systems to manage our operations. As natural gas is our principal raw material, its quality is fundamental in determining the quality of our services and operation. We source all natural gas directly from PetroChina, a nationwide reputable oil/gas producer in the PRC, which could consistently meet our demand and quality requirements. Prior to 2016 before PetroChina had an electronic system in place, we would send our staff to PetroChina's Transmission Substation to collect the daily gas composition analysis reports and to review the test result of the natural gas supplied to us. With the PetroChina's electronic system implemented, our staff will download the daily reports from PetroChina's website every day. We will also review the sulphur and moisture content of the natural gas and keep record of all daily gas composition analysis reports prepared by PetroChina.

Intellectual property

We believe that our intellectual property rights are critical to our continued success. We primarily rely on laws and regulations on trademarks and trade secrets and our employees' and third parties' contractual commitments to confidentiality to protect our intellectual property rights.

The Group's Human Resources department is the department responsible for the work related to intellectual property rights, responsible for the acquisition, modification, renewal, licensing, pledge, transfer, logout, and monitoring of intellectual property of all units including trademarks, functional variable names, copyrights, patents, responsible for guiding, supervising, and managing the intellectual property rights maintenance and rights protection and anti-counterfeiting of all units. The Group requires our staff to endeavor to guarantee and develop intellectual property rights of the Group while totally respect legal intellectual property rights of third parties. In addition, the Group would also sign confidentiality agreement and competition prohibition agreement with its staff and suppliers to prevent the infringement of intellectual property rights. Employees who are suspected of violating relevant rules of intellectual property rights of the Group shall be under investigation and the Group would take appropriate actions to this.

ASPECT B6: PRODUCT RESPONSIBILITY *(cont'd)*

Customer data protection and privacy

The Group respects the privacy of customers and their intellectual property rights. Customer data and information obtained during the course of business operation will only be used in providing services for customers, and it will not be disclosed to third-party organisations or be used for other purposes other than providing customer services without customers' consent. The Group has stipulated the process and precautions of handling important documents for employees in in which employees are required to treat customer data in strict confidence. The Group's customer information is attended by specified personnel and can only be accessed by authorised personnel. Classified paper documents are properly placed in the storage room to avoid data breaches. Additionally, the Group provides regular training for employees to enhance their awareness in personal data security, and to prevent employees from using, leaking, and selling customers' personal information illegally.

During the Reporting Period, there are no disputes between our Group and our customers in respect of the quality of our products by us.

Below is those KPIs related to aspect "Product responsibility" during the Reporting Period and the corresponding period in 2020 are set out below:

	2021	2020
Percentage of total products sold or shipped subject to recalls for safety and health reasons.	**Nil**	Nil
Number of complaints about products and services	**Nil**	Nil

ASPECT B7: ANTI-CORRUPTION

To ensure operation efficiency and employees' development in a fair and honest working environment, the Group has formulated anti-corruption policy to avoid suspected corruption and provided channel such as by letter, meeting, email or phone call for employees to report suspected corruption. If there are any suspected case related to corruption, employees are encouraged to report the related cases through the mentioned channels. All these practical actions not only win the trust of customers, but also enhance the sense of belonging and fair play among our employees. The Group has been in strict compliance with law and regulation related to anti-corruption.

During the Reporting Period, there was no any legal case regarding corrupt practices brought against the Group or its employees.

ASPECT B8: COMMUNITY INVESTMENT

As a socially responsible company, the Group is committed to understand the needs of the communities in which we operate. The Group strives to develop long-term relationship with our stakeholders and seek to make contributions to have a positive impact on community development.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

APPENDIX II ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE CONTENT INDEX

	Subject areas, aspects, general disclosures and KPIs	Section
A. Environmental		
Aspect A1: Emissions		
	General Disclosure	**A1: Emissions**
KPI A1.1	The types of emissions and respective emissions data.	A1: Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions in total and, where appropriate, intensity.	A1: Emissions
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity.	A1: Emissions
KPI A1.4	Total non-hazardous waste produced and, where appropriate, intensity.	A1: Emissions
KPI A1.5	Description of emission targets set and steps taken to achieve them.	A2: Use of Resources
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction targets set and steps taken to achieve them.	A1: Emissions
Aspect A2: Use of Resources		
	General Disclosure	**A2: Use of Resources**
KPI A2.1	Direct and indirect energy consumption by type in total.	A2: Use of Resources
KPI A2.2	Water consumption in total and intensity.	A1: Emissions
KPI A2.3	Description of energy use efficiency and a description of targets set and steps taken to achieve them.	A2: Use of Resources
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency and a description of targets set and steps taken to achieve them.	A2: Use of Resources
KPI A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced.	A1: Emissions
Aspect A3: The Environmental and Natural Resources		
	General Disclosure	**A3: The Environmental and Natural Resources**
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	A1: Emissions & A2: Use of Resources

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

	Subject areas, aspects, general disclosures and KPIs	Section
Aspect A4: Climate Change		
	General Disclosure	**A4: Climate Change**
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact the issuer, and the actions taken to manage them.	A4: Climate Change
B.Social		
Employment and Labour Practices		
Aspect B1: Employment		
	General Disclosure	**B1: Employment**
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	B1: Employment
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	B1: Employment
Aspect B2: Health and safety		
	General Disclosure	**B2: Health and safety**
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	B2: Health and safety
KPI B2.2	Lost days due to work injury.	B2: Health and safety
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	B2: Health and safety
Aspect B3: Development and Training		
	General Disclosure	**B3: Development and Training**
KPI B3.1	The percentage of employee trained by gender and and employee category.	In light of our result of materiality assessment, such KPIs is considered as not material and thus not disclosed.
KPI B3.2	The average training hours completed per employee by gender and employee category.	In light of our result of materiality assessment, such KPIs is considered as not material and thus not disclosed.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

	Subject areas, aspects, general disclosures and KPIs	Section
Aspect B4: Labour Standards		
	General Disclosure	**B4: Labour Standards**
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	B4: Labour Standards
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	B4: Labour Standards
Operating Practices		
Aspect B5: Supply Chain Management		
	General Disclosure	**B5: Supply Chain Management**
KPI B5.1	Number of suppliers by region.	B5: Supply Chain Management
KPI B5.2	Description of practices relating to engaging supplies, number of supplies where the practices are being implemented, how they are implemented and monitored.	B5: Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	B5: Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, how they are implemented and monitored.	B5: Supply Chain Management
Aspect B6: Product Responsibility		
	General Disclosure	**B6: Product Responsibility**
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	B6: Product Responsibility
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	B6: Product Responsibility
KPI B6.3	Description and practices relating to observing and protecting intellectual property rights.	B6: Product Responsibility
KPI B6.4	Description of quality assurance process and recall procedures.	B6: Product Responsibility
KPI B6.5	Description of customer data protection and privacy policies, how they are implemented and monitored.	B6: Product Responsibility

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

	Subject areas, aspects, general disclosures and KPIs	Section
Aspect B7: Anti-corruption		
	General Disclosure	**B7: Anti-corruption**
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the case.	B7: Anti-corruption
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	B7: Anti-corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Such KPIs is not available in the Reporting Period due to first time adoption, the Group will continue to improve such disclosure.
Aspect B8: Community Investment		
	General Disclosure	**B8: Community Investment**
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	In light of our result of materiality assessment, such KPIs is considered as not material and thus not disclosed.
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	In light of our result of materiality assessment, such KPIs is considered as not material and thus not disclosed.

INDEPENDENT AUDITOR'S REPORT

CL Partners

To the shareholders of TL Natural Gas Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of TL Natural Gas Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 125, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
Impairment of non-financial long-lived assets	
As the carrying amount of the net assets of the Group was higher than the market capitalisation of the Company as at 31 December 2021, the Group performed impairment tests on its property, plant and equipment, other intangible assets and right-of-use assets with net carrying values of RMB23,876,000, RMB1,436,000 and RMB5,012,000, respectively. These impairment tests involved significant estimation and judgements around assumptions used, including expected future revenue and future cost of sales. Management determined that a provision for impairment of property, plant and equipment of RMB875,000 was recognised and no provision for impairment of other intangible assets and right-of-use assets was recognised during the year ended 31 December 2021. The Group's disclosures about impairment of non-financial long-lived assets are included in note 2.4 *Summary of significant accounting policies* and note 3 *Significant accounting judgements and estimates*, which specifically explain the accounting policies and management's estimates.	We evaluated management's identification of indicators of impairment and cash-generating units within the Group. We reviewed and tested management's future forecasted cash flows and key assumptions by comparing to the Group's historical data and development plan. We assessed the inputs used for the estimation of recoverable amounts by comparing to observable prices from market transactions less incremental costs for disposing of the non-financial long-lived assets. We evaluated the objectivity, competence and capabilities of the external valuation specialists engaged. We evaluated the methodology used, and the underlying assumptions and parameters adopted by management to estimate recoverable amounts of the cash-generating units. We also performed sensitivity analysis on the discount rates applied and the assumptions for revenue levels adopted. We also reviewed the related disclosures in the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS *(cont'd)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables	
As at 31 December 2021, the trade receivables balance before the loss allowance for impairment of RMB6,044,000 amounting to RMB12,072,000 was significant to the Group. The Group applies the simplified approach in calculating expected credit loss ("ECL"). The measurement of ECL involves significant judgement and assumptions used in the simplified approach as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions. The Group's disclosures about trade receivables are included in note 2.4 *Summary of significant accounting policies*, note 3 *Significant accounting judgements and estimates* and note 19 *Trade receivables*, which specifically explain the accounting policies, management's estimates, the overdue receivables and the related loss allowance.	We evaluated management's assessment of the recoverability of the receivables by reviewing the detailed analyses of the ageing of the receivables, the cash collection records during the year and if collections had been received subsequent to the year end to understand current condition of the receivables and any long outstanding amounts. We reviewed historical payment patterns and historical provisions along with other macroeconomic information of the receivables, any disputes between the parties involved and the correspondence with customers on expected settlement dates. We discussed with management to understand the nature and the judgement involved in estimating the expected credit loss provision on trade receivables. We reviewed the estimates used to determine the expected credit losses by considering cash collection performance against historical trends and the forward-looking adjustments used in the simplified approach and checked the mathematical accuracy of the calculations. We also reviewed the related disclosures in the consolidated financial statements.

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2020 were audited by another auditor who expressed an unqualified opinion on those consolidated financial statements on 31 March 2021.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

RESPONSIBILITIES OF THE DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(cont'd)*

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

CL Partners CPA Limited
Certified Public Accountants

Lee Wai Chi
Practising Certificate Number: P07830

23 March 2022
Hong Kong

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
REVENUE	5	**46,436**	50,936
Cost of sales		**(47,424)**	(51,772)
Gross loss		**(988)**	(836)
Other income, gains and other losses	6	**1,865**	3,632
Reversal of (impairment losses) on financial assets, net	7	**676**	(5,417)
Selling and distribution expenses		**(555)**	(483)
Administrative expenses		**(8,491)**	(16,214)
Share of result of an associate	17	**(118)**	(109)
Finance costs	8	**(681)**	(1,230)
Other expenses		**–**	(3,477)
LOSS BEFORE TAXATION	7	**(8,292)**	(24,134)
TAXATION	11	**(188)**	1,493
LOSS FOR THE YEAR		**(8,480)**	(22,641)
Attributable to:			
Owners of the Company		**(8,480)**	(22,641)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			(Restated)
Basic and diluted			
For loss for the year	13	**RMB(4.91) cents**	RMB(14.41) cents

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2021

	2021 RMB'000	2020 RMB'000
LOSS FOR THE YEAR	**(8,480)**	(22,641)
OTHER COMPREHENSIVE INCOME (EXPENSE)		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**244**	1,442
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	**244**	1,442
Other comprehensive expense that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of the Company's financial statements	**(523)**	(2,900)
Net other comprehensive expense that will not be reclassified to profit or loss in subsequent periods	**(523)**	(2,900)
OTHER COMPREHENSIVE EXPENSE FOR THE YEAR, NET OF TAX	**(279)**	(1,458)
TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR	**(8,759)**	(24,099)
Attributable to:		
Owners of the Company	**(8,759)**	(24,099)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	**23,876**	25,255
Right-of-use assets	15	**5,012**	11,061
Other intangible assets	16	**1,436**	1,958
Investment in an associate	17	**–**	118
Deferred tax assets	24	**1,829**	2,017
Advance payments for property, plant and equipment		**17,864**	27,501
Total non-current assets		**50,017**	67,910
CURRENT ASSETS			
Inventories	18	**12**	51
Trade receivables	19	**6,028**	12,627
Prepayments, other receivables and other assets	20	**11,902**	31,399
Bank balances and cash	21	**29,647**	6,226
Total current assets		**47,589**	50,303
CURRENT LIABILITIES			
Bank loans	22	**–**	4,000
Other payables and accruals	23	**6,718**	6,649
Lease liabilities	15	**968**	4,451
Tax payable		**2,870**	2,726
Total current liabilities		**10,556**	17,826
NET CURRENT ASSETS		**37,033**	32,477
TOTAL ASSETS LESS CURRENT LIABILITIES		**87,050**	100,387
NON-CURRENT LIABILITIES			
Lease liabilities	15	**2,782**	7,894
Convertible bonds	25	**–**	5,192
Total non-current liabilities		**2,782**	13,086
Net assets		**84,268**	87,301
EQUITY			
Equity attributable to owners of the Company			
Share capital	26	**5,990**	5,607
Reserves	28	**78,278**	79,665
Equity component of convertible bonds		**–**	2,029
Total equity		**84,268**	87,301

Liu Yong Cheng
Director

Liu Yong Qiang
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2021

	Attributable to owners of the Company								
	Share capital RMB'000 (note 26)	Share premium* RMB'000 (note 28)	Share option reserve* RMB'000 (note 27)	Equity component of convertible bonds RMB'000 (note 25)	Capital reserve* RMB'000 (note 28)	Exchange fluctuation reserve* RMB'000 (note 28)	Statutory reserve* RMB'000 (note 28)	Retained profits/ (accumulated losses)* RMB'000	Total equity RMB'000
At 1 January 2020	4,135	52,723	–	–	17,350	5,059	2,112	1,985	83,364
Loss for the year	–	–	–	–	–	–	–	(22,641)	(22,641)
Other comprehensive income (expense) for the year:									
Exchange differences on translation of foreign operations	–	–	–	–	–	1,442	–	–	1,442
Exchange differences on translation of the Company's financial statements	–	–	–	–	–	(2,900)	–	–	(2,900)
Total comprehensive expense for the year	–	–	–	–	–	(1,458)	–	(22,641)	(24,099)
Issue of shares	1,066	14,333	–	–	–	–	–	–	15,399
Equity-settled share option arrangement	–	–	3,068	–	–	–	–	–	3,068
Issue of convertible bonds	–	–	–	4,418	–	–	–	–	4,418
Conversion of convertible bonds	406	7,134	–	(2,389)	–	–	–	–	5,151
At 31 December 2020	5,607	74,190	3,068	2,029	17,350	3,601	2,112	(20,656)	87,301

	Attributable to owners of the Company								
	Share capital RMB'000 (note 26)	Share premium* RMB'000 (note 28)	Share option reserve* RMB'000 (note 27)	Equity component of convertible bonds RMB'000 (note 25)	Capital reserve* RMB'000 (note 28)	Exchange fluctuation reserve* RMB'000 (note 28)	Statutory reserve* RMB'000 (note 28)	Accumulated losses* RMB'000	Total equity RMB'000
At 1 January 2021	5,607	74,190	3,068	2,029	17,350	3,601	2,112	(20,656)	87,301
Loss for the year	–	–	–	–	–	–	–	(8,480)	(8,480)
Other comprehensive income (expense) for the year:									
Exchange differences on translation of foreign operations	–	–	–	–	–	244	–	–	244
Exchange differences on translation of the Company's financial statements	–	–	–	–	–	(523)	–	–	(523)
Total comprehensive expense for the year	–	–	–	–	–	(279)	–	(8,480)	(8,759)
Equity-settled share option arrangement	–	–	1,002	–	–	–	–	–	1,002
Share option lapsed	–	–	(85)	–	–	–	–	85	–
Conversion of convertible bonds	383	6,370	–	(2,029)	–	–	–	–	4,724
At 31 December 2021	5,990	80,560	3,985	–	17,350	3,322	2,112	(29,051)	84,268

* These reserve accounts comprise the consolidated reserves of RMB78,278,000 (2020: RMB79,665,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation		**(8,292)**	(24,134)
Adjustments for:			
Depreciation of property, plant and equipment	14	**4,374**	4,246
Depreciation of right-of-use assets	15(a)	**1,746**	2,524
Amortisation of other intangible assets	16	**522**	519
Covid-19-related rent concessions from lessors	15(b)	**–**	(354)
Share of result of an associate		**118**	109
Investment income from financial assets at fair value through profit or loss	6	**(18)**	(120)
Finance costs	8	**681**	1,230
Impairment of investment in an associate	17	**–**	478
Impairment loss on property, plant and equipment	6	**875**	–
Gain on early termination of leases	6	**(692)**	–
(Reversal of) impairment losses of trade receivables, net	7	**(676)**	5,527
Reversal of impairment of other receivables, net	7	**–**	(110)
Write off of property, plant and equipment	6	**1,696**	–
Equity-settled share option expense	27	**1,002**	3,068
		1,336	(7,017)
Decrease (increase) in inventories		**39**	(1)
Decrease (increase) in trade receivables		**7,275**	(44)
Decrease (increase) in prepayments, other receivables and other assets		**19,343**	(5,125)
(Decrease) increase in other payables and accruals		**(3,829)**	1,653
Cash generated from (used in) operations		**24,164**	(10,534)
Tax refund (paid)		**144**	(247)
Net cash flows from (used in) operating activities		**24,308**	(10,781)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of financial assets at fair value through profit or loss		**(13,000)**	(84,000)
Purchases of items of property, plant and equipment and related advance payments		**(5,566)**	(7,888)
Disposal of financial assets at fair value through profit or loss		**13,000**	84,000
Refund of advance payments for property, plant and equipment		**9,637**	–
Investment income received from financial assets at fair value through profit or loss		**18**	120
Acquisition of a subsidiary	29(a)	**–**	743
Prepaid tax in relation to pre-acquisition of a subsidiary		**–**	(5,209)
Addition to other intangible assets		**–**	(19)
Net cash flows from (used in) investing activities		**4,089**	(12,253)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of bank loans		**(4,000)**	–
Interest paid		**(443)**	(593)
Repayment of principal of lease liabilities		**(254)**	(91)
New bank loans		**–**	4,000
Net cash flows (used in) from financing activities		**(4,697)**	3,316
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**23,700**	(19,718)
Cash and cash equivalents at beginning of year		**6,226**	27,402
Effect of foreign exchange rate changes, net		**(279)**	(1,458)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**29,647**	6,226
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Bank balances and cash	21	**29,647**	6,226

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2021

1. CORPORATE AND GROUP INFORMATION

TL Natural Gas Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands on 24 March 2017. The registered office address of the Company is Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, PO Box 32311, Grand Cayman KY1-1209, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were involved in the sales of compressed natural gas and automated car wash service. In the opinion of the directors, the holding company and the ultimate holding company of the Company are Yongsheng Enterprise Limited and Hongsheng Enterprise Limited, which are incorporated in British Virgin Islands.

The shares of the Company were listed on the GEM of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 18 May 2018.

The consolidated financial statements are presented in Renminbi ("RMB"), which is different from the Company's functional currency of Hong Kong dollars (HK$").

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Zhuoyuan Enterprise Limited# 卓遠實業有限公司	British Virgin Islands 28 March 2017	US$100	100% (direct)	Investment holding
Yesheng Enterprise Limited# 葉盛實業有限公司	British Virgin Islands 19 December 2018	US$100	100% (direct)	Investment holding
Excellence Enterprise Holdings Limited# 卓越實業控股有限公司	British Virgin Islands 22 November 2019	US$100	100% (direct)	Investment holding
Hong Kong Hesheng International Industrial Limited# 香港合盛國際實業有限公司	Hong Kong 3 July 2014	HK$20,225,000	100% (indirect)	Investment holding
Hong Kong Hengsheng Industrial Holdings Limited# 香港恒盛實業控股有限公司	Hong Kong 4 January 2019	HK$10,000	100% (indirect)	Investment holding
Hubei Tonglin Natural Gas Service Company Limited 湖北桐林石油天然氣服務有限公司 (note (a))	People's Republic of China ("PRC")/Mainland China 30 August 2007	HK$37,500,000	100% (indirect)	Sales of compressed natural gas

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

1. CORPORATE AND GROUP INFORMATION *(cont'd)*

Information about subsidiaries *(cont'd)*

Name	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Xiantao Shenghong New Material Technology Company Limited 仙桃市盛宏新材料科技有限公司 (note (b))	PRC/Mainland China 9 July 2019	RMB4,500,000	100% (indirect)	Dormant
Jet Union Technology Limited# 捷鋭科技有限公司 (note (c))	British Virgin Islands 18 October 2019	US$100	100% (indirect)	Investment holding
Jet Orient Technology Limited# 捷凱科技有限公司 (note (c))	Hong Kong 29 October 2019	HK$10,000	100% (indirect)	Investment holding
Guangdong Jet Orient Technology Limited 廣東捷凱科技有限公司 (note (a)(c))	PRC/Mainland China 13 November 2019	RMB5,000,000	100% (indirect)	Investment holding
Dongguan Lvze Jieneng Technology Co. Limited 東莞市綠澤節能科技有限公司 (note (c))	PRC/Mainland China 12 August 2015	RMB20,000,000	100% (indirect)	Automated car wash service
Silver Max AP Company Limited# (note (d))	Hong Kong 6 March 2020	HK$10,000	100% (indirect)	Investment holding
TPB Property Sdn. Bhd.# (note (d))	Malaysia 13 March 2020	RM100	100% (indirect)	Investment holding

Notes:

(a) This entity is registered as a wholly-foreign-owned enterprise under PRC law.

(b) This entity is limited liability enterprise established under PRC law.

(c) During the year ended 31 December 2020, the Group acquired the entire issued share capital of the Jet Union Technology Limited and its subsidiaries from third parties. Further details of this acquisition are included in note 29(a) to the consolidated financial statements.

(d) During the year ended 31 December 2020, the Group acquired the entire issued share capital of Silver Max AP Company Limited and its subsidiaries from third parties Further details of this acquisition are included in note 29(b) to the consolidated financial statements.

\# These entities are limited liability companies registered in their respective place of incorporation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2021. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continues to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	*Interest Rate Benchmark Reform – Phase 2*

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the "Committee") of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as "estimated costs necessary to make the sale" when determining the net realisable value of inventories.

The application of the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has early adopted the following amended standard for the first time for their annual reporting period commencing 1 January 2020:

Amendment to HKFRS 16	*COVID-19-Related Rent Concessions*

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	*Insurance Contracts and the related Amendments*[3]
Amendments to HKFRS 3	*Reference to the Conceptual Framework*[2]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
Amendment to HKFRS 16	*COVID-19-Related Rent Concessions beyond 30 June 2021*[1]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current and related amendments to Hong Kong interpretation 5 (2020)*[3]
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*[3]
Amendments to HKAS 8	*Definition of Accounting Estimates*[3]
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[3]
Amendments to HKAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*[2]
Amendments to HKAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*[2]
Amendments to HKFRSs	*Annual Improvements to HKFRSs 2018–2020*[2]

1 Effective for annual periods beginning on or after 1 April 2021
2 Effective for annual periods beginning on or after 1 January 2022
3 Effective for annual periods beginning on or after 1 January 2023
4 Effective for annual periods beginning on or after a date to be determined

Except as described below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(cont'd)*

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current and related amendments to Hong Kong interpretation 5 (2020)"

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 "Financial Instruments: Presentation".

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Amendments to HKAS 1 and HKFRS Practice Statement 2 "Disclosure of Accounting Policies"

HKAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 "Making Materiality Judgements" (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(cont'd)*

Amendments to HKAS 8 "Definition of Accounting Estimates"

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment in an associate

An associate is an entity in which the Group has a long term interest of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Fair value measurement

The Group measures its financial instrument at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

The Group is mainly involved in the sales of compressed natural gas and automated car wash service. Revenue is measured based on the fair value of consideration received or receivable specified in the contracts with customers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Revenue recognition *(cont'd)*

Revenue from contracts with customers *(cont'd)*

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Group does not expect to have any contracts where the period between the transfer of the promised goods to the customer and the payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

(b) Automated car wash service

Revenue from the provision of automated car wash service is recognised at the point in time when the services are rendered.

Other income

Interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	5.00%
Leasehold improvements	37.50%
Plant and machinery	10.00%
Motor vehicles	10.00%
Others	20.00% to 33.33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings and plant and machinery under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Other intangible asset (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Software

Purchased software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 5 years.

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 5 years.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	10-50 years
Office building	2-3 years
Motor vehicles	2 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Leases *(cont'd)*

Group as a lessee *(cont'd)*

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and deferred tax assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" above.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Investments and other financial assets *(cont'd)*

Initial recognition and measurement *(cont'd)*

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Impairment of financial assets *(cont'd)*

General approach *(cont'd)*

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as loans and borrowings and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include bank loans, other payables and accruals.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year, taking into consideration interpretations and practices prevailing in the country in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the year between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business consolidation and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carry-forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business consolidation and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the year and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the year and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial tree model, further details of which are given in note 27 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Other Employee benefits

Pension scheme

The employees of the Group's subsidiary which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiary operating in Mainland China is required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the year. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and an overseas subsidiary are currencies other than the RMB. As at the end of the year, the assets and liabilities of the Company and an overseas subsidiary are translated into RMB at the exchange rates prevailing at the end of the year and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of non-financial long-lived assets

The Group assesses whether there are any indicators of impairment for all non-financial long-lived assets at the end of each reporting period. Non-financial long-lived assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. As at 31 December 2021, the Company's market capitalisation was lower than the Group's net assets value which is an indicator of impairment for non-financial long-lived assets. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the non-financial long-lived assets or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

The key assumptions used in the expected future cash flows calculations include appropriate discount rates, expected future revenue and future cost of sales. Where the expectation is different from the original estimates, the carrying value and provision for such non-financial long-lived assets in the period in which such estimates are changed will be adjusted accordingly.

Impairment assessment of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 19 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

4. OPERATING SEGMENT INFORMATION

During the years ended 31 December 2021 and 2020, for management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

(a) the sales of compressed natural gas;

(b) the automated car wash service.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment loss, which is a measure of adjusted loss before taxation. The adjusted loss before taxation is measured consistently with the Group's loss before taxation except that interest income, investment income, non-lease-related finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, bank balances and cash, and other unallocated head office and corporate assets as these assets are managed on a group basis. Segment liabilities exclude bank loans, convertible bonds, tax payable and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

4. OPERATING SEGMENT INFORMATION *(cont'd)*

Year Ended 31 December 2021

	Sales of compressed natural gas RMB'000	Automated car wash service RMB'000	Total RMB'000
Segment revenue			
Sales to external customers	46,436	–	46,436
Revenue			46,436
Segment result	(3,360)	(1,930)	(5,290)
Reconciliation:			
Interest income			36
Investment income from financial assets at fair value through profit or loss			18
Corporate and other unallocated expenses			(2,716)
Finance costs (other than interest on lease liabilities)			(340)
Loss before taxation			(8,292)
Segment assets	68,333	9,050	77,383
Reconciliation:			
Corporate and other unallocated assets			20,223
Total assets			97,606
Segment liabilities	12,371	333	12,704
Reconciliation:			
Corporate and other unallocated liabilities			634
Total liabilities			13,338
Other segment information			
Share of result of:			
an associate	118	–	118
Reversal of impairment losses recognised on financial assets	676	–	676
Impairment loss of property, plant and equipment	–	875	875
Depreciation and amortisation	5,842	800	6,642
Capital expenditure*	5,566	–	5,566

* Capital expenditure consists of additions to property, plant and equipment and intangible assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

4. OPERATING SEGMENT INFORMATION *(cont'd)*

Year Ended 31 December 2020

	Sales of compressed natural gas RMB'000	Automated car wash service RMB'000	Total RMB'000
Segment revenue			
Sales to external customers	50,562	374	50,936
Revenue			50,936
Segment result	(9,251)	(8,133)	(17,384)
Reconciliation:			
Interest income			22
Investment income from financial assets at fair value through profit or loss			120
Corporate and other unallocated expenses			(6,223)
Finance costs (other than interest on lease liabilities)			(669)
Loss before taxation			(24,134)
Segment assets	69,182	9,296	78,478
Reconciliation:			
Corporate and other unallocated assets			39,735
Total assets			118,213
Segment liabilities	18,192	68	18,260
Reconciliation:			
Corporate and other unallocated liabilities			12,652
Total liabilities			30,912
Other segment information			
Share of result of:			
an associate	109	–	109
Impairment losses recognised on financial assets	5,417	–	5,417
Depreciation and amortisation	6,447	842	7,289
Impairment of an investment in an associate	478	–	478
Capital expenditure*	2,362	5,058	7,420

* Capital expenditure consists of additions to property, plant and equipment and intangible assets including assets from the acquisition of a subsidiary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

4. OPERATING SEGMENT INFORMATION *(cont'd)*

Geographical information

(a) Revenue from external customers

During both years, all of the Group's revenue was generated from customers located in Mainland China.

(b) Non-current assets

	2021 RMB'000	2020 RMB'000
Mainland China	**34,071**	50,916
Malaysia	**14,117**	14,977
	48,188	65,893

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets.

Information about major customers

Revenue from each major customers which accounted for 10% or more of the Group's revenue for the year is set out below:

	2021 RMB'000	2020 RMB'000
Customer 1[a]	**8,390**	9,681
Customer 2[a]	**16,162**	18,662

Note:

(a) The customers are state-owned enterprises.

5. REVENUE

An analysis of revenue is as follows:

	2021 RMB'000	2020 RMB'000
Revenue from contracts with customers	**46,436**	50,936

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

5. REVENUE *(cont'd)*

Revenue from contracts with customers

(i) Disaggregated revenue information

	2021 RMB'000	2020 RMB'000
Type of goods or services		
Sales of compressed natural gas	**46,436**	50,562
Provision of automated car wash service	**–**	374
Total revenue from contracts with customers	**46,436**	50,936

Geographical markets

All of the Group's revenue was generated from customers located in Mainland China in the current and prior reporting periods.

Timing of revenue recognition

All of the Group's revenue was recognised at a point in time in the current and prior reporting periods.

The amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period was RMB770,000 (2020: RMB153,000).

(ii) Performance obligations

Sales of compressed natural gas

The performance obligation of the sales of compressed natural gas is satisfied upon delivery of the goods.

Automated car wash service

The performance obligation of the provision of automated car wash service is satisfied upon services are rendered.

The remaining performance obligations as at 31 December 2021:

	2021 RMB'000	2020 RMB'000
Within one year	**502**	770

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue within one year. The amount disclosed above does not include variable consideration which is constrained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

6. OTHER INCOME, GAINS AND OTHER LOSSES

	2021 RMB'000	2020 RMB'000
Other income and gains		
Government grants *(note (a))*	–	3,028
Investment income from financial assets at fair value through profit or loss	18	120
Bank interest income	36	22
Interest income from loan to an associate	325	–
Exchange gains	–	388
Gain on bargain purchase *(note 29)*	–	42
Compensation income *(note (b))*	3,296	–
Gain on early termination of leases *(note 15)*	692	–
Others	75	32
	4,442	3,632
Other losses		
Write off of property, plant and equipment	(1,696)	–
Impairment loss of property, plant and equipment *(note 14)*	(875)	–
Exchange losses	(6)	–
	(2,577)	–
	1,865	3,632

Notes:

a. The amount represented grants received from the government authorities of Mainland China by the Group's subsidiaries in connection with certain financial rewards when local business enterprises meet certain conditions during the year ended 31 December 2020 (2021: Nil).

b. The compensation income represents the net proceed received from the government authorities of Mainland China in connection with relocation of a gas station.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

7. LOSS BEFORE TAXATION

The Group's loss before taxation is arrived at after charging/(crediting):

	Notes	2021 RMB'000	2020 RMB'000
Cost of inventories sold		**37,321**	38,878
Depreciation of property, plant and equipment	14	**4,374**	4,246
Depreciation of right-of-use assets	15(a)	**1,746**	2,524
Amortisation of other intangible assets	16	**522**	519
Utility expense		**1,578**	1,602
Transportation expense		**312**	1,013
Auditor's remuneration		**1,013**	1,074
Employee benefit expense (including directors' and chief executive's remuneration (note 9)):			
Wages and salaries		**3,826**	3,908
Equity-settled share option expense		**1,002**	3,068
Pension scheme contributions		**121**	34
		4,949	7,010
Impairment of investment in an associate		**–**	478
(Reversal of) impairment losses of trade receivables, net	19	**(676)**	5,527
Reversal of impairment losses of other receivables, net		**–**	(110)

8. FINANCE COSTS

An analysis of finance costs is as follows:

	2021 RMB'000	2020 RMB'000
Interest on lease liabilities	**341**	561
Interest on bank loans	**102**	32
Interest on convertible bonds	**238**	637
	681	1,230

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Group	
	2021 RMB'000	2020 RMB'000
Fees	**208**	290
Other emoluments:		
Salaries, bonuses, allowances and benefits in kind	**240**	268
Equity-settled share option expense	**327**	780
Pension scheme contributions	**–**	3
	567	1,051
	775	1,341

During the year ended 31 December 2020, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27 to the consolidated financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2021 RMB'000	2020 RMB'000
Mr. Wong Chun Peng Stewart *(note (e))*	**–**	44
Mr. Li Wai Kwan *(note (a))*	**75**	107
Ms. Li Helen Hoi Lam *(note (b))*	**33**	107
Ms. Luo Hong Ru *(note (e))*	**60**	32
Ms. Zeng Li *(note (c))*	**40**	–
Mr. Yeung Chun Yue David *(note (d))*	**–**	–
	208	290

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

Notes:

(a) Mr. Li Wai Kwan resigned as an independent non-executive director of the Company on 30 September 2021.

(b) Ms. Li Helen Hoi Lam resigned as an independent non-executive director of the Company on 30 April 2021.

(c) Ms. Zeng Li was appointed as an independent non-executive director of the Company on 30 April 2021.

(d) Mr. Yeung Chun Yue David was appointed as an independent non-executive director of the Company on 29 December 2021.

(e) Mr. Wong Chun Peng Stewart retired as an independent non-executive director of the Company and Ms. Luo Hong Ru was appointed as an independent non-executive director of the Company on 19 May 2020.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(cont'd)*

(b) Executive directors and the chief executive

Year ended 31 December 2021	Salaries, bonuses, allowances and benefits in kind RMB'000	Equity-settled share option expense RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Mr. Liu Yong Cheng*	60	109	–	169
Mr. Liu Yong Qian	60	109	–	169
Mr. Liu Chunde	120	109	–	229
	240	327	–	567

Year ended 31 December 2020	Salaries, bonuses, allowances and benefits in kind RMB'000	Equity-settled share option expense RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Mr. Liu Yong Cheng*	68	260	1	329
Mr. Liu Yong Qian	68	260	1	329
Mr. Liu Chunde	132	260	1	393
	268	780	3	1,051

* Mr. Liu Yong Cheng is also the chief executive of the Company during both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2020: three directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2020: two) highest paid employees who are neither a director nor the chief executive of the Company are as follows:

	2021 RMB'000	2020 RMB'000
Salaries, bonuses, allowances and benefits in kind	60	137
Equity-settled share option expense	98	438
Pension scheme contributions	–	1
	158	576

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

10. FIVE HIGHEST PAID EMPLOYEES *(cont'd)*

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2021	2020
Nil to HK$1,000,000	**1**	2

During the year ended 31 December 2020, share options were granted to two non-director and non-chief executive highest paid employees in respect of the services to the Group, further details of which are included in the disclosures in note 27 to the consolidated financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

No emoluments have been paid by the Group to any directors or the five highest paid employees as an inducement to join or upon joining the Group, or as compensation for loss of the office during both years.

11. TAXATION

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The major components of taxation of the Group during the year are analysed as follows:

	2021 RMB'000	2020 RMB'000
Current – Mainland China		
Charge for the year	**–**	19
Deferred tax *(note 24)*	**188**	(1,512)
Total tax charge (credit) for the year	**188**	(1,493)

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and British Virgin Islands.

The statutory tax rate for the subsidiary in Hong Kong is 16.5%. No Hong Kong Profits Tax on the Group's subsidiary has been provided as there were no assessable profits arising in Hong Kong during both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

11. TAXATION *(cont'd)*

A reconciliation of the tax charge (credit) applicable to loss before taxation at the statutory rate in Mainland China to the tax expense at the effective tax rate is as follows:

	2021 RMB'000	2020 RMB'000
Loss before taxation	**(8,292)**	(24,134)
Tax at the statutory tax rate of 25%	**(2,073)**	(6,034)
Effect of different tax rates of subsidiaries operating in other jurisdictions	**744**	1,672
Tax effect of share of result of an associate	**30**	27
Tax effect of expenses not deductible for tax purpose	**803**	856
Tax effect of income not taxable for tax purpose	**(824)**	–
Tax effect of tax losses not recognised	**1,508**	1,986
Tax charge (credit) at the Group's effective rate	**188**	(1,493)

The Group had tax losses arising in Hong Kong of RMB482,000 as at 31 December 2021 (2020: RMB452,000), that are available indefinitely for offsetting against future taxable profits of the company in which the losses arose. The Group also has tax losses arising in Mainland China of RMB13,959,000 (2020: RMB7,945,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiary that has been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributable by the subsidiary established in Mainland China in respect of earnings generated from 1 January 2008.

As of 31 December 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiary established in Mainland China. In the opinion of the directors, it is not probable that this subsidiary will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with an investment in a subsidiary in Mainland China for which deferred tax liabilities have not been recognised totaled approximately RMB6,979,000 as at 31 December 2021 (2020: RMB12,850,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

12. DIVIDENDS

No dividend has been paid or declared by the Company during the year (2020: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount for the year is based on loss for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year, as further detailed in note 26 to the consolidated financial statements.

	2021 RMB'000	2020 RMB'000
Losses Loss attributable to ordinary equity holders of the Company, used in the basic loss per share calculation	**(8,480)**	(22,641)

	Number of shares	
	2021 '000	2020 '000 (Restated)
Shares Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	**172,768**	157,164

For the years ended 31 December 2021 and 2020, the weighted average number of ordinary shares for the purpose of the calculation of diluted loss per share has been adjusted for the share consolidation that every four issued and unissued existing shares of the Company of HK$0.01 each were consolidated into one consolidated share of HK$0.04 each with effect from 20 July 2021.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2021 and 2020 in respect of a dilution as the impact of the share options and convertible bonds outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improve-ments RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Others RMB'000	Con-struction in progress RMB'000	Total RMB'000
31 December 2021							
At 31 December 2020 and 1 January 2021:							
Cost	**24,572**	**169**	**23,536**	**6,878**	**789**	**84**	**56,028**
Accumulated depreciation	**(8,531)**	**(169)**	**(16,634)**	**(4,690)**	**(749)**	**–**	**(30,773)**
Net carrying amount	**16,041**	**–**	**6,902**	**2,188**	**40**	**84**	**25,255**
At 1 January 2021, net of accumulated depreciation	**16,041**	**–**	**6,902**	**2,188**	**40**	**84**	**25,255**
Additions	**3,610**	**–**	**1,526**	**359**	**71**	**–**	**5,566**
Depreciation provided during the year *(note 7)*	**(1,427)**	**–**	**(2,329)**	**(605)**	**(13)**	**–**	**(4,374)**
Impairment loss recognised *(note 6)*	**–**	**–**	**(875)**	**–**	**–**	**–**	**(875)**
Transfer	**84**	**–**	**–**	**–**	**–**	**(84)**	**–**
Write off	**(1,267)**	**–**	**(150)**	**(279)**	**–**	**–**	**(1,696)**
At 31 December 2021, net of accumulated depreciation	**17,041**	**–**	**5,074**	**1,663**	**98**	**–**	**23,876**
At 31 December 2021:							
Cost	**25,788**	**169**	**20,922**	**4,472**	**786**	**–**	**52,137**
Accumulated depreciation	**(8,747)**	**(169)**	**(15,848)**	**(2,809)**	**(688)**	**–**	**(28,261)**
Net carrying amount	**17,041**	**–**	**5,074**	**1,663**	**98**	**–**	**23,876**
31 December 2020							
At 31 December 2019 and 1 January 2020:							
Cost	22,347	169	20,919	6,879	786	–	51,100
Accumulated depreciation	(7,328)	(169)	(14,276)	(4,010)	(776)	–	(26,559)
Net carrying amount	15,019	–	6,643	2,869	10	–	24,541
At 1 January 2020, net of accumulated depreciation	15,019	–	6,643	2,869	10	–	24,541
Additions	–	–	–	–	34	2,309	2,343
Acquisition of a subsidiary *(note 29)*	–	–	2,617	–	–	–	2,617
Depreciation provided during the year *(note 7)*	(1,203)	–	(2,358)	(681)	(4)	–	(4,246)
Transfer	2,225	–	–	–	–	(2,225)	–
At 31 December 2020, net of accumulated depreciation	16,041	–	6,902	2,188	40	84	25,255
At 31 December 2020:							
Cost	24,572	169	23,536	6,878	789	84	56,028
Accumulated depreciation	(8,531)	(169)	(16,634)	(4,690)	(749)	–	(30,773)
Net carrying amount	16,041	–	6,902	2,188	40	84	25,255

14. PROPERTY, PLANT AND EQUIPMENT *(cont'd)*

As at 31 December 2020, certain of the Group's buildings with a net carrying amount of approximately RMB745,000 was pledged to secure bank loan facilities granted to the Group (note 22) (2021: Nil).

Impairment assessment

In view of the unsatisfactory financial performance during the year, the management of the Group concluded there was indication for impairment and conducted impairment assessment on property, plant and equipment, other intangible assets and right-of-use assets. The Group estimates the recoverable amount of the CGUs to which the asset belongs when it is not possible to estimate the recoverable amount individually. During the year ended 31 December 2021, a provision for impairment of property, plant and equipment of RMB875,000 (2020: Nil) was recognised and no provision for impairment of other intangibles assets and right-of-use assets was recognised (2020: Nil).

15. LEASES

The Group as a lessee

The Group has lease contracts for leasehold land, office building and motor vehicles used in its operations. Lump sum payments were made upfront to acquire a leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Leasehold land RMB'000	Leasehold land, office building and motor vehicles RMB'000	Total RMB'000
As at 1 January 2020	1,510	7,475	8,985
Additions	–	1,653	1,653
Additions as a result of lease modification	–	2,865	2,865
Additions as a result of acquisition of a subsidiary *(note 29)*	–	82	82
Depreciation charge *(note 7)*	(39)	(2,485)	(2,524)
As at 31 December 2020 and 1 January 2021	1,471	9,590	11,061
Additions	**–**	**80**	**80**
Disposal as result of lease modification	**–**	**(4,383)**	**(4,383)**
Depreciation charge *(note 7)*	**(39)**	**(1,707)**	**(1,746)**
As at 31 December 2021	**1,432**	**3,580**	**5,012**

As at 31 December 2020, certain of the Group's right-of-use assets with a net carrying amount of approximately RMB1,471,000 was pledged to secure bank loan facilities granted to the Group (note 22) (2021: Nil).

(b) Lease liabilities:

	2021 RMB'000	2020 RMB'000
Carrying amount at 1 January	**12,345**	8,190
Additions	**80**	1,653
Additions as result of lease modification	**–**	2,865
Disposal as a result of lease modification	**(5,075)**	–
Additions as a result of acquisition of a subsidiary *(note 29)*	**–**	82
Accretion of interest recognised during the year	**341**	561
COVID-19-related rent concessions from lessors	**–**	(354)
Transfer to other payables	**(3,346)**	–
Payments	**(595)**	(652)
Carrying amount at 31 December	**3,750**	12,345
Analysed into:		
Current portion	**968**	4,451
Non-current portion	**2,782**	7,894

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

15. LEASES *(cont'd)*

The Group as a lessee *(cont'd)*

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2021 RMB'000	2020 RMB'000
Interest on lease liabilities	**341**	561
COVID-19-related rent concessions from lessors	**–**	(354)
Expense relating to short-term leases	**259**	60
Depreciation charge of right-of-use assets	**1,746**	2,524
Gain on early termination of leases	**(692)**	–
Total amount recognised in profit or loss	**1,654**	2,791

(d) The total cash outflow for leases relating to leases that have not yet commenced are disclosed in notes 31(c) to the consolidated financial statements.

16. OTHER INTANGIBLE ASSETS

	Software RMB'000	Patents and licences RMB'000	Total RMB'000
31 December 2021			
Carrying amount at 1 January 2021, net of accumulated amortisation	**31**	**1,927**	**1,958**
Amortisation provided during the year *(note 7)*	**(8)**	**(514)**	**(522)**
Carrying amount at 31 December 2021	**23**	**1,413**	**1,436**
Cost	**36**	**2,441**	**2,477**
Accumulated amortisation	**(13)**	**(1,028)**	**(1,041)**
Net carrying amount	**23**	**1,413**	**1,436**
31 December 2020			
Carrying amount at 1 January 2020, net of accumulated amortisation	17	–	17
Additions	19	–	19
Amortisation provided during the year *(note 7)*	(5)	(514)	(519)
Acquisition of a subsidiary *(note 29)*	–	2,441	2,441
Carrying amount at 31 December 2020	31	1,927	1,958
Cost	36	2,441	2,477
Accumulated amortisation	(5)	(514)	(519)
Net carrying amount	31	1,927	1,958

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

17. INVESTMENT IN AN ASSOCIATE

	2021 RMB'000	2020 RMB'000
Share of net assets	–	118
Loan to an associate *(note 20)*	–	3,600
	–	3,718

The Group's balance with the associate is disclosed in note 20 to the consolidated financial statements.

Particulars of the associate are as follows:

			Percentage of			
Company	Place of incorporation	Paid-up capital	Owner-ship interest	Voting power	Profit sharing	Principal activities
Guangzhou Guanghong Energy Technology Company Limited ("Guanghong Energy") 廣州廣宏能源科技有限公司	Mainland China	RMB800,000	40%	40%	40%	Dormant*

* The associate has not commenced its operation as at 31 December 2021.

The following table illustrates the summarised financial information in respect of Guanghong Energy adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	2021 RMB'000	2020 RMB'000
Current assets	370	4,443
Current liabilities	(477)	(4,153)
Net (liabilities) assets	(107)	290
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	40%	40%
Group's share of net assets of the associate	–	596
Impairment of investment in the associate	–	(478)
Carrying amount of the investment *(note (a))*	–	118
Revenue	–	–
Interest expense	(327)	(172)
Loss and total comprehensive loss for the year	(397)	(273)

Note:

a. At 31 December 2021, the effect of net liabilities of Guanghong Energy is not recognised by the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

18. INVENTORIES

	2021 RMB'000	2020 RMB'000
Compressed natural gas	**12**	51

19. TRADE RECEIVABLES

	2021 RMB'000	2020 RMB'000
Trade receivables, gross	**12,072**	19,347
Less: Allowance for credit losses	**(6,044)**	(6,720)
Trade receivables, net	**6,028**	12,627

The Group's trading terms with its customers are mainly on credit. The credit period is generally one month. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice dates.

	2021 RMB'000	2020 RMB'000
Within 3 months	**6,028**	9,768
3 to 6 months	**–**	2,269
6 to 12 months	**–**	6
1 to 2 years	**–**	584
	6,028	12,627

The movements in the loss allowance for impairment of trade receivables are as follows:

	2021 RMB'000	2020 RMB'000
At beginning of year	**6,720**	1,193
(Reversal of) Impairment losses, net *(note 7)*	**(676)**	5,527
At end of year	**6,044**	6,720

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

19. TRADE RECEIVABLES *(cont'd)*

The decrease in the loss allowance was due to the decrease in trade receivables which were past due over 1 year. (2020: The increase in the loss allowance was due to the increase in trade receivables which were past due over 1 year.)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As of 31 December 2021

		Past due			
	Current	**Less than 6 months**	**6 to 12 months**	**1 to 2 years**	**Total**
Expected credit loss rate	**3.04%**	**4.82%**	**–**	**100%**	**50,07%**
Gross carrying amount (RMB'000)	**2,960**	**3,318**	**–**	**5,794**	**12,072**
Expected credit losses (RMB'000)	**90**	**160**	**–**	**5,794**	**6,044**

As of 31 December 2020

		Past due			
	Current	Less than 6 months	6 to 12 months	1 to 2 years	Total
Expected credit loss rate	2.60%	2.66%	3.34%	91.64%	34.74%
Gross carrying amount (RMB'000)	4,643	7,721	6	6,977	19,347
Expected credit losses (RMB'000)	121	205	–	6,394	6,720

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2021 RMB'000	2020 RMB'000
Prepayments	**2,915**	5,419
Amount due from an associate *(note 34(b))*	**477**	3,752
Amount due from a related party *(note 34(b))*	**–**	10,790
Deposits and other receivables	**3,455**	4,247
Prepaid tax in relation to pre-acquisition of a subsidiary	**5,055**	5,209
Loan to employees	**–**	1,982
	11,902	31,399

An amount due from an associate is unsecured, with an interest rate of 4.75% per annum, repayable within 1 year and non-trade in nature. There was no recent history of default and past due amounts for the loan to the associate. As at 31 December 2021, the loss allowance was assessed to be minimal (2020: Nil).

Deposits and other receivables mainly represent deposits with suppliers and advance to third parties. Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. As at 31 December 2021, the Group estimated expected losses for other receivables to be minimal (2020: minimal).

Deposits and other receivables are non-interest-bearing, unsecured and repayable on demand.

21. BANK BALANCES AND CASH

	2021 RMB'000	2020 RMB'000
Bank balances and cash	**29,647**	6,226
Denominated in:		
RMB	**28,460**	4,778
HK$	**1,187**	1,448
	29,647	6,226

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

22. BANK LOANS

	Effective interest rate (%)	Maturity	2021 RMB'000
Current			
Bank loans – secured	–	–	–

	Effective interest rate (%)	Maturity	2020 RMB'000
Current			
Bank loans – secured	3.35	2021	4,000

	2021 RMB'000	2020 RMB'000
Analysed into:		
Bank loans repayable:		
Within one year	–	4,000

As at 31 December 2020, the Group's bank loans were secured by mortgage over the Group's buildings and right-of-use assets, which had a net carrying value of approximately RMB745,000 and RMB1,471,000, respectively, a director of the Company, Liu Yong Cheng has guaranteed the Group's bank loans up to RMB4,000,000 at 31 December 2020 (2021: Nil).

23. OTHER PAYABLES AND ACCRUALS

	2021 RMB'000	2020 RMB'000
Other tax payable	2,004	2,315
Accrued payroll	915	888
Payable for purchase of property, plant and equipment	636	926
Contract liabilities *(note (a))*	502	770
Other payables	2,661	1,750
	6,718	6,649

Notes:

(a) Details of contract liabilities are as follows:

	31 December 2021 RMB'000	31 December 2020 RMB'000
Short-term advances received from customers		
Sales of goods	502	770

Contract liabilities include short-term advances received to deliver compressed natural gas. The decrease (2020: increase) in contract liabilities in 2021 was mainly due to the decrease (2020: increase) in short-term advances received from customers in relation to sales of compressed natural gas at the end of the year.

(b) Other payables are non-interest-bearing and repayable on demand.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

24. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

2021

Deferred tax assets

	Impairment allowance on investment in an associate RMB'000	Impairment allowance on financial assets RMB'000	Impairment allowance on property, plant and equipment RMB'000	Lease liabilities RMB'000	Total deferred tax assets RMB'000
At 1 January 2021	119	1,680	–	2,588	4,387
Deferred tax (charged) credited to profit or loss	–	(169)	218	(1,741)	(1,692)
Gross deferred tax assets at 31 December 2021	119	1,511	218	847	2,695

Deferred tax liabilities

	Right-of-use assets RMB'000	Total deferred tax liabilities RMB'000
At 1 January 2021	2,370	2,370
Deferred tax credited to profit or loss	(1,504)	(1,504)
Gross deferred tax liabilities at 31 December 2021	866	866

24. DEFERRED TAX *(cont'd)*

2020

Deferred tax assets

	Impairment allowance on investment in an associate RMB'000	Impairment allowance on financial assets RMB'000	Lease liabilities RMB'000	Total deferred tax assets RMB'000
At 1 January 2020	–	326	2,048	2,374
Deferred tax credited to profit or loss	119	1,354	540	2,013
Gross deferred tax assets at 31 December 2020	119	1,680	2,588	4,387

Deferred tax liabilities

	Right-of-use assets RMB'000	Total deferred tax liabilities RMB'000
At 1 January 2020	1,869	1,869
Deferred tax charged to profit or loss	501	501
Gross deferred tax liabilities at 31 December 2020	2,370	2,370

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2021 RMB'000	2020 RMB'000
Net deferred tax assets recognised in consolidated statement of financial position	**1,829**	2,017

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

25. CONVERTIBLE BONDS

On 6 January 2020, the Company issued the convertible bonds with an aggregate principal amount of HK$8,056,310, which did not carry interest. As at 31 December 2020, the convertible bonds has been fully converted at the conversion price of HK$0.181 per share with 44,510,000 new shares issued.

On 3 April 2020, the Company issued the convertible bonds with an aggregate principal amount of HK$7,465,600, which did not carry interest. As at 21 May 2021, the convertible bonds has been fully converted at the conversion price of HK$0.16 per share with 46,660,000 new shares issued.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

The convertible bonds issued have been split into the liability and equity components as follows:

	2021 RMB'000	2020 RMB'000
Nominal value of convertible bonds	**7,221**	14,033
Equity component	**(2,029)**	(4,418)
Liability component of convertible bond	**5,192**	9,615
Interest expense	**238**	637
Conversion of convertible bonds	**(4,724)**	(5,151)
Exchange realignment	**(706)**	91
	–	5,192
Repayable:		
In the third year, inclusive	**–**	5,192

26. SHARE CAPITAL

	2021 RMB'000	2020 RMB'000
Authorised		
2,500,000,000 ordinary shares of HK$0.04 each		
(2020: 10,000,000,000 ordinary shares of HK$0.01 each)	**88,632**	88,632
Issued and fully paid:		
177,255,000 ordinary shares of HK$0.04 each		
(2020: 662,360,000 ordinary shares of HK$0.01 each)	**5,990**	5,607

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

26. SHARE CAPITAL *(cont'd)*

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital RMB'000
At 1 January 2020	500,000,000	4,135
Issue of shares *(note (a))*	117,850,000	1,066
Conversion of convertible bonds *(note (b))*	44,510,000	406
At 31 December 2020	**662,360,000**	**5,607**
Conversion of convertible bonds *(note (c))*	**46,660,000**	**383**
Share consolidation *(note (d))*	**(531,765,000)**	**–**
At 31 December 2021	**177,255,000**	**5,990**

Notes:

(a) On 6 January 2020, the Company completed the acquisition of the entire issued share capital of Jet Union Technology Limited, a company principally engaged in the automated car wash business in the PRC, through its wholly-owned subsidiaries by issue of 55,490,000 Shares and convertible bonds.

On 3 April 2020, the Group completed the acquisition of the entire issued share capital of Silver Max AP Company Limited through issue of 62,360,000 shares and convertible bonds.

(b) On 7 February 2020 and 8 May 2020, the Company allotted and issued 6,540,000 shares and 37,970,000 shares, respectively at the conversion price of HK$0.181 per share to Stable Development Company Limited ("Stable Development").

(c) On 21 May 2021, the Company allotted and issued 46,660,000 shares at the conversion price of HK$0.16 per share, upon full conversion of the convertible bonds, as disclosed in the announcement of the Company dated 21 April 2020.

(d) Pursuant to the ordinary resolutions passed at the extraordinary general meeting of the Company held on 16 July 2021, the Company implemented the share consolidation with effect from 20 July 2021, on the basis that every four issued and unissued existing shares of the Company of HK$0.01 each were consolidated into one consolidated share of HK$0.04 each, ranked pari passu in all respects with each other. Upon completion of the share consolidation, the Company's share capital consists of 177,255,000 consolidated shares of HK$0.04 each. No adjustment has been made in these consolidated financial statements in this regard.

27. SHARE OPTION SCHEME

On 21 January 2020, the Company granted share options (the "Options") to eligible individuals pursuant to the share option scheme adopted by the Company on 20 April 2018. The Options shall entitle eligible individuals (the "Grantees") to subscribe for a total of 49,500,000 ordinary shares of HK$0.01 each share in the share capital of the Company. The exercise price of share options is HK$0.166 per share. The Options are exercisable for a period of five years from the date of grant, subject to the vesting period as follows: (a) 30% of the Options will be vested on, and exercisable from, the date of grant to the expiry of the option period (both days inclusive); (b) a further 30% of the Options will be vested on, and exercisable from, the first anniversary of the date of grant to the expiry of the option period (both days inclusive); and (c) the remaining 40% of the Options will be vested on, and exercisable from, the second anniversary of the date of grant to the expiry of the option period (both days inclusive).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

27. SHARE OPTION SCHEME *(cont'd)*

On 23 June 2020, the Company granted the Options to eligible individuals pursuant to the share option scheme adopted by the Company on 20 April 2018. The Options shall entitle the Grantees to subscribe for a total of 66,236,000 ordinary shares of HK$0.01 each in the share capital of the Company. The exercise price of share options is HK$0.13 per share. The Options are exercisable for a period of five years from the date of grant, subject to the vesting period as follows: (a) 30% of the Options will be vested on, and exercisable from, the date of grant to the expiry of the option period (both days inclusive); (b) a further 30% of the Options will be vested on, and exercisable from, the first anniversary of the date of grant to the expiry of the option period (both days inclusive); and (c) the remaining 40% of the Options will be vested on, and exercisable from, the second anniversary of the date of grant to the expiry of the option period (both days inclusive).

The purpose of the grant of the Options is to attract and retain employees, to reward the Grantees for their past contribution to the Company, to provide incentives to employees to further contribute to the Group and to align their interests with the best interests of the Company and its shareholders as a whole, which is in line with the purpose of the share option scheme.

The following share options were outstanding under the Scheme during the year:

	Weighted average Exercise price HK$ per share	Number of options '000
At 1 January 2020	–	–
Granted during the year	0.15	115,736
Forfeited during the year	0.13	(6,236)
At 31 December 2020	0.146	109,500
Share consolidation (note (a))	N/A	(82,125)
Lapsed during the year	0.52	(1,559)
At 31 December 2021	0.589	25,816

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

27. SHARE OPTION SCHEME *(cont'd)*

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

At 31 December 2021

Number of options '000	Exercise price HK$ per share	Exercise period
12,375	**0.664 *(note (a))***	**21-1-20 to 20-1-25**
13,441	**0.52 *(note (a))***	**23-6-20 to 22-6-25**
25,816		

At 31 December 2020

Number of options '000	Exercise price HK$ per share	Exercise period
49,500	0.166	21-1-20 to 20-1-25
60,000	0.13	23-6-20 to 22-6-25
109,500		

Note:

(a) Due to the share consolidation, adjustments were made to the number of outstanding share options and the exercise price with effective from 20 July 2021. The exercise price of the share options granted on 21 January 2020 was adjusted from HK$0.166 to HK$0.664 and the exercise price of the share options granted on 23 June 2020 was adjusted from HK$0.13 to HK$0.52. For further details, please refer to the announcement of the Company dated 16 July 2021.

The fair value of the share options granted during the year ended 31 December 2020 was RMB4,655,000 (RMB0.048 each) (2021: Nil), of which the Group recognised a share option expense of RMB1,002,000 (2020: RMB3,068,000) during the year ended 31 December 2021.

The fair value of the options granted during the year ended 31 December 2020 were estimated as at the date of grant using a binomial tree model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Share options granted on 21 January 2020

	Options
Dividend yield (%)	0.00
Expected volatility (%)	42.33
Historical volatility (%)	0.00
Risk-free interest rate (%)	1.62
Expected life of options (year)	2.47-5.00
Weighted average share price (HK$ per share)	0.05

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

27. SHARE OPTION SCHEME *(cont'd)*

Share options granted on 23 June 2020

	Options
Dividend yield (%)	0.00
Expected volatility (%)	42.55-42.77
Historical volatility (%)	0.00
Risk-free interest rate (%)	0.31
Expected life of options (year)	2.47-5.00
Weighted average share price (HK$ per share)	0.04

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 25,816,009 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 25,816,009 additional ordinary shares of the Company and additional share capital of HK$1,033,000 (before issue expenses).

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on the consolidated financial statements.

Share premium

The difference between the proceeds from issue of shares and nominal values of shares issued was credited to the Company's share premium account.

Capital reserve

The capital reserve of the Group represents the paid-up capital of the companies comprising the Group prior to the incorporation of the Company and the reserve arising from the reorganisation.

Exchange fluctuation reserve

The exchange fluctuation reserve comprises all relevant exchange differences arising from the translation of the financial statements of foreign operations.

Statutory reserve

In accordance with the Company Law of the PRC, the subsidiary of the Group which is a domestic enterprise is required to allocate 10% of its profit after tax, as determined in accordance with the relevant PRC accounting standards, to its statutory surplus reserve until the reserve reaches 50% of its registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

29. ACQUISITION OF SUBSIDIARIES

(a) On 17 December 2019, the Company and Stable Development, entered into a sale and purchase agreement, pursuant to which the Company agreed to acquire from Stable Development the entire issued share capital of the Jet Union Technology Limited, principally engaged in the automated car wash business in the PRC, through its wholly-owned subsidiaries. On 6 January 2020, the Company completed the acquisition of Jet Union Technology Limited, which was settled by cash of RMB3,800,000, allotment and issue of 55,490,000 ordinary shares of the Company and the issue of convertible bonds in the principal amount of HK$8,056,310.

The fair values of the identifiable assets and liabilities of Jet Union Technology Limited and its subsidiaries as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition RMB'000
Property, plant and equipment	14	2,617
Right-of-use assets	15	82
Other intangible assets	16	2,441
Advance payments for property, plant and equipment		7,309
Trade receivables		135
Prepayment, other receivables and other assets		4,091
Bank balances and cash		1,856
Other payables and accruals		(130)
Lease liabilities	15	(82)
Gain on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss		(42)
Satisfied by deposit for acquisition of a subsidiary		(2,688)
Satisfied by cash		(1,112)
Satisfied by issue of shares		(7,259)
Satisfied by issue of convertible bonds		(7,218)
		(18,277)

The fair value of the trade receivables as at the date of acquisition amounted to RMB135,000. The gross contractual amounts of the trade receivables were RMB135,000, of which none of the trade receivables are expected to be uncollectible.

Since the acquisition, Jet Union Technology Limited contributed RMB374,000 to the Group's revenue and RMB8,133,000 to the consolidated loss during the period from 6 January to 31 December 2020.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

Cash consideration	(3,800)
Bank balances and cash acquired	1,856
Net outflow of cash and cash equivalents included in cash flows from investing activities	(1,944)
Outflow of cash and cash equivalents included in cash flows from investing activities in 2019	(2,687)
Inflow of cash and cash equivalents included in cash flows from investing activities in 2020	743

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

29. ACQUISITION OF SUBSIDIARIES *(cont'd)*

(b) On 3 April 2020, Excellence Enterprise Holdings Limited, a subsidiary of the Company, Mr. Yu Ting Hin and Mr. Fai Wai Lap Felip, third parties, entered into a sale and purchase agreement, pursuant to which Excellence Enterprise Holdings Limited agreed to acquire the entire issued share capital of Silver Max AP Company Limited. The acquisition of Silver Max AP Company Limited was completed on 21 April 2020 by issue of 62,360,000 shares and the issue of the convertible bonds in the aggregate principal amount of HK$7,465,600, which was recognised as asset acquisition.

The fair values of the assets and liabilities of Silver Max AP Company Limited as at the date of acquisition were as follows:

	As at 21 April 2020 RMB'000
Net assets acquired:	
Advance payments for property, plant and equipment	14,956
Satisfied by issue of shares	8,141
Satisfied by issue of convertible bonds	6,815
	14,956

There is no inflow/outflow of cash and cash equivalents in respect of the acquisition of Silver Max AP Company Limited.

30. CONTINGENT LIABILITIES

As at 31 December 2021, the Group had no significant contingent liabilities (2020: Nil).

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

On 3 April 2020, the Company issued the convertible bonds with an aggregate principal amount of HK$7,465,600, which did not carry interest and the convertible bonds has been fully converted at the conversion price of HK$0.16 per share with 46,660,000 shares issued for the year ended 31 December 2021.

On 6 January 2020, the Company issued the convertible bonds with an aggregate principal amount of HK$8,056,310, which did not carry interest and the convertible bonds has been fully converted at the conversion price of HK$0.181 per share with 44,510,000 shares issued for the year ended 31 December 2020.

During the year ended 31 December 2021, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB80,000 (2020: RMB4,518,000) and RMB80,000 (2020: RMB4,518,000), respectively, in respect of lease arrangements for lease-hold land.

During the year ended 31 December 2021, the Group had early terminated the lease arrangement with the reduction of right-of-use assets and lease liabilities of RMB4,383,000 and RMB5,075,000, respectively.

During the year ended 31 December 2020, the Group had non-cash additions to advance payments for property, plant and equipment of RMB14,956,000 (2021: Nil) by issue of shares and convertible bonds (note 29(b)).

During the year ended 31 December 2020, advance payments for property, plant and equipment of RMB2,830,000 was terminated and reclassed to other receivables (2021: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(cont'd)*

(b) Changes in liabilities arising from financing activities

	Convertible bonds RMB'000	Bank loans RMB'000	Interest payable RMB'000	Lease liabilities RMB'000
At 1 January 2020	–	–	–	8,190
New lease	–	–	–	4,518
Non-cash transactions	4,464	–	–	–
Increase arising from acquisition of subsidiaries	–	–	–	82
Changes from financing cash flows	–	4,000	(32)	(652)
COVID-19-related rent concessions from lessors	–	–	–	(354)
Exchange realignment	91	–	–	–
Interest expense	637	–	32	561
At 31 December 2020	5,192	4,000	–	12,345
At 1 January 2021	**5,192**	**4,000**	**–**	**12,345**
New lease	**–**	**–**	**–**	**80**
Lease modification	**–**	**–**	**–**	**(5,075)**
Non-cash transactions	**(4,724)**	**–**	**–**	**–**
Changes from financing cash flows	**–**	**(4,000)**	**(102)**	**(595)**
Exchange realignment	**(706)**	**–**	**–**	**–**
Interest expense	**238**	**–**	**102**	**341**
Transfer to other payables	**–**	**–**	**–**	**(3,346)**
At 31 December 2021	**–**	**–**	**–**	**3,750**

(c) Total cash outflow for leases included in consolidated statement of cash flows is as follows:

	2021 RMB'000	2020 RMB'000
Within operating activities	**(259)**	(60)
Within financing activities	**(595)**	(652)

32. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in notes 14, 15 and 22, respectively, to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

33. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2021 RMB'000	2020 RMB'000
Contracted, but not provided for:		
Plant and machinery	**2,569**	10,975
Acquisition of a subsidiary *(note (a))*	**–**	46,901
	2,569	57,876

Note:

(a) During the year ended 31 December 2021, the agreement for acquisition of a subsidiary was terminated and accordingly the capital commitment related to acquisition of a subsidiary contracted but not provided for is released in the current year.

34. RELATED PARTY TRANSACTIONS

Details of the Group's related parties are as follows:

Name	**Relationship with the Company**
Guanghong Energy	An associate
Liu Yong Cheng	A director
Liu Yong Qiang	A director
Silver Max Asia Pacific Limited ("Silver Max Asia Pacific")	An entity controlled by Mr. Yu Kin Wai Perway ("a shareholder")

(a) The Group had the following transactions with related parties during the year:

	2021 RMB'000	2020 RMB'000
Advance payment in relation to purchase of LNG: Silver Max Asia Pacific (i)	**–**	10,790
Interest income from an associate: Guanghong Energy	**325**	–

(i) During the year ended 31 December 2020 , the Group entered into a contract with Silver Max Asia Pacific to purchase the LNG. The contract was terminated on the same year, and the advance payment for the purchase was reclassified to other receivables.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

34. RELATED PARTY TRANSACTIONS *(cont'd)*

(b) Outstanding balances with related parties:

	2021 RMB'000	2020 RMB'000
Amount due from an associate: Guanghong Energy	**477**	3,752
Amount due from an entity controlled by a shareholder of the Company: Silver Max Asia Pacific	**–**	10,790

The balance with Guanghong Energy is unsecured, bears an interest rate of 4.75% per annum and non-trade in nature.

The balance with Silver Max Asia Pacific are unsecured, interest-free and repayable on demand.

(c) Other transactions with related parties:

(i) A director of the Company, Liu Yong Cheng has guaranteed the Group's bank loans up to RMB4,000,000 for the year ended 31 December 2020 (2021: Nil).

(ii) On 19 January 2020, Excellence Enterprise Holdings Limited, a wholly-owned subsidiary of the Company, Mr. Liu Yong Cheng and Mr. Liu Yong Qiang entered into a sale and purchase agreement (the "Sale and Purchase Agreement"), pursuant to which Excellence Enterprise Holdings Limited has conditionally agreed to acquire the entire issued share capital of Evergreen Leader Limited from Mr. Liu Yong Cheng and Mr. Liu Yong Qiang at the consideration of Malaysian Ringgit 29,000,000, which shall be satisfied by the allotment and issue of an aggregate of 166,470,000 shares at an issue price of HK$0.156 each and the issue of the convertible bonds in the aggregate principal amount of HK$29,129,880 upon the completion. As certain conditions precedents of the Sale and Purchase Agreement cannot be completed due to the Movement Control Order in Malaysia under the COVID-19 pandemic, the proposed acquisition was terminated on 22 February 2021. For further details of the proposed acquisition, please refer to the circular of the Company dated 3 March 2020 and the announcements of the Company dated 31 July 2020, 31 December 2020 and 22 February 2021.

(iii) During the year ended 31 December 2020, Liu Yong Cheng and Liu Yong Qiang, directors of the Company, signed off the letter of undertaking and will unconditionally and irrevocably undertake to the Company that in the event that loan to the Guanghong Energy of RMB3,600,000 (2021: Nil) and prepaid tax in relation to pre-acquisition of a subsidiary of RMB5,209,000 (2021: RMB5,055,000) are in default, Liu Yong Cheng and Liu Yong Qiang will assume all the outstanding receivable balances by paying the outstanding amount to the Company.

(d) Compensation of key management personnel of the Group:

	2021 RMB'000	2020 RMB'000
Short-term employee benefits	**340**	396
Equity-settled share option expense	**425**	438
Pension scheme contributions	**–**	2
Total compensation paid to key management personnel	**765**	836

Further details of directors' and the chief executive's remuneration are included in note 9 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

Financial assets at amortised cost	2021 RMB'000	2020 RMB'000
Trade receivables	6,028	12,627
Financial assets included in prepayments, other receivables and other assets	3,932	20,771
Bank balances and cash	29,647	6,226
	39,607	39,624

Financial liabilities

Financial liabilities at amortised cost	2021 RMB'000	2020 RMB'000
Bank loans	–	4,000
Lease liabilities	3,750	12,345
Convertible bonds	–	5,192
Financial liabilities included in other payables and accruals	3,297	2,676
	7,047	24,213

36. FAIR VALUE OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, other receivables and other assets, bank loans, financial liabilities included other payables and accruals and current portion of lease liabilities approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own nonperformance risk.

The fair values of the non-current portion of lease liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for lease liabilities as at 31 December 2021 and 2020 were assessed to be insignificant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, bank loans and convertible bonds. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

Foreign currency risk refers to the risk on fluctuation of fair value or future cash flows of financial instruments which arises from changes in exchange rates. Fluctuations in exchange rates between the RMB and other currencies in which the Group conducts business may affect the Group's financial condition and results of operations. The Group seeks to limit its exposure to foreign currency risk by minimising its net foreign currency position.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the HK$ exchange rate, with all other variables held constant, of the Group's loss before taxation (due to changes in the fair values of monetary assets and liabilities), and the Group's equity.

	Increase/ (decrease) in HK$/RMB rate %	Increase/ (decrease) in loss before taxation RMB'000	Increase/ (decrease) in in equity RMB'000
2021			
If the RMB weakens against the HK$	**5**	**(150)**	**(2,464)**
If the RMB weakens against the HK$	**(5)**	**150**	**2,464**
If the RMB weakens against the RM	**5**	**–**	**(720)**
If the RMB weakens against the RM	**(5)**	**–**	**720**
2020			
If the RMB weakens against the HK$	5	(545)	(1,053)
If the RMB weakens against the HK$	(5)	545	1,053
If the RMB weakens against the RM	5	–	(763)
If the RMB weakens against the RM	(5)	–	763

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(cont'd)*

Credit risk *(cont'd)*

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	–	–	–	12,072	12,072
Financial assets included in prepayments, other receivables and other assets					
– Normal**	3,932	–	–	–	3,932
Bank balances and cash					
– Not yet past due	29,647	–	–	–	29,647
	33,579	–	–	12,072	45,651

As at 31 December 2020

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	–	–	–	19,347	19,347
Financial assets included in prepayments, other receivables and other assets					
– Normal**	20,771	–	–	–	20,771
Bank balances and cash					
– Not yet past due	6,226	–	–	–	6,226
	26,997	–	–	19,347	46,344

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 to the consolidated financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(cont'd)*

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	As at 31 December 2021					
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Total undiscounted cash flows RMB'000	Total carrying amounts RMB'000
Lease liabilities	–	281	848	2,978	4,107	3,750
Financial liabilities included in other payables and accruals	3,297	–	–	–	3,297	3,297
	3,297	281	848	2,978	7,404	7,047

As at 31 December 2020

	As at 31 December 2020					
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amounts RMB'000
Bank loans	–	34	4,056	–	4,090	4,000
Lease liabilities	1,892	727	2,209	8,624	13,452	12,345
Convertible bonds	–	–	–	6,283	6,283	5,192
Financial liabilities included in other payables and accruals	2,676	–	–	–	2,676	2,676
	4,568	761	6,265	14,907	26,501	24,213

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(cont'd)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 2020.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes bank loans (other than convertible bonds) and lease liabilities, less cash and cash equivalents. Capital includes convertible bonds and equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

	2021 **RMB'000**	2020 RMB'000
Bank loans	**–**	4,000
Lease liabilities	**3,750**	12,345
Total debt	**3,750**	16,345
Convertible bonds, the liability component	**–**	5,192
Equity attributable to owners of the Company	**84,268**	87,301
Adjusted capital	**84,268**	92,493
Capital and net debt	**88,018**	108,838
Gearing ratio	**4.3%**	15.0%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2021 **RMB'000**	2020 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**36,219**	35,529
CURRENT ASSETS		
Other receivables	**5,055**	15,997
Prepayments	**68**	203
Amount due from a subsidiary	**35,145**	28,060
Bank balances and cash	**963**	645
Total current assets	**41,231**	44,905
CURRENT LIABILITIES		
Accruals	**605**	602
Amounts due to subsidiaries	**1,576**	1,521
Total current liabilities	**2,181**	2,123
NON-CURRENT LIABILITIES		
Convertible bonds	**–**	5,192
NET CURRENT ASSETS	**39,050**	42,782
TOTAL ASSETS LESS CURRENT LIABILITIES	**75,269**	78,311
Net assets	**75,269**	73,119
EQUITY		
Share capital	**5,990**	5,607
Reserves *(note)*	**69,279**	67,512
Total equity	**75,269**	73,119

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

31 December 2021

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(cont'd)*

Note:

A summary of the Company's reserves is as follows:

	Share premium RMB'000	Share option reserve RMB'000	Equity component of convertible bonds RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total equity RMB'000
At 1 January 2020	52,723	–	–	5,570	(7,734)	50,559
Loss for the year	–	–	–	–	(6,711)	(6,711)
Other comprehensive expense for the year:						
Exchange differences on translation of foreign operations	–	–	–	(2,900)	–	(2,900)
Total comprehensive expense for the year	–	–	–	(2,900)	(6,711)	(9,611)
Issue of shares	14,333	–	–	–	–	14,333
Equity-settled share option arrangement	–	3,068	–	–	–	3,068
Issue of convertible bonds	–	–	4,418	–	–	4,418
Conversion of convertible bonds	7,134	–	(2,389)	–	–	4,745
At 31 December 2020 and 1 January 2021	74,190	3,068	2,029	2,670	(14,445)	67,512
Loss for the year	**–**	**–**	**–**	**–**	**(3,053)**	**(3,053)**
Other comprehensive expense for the year:						
Exchange differences on translation of foreign operations	**–**	**–**	**–**	**(523)**	**–**	**(523)**
Total comprehensive expense for the year	**–**	**–**	**–**	**(523)**	**(3,053)**	**(3,576)**
Equity-settled share option arrangement	**–**	**1,002**	**–**	**–**	**–**	**1,002**
Share option lapsed	**–**	**(85)**	**–**	**–**	**85**	**–**
Conversion of convertible bonds	**6,370**	**–**	**(2,029)**	**–**	**–**	**4,341**
At 31 December 2021	**80,560**	**3,985**	**–**	**2,147**	**(17,413)**	**69,279**

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 23 March 2022.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and the Prospectus, is set out below.

RESULTS

	For the year ended 31 December				
	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000	2017 RMB'000
Revenue	**46,436**	50,936	73,760	85,418	65,665
Gross Profit/(loss)	**(988)**	(836)	6,713	16,950	9,262
Profit/(loss) before taxation	**(8,292)**	(24,134)	(2,056)	8,036	(4,364)
Profit/(loss) for the year	**(8,480)**	(22,641)	(2,733)	4,601	(5,417)
Profit/(loss) for the year (excluding Listing expenses)	**(8,480)**	(22,641)	(2,733)	9,569	6,574

ASSETS AND LIABILITIES

	As at 31 December				
	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000	2017 RMB'000
Total assets	**97,606**	118,213	99,371	93,814	48,811
Total liabilities	**13,338**	30,912	16,007	8,016	10,598
Total equity	**84,268**	87,301	83,364	85,798	38,213