



**ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED**  
**能源國際投資控股有限公司\***

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司)  
(Stock code 股份代號 : 353)



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\* For identification purpose only 僅供識別

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Luo Nianru  
Mr. Chan Kwok Wing  
Mr. Wang Donghai  
Ms. Wang Meiyun  
Mr. Yang Guangming

#### Independent Non-Executive Directors

Mr. Choi Chi Fai  
Mr. Wang Jinghua

### AUDIT COMMITTEE

Mr. Choi Chi Fai (*Chairman*)  
Mr. Wang Jinghua

### REMUNERATION COMMITTEE

Mr. Choi Chi Fai (*Chairman*)  
Mr. Wang Jinghua

### NOMINATION COMMITTEE

Mr. Choi Chi Fai (*Chairman*)  
Mr. Wang Jinghua

### COMPANY SECRETARY

Mr. Wong Siu Keung, Joe

### AUTHORISED REPRESENTATIVES

Ms. Wang Meiyun  
Mr. Wong Siu Keung, Joe

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 董事會

#### 執行董事

羅念如先生  
陳國榮先生  
王東海先生  
王美艷女士  
楊光明先生

#### 獨立非執行董事

蔡志輝先生  
王靖華先生

#### 審核委員會

蔡志輝先生 (*主席*)  
王靖華先生

#### 薪酬委員會

蔡志輝先生 (*主席*)  
王靖華先生

#### 提名委員會

蔡志輝先生 (*主席*)  
王靖華先生

#### 公司秘書

黃兆強先生

#### 授權代表

王美艷女士  
黃兆強先生

#### 註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## CORPORATE INFORMATION

### 公司資料

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1508, 15th Floor  
The Center  
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Hong Kong

#### 香港總辦事處及主要營業地點

香港  
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中環中心  
15樓1508室

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

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26th Floor, Tesbury Centre  
28 Queen's Road East  
Hong Kong

#### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Trustee (Cayman) Limited  
PO Box 484, HSBC House  
68 West Bay Road  
Grand Cayman, KY1-1106  
Cayman Islands

#### 主要股份過戶登記處

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68 West Bay Road  
Grand Cayman, KY1-1106  
Cayman Islands

#### LEGAL ADVISERS TO THE COMPANY

##### *As to Hong Kong Law:*

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#### AUDITOR

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111 Connaught Road Central  
Hong Kong

#### 核數師

香港立信德豪會計師事務所有限公司  
香港  
干諾道中111號  
永安中心25樓

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

For the year ended 31 December 2011, the Group recorded revenue from its continuing operations of approximately HK\$231 million (2010: HK\$44 million (re-presented)) and loss before income tax from its continuing operations was approximately HK\$66 million (2010: a profit of HK\$533 million (re-presented)). It was mainly due to the absence of the gain from excess of acquirers' interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost of approximately HK\$606 million which were recorded in the last year and impairment loss of goodwill of approximately HK\$65 million during the year. Moreover, the discontinued operations recorded a loss of approximately HK\$1 million (2010: loss of HK\$351 million (re-presented)).

### CARPET TRADING BUSINESS

The market environment of carpet trading continued to be extremely competitive. During the year, no revenue (2010: HK\$1 million) is recorded by the Group and incurred a loss of approximately HK\$1 million (2010: HK\$2 million) in carpet trading business. The Board decided to cease this segment of operation.

### ELECTRICITY AND HEAT BUSINESS

The Group acquired a 60% interest of Shanxi Zhong Kai Group Lingshi Heat and Power Company Limited ("Shanxi Zhong Kai Lingshi") in August 2010. Year 2011 was the first full-year of its operation to be consolidated into the Group.

During the year ended 31 December 2011, Shanxi Zhong Kai Lingshi generated sales revenue of approximately HK\$103.8 million. It reported a profit of approximately HK\$6.9 million before (i) impairment loss on goodwill of approximately HK\$64.7 million (ii) amortisation of intangible assets of approximately HK\$16.5 million (iii) gain on extinguishment of non-current borrowings of approximately HK\$1.8 million, and (iv) finance costs of approximately HK\$5 million.

### 業務回顧

截至二零一一年十二月三十一日止年度，本集團持續經營業務錄得收益約231,000,000港元（二零一零年：44,000,000港元（經重列）），持續經營業務錄得除所得稅前虧損約66,000,000港元（二零一零年：溢利533,000,000港元（經重列）），其主要由於去年概無錄得因收購方於被收購方之可識別資產、負債及或然負債公平淨值之權益超過成本之收益約606,000,000港元，以及於二零一一年商譽減值虧損約65,000,000港元。此外，已終止經營業務錄得虧損約1,000,000港元（二零一零年：虧損351,000,000港元（經重列））。

### 地毯買賣業務

地毯買賣市況之競爭仍舊相當激烈。年內，本集團之地毯買賣業務並無錄得收益（二零一零年：1,000,000港元），惟錄得虧損約1,000,000港元（二零一零年：2,000,000港元）。董事會決定終止經營此分類。

### 發電及供熱業務

本集團於二零一零年八月收購山西中凱集團靈石熱電有限公司（「山西中凱靈石」）之60%權益。二零一一年度為本集團綜合計算該業務分類之首個完整年度。

於截至二零一一年十二月三十一日止年度，山西中凱靈石產生銷售收入約103,800,000港元。其錄得溢利約6,900,000港元，惟尚未扣除(i)商譽減值虧損約64,700,000港元；(ii)無形資產攤銷約16,500,000港元；(iii)抵銷非流動借貸之收益約1,800,000港元；及(iv)財務成本約5,000,000港元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In 2011, the unfavourable situation for coal-fired power generation enterprises remained unchanged because of rising coal prices and rigid electricity tariff controls in the market. During the year, high coal prices which led to increase in production cost significantly outpaced the modest increase in selling price of electricity. Subsequent to the on-grid tariff adjustment announced by the National Development and Reform Commission (“**NDRC**”) in June 2011, in order to ease the coal-electricity pricing inconsistency and to ensure stability of the electricity supply, the NDRC further announced the electricity tariff adjustment in December 2011. The new tariff increase was effective from 1 December 2011 and the financial impact of such tariff adjustment would be reflected in 2012.

Shanxi Zhong Kai Lingshi, being the only central heat source/supplier in Lingshi county, maintains a close relationship with the local government of Lingshi county. We renewed the heat supply agreement with the Central Heat Transmit Station for the period from November 2011 to March 2012 with terms materially the same as those of last winter period. During the year, in addition to the heat revenue of approximately HK\$23 million, we received aggregate government grants of approximately HK\$37 million for the heat business.

The management will continue to review our collaboration with the local government for the heat supply in Lingshi county to ensure that our heat business remains commercially sound.

## OIL BUSINESS

In 2011, the global economy continues to show signs of volatility as concerns over the sovereign debt crisis in Europe, linger and a spate of mixed economic data points to slowing recovery in the United States. Despite of numerous uncertainties including the fluctuations of United States dollars and regional political uncertainties especially in Northern Africa and speculative activities, the PRC’s economy is expected to maintain a rapid growth and demand in crude oil and refined products markets is expected to rise accordingly.

於二零一一年，由於市場煤炭價格上漲及嚴格的電費控制，火力發電企業仍面對不利局面。年內，煤炭價格高企導致生產成本之增幅遠超電力銷售價格之溫和增長。於二零一一年六月，國家發展和改革委員會（「**發改委**」）宣佈上網電費調整後，為紓緩煤電價格矛盾及確保穩定的電力供應，發改委於二零一一年十二月再次宣佈作電費調整。新一輪電費上調自二零一一年十二月一日起生效及有關電費調整之財務影響將於二零一二年反映。

山西中凱靈石為靈石縣之唯一中央熱源／熱力供應，與靈石縣地方政府維持良好關係。本集團已與城市集中供熱總站重續熱力供應協議，由二零一一年十一月至二零一二年三月止，條款大致與對上冬季期間相同。年內，除供熱收入約23,000,000港元外，本集團亦獲得政府就供熱業務提供補助合共約37,000,000港元。

管理層將繼續檢討本集團與地方政府有關靈石縣熱力供應之合作，以確保本集團之供熱業務仍然有利可圖。

## 石油業務

於二零一一年，由於對歐洲主權債務危機之憂慮繼續盤桓，經濟數據好壞爭持顯示美國復甦步伐緩慢，種種跡象顯示全球經濟將繼續波動。儘管存在大量不明朗因素，如美元波動及區域政治不穩定（尤其是北非）及投機活動，預期中國經濟將維持快速增長，預期將推動原油及精煉石油產品市場需求之增長。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The results of operations and costs incurred in oil business are detailed below. In the second half of 2011, over 40,000 metric tonnes of crude oil was produced from the oil field and met the requirement under the cooperation contract entered into between China National Petroleum Corporation and China Era Energy Power Investment Limited on 13 August 2007 for proceeding to the production period. Thus, the production period was commenced in 2011 and the production period will continue for 20 years. The management expects that the oil business will continue to generate revenue and contribute profit to the Group in the year of 2012.

石油業務之經營業績及所涉之成本詳列如下。於二零一一年下半年，油田產出超過40,000公噸原油，達到中國石油天然氣集團公司與中國年代能源投資有限公司於二零零七年八月十三日所訂立之合作協議之規定，以進入生產期。因此，生產期將自二零一一年開始，並將持續20年。管理層預期石油業務於二零一二年將繼續為本集團帶來收益及溢利貢獻。

### (a) Results of operations

|   |             |
|---|-------------|
| Net sales to customers                          | 客戶銷售淨額      |
| Other income                                    | 其他收入        |
| Operating expenses                              | 經營開支        |
| Depreciation                                    | 折舊          |
| Special petroleum revenue tax                   | 石油特別收益稅     |
| Result of operations before income tax expenses | 除所得稅開支前經營業績 |

### (a) 經營業績

Year ended 31 December  
截至十二月三十一日  
止年度

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| 127,544                          | —                                |
| 13,465                           | —                                |
| (65,264)                         | —                                |
| (19,114)                         | —                                |
| (26,037)                         | —                                |
| 30,594                           | —                                |

### (b) Costs incurred in oil exploration and development

|                      |        |
|----------------------|--------|
| Exploration costs    | 勘探成本   |
| Development costs    | 開發成本   |
| Total costs incurred | 所引致總成本 |

### (b) 石油勘探及開發之成本

Year ended 31 December  
截至十二月三十一日  
止年度

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| —                                | —                                |
| 139,045                          | —                                |
| 139,045                          | —                                |

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EXPLORATION AND MINING BUSINESS

As disclosed in the Company's announcements dated 26 and 27 August 2010 and the Company's 2010 interim report, the Board, to its astonishment, found out that as from 31 January 2010 the exploration licence held by QHFSMI, an indirect wholly-owned subsidiary of the Company incorporated in the PRC, had been transferred to a company known as 內蒙古小紅山源森礦業有限公司 (in English, for identification purpose only, Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited), which is wholly-owned by Ms. Margaret Lai Ching LEUNG beneficially through a company known as Yuenxian Mining Industry Holding Company Limited, without the Company's knowledge, consent or approval. Due to the loss of the exploration licence, it is the Board's current intention to suspend the Group's exploration and mining business until the Group regains control of QHFSMI and the exploration licence.

Upon taking the advice from the legal advisers and legal counsel of the Company, the Company will take further legal action in the PRC and continue to seek advice from its PRC legal advisers. Further announcement(s) will be issued by the Company as and when necessary to comply with the requirements of the Listing Rules.

### FUTURE PLAN AND PROSPECTS

#### (i) Electricity and heat business

In pursuit of a more environmentally friendly economy, the PRC government released an outline of the 12th Five-Year Plan on environmental protection in December 2011. It sets new goals for major pollutants reduction between 2011 and 2015, such as sewage treatment, desulfurization and denitrification. Shanxi Zhong Kai Lingshi will endeavor to strengthen its efforts on environmental protection measures and to enhance energy efficiency. In 2012, we will commence the construction work of sewage treatment zero-emission project. During the 12th Five-Year Plan, we will strive to achieve the remaining new emission standards by enhancing our environmental protection facilities on our coal-fired power generating units.

### 勘探及開採業務

如日期為二零一零年八月二十六日及二十七日之本公司公佈及本公司二零一零年中期報告所披露，董事會驚訝發現，由本公司之間接全資附屬公司青海森源（於中國註冊成立）持有之勘探牌照已自二零一零年一月三十一日起轉讓予名為內蒙古小紅山源森礦業有限公司（英文名稱為Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited，僅供識別）之公司，且本公司並不知悉、未有同意或批准，而內蒙古小紅山源森礦業有限公司由梁儷瀨女士透過一間名為「源森礦業控股有限公司」之公司全資實益擁有。由於失去勘探牌照，董事會現時有意暫時停止經營本集團之勘探及開採業務，直至本集團重獲青海森源之控制權及勘探牌照為止。

經徵詢本公司法律顧問及律師之建議後，本公司將於中國進一步採取法律行動，並繼續尋求其中國法律顧問之意見。本公司將於有需要時刊發進一步公佈，以遵守上市規則之規定。

### 未來規劃及展望

#### (i) 發電及供熱業務

為追求發展更具環保效益的經濟，中國政府於二零一一年十二月公佈十二五計劃有關環境保護之綱要。其訂立目標，於二零一一年至二零一五年期間減少主要污染物，如污水處理、脫硫及脫硝氮。山西中凱靈石將致力加強其執行環保措施之力度及提高能源效益。於二零一二年，本集團將開始污水處理零排放項目之建造工程。於十二五計劃期間，本集團將透過改善火發電站之環保設施，以符合其餘的新排放標準。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In December 2011, the NDRC announced a substantial nationwide increases in tariff together with caps on spot coal prices. We anticipate that these measures can mitigate the impact of high coal prices in 2012.

With the trend of high coal prices and tighter government's environmental protection policies, the challenges that we face in 2012 are mainly to (i) maintain a tight control on production costs; and (ii) meet the new emission standards requirement. We have taken initiatives in strengthening internal control and enhancing production and operation efficiency, thereby improving financial performance of the electricity and heat business.

### (ii) Oil business

In 2011, the global economy is expected to revive more notably and China's economy continues to bloom. Despite of numerous uncertainties including the fluctuations of US dollars and regional political uncertainties especially in Northern Africa and speculative activities, China's economy is expected to maintain a rapid growth and demand in crude oil and refined products markets is expected to rise accordingly.

In the coming year, the Company will continue with a high level of exploration and production activities, aiming to increase its production capacity and reserves. The Company will continue to place great emphasis on its scientific and geological researches, increased efforts to make breakthroughs on key techniques, strengthened the meticulous exploration of mature oil field, actively pushed forward venture exploration in oil field.

In the meantime, various measures will be deployed for the maintenance of wells in oil field, including stabilising and controlling the production rate of aged wells, and implementing the maintenance project for water injections wells. As the key personnel for the operation of Petroleum Business will be retained despite the completion of acquisition, the operation of Petroleum Business shall continue in a substantially same way.

於二零一一年十二月，發改委宣佈全國範圍大幅提高電費及制訂現貨煤炭價格上限。本集團預期有關措施可減輕二零一二年高煤價之影響。

煤價高企趨勢及政府收緊環保政策，我們於二零一二年面對的挑戰主要為(i)繼續嚴格控制生產成本；及(ii)符合新排放標準規定。我們已實施政策加強內部監控及加強生產及營運效率，繼而改善電力及熱力業務之財務表現。

### (ii) 石油業務

二零一一年，預期全球經濟復甦更為顯著，中國經濟持續增長。儘管存在大量不明朗因素（如美元波動及區域政治不確定性（尤其是北非）及投機活動，中國經濟預期將保持快速增長，預期將推動原油及精煉石油產品市場需求之增長。

未來一年，本公司將維持高水平之勘探及生產活動，力求提高產量及儲量。本公司將繼續強調科學及地質研究，加倍努力取得關鍵技術突破，強化老區精細挖潛，大力推進油田之風險勘探。

同時，本集團將部署各項措施維護油田之油井，包括穩定及控制舊井之生產率以及實施注水井維護工程。由於收購事項完成後將會保留經營石油業務之主要人員，故石油業務將會繼續按大致相同之方式經營。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group will drill around 192 more production wells in the year of 2012. These 192 new wells are expected to contribute to the oil production during the year of 2012. Taking into accounts the production capacity of other existing wells and facilities, it is estimated that the annual oil production of the oil field of the Lower Cretaceous System Quantou Formation Third Member Yangdachengzi Layer which is situated at Liangjing Block of Songliao Basin at Jilin Province of the PRC in 2012 will be approximately 156,000 metric tonnes (equivalent to 1,144,000 barrels of oil).

本集團將於二零一二年再鑽探約192口生產井。該等192口新井預期將有助二零一二年之年產油量增加。倘計及其他現有油井及設施之產量，估計二零一二年位於中國吉林省松遼盆地兩井區塊之下白堊統泉頭組三段楊大城子油層之油田之年產油量將約為156,000公噸（相等於1,144,000桶石油）。

## FINANCIAL SUMMARY

The Group's revenue for the year ended 31 December 2011 was approximately HK\$231 million. The administrative expenses for the year ended 31 December 2011 were approximately HK\$30 million, which represented an increase of 47% compared to the administrative expenses incurred last year.

The loss attributable to the owners of the Company for the year ended 31 December 2011 was approximately HK\$62 million, as compared to a profit of approximately HK\$185 million in the previous corresponding year. The loss was mainly resulted from the absence of the gain from excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost of approximately HK\$606 million and the impairment loss in goodwill approximately HK\$65 million.

As a significant portion of the Group's sales and purchases were denominated in Hong Kong dollars and Renminbi, the Directors considered the Group has no significant exposure to foreign exchange fluctuations in view of the stability of the exchange rates of Hong Kong dollars and Renminbi. During the year under review, the Group did not use any hedging instrument.

## CURRENT AND GEARING RATIOS

As at 31 December 2011, the Group had total assets of approximately HK\$3,146 million (2010: HK\$3,176 million), total liabilities of approximately HK\$880 million (2010: HK\$883 million), indicating a gearing ratio of 0.28 (2010: 0.28) on the basis of total liabilities over total assets. The current ratio of the Group for the year was 0.96 (2010: 1.16) on basis of current assets over current liabilities.

## 財務摘要

截至二零一一年十二月三十一日止年度，本集團之營業額約為231,000,000港元。截至二零一一年十二月三十一日止年度之行政開支約為30,000,000港元，較上年度行政開支增加47%。

截至二零一一年十二月三十一日止年度，本公司擁有人應佔虧損約62,000,000港元，上年同期則為溢利約185,000,000港元。虧損主要源於未有錄得因收購方於被收購方之可識別資產、負債及或然負債公平淨值之權益超過成本之收益約606,000,000港元，以及商譽減值虧損約65,000,000港元。

由於本集團買賣大部分以港元及人民幣進行，加上港元與人民幣之間匯率穩定，董事認為本集團之外匯波動風險不大。於回顧年度內，本集團沒有採納任何對沖工具。

## 流動比率及資本負債比率

於二零一一年十二月三十一日，本集團之資產總值約為3,146,000,000港元（二零一零年：3,176,000,000港元），負債總額約為880,000,000港元（二零一零年：883,000,000港元），按負債總額除資產總值計算，資本負債比率為0.28（二零一零年：0.28）。本年度本集團之流動比率（按流動資產除流動負債計算）為0.96（二零一零年：1.16）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CHARGES ON ASSETS

As at 31 December 2011, the Group had interest-bearing bank borrowings of approximately HK\$12 million (2010: HK\$33 million) and pledged bank deposits of approximately HK\$976,000 (2010: HK\$945,000).

### CONTINGENT LIABILITIES

As at 31 December 2011, the Group did not have any significant contingent liabilities (2010: Nil).

### EMPLOYEE INFORMATION

As at 31 December 2011, the Group employed approximately 450 full-time employees (2010: 517). The Group's emolument policies are formulated on the performance of individual employees and are reviewed annually in line with industry practice. The Group also provides provident fund schemes (as the case may be) to its employees depending on the location of such employees.

### DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 December 2011 (2010: Nil).

### INFORMATION OF OIL RESERVES

Changes in estimated quantities of proved crude oil reserves for the year ended 31 December 2011 and 2010 are indicated as follows:

|  |                         | Crude oil<br>PRC<br>(millions of Tonnes)<br>中國之原油<br>(百萬噸) |
|--|-------------------------|--|
| Reserves as at 1 January 2010          | 二零一零年一月一日之儲量            | —  |
| Changes results from:                  | 因以下事項而產生變動：             |  |
| Acquisition                            | 收購                      | 3.796  |
| Reserves as at 31 December 2010        | 二零一零年十二月三十一日之儲量         | 3.796  |
| Changes results from:                  | 因以下事項而產生變動：             |  |
| Production                             | 生產                      | (0.029)  |
| <b>Reserves as at 31 December 2011</b> | <b>於二零一一年十二月三十一日之儲量</b> | <b>3.767</b>   |

Note: Based on the Group's share of participated interests in the oil field through jointly controlled operations.

### 資產抵押

於二零一一年十二月三十一日，本集團有計息銀行借款約12,000,000港元（二零一零年：33,000,000港元）及已抵押銀行存款約976,000港元（二零一零年：945,000港元）。

### 或然負債

於二零一一年十二月三十一日，本集團概無任何重大或然負債（二零一零年：無）。

### 僱員資料

於二零一一年十二月三十一日，本集團僱用約450名全職僱員（二零一零年：517名）。本集團之薪酬政策按個別僱員表現而釐定，並每年檢討以便與業界慣例相符。此外，本集團亦按該等僱員之工作地點向僱員提供公積金計劃（按情況而定）。

### 股息

董事不建議派付截至二零一一年十二月三十一日止年度之任何股息（二零一零年：無）。

### 石油儲量資料

截至二零一一年及二零一零年十二月三十一日止年度，探明原油儲量之估計數量之變動列載如下：

附註：根據本集團透過共同控制實體分佔於油田之參與權益計算。

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷詳情

### EXECUTIVE DIRECTORS

**Mr. Luo Nianru**, aged 60, was appointed as executive Director of the Company in November 2011. He graduated from Sichuan Provincial Institute of Economic Management with a degree in Economic and Management. He has over 40 years of working experience in exploration and exploitation of the petroleum industry. He has acted as the deputy director of the Manager of Ministry of Foreign of the China National Petroleum Corporation (the "CNPC") from August 2002 to June 2011 and the deputy director of the Sichuan Petroleum Board Authority of the CNPC from May 1998 to July 2002.

**Mr. Chan Kwok Wing**, aged 54, was appointed as executive Director of the Company in July 2009. He has been working in securities brokerage and funds management professions. Wholly devoted to petroleum and natural gas upstream development arena since 2006, he participated in discussions on various petroleum and natural gas projects in China and internationally, including Africa, central Asia and America, accumulating rich and extensive experience in exploration, exploitation and production. He was an executive director and chief executive officer of China Energy Development Holdings Limited (stock code: 228), a company listed on the Main board of the Stock Exchange, for a period from October 2009 to December 2009.

**Mr. Wang Donghai**, aged 59, was appointed as executive Director of the Company in September 2009. He has extensive experience in all oil-related areas, including oil production, exploration, development and investment economics, investment and financial management, infrastructure and overall operations of oilfields. He has been acted as the Head of the Gudong Oil Production Centre (one of the largest oil production centres of the Shengli Oilfield) since 2000; He also has been a visiting professor at the Nanjing University since 2001, teaching post-graduate and graduate students on subjects including oil field exploration and development, oil economics and state security.

**Ms. Wang Meiyang**, aged 49, was appointed as executive Director of the Company in January 2011. She graduated from a vocational education institute. She was a senior officer of the Office of Dongying Municipal Committee, Shandong Province, Geology Research Institute of Shengli Oilfield (勝利油田地質研究院), Huaren Group of Shenyang Military Area Command (瀋陽軍區華仁集團), Chinese Enterprises Dagan Magazine (中國企業大觀雜誌社), the Association of Chinese Enterprises Television Stations (中國企業電視台協會), American Pan Asia Investment Group Corporation (美國泛亞投資集團公司) and Kashgar project of Tarim Oilfield in Xinjiang. Ms. Wang has extensive experience in corporate management and leadership.

### 執行董事

**羅念如先生**，60歲，於二零一零年十一月獲委任為本公司執行董事，畢業於四川省委經濟管理幹部學院，獲得經濟管理學位。羅先生擁有超過40年勘探和開採石油工業的工作經驗。他曾於二零零二年八月至二零一一年六月在中國石油天然氣集團公司（「中國石油」）對外合作經理部擔任副處長及於一九九八年五月至二零零二年七月在中國石油四川石油管理局機關擔任副處長。

**陳國榮先生**，54歲，於二零零九年七月獲委任為本公司執行董事。彼曾從事證券經紀與基金管理業務。陳先生自二零零六年起全身投入石油及天然氣之上游開發領域，參與了多項中國以及國際間，包括非洲、中亞和美洲之石油及天然氣項目談判，並積累了豐富的勘探、開發與生產經驗。於二零零九年十月至二零零九年十二月期間，陳先生曾擔任於聯交所主板上市之公司中國能源開發控股有限公司（股份代號：228）之執行董事兼行政總裁。

**王東海先生**，59歲，於二零零九年九月獲委任為本公司執行董事。彼在所有石油相關領域均有豐富經驗，包括石油生產、油田勘探、開發投資經濟、投資和財務管理、油田基本建設工作及採油廠全面工作。自二零零零年開始，彼擔任孤東採油廠（勝利油田最大採油廠之一）第一把手。並於二零零一年起被南京大學聘為客座教授，曾多次在南京大學給研究生和本科生授課，主講油田勘探與開發以及石油經濟與國家安全。

**王美艷女士**，49歲，於二零一一年一月獲委任為本公司執行董事。彼，中專學歷，先後在山東省東營市委辦公室、勝利油田地質研究院、瀋陽軍區華仁集團、中國企業大觀雜誌社、中國企業電視台協會、美國泛亞投資集團公司及新疆塔里木油田喀什項目部任高級職員。彼有著豐富的企業管理經驗和領導經驗。



## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷詳情

**Mr. Yang Guangming**, aged 64, was appointed as executive Director of the Company in January 2011. He obtained his diploma in petroleum geology from Jilin Petroleum School (吉林省石油學校石油地質) in September 1983 and his degree or diploma of Petroleum Exploitation Geology in China University of Geosciences (中國地質大學石油開發地質) in 1991. He worked in Oil Extraction Plant No. 2 of Jilin Oil Field Group (吉林油田採油二廠) from 1970 to 2002, and he worked in the same group as the head of the geological research institute in 1983 and as chief geologist in 1994. From December 2002 to July 2007, He worked as deputy general manager in charge of the production and chief geologist in Jilin Petroleum Natural Gas Development Limited (吉林石油天然氣開發有限責任公司). As disclosed in the Company's circular dated 11 October 2010, He currently is a member of the management team of certain subsidiaries of the Company engaged in the petroleum resources development and production business. He is responsible for supervising the operation of production, in particulars to ensure that the operation complies with the applicable laws, regulations, safety and environment requirements. He is also responsible for making necessary arrangement in the production line and planning for production schedule.

楊光明先生，64歲，於二零一一年一月獲委任為本公司執行董事。彼於一九八三年九月取得吉林省石油學校石油地質系文憑學位，並於一九九一年取得中國地質大學石油開發地質系學士學位或文憑。彼於一九七零年至二零零二年間曾於吉林油田採油二廠工作，於一九八三年曾於該集團擔任地質學研究機構主管，以及於一九九四年擔任總地質學家。於二零零二年十二月至二零零七年七月期間，彼曾於吉林石油天然氣開發有限責任公司擔任主管生產之副經理及總地質學家。如本公司日期為二零一零年十月十一日之通函所披露，彼現為本公司從事石油資源開發及生產業務的若干附屬公司之管理團隊一員。彼負責監督生產業務，尤其是確保業務已遵守適用法例、規則、安全及環保規定。楊先生亦負責就生產線及規劃生產流程作出必須的安排。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Choi Chi Fai**, aged 34, was appointed as independent non-executive Director of the Company in July 2011. He holds a Bachelor Degree of Business Administration in Accounting from The Hong Kong University of Science and Technology. Mr. Choi is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has over 10 years of experience in internal and external auditing, merger and acquisition, and direct investment. Currently, Mr. Choi is the Associate Director of CCB International Asset Management Limited (the "CCBIAM"). CCBIAM is ultimately controlled by China Construction Bank Corporation, which is listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: CH. 601939).

### 獨立非執行董事

蔡志輝先生，34歲，於二零一一年七月獲委任為本公司獨立非執行董事。彼持有香港科技大學工商管理(會計)學士學位。蔡先生為香港會計師公會會員及英國特許公認會計師公會資深會員。蔡先生在內部及外部審計、併購、以及直接投資等方面擁有超過10年經驗。彼現為建銀國際資產管理有限公司(「建銀國際」)董事總經理。建銀國際由中國建設銀行股份有限公司最終擁有，而中國建設銀行股份有限公司於聯交所及上海證券交易所上市(股份代號分別為：939及CH.601939)。

**Mr. Wang Jinghua**, aged 30, was appointed as independent non-executive Director of the Company in July 2011. He graduated from University of Exeter, United Kingdom. He holds two Bachelor of Arts degrees with major in Internet Computing and Economics & Finance and a Master of Science degree with International Management. From 2009, Mr. Wang acted as a General Manager Assistant in China Western Holdings Co., Ltd. He has most experience in the investment program and contract in the urban construction project.

王靖華先生，30歲，於二零一一年七月獲委任為本公司獨立非執行董事。彼畢業於英國埃克賽特大學。持有國際商業管理碩士學位、經濟與金融學士學位及計算機專業學士學位。從二零零九年，王先生曾擔任西部發展控股有限公司總經理助理的職務。他擁有投資項目及城市建設項目合同的豐富經驗。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company is committed to maintain a high standard of corporate governance, holding the beliefs of transparency, honesty and accountability. The Board of directors of the Company considers that sound corporate management and governance practices are essential to the Company's healthy growth under all business environments. Therefore, we continuously review and improve our corporate governance standards to ensure maximum compliance with the relevant laws and codes.

### CORPORATE GOVERNANCE PRACTICES

During the year review, the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Rules governing the Listing of Securities (the "Listing Rules") on the Stock Exchange for the year ended 31 December 2011 except that (i) the non-executive directors of the Company are not appointed for any specific terms as they are subject to retirement by rotation and re-election at annual general meetings in accordance with the provisions of the Company's Articles of Association; and (ii) the roles of chairman and chief executive officer do not separate as the Company is still looking for a suitable candidate to fill the vacancy of chairman and the chief executive officer after the retirement of Mr. Tam Owen at the 2009 annual general meeting of the Company. Further announcement will be made by the Company upon fulfillment of this requirement under the Listing Rules. With effect from 1 January 2012, following the resignation of Mr. Sun Tak Keung, the number of the independent non-executive directors fall below the minimum number required under the Listing Rules.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. Following specific enquiries made, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year.

本公司致力維持高水平之企業管治，以維持其透明度、誠信及問責性。本公司董事會認為，穩健之企業管理及管治常規對本公司在所有業務環境下有穩健增長是不可或缺。因此，本公司持續檢討及改善本集團之企業管治標準，以確保在最大程度下遵循相關法例及守則。

### 企業管治常規

於回顧年度，本公司於截至二零一一年十二月三十一日止年度一直遵守聯交所證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「守則」）之所有守則條文，惟(i)本公司之非執行董事並無特定任期，而是根據本公司章程細則之規定於股東週年大會上輪值告退及膺選連任；及(ii)主席及行政總裁之角色並無區分，這是由於本公司仍在物色合適人選填補自譚浩榮先生於本公司二零零九年股東週年大會上退任後主席及行政總裁一職之空缺。本公司將於符合上市規則之此項規定時另行刊發公佈。自二零一二年一月一日起，辛德強先生辭任後，獨立非執行董事人數少於上市規則規定之最低人數。

### 董事之證券交易活動

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。經作出具體查詢後，全體董事均確認彼等全年均已遵守標準守則所載之規定標準。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

The Board determines and keeps under review the objectives of the Group. It makes decisions on overall strategies and actions necessary for achieving these objectives, monitors and controls financial and operating performance, formulates appropriate policies, and identifies and ensures best practices of corporate governance. The Board members are fully committed to their roles and have acted in good faith to maximise the Shareholders' value in the long run, and have aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

The Board comprises a balanced number of executive Directors and non-executive Directors (including independent non-executive Directors) that can ensure there is adequate independent judgment for the running of the Company's business. The members of the Board comprise experts from various professions with extensive experience. One of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise. In all corporate communications, the Company had disclosed the composition of the Board according to the categories and responsibilities of the directors.

As at the date of this annual report, the Board comprises nine members, including five executive Directors and two independent non-executive Directors. The Board members during the year and up to the date of this annual report were:

#### Executive Directors

Mr. Law Fei Shing (*Chief Executive Officer*)  
(*resigned on 1 January 2012*)  
Mr. Luo Nianru (*appointed on 7 November 2011*)  
Mr. Chan Sung Wai (*resigned on 12 April 2011*)  
Mr. Chan Kwok Wing  
Mr. Wang Donghai  
Ms. Wang Meiyuan (*appointed on 25 January 2011*)  
Mr. Yang Guangming (*appointed on 25 January 2011*)

#### Independent Non-Executive Directors

Mr. Choi Chi Fai (*appointed on 1 July 2011*)  
Mr. Wang Jinghua (*appointed on 1 July 2011*)  
Mr. Lum Pak Sum (*resigned on 1 July 2011*)  
Mr. Sun Tak Keung (*resigned on 1 January 2012*)  
Mr. Chow Pui Fung (*resigned on 1 July 2011*)

### 董事會

董事會釐定本集團之目標，並持續作出檢討。其就達到有關目標之所須整體策略及措施作出決策，監察、控制財務及營運表現，制定合適政策，並指出及確保執行最佳企業管治常規。董事會成員均盡忠職守，並善意地盡量為股東提高長遠價值行事，並把本集團之目標和發展方向與目前經濟及市場環境配合。而日常運作及管理則交託管理層負責。

董事會由人數均等的執行董事及非執行董事（包括獨立非執行董事）所組成，能確保執行本公司業務時作出足夠之獨立判斷。董事會成員為擁有不同專業知識之專家，且擁有豐富經驗。其中一名獨立非執行董事擁有合適專業資格或會計或相關財務管理之專業知識。於所有企業溝通中，本公司已根據董事類別及責任披露董事會之組成。

於本年報日期，董事會由九名成員組成，包括五名執行董事及兩名獨立非執行董事。年內及直至本年報日期，董事會成員為：

#### 執行董事

羅輝城先生（*行政總裁*）  
(*於二零一二年一月一日辭任*)  
羅念如先生（*於二零一一年十一月七日獲委任*）  
陳崇煒先生（*於二零一一年四月十二日辭任*）  
陳國榮先生  
王東海先生  
王美艷女士（*於二零一一年一月二十五日獲委任*）  
楊光明先生（*於二零一一年一月二十五日獲委任*）

#### 獨立非執行董事

蔡志輝先生（*於二零一一年七月一日獲委任*）  
王靖華先生（*於二零一一年七月一日獲委任*）  
林柏森先生（*於二零一一年七月一日辭任*）  
辛德強先生（*於二零一二年一月一日辭任*）  
周培豐先生（*於二零一一年七月一日辭任*）

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Biographical details of the Directors of the Company as at the date of this annual report are set out in the “**Biographical Details of Directors**” section on pages 11 to 12 of this annual report. None of the Directors has any financial, business, family or other material or relevant relationships among members of the Board.

The Company has received an annual confirmation of independence from each of its independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers that the three independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

During the year ended 31 December 2011, 17 full Board meetings were held and details of attendance is set out as follows:

於本年報日期，本公司董事履歷詳情載於本年報第11頁至第12頁「**董事履歷詳情**」一節。董事會成員之間並無財務、業務、家庭或其他重大或相關關係。

根據上市規則第3.13條，本公司已收到各獨立非執行董事一份年度獨立確認書。根據有關確認書內容，本公司認為三名獨立非執行董事均獨立於本公司，且符合上市規則第3.13條所載之特定獨立指引。

截至二零一一年十二月三十一日止年度，本公司召開17次全體董事會會議，各董事之出席率詳述如下：

**Number of Board meetings  
attended/eligible to  
attend Board meetings**  
出席／合資格出席  
董事會會議次數

| <b>Executive Directors</b>                 | <b>執行董事</b>    |       |
|--|----------------|-------|
| Mr. Law Fei Shing                          | 羅輝城先生          | 17/17 |
| Mr. Luo Nianru (Note 5)                    | 羅念如先生(附註5)     | 3/4   |
| Mr. Chan Sung Wai (Note 2)                 | 陳崇煒先生(附註2)     | 7/8   |
| Mr. Chan Kwok Wing                         | 陳國榮先生          | 7/17  |
| Mr. Wang Donghai                           | 王東海先生          | 0/17  |
| Ms. Wang Meiyun (Note 1)                   | 王美艷女士(附註1)     | 12/14 |
| Mr. Yang Guangming (Note 1)                | 楊光明先生(附註1)     | 0/14  |
| <br>                                       |                |       |
| <b>Independent Non-Executive Directors</b> | <b>獨立非執行董事</b> |       |
| Mr. Choi Chi Fai (Note 3)                  | 蔡志輝先生(附註3)     | 3/7   |
| Mr. Wang Jinghua (Note 3)                  | 王靖華先生(附註3)     | 1/7   |
| Mr. Lum Pak Sum (Note 4)                   | 林柏森先生(附註4)     | 6/11  |
| Mr. Sun Tak Keung                          | 辛德強先生          | 9/17  |
| Mr. Chow Pui Fung (Note 4)                 | 周培豐先生(附註4)     | 6/11  |

**Notes:**

1. Appointed on 25 January 2011
2. Resigned on 12 April 2011
3. Appointed on 1 July 2011
4. Resigned on 1 July 2011
5. Appointed on 7 November 2011

**附註:**

1. 於二零一一年一月二十五日獲委任
2. 於二零一一年四月十二日辭任
3. 於二零一一年七月一日獲委任
4. 於二零一一年七月一日辭任
5. 於二零一一年十一月七日獲委任

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Every Board member have full and timely access to Board papers and related materials and has unrestricted access to the advice and services of the company secretary, and has the liberty to seek external professional advice if so required. The company secretary continuously updates all Directors on the latest development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practice.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code A.2.1 of CG Code provides, inter alia, that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The Company is still looking for a suitable candidate to fill the vacancy of chairman and further announcement will be made by the Company upon fulfillment of this requirement under the Listing Rules.

The Board will review the management structure of the Group from time to time and will adopt appropriate measures as may be desirable for future development of the operating activities or business of the Group.

### NON-EXECUTIVE DIRECTORS

The Company has deviated from the requirements of Code Provision A.4.1 of the Code, which stipulates that non-executive Directors should be appointed for a specific term, subject to re-election. Some existing non-executive Directors (including independent non-executive Directors) of the Company do not have a specific term of appointment.

As the appointment of non-executive Directors are subject to the retirement by rotation provisions in the Articles of Association of the Company, the Board considers that it is not necessary to appoint the non-executive Directors for a specific term and it is sufficient measures have been taken to ensure that the Company's corporate governance practices are on terms no less exacting than the required standard set out in the Code. At every annual general meeting, one-third of the Directors for the time being (or if their number is not three or in 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 at an annual general meeting at least once every three years. All Directors, including those appointed for a fixed term, are subject to the retirement by rotation provision in the Articles of Association of the Company.

每位董事會成員均可全面並適時查閱董事會文件及相關資料，並可隨時取得公司秘書之意見和享用其所提供之服務，及有自由在需要時尋求外部專業意見。公司秘書會不斷向所有董事提供上市規則及其他適用監管規定之最新發展，以確保本公司遵守及維持良好企業管治常規。

### 主席及行政總裁

企業管治守則之守則A.2.1規定（其中包括），主席及行政總裁之角色須分開，不應由同一人擔任。主席及行政總裁之職責須明確區分，並以書面形式訂明。

本公司仍在物色合適人選填補主席之空缺，並將於符合上市規則此項規定後作進一步公佈。

董事會將不時檢討本集團之管理架構，並會為本集團經營活動或業務之未來發展採取所需之適當措施。

### 非執行董事

本公司偏離守則之守則條文A.4.1條之規定，該條文規定非執行董事須委任指定任期，惟可膺選連任。本公司之部分現任非執行董事（包括獨立非執行董事）並無指定任期。

由於非執行董事之委任須遵循本公司之章程細則之輪值告退規定，因此董事會認為毋須向非執行董事委任指定任期，並已採取足夠措施以確保本公司之企業管治常規之條款與守則所規定之標準相近。於每屆股東週年大會上，當時三分之一之董事（倘人數並非三或三之倍數，則為最接近但不少於三分之一之人數）應輪席告退，惟每名董事應最少每三年於股東週年大會上退任一次。全體董事（包括已委任指定任期者）須遵循本公司之章程細則之輪值告退規定。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE

The remuneration committee, established in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, comprises the three independent non-executive Directors of the Company and the chairman of the Company, is responsible for reviewing and evaluating the remuneration packages of the executive Directors and senior management of the Company and making recommendations to the Board of directors from time to time.

The remuneration committee currently comprises the two independent non-executive Directors of the Company.

The remuneration committee has adopted written terms of reference prepared by reference to the suggested terms of reference stated under the Code Provision B.1.3 of the Code. The primary duties of the remuneration committee are summarized as follows: (but without limitation):

- (a) to evaluate the performance of the executive Directors in order to make recommendations to the Board on the Company's remuneration;
- (b) to review and approve the compensation payable to executive directors and senior management; and
- (c) to ensure that no director or any of his associates is involved in deciding his own remuneration.

### 薪酬委員會

本公司遵照上市規則附錄十四所載企業管治常規守則成立薪酬委員會，成員包括本公司三名獨立非執行董事及本公司主席，負責審閱及評估本公司執行董事及高級管理層之薪酬待遇，並不時向董事會提供推薦建議。

薪酬委員會現時由本公司兩名獨立非執行董事組成。

薪酬委員會已採用根據守則之守則條文B.1.3條所述之建議職權範圍而編製之明文職權範圍。薪酬委員會之主要職責概括如下（但不限於）：

- (a) 評估執行董事之表現，以就本公司之薪酬政策向董事會提出推薦建議；
- (b) 檢討及批准向執行董事及高級管理人員支付的賠償；及
- (c) 確保任何董事或其任何聯繫人不得自行釐訂薪酬。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year ended 31 December 2011, the remuneration committee held a meeting to review the remuneration package of the Board members and the senior management. Composition of the remuneration committee and details of members' attendance to the committee are as follows:

截至二零一一年十二月三十一日止年度，薪酬委員會舉行了一次會議，以檢討董事會成員及高級管理層之薪酬待遇。薪酬委員會之組成及委員會成員之出席率詳述如下：

|                            |             | Number of meetings<br>attended/eligible to<br>attend meetings<br>出席／合資格<br>出席會議次數 |
|----------------------------|-------------|---|
| Mr. Choi Chi Fai (Note 1)  | 蔡志輝先生 (附註1) | 1/1   |
| Mr. Wang Jinghua (Note 1)  | 王靖華先生 (附註1) | 1/1   |
| Mr. Lum Pak Sum (Note 2)   | 林柏森先生 (附註2) | 3/3   |
| Mr. Sun Tak Keung          | 辛德強先生       | 4/4   |
| Mr. Chow Pui Fung (Note 2) | 周培豐先生 (附註2) | 3/3   |

### Notes:

1. Appointed on 1 July 2011
2. Resigned on 1 July 2011

### 附註：

1. 於二零一一年七月一日獲委任
2. 於二零一一年七月一日辭任

## NOMINATION COMMITTEE

The nomination committee, established in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, comprises the three independent non-executive Directors of the Company and the chairman of the Company, is responsible for making recommendations to the Board on the appointment of Directors and management of the Board succession.

The nomination committee currently comprises the two independent non-executive Directors of the Company.

## 提名委員會

本公司遵照上市規則附錄十四所載企業管治常規守則成立提名委員會，成員包括本公司三名獨立非執行董事及本公司主席，負責就委任董事及董事會管理層之繼任事宜向董事會提供推薦建議。

提名委員會現時由本公司二名獨立非執行董事組成。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The nomination committee has adopted written terms of reference prepared by reference to the suggested terms of reference stated under the Code Provision A.4.5 of the Code.

提名委員會已採用根據守則之守則條文A.4.5條所述之建議職權範圍而編製之明文職權範圍。

|                            |             | Number of meetings<br>attended/eligible to<br>attend meetings<br>出席／合資格<br>出席會議次數 |
|----------------------------|-------------|---|
| Mr. Choi Chi Fai (Note 1)  | 蔡志輝先生 (附註1) | 1/1   |
| Mr. Wang Jinghua (Note 1)  | 王靖華先生 (附註1) | 1/1   |
| Mr. Lum Pak Sum (Note 2)   | 林柏森先生 (附註2) | 3/3   |
| Mr. Sun Tak Keung          | 辛德強先生       | 4/4   |
| Mr. Chow Pui Fung (Note 2) | 周培豐先生 (附註2) | 3/3   |

### Notes:

1. Appointed on 1 July 2011
2. Resigned on 1 July 2011

### 附註:

1. 於二零一一年七月一日獲委任
2. 於二零一一年七月一日辭任

## AUDIT COMMITTEE

The audit committee of the Company was established with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the suggested terms of reference stated under the Code Provision C.3 of the Code. The audit committee currently comprises two independent non-executive Directors and is chaired by Mr. Choi Chi Fai. The audit committee is responsible for review of the Group's accounting principles, practices internal control procedures and financial reporting matters including the review of the interim and final results of the Group prior to recommending to the Board for approval. The major roles and functions of the Group's audit committee are as follows:

1. To consider the appointment of the external auditor, the audit fees, and any questions of resignation or dismissal of the external auditor of the Group.
2. To discuss with the external auditor the nature and scope of the audit.
3. To review the interim and annual financial statements before submission to the Board.
4. To discuss problems and reservations arising from the interim review and final audit, and any matters the auditor may wish to discuss.
5. To review the external auditor's management letters and management's response.

## 審核委員會

本公司之審核委員會已根據上市規則第3.21條及守則之守則條文C.3條所述之建議職權範圍而編製之明文職權範圍所成立。審核委員會目前由兩名獨立非執行董事組成，主席為蔡志輝先生。審核委員會負責審核本集團之會計原則、常規內部控制程序及財務匯報事項，包括於建議董事會批准前，審核本集團之中期及年度業績。本集團審核委員會之主要職責及功能如下：

1. 考慮本集團外聘核數師之委任、核數費用、外聘核數師之辭職或辭退之任何問題。
2. 與外聘核數師商討核數之性質及範疇。
3. 於呈交予董事會前，審閱中期及年度財務報表。
4. 就中期審核及年度審核工作產生之問題和保留意見，及核數師欲商談之任何事項作出商討。
5. 審閱外聘核數師之管理層函件及管理層之回應。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

- |    |  |    |                     |
|----|--|----|---------------------|
| 6. | To review the Group's internal control systems.                                      | 6. | 檢討本集團之內部監控制度。       |
| 7. | To consider the major findings of internal investigations and management's response. | 7. | 考慮內部調查之主要發現及管理層之回應。 |

During the year ended 31 December 2011, the audit committee held two meetings to review the annual and interim results. Composition of the audit committee and details of members' attendance to the committee are as follows:

截至二零一一年十二月三十一日止年度，審核委員會舉行了兩次會議，以審閱年度及中期業績。審核委員會之組成及委員會成員之出席率詳述如下：

|                            |             | Number of<br>meetings attended/<br>eligible to<br>attend meetings<br>出席／合資格<br>出席會議次數 |
|----------------------------|-------------|---|
| Mr. Choi Chi Fai (Note 1)  | 蔡志輝先生 (附註1) | 1/1   |
| Mr. Wang Jinghua (Note 1)  | 王靖華先生 (附註1) | 1/1   |
| Mr. Lum Pak Sum (Note 2)   | 林柏森先生 (附註2) | 2/2   |
| Mr. Sun Tak Keung          | 辛德強先生       | 3/3   |
| Mr. Chow Pui Fung (Note 2) | 周培豐先生 (附註2) | 2/2   |

### Notes:

- Appointed on 1 July 2011
- Resigned on 1 July 2011

### 附註：

- 於二零一一年七月一日獲委任
- 於二零一一年七月一日辭任

## AUDITOR'S REMUNERATION

During the year, BDO Limited was appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The following table sets forth the type of, and fees for, the principal audit services and non-audit services provided by BDO Limited to the Group for the year ended 31 December 2011:

## 核數師酬金

年內，香港立信德豪會計師事務所有限公司獲委任為本公司之核數師，並留任至本公司下一屆股東週年大會完結為止。

下表載列截至二零一一年十二月三十一日止年度由香港立信德豪會計師事務所有限公司提供予本集團之主要核數服務及非核數服務之種類及收費：

|  |                 | Services rendered<br>Fees paid/payable<br>HK\$'000<br>所提供服務<br>已付／應付費用<br>千港元 |
|--|-----------------|---|
| Audit services                                 | 核數服務            | 876   |
| Non-audit services (i.e. consultancy services) | 非核數服務 (即顧問諮詢服務) | —   |
| <b>Total</b>                                   | <b>共計</b>       | <b>876</b>  |

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INTERNAL CONTROL

The Company endeavors to implement a sound risk management and internal control system. The Board is responsible for maintaining an adequate internal control system to safeguard Shareholder investments and Company's assets, and reviewing the effectiveness of such system on an annual basis, as well as through the audit committee. For the year ended 31 December 2011, the audit committee reported to the Board on any material issues and inadequate measures and made recommendations to the Board.

### SHAREHOLDER RIGHT AND INVESTOR RELATIONS

The rights of Shareholders and the procedures for them to demand a poll on resolutions at Shareholders' meetings are contained in the Company's Articles of Association. Details of such rights to demand a poll and the poll procedures are included in all circulars to Shareholders prior to 31 December 2011 and will be explained during the proceedings of meetings. Poll results, if any, will be posted on both the websites of the Stock Exchange and the Company no later than 30 minutes before the earlier of the morning session or any pre-opening session on the next business day of the Shareholders' meeting.

The general meetings of the Company provide a platform for communication between the Shareholders and the Board. Our Directors are available at the Shareholders' meetings of the Company to answer questions and provide information which Shareholders may enquire. The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner.

Taking advantages of various resources, the Company keeps communicating with its Shareholders regularly and properly to ensure that Shareholders are adequately aware of any important issues during the course of the Company's operation, and then exercise their rights as Shareholders with sufficient knowledge. Investors are welcome to write directly to the Company at its Hong Kong registered office for any inquiries.

### 內部監控

本公司致力執行穩健風險管理及內部監控制度。董事會負責維持足以保障股東投資及本公司資產之內部監控制度，及每年檢討其有效性，並透過審核委員會推行上述工作。截至二零一一年十二月三十一日止年度，審核委員會已就任何重大事宜及不足措施向董事會匯報及對其作出建議。

### 股東權利及投資者關係

股東要求在股東大會就決議案以投票方式表決之權利及程序載於本公司章程細則。以投票方式表決之有關權利及投票程序詳情載於於二零一一年十二月三十一日前寄發予股東之所有通函，並將於會議上予以說明。投票結果（如有）將不遲於股東大會後第二個營業日之早市或開市前時段（以較早者為準）前30分鐘刊登於聯交所及本公司網站。

本公司之股東大會為股東及董事會提供了一個溝通平台。本公司董事將於本公司股東大會上回答問題，並提供股東可能問詢之資料。本公司繼續加強與投資者之溝通及關係。投資者查詢乃以充分數據及時作出處理。

本公司利用各種資源，與股東保持定期及適時之溝通，以確保股東充分獲悉本公司業務過程中之任何重要事項，並在知情情況下行使其當時作為股東之權利。如有任何查詢，投資者可直接致函本公司之香港註冊辦事處。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Board acknowledges that it is responsible for the preparation of financial statements of the Group and for ensuring that financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of financial statements of the Group. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they 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 external auditor of the Company, BDO Limited, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 38 to 40 of this annual report.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

### 董事就編製財務報表所承擔之責任

董事會明白其負責編製本集團之財務報表，以確保本集團之財務報表之編製符合所有有關法規及適用會計準則之規定。董事會亦須確保本集團財務報表適時刊發。董事經作出一切合理查詢後確認，就彼等所知、所悉及所信，彼等並不知悉存在任何重大不確定因素而可能引致對本公司之持續經營能力造成重大疑慮之事件或情況。

本公司之外部核數師香港立信德豪會計師事務所有限公司就彼等對本集團財務報表之申報責任作出之聲明載於本年報第38頁至第40頁之獨立核數師報告書。

### 投票表決

根據上市規則第13.39(4)條，股東於股東大會上之任何表決均須以投票方式進行。因此，股東週年大會通告所載全部決議案均將以投票方式進行表決。



# REPORT OF THE DIRECTORS

## 董事會報告書

The Directors present their report and the audited financial statements of Energy International Investments Holdings Limited and its subsidiaries (the "Group") for the year ended 31 December 2011.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its principal subsidiaries are engaged in the supply of heat and electricity and the oil production.

Details of the Company's principal subsidiaries at 31 December 2011 are set out in note 18 to the financial statements.

### RESULTS AND DIVIDEND

The Group's profit for the year ended 31 December 2011 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 41 to 168. The Directors do not recommend the payment of any dividend in respect of the year.

董事會謹提呈能源國際投資控股有限公司及其附屬公司（「本集團」）截至二零一一年十二月三十一日止年度之董事會報告書及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。其主要附屬公司從事熱電供應及石油資源之開發及生產。

本公司於二零一一年十二月三十一日之主要附屬公司之詳情載於財務報表附註18。

### 業績及股息

本集團截至二零一一年十二月三十一日止年度之溢利，以及本公司與本集團於該日之財務狀況載於第41至第168頁之財務報表。董事會不建議派付本年度之任何股息。

# REPORT OF THE DIRECTORS

## 董事會報告書

### SUMMARY FINANCIAL INFORMATION

The following is a summary of the published consolidated results of the Group for the years ended 31 December 2007, 2008, 2009, 2010 and 2011, and the assets, liabilities and non-controlling interests of the Group as at each of the reporting date, prepared on the basis set out in the notes below.

### RESULTS

### 財務資料概要

下文載有本集團截至二零零七年、二零零八年、二零零九年、二零一零年及二零一一年十二月三十一日止各年度之已刊登綜合業績以及本集團於各報告日期之資產、負債及非控股股東權益之概要，編製基準載於下文之附註。

### 業績

Year ended 31 December  
截至十二月三十一日止年度

|                                |            | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2009<br>HK\$'000<br>二零零九年<br>千港元 | 2008<br>HK\$'000<br>二零零八年<br>千港元 | 2007<br>HK\$'000<br>二零零七年<br>千港元 |
|--------------------------------|------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Revenue                        | 收益         | 231,388                          | 45,620                           | 10,332                           | 19,264                           | 55,647                           |
| (Loss)/profit attributable to: | 應佔(虧損)/溢利: |                                  |                                  |                                  |                                  |                                  |
| Owners of the Company          | 本公司擁有人     | (61,750)                         | 184,887                          | (432,187)                        | (341,321)                        | (79,129)                         |
| Non-controlling interests      | 非控股股東權益    | (3,640)                          | (1,847)                          | -                                | (7,161)                          | 568                              |
|                                |            | (65,390)                         | 183,040                          | (432,187)                        | (348,482)                        | (78,561)                         |

# REPORT OF THE DIRECTORS

## 董事會報告書

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

### 資產、負債及非控股股東權益

|                           |         | At 31 December<br>於十二月三十一日       |                                  |                                  |                                  |                                  |
|---------------------------|---------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                           |         | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2009<br>HK\$'000<br>二零零九年<br>千港元 | 2008<br>HK\$'000<br>二零零八年<br>千港元 | 2007<br>HK\$'000<br>二零零七年<br>千港元 |
| Non-current assets        | 非流動資產   | <b>2,948,495</b>                 | 2,955,357                        | 554,799                          | 747,086                          | 702,176                          |
| Current assets            | 流動資產    | <b>197,219</b>                   | 220,225                          | 114,775                          | 93,511                           | 168,012                          |
| Total assets              | 資產總值    | <b>3,145,714</b>                 | 3,175,582                        | 669,574                          | 840,597                          | 870,188                          |
| Current liabilities       | 流動負債    | <b>205,888</b>                   | 189,635                          | 22,559                           | 64,123                           | 68,157                           |
| Non-current liabilities   | 非流動負債   | <b>674,006</b>                   | 693,680                          | 19,279                           | 192,695                          | 177,403                          |
| Total liabilities         | 負債總額    | <b>879,894</b>                   | 883,315                          | 41,838                           | 256,818                          | 245,560                          |
| Net assets                | 資產淨值    | <b>2,265,820</b>                 | 2,292,267                        | 627,736                          | 583,779                          | 624,628                          |
| Non-controlling interests | 非控股股東權益 | <b>150,547</b>                   | 142,332                          | -                                | 1,288                            | 33,581                           |

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Company and the Group during the year are set out in note 16 to the financial statements.

### 物業、廠房及設備

本公司及本集團物業、廠房及設備於年內之變動詳情載於財務報表附註16。

# REPORT OF THE DIRECTORS

## 董事會報告書

### SHARE CAPITAL

Details of the movements in the share capital during the year together with the reasons therefore, are set out in note 33 to the financial statements.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

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

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

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 34 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

Under the Companies Law (Revised) of the Cayman Islands, the Share premium account of the Company of approximately HK\$2,051 million as at 31 December 2011, is distributable to the Shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The Share premium account may also be distributed in the form of fully paid bonus Shares.

### 股本

年內，股本之變動詳情連同變動之理由載於財務報表附註33。

### 優先購買權

本公司之章程細則或本公司註冊成立之司法管轄權區開曼群島法例並無關於優先購買權之條文，使本公司須按比例向現有股東提呈發售新股。

### 購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司於本年度並無購買、贖回或出售本公司任何上市證券。

### 儲備

年內，本公司及本集團之儲備變動詳情分別載於財務報表附註34及綜合權益變動表。

### 可供分派儲備

根據開曼群島公司法（經修訂），本公司於二零一一年十二月三十一日之股份溢價賬約為20.51億港元，乃可供分派予本公司股東，條件為於緊隨建議分派股息日期後，本公司將有能力償付日常業務過程中到期應付之債務。股份溢價賬亦可以繳足紅股方式分派。

# REPORT OF THE DIRECTORS

## 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the sales to the Group's five largest customers accounted for approximately 90% of the Group's total sales for the year and sales to the largest customer included therein amounted to approximately 55%.

Purchases from the Group's five largest suppliers accounted for approximately 63% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 28%.

None of the Directors of the Company, any of their associates or Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Share capital), had any beneficial interests in the Group's five largest customers and/or suppliers.

### DIRECTORS

The Board members during the year and up to the date of this annual report were:

#### Executive Directors

Mr. Law Fei Shing (*Chief Executive Officer*)  
(*resigned on 1 January 2012*)  
Mr. Luo Nianru (*appointed on 7 November 2011*)  
Mr. Chan Sung Wai (*resigned on 12 April 2011*)  
Mr. Chan Kwok Wing  
Mr. Wang Donghai  
Ms. Wang Meiyang (*appointed on 25 January 2011*)  
Mr. Yang Guangming (*appointed on 25 January 2011*)

#### Independent Non-executive Directors

Mr. Choi Chi Fai (*appointed on 1 July 2011*)  
Mr. Wang Jinghua (*appointed on 1 July 2011*)  
Mr. Lum Pak Sum (*resigned on 1 July 2011*)  
Mr. Sun Tak Keung (*resigned on 1 January 2012*)  
Mr. Chow Pui Fung (*resigned on 1 July 2011*)

### 主要客戶及供應商

年內，銷售予本集團五大客戶之數額佔本集團本年度總銷售額約90%，當中銷售予最大客戶之數額約佔55%。

本集團向五大供應商採購之數額佔本集團本年度總採購額約63%，當中向最大供應商採購之數額約佔28%。

本公司之董事、其各自之任何聯繫人或股東（據董事所知擁有本公司已發行股本逾5%者），概無於本集團五大客戶及／或供應商中擁有任何實質權益。

### 董事

年內及截至本年報日期，董事會成員如下：

#### 執行董事

羅輝城先生（*行政總裁*）  
（於二零一二年一月一日辭任）  
羅念如先生（於二零一一年十一月七日獲委任）  
陳崇煒先生（於二零一一年四月十二日辭任）  
陳國榮先生  
王東海先生  
王美艷女士（於二零一一年一月二十五日獲委任）  
楊光明先生（於二零一一年一月二十五日獲委任）

#### 獨立非執行董事

蔡志輝先生（於二零一一年七月一日獲委任）  
王靖華先生（於二零一一年七月一日獲委任）  
林柏森先生（於二零一一年七月一日辭任）  
辛德強先生（於二零一二年一月一日辭任）  
周培豐先生（於二零一一年七月一日辭任）



## REPORT OF THE DIRECTORS

### 董事會報告書

In accordance with Article 108(A) of the Company's Articles of Association, Mr. Chan Kwok Wing will retire by rotation at the forthcoming annual general meeting. Mr. Chan Kwok Wing will offer himself for re-election as Director.

In accordance with Article 112 of the Company's Articles of Association, Mr. Luo Nianru, Mr. Choi Chi Fai and Wang Jinghua who were newly appointed as Directors of the Company in 2011, shall hold office until the forthcoming annual general meeting of the Company following their appointments and, being eligible, offer themselves for re-election.

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all the independent non-executive Directors are independent as defined in the Listing Rules.

### BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors of the Company are set out on pages 11 to 12 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

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

根據本公司章程細則第108(A)條，陳國榮先生將於即將舉行之股東週年大會上輪值告退。陳國榮先生願膺選連任董事。

根據本公司章程細則第112條，於二零一一年新獲委任為本公司董事之羅念如先生、蔡志輝先生及王靖華先生，將出任至本公司即將舉行且自其獲委任後之股東週年大會為止，並符合資格膺選連任。

根據上市規則第3.13條，本公司已收到各獨立非執行董事一份年度獨立確認書，並視所有獨立非執行董事（定義見上市規則）獨立於本公司。

### 董事履歷詳情

本公司董事履歷詳情載於本年報第11頁至第12頁。

### 董事之服務合約

被提名於即將舉行之股東週年大會上重選之董事，概無與本公司訂立任何本公司不能於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

# REPORT OF THE DIRECTORS

## 董事會報告書

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed elsewhere in this annual report, no Director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its 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 were in existence during the year.

### PENSION SCHEME ARRANGEMENT

Particulars of the pension scheme arrangements are set out in note 3(v) to the financial statements.

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE

As at 31 December 2011, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which had been notified to the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required to be entered in the register referred to therein pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the Directors of Listed Companies (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules.

### 董事之合約權益

除本年報其他部分所披露者外，董事概無於本公司或其任何附屬公司於年內訂立而與本集團業務有重大關係之任何合約中直接或間接擁有重大實質權益。

### 管理合約

年內並無訂立或存在有關本公司整體或任何重大部分業務之管理及行政合約。

### 退休金計劃安排

退休金計劃安排之詳情載於財務報表附註3(v)。

### 董事於股份、相關股份及債券之權益及淡倉

於二零一一年十二月三十一日，本公司董事及主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）之股份、相關股份或債券中擁有任何已根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司（「**聯交所**」），或須根據證券及期貨條例第352條規定於該規定所指之登記冊記錄，或須根據上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「**標準守則**」）通知本公司及聯交所之權益或淡倉。

# REPORT OF THE DIRECTORS

## 董事會報告書

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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 Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 董事購入股份或債券之權利

於年內任何時間，任何董事或其配偶或未滿18歲之子女概無獲授可藉購入本公司之股份或債券而獲益之權利，亦無行使有關權利；或本公司或任何附屬公司亦無訂立任何安排，致使董事可收購任何其他法人團體之上述權利。

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

As at 31 December 2011, so far as is known to the Directors or chief executives of the Company, the following person other than a Director or chief executive of the Company had an interest or a short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### 主要股東於本公司股份及相關股份之權益及淡倉

於二零一一年十二月三十一日，就本公司董事或主要行政人員所知，除本公司董事或主要行政人員外，以下人士於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須予備存之登記冊中記錄之權益或淡倉：

| Name of Shareholders<br>股東姓名         | Interest in Shares<br>股份權益         |                                    | Interests in underlying Shares<br>於相關股份之權益 |                                    | Aggregate<br>interest | Approximate<br>percentage <sup>#</sup> | Notes<br>附註 |
|--------------------------------------|------------------------------------|------------------------------------|--|------------------------------------|-----------------------|--|-------------|
|                                      | Personal<br>Interests <sup>*</sup> | Corporate<br>Interest <sup>†</sup> | Personal<br>Interests <sup>*</sup>         | Corporate<br>Interest <sup>†</sup> |                       |  |             |
| Mr. Liu Ran<br>劉燃先生                  | -                                  | 3,078,000,000                      | -  | 12,932,000,000                     | 16,010,000,000        | 118.75%                                | 1           |
| Giant Crystal Limited<br>鉅晶有限公司      | 3,078,000,000                      | -                                  | 12,932,000,000                             | -                                  | 16,010,000,000        | 118.75%                                | 1           |
| Ms. Ho Mee Kuen Karen<br>何美娟女士       | -                                  | 920,000,000                        | -  | -                                  | 807,302,000           | 6.82%                                  | 2           |
| Maycrown Capital Limited<br>美冠資本有限公司 | 920,000,000                        | -                                  | -  | -                                  | 807,302,000           | 6.82%                                  | 2           |
| Ms Leung Lai Ching<br>梁麗瀨女士          | -                                  | -                                  | 2,212,617,599                              | -                                  | 2,212,617,599         | 16.41%                                 | 3           |

\* Beneficial owner

\* 實質擁有人

† Interests of controlled corporation(s)

† 受控制法團權益

<sup>#</sup> Percentage which the aggregate long position in the Shares or underlying Shares represents to the issued share capital of the Company of 13,482,665,354 Shares as at 31 December 2011

<sup>#</sup> 於股份或相關股份之好倉總額佔本公司於二零一一年十二月三十一日之已發行股本13,482,665,354股股份之百分比

# REPORT OF THE DIRECTORS

## 董事會報告書

### Notes:

1. Giant Crystal Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. Liu Ran. Mr. Liu Ran therefore deemed to be interested in 3,078,000,000 shares and 12,932,000,000 underlying shares held by Giant Crystal Limited.

12,932,000,000 underlying Shares consist of shares to be issued upon the conversion of (i) the outstanding Tranche 1 Bonds (as defined in the circular of the Company dated 11 October 2010) (which, based on the conversion price of HK\$0.08 per Share, can be converted into 6,346,000,000 Shares); and (ii) the Tranche 2 Bonds (as defined in the circular of the Company dated 11 October 2010) (which, based on the conversion price of HK\$0.08 per Share, can be converted into 6,586,000,000 Shares). However, the Tranche 2 Bonds has not been issued. Please refer to the Company's circular dated 11 October 2010 for details of the principal terms of the Tranche 1 Bonds and the Tranche 2 Bonds.

2. Maycrown Capital Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Ms. Ho Mee Kuen Karen. Ms. Ho Mee Kuen Karen therefore deemed to be interested in 920,000,000 shares held by Maycrown Capital Limited.

3. 2,212,617,599 underlying Shares consist of shares to be issued upon the conversion of (i) the outstanding Tranche 1 Bonds (as defined in the circular of the Company dated 15 October 2007) (which, based on the conversion price of HK\$0.508 per Share (as adjusted), can be converted into 35,826,772 Shares); (ii) the outstanding Tranche 3 Bonds (as defined in the circular of the Company dated 6 June 2008) (which, based on the conversion price of HK\$0.212 per Share (as adjusted), can be converted into 2,358,491 Shares); and (iii) the Tranche 4 Bonds (as defined in the circular of the Company dated 11 October 2010) (which, based on the conversion price of HK\$0.08 per Share, can be converted into 6,586,000,000 Shares).

The Tranche 2 Bonds and Tranche 4 Bonds have not been issued. Please refer to the Company's circulars dated 15 October 2007 and 6 June 2008 for details of the principal terms of the Tranche 2 Bonds and Tranche 4 Bonds respectively.

### 附註:

1. 鉅晶有限公司為一間根據英屬處女群島法律註冊成立之公司，其全部已發行股本由劉燃先生合法實質擁有。因此，劉燃先生被視為擁有鉅晶有限公司所持有之3,078,000,000股股份及12,932,000,000股相關股份之權益。

該12,932,000,000股相關股份包括於轉換下列債券時發行之股份：(i)尚未行使之第一批債券（定義見本公司日期為二零一零年十月十一日之通函）（按轉換價每股0.08港元計算，可兌換為6,346,000,000股股份）；及(ii)第二批債券（定義見本公司日期為二零一零年十月十一日之通函）（按轉換價每股0.08港元計算，可兌換為6,586,000,000股股份）。然而，第二批債券尚未發行。有關第一批債券及第二批債券之主要條款之詳情，請參閱本公司日期為二零一零年十月十一日之通函。

2. 美冠資本有限公司為一間根據英屬處女群島法律註冊成立之公司，其全部已發行股本由何美娟女士合法實質擁有。因此，何美娟女士被視為擁有美冠資本有限公司所持有之920,000,000股股份之權益。

3. 該2,212,617,599股相關股份包括於轉換下列債券時發行之股份：(i)尚未行使之第一批債券（定義見本公司日期為二零零七年十月十五日之通函）（按轉換價每股0.508港元（經調整）計算，可兌換為35,826,772股股份）；(ii)尚未行使之第三批債券（定義見本公司日期為二零零八年六月六日之通函）（按轉換價每股0.212港元（經調整）計算，可兌換為2,358,491股股份）；及(iii)第四批債券（定義見本公司日期為二零一零年十月十一日之通函）（按轉換價每股0.08港元計算，可兌換為6,586,000,000股股份）。

第二批債券及第四批債券尚未發行。有關第二批債券及第四批債券之主要條款之詳情，請參閱本公司日期分別為二零零七年十月十五日及二零零八年六月六日之通函。



# REPORT OF THE DIRECTORS

## 董事會報告書

As disclosed in the Company's announcements dated 26 August and 27 August 2010 respectively and the Company's 2010 interim report, the Board, to its astonishment, found out that as from 31 January 2010 the exploration licence held by Qinghai Forest Source Mining Industry Developing Company Limited ("QHFSMI"), an indirect wholly-owned subsidiary of the Company incorporated in the People's Republic of China ("PRC"), had been transferred to a company known as 內蒙古小紅山源森礦業有限公司 (in English, for identification purpose only, Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited) ("Yuen Xian Company") without the Company's knowledge, consent or approval. To the best of the Director's knowledge, information and belief having made all reasonable enquiries, Yuen Xian Company is wholly-owned by Ms. Leung Lai Ching Margaret through a company known as Yuenxian Mining Industry Holding Company Limited. However, according to the terms and conditions of the Tranche 2 Bonds and Tranche 4 Bonds, the Tranche 2 Bonds and Tranche 4 Bonds will only be issued if the Mining Licence has been received by the Group. The Company is seeking legal advice from its legal advisers on whether the Company still has any obligation to issue the Tranche 2 Bonds and Tranche 4 Bonds to Ms. Leung Lai Ching Margaret in light of the present situation, in particular, in these circumstances where Ms. Leung Lai Ching Margaret has transferred the Group's exploration licence to her own company without the Company's knowledge, consent or approval.

All the interests stated above represent long positions in the ordinary Shares of the Company. As at 31 December 2010, no short positions were recorded in the register maintained by the Company under section 336 of the SFO.

Save as disclosed above, as far as the Directors are aware, no other person had an interest or short position in the Company's shares or underlying shares which would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

如本公司日期分別為二零一零年八月二十六日及八月二十七日之公佈及本公司二零一零年中期報告所披露，董事會驚訝發現，由本公司之間接全資附屬公司青海森源礦業開發有限公司（「青海森源」）（於中華人民共和國（「中國」）註冊成立）持有之勘探牌照已自二零一零年一月三十一日起轉讓予名為內蒙古小紅山源森礦業有限公司（英文名稱為Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited，僅供識別）之公司（「源森公司」），而本公司並不知悉、同意或批准。董事經作出一切合理查詢後所知、所悉及所信，源森公司由梁麗瀨女士透過一間名為「源森礦業控股有限公司」之公司全資擁有。然而，根據第二批債券及第四批債券之條款及條件，第二批債券及第四批債券僅在本集團收到開採牌照之情況下方會發行。本公司現正向其法律顧問尋求法律意見，以確定在現時情況下本公司是否仍有責任向梁麗瀨女士發行第二批債券及第四批債券，特別是梁麗瀨女士在本公司並不知悉、同意或批准之情況下已將本集團之勘探牌照轉讓予其本身之公司。

上述所有權益代表於本公司普通股之好倉。於二零一零年十二月三十一日，於本公司根據證券及期貨條例第336條存置之登記冊中並無淡倉之記錄。

除以上所披露者外，就董事所知，概無其他人士於本公司之股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露或須記錄於本公司根據證券及期貨條例第336條存置之登記冊中之權益或淡倉。

# REPORT OF THE DIRECTORS

## 董事會報告書

### SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s Directors, independent non-executive Directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group and any minority Shareholder in the Company’s subsidiaries. The Scheme was adopted on 6 June 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised Share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the Shares of the Company in issue at any time.

Pursuant to the extraordinary general meeting passed on 8 December 2009, the general scheme limit of the Company’s Share option scheme has been reset to 736,104,330 Shares, representing 10% of the Company’s issued Share capital on the date of meeting, with the passing of ordinary resolution, which allowing the Company to grant further options carrying the rights to subscribe for a maximum of 736,104,330 Shares. As at the date of this report, no option has been granted pursuant to the Scheme.

The maximum number of Shares issuable under Share options to each eligible participant in the Scheme within any 12-month period, is limited to 1%, of the Shares of the Company in issue at any time. Any further grant of Share options in excess of this limit is subject to Shareholders’ approval in a general meeting.

### 購股權計劃

本公司設有購股權計劃（「該計劃」）藉此獎勵及回饋對本集團營運業績有寶貴貢獻之合資格參與者。該計劃之合資格參與者包括本公司之董事、獨立非執行董事、本集團之其他僱員、本集團之貨品或服務供應商、本集團之顧客、向本集團提供研究、發展或其他技術支援服務之任何人士或實體及本公司附屬公司之任何少數股東。該計劃於二零零二年六月六日採納，除非另行取消或修訂，否則由該日期起計十年將一直有效。

目前根據該計劃容許授出之尚未行使購股權之最高數目，為相等於購股權行使後本公司任何時間之已發行股份之10%。

根據於二零零九年十二月八日舉行之股東特別大會，本公司購股權計劃之一般計劃限額已重新設定為736,104,330股股份（佔大會舉行日期本公司已發行股本之10%），隨著普通決議案獲通過，本公司可進一步授出附有最多可認購736,104,330股股份權利之購股權。於本報告日期，概無根據該計劃授出購股權。

於任何12個月期間內，根據該計劃授予各合資格參與者購股權之可發行最高股數，僅限於任何時間本公司已發行股份之1%。任何進一步授出購股權超出此限制者須取得股東於股東大會上批准。

## REPORT OF THE DIRECTORS

### 董事會報告書

Share options granted to a Director, chief executive or substantial Shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors, in addition, any Share options granted to a substantial Shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the Shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's Shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to Shareholders' approval in advance in a general meeting.

The offer of a grant of Share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the Share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the Share options or the expiry date of the Scheme, if earlier.

The exercise price of the Share options is determinable by the Directors, but may not be less than the higher of:

- (i) the Stock Exchange closing price of the Company's Shares on the date of the offer of the Share options;
- (ii) the average Stock Exchange closing price of the Company's Shares for the five trading days immediately preceding the date of the offer; and
- (iii) the nominal value of the Shares.

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

授予本公司之董事、主要行政人員或主要股東或彼等之任何聯繫人之購股權，須事先取得獨立非執行董事之批准，此外，於任何12個月期間內，授予本公司之主要股東或獨立非執行董事或彼等任何聯繫人之任何購股權超逾本公司於任何時間已發行股份之0.1%或總價值（根據授出日期本公司之股份價格計算）超過5,000,000港元，亦須事先於股東大會上取得股東的批准。

授出購股權之建議可於授出購股權建議之日起計28日內獲接納，承授人須就此繳付合共1港元之名義代價。所授出之購股權之行使期由董事釐定，並於相關歸屬期後開始及由授出購股權建議之日期起不遲於10年內之日期或該計劃之屆滿日期（以較早者為準）結束。

購股權之行使價由董事釐定，惟不得低於以下之較高者：

- (i) 於建議授出購股權之日期本公司股份於聯交所之收市價；
- (ii) 緊接建議日期前五個交易日本公司股份於聯交所之平均收市價；及
- (iii) 股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

# REPORT OF THE DIRECTORS

## 董事會報告書

### CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

On 15 September 2010, Shanxi Zhong Kai Group Lingshi Heat and Power Company Limited (“**Shanxi Zhong Kai Lingshi**”), a non wholly-owned subsidiary of the Company, entered into a master agreement with Shanxi Zhongkai Industry Group Company Limited (“**Zhongkai Group**”), whereby Shanxi Zhong Kai Lingshi will supply and Zhongkai Group and its subsidiaries will purchase such amount of electricity generated by Shanxi Zhong Kai Lingshi for a term of approximately 27 months, expiring on 31 December 2012. Details of the continuing connected transactions are as stated in the Company’s announcement dated 16 September 2010 and the Company’s circular dated 13 October 2010.

Due to the significant growth in the sales volume of the electricity generated by Shanxi Zhong Kai Lingshi to one of Zhongkai Group’s subsidiaries, the annual caps of continuing connected transactions were revised. Details of the revised annual caps for the continuing connected transactions are as stated in the Company’s announcement dated 21 January 2011 and the Company’s circular dated 22 February 2011.

### CONTINUING CONNECTED TRANSACTIONS

During the year, the Group entered into the following transactions with subsidiaries of Zhongkai Group, which constituted continuing connected transactions under the Listing Rules. Details of such transactions are as follows:

| Nature of transactions           | 交易性質    | Amount<br>HK\$’000<br>金額<br>千港元 |
|----------------------------------|---------|---------------------------------|
| Sale of electricity by the Group | 本集團銷售電力 | 30,229                          |

Zhongkai Group, as a non-controlling shareholder of Shanxi Zhong Kai Lingshi, is a connected person under the Listing Rules.

Save as disclosed therein, there were no transactions required to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

The continuing connected transactions have been subject to annual review by the Independent Non-executive Directors of the Company pursuant to Rule 14A.37 of the Listing Rules and confirmation of the auditor of the Company pursuant to Rule 14A.38 of the Listing Rules.

### 關連及持續關連交易

於二零一零年九月十五日，本公司之非全資附屬公司山西中凱集團靈石熱電有限公司（「**山西中凱靈石**」）與山西中凱實業集團有限公司（「**中凱實業集團**」）訂立一份總協議，據此，山西中凱靈石將供應而中凱實業集團及其附屬公司將購買山西中凱靈石所生產之有關數量之電力，該協議期限約為27個月，於二零一二年十二月三十一日到期。持續關連交易之詳情載於本公司日期為二零一零年九月十六日之公佈及本公司日期為二零一零年十月十三日之通函內。

由於山西中凱靈石向中凱實業集團其中一間附屬公司銷售所生產電力之銷售額大幅上升，故持續關連交易之年度上限已作出修訂。持續關連交易經修訂年度上限之詳情載於本公司日期為二零一一年一月二十一日之公佈及本公司日期為二零一一年二月二十二日之通函內。

### 持續關連交易

於本年度，本集團與中凱實業集團之附屬公司有以下交易，其構成上市規則項下之持續關連交易。該等交易詳情如下：

根據上市規則，山西中凱靈石之非控股股東中凱實業集團為關連人士。

除上述所披露者外，概無根據上市規則之規定須予披露之關連交易。

根據上市規則第14A.37條，持續關連交易須由本公司之獨立非執行董事每年進行審閱，而根據上市規則第14A.38條，須獲本公司核數師之確認。



# REPORT OF THE DIRECTORS

## 董事會報告書

In respect of the financial year ended 31 December 2011, the Independent Non-executive Directors of the Company have concluded that the continuing connected transaction has been entered into:

- in the ordinary and usual course of business of the Company;
- either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties; and
- in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Board has engaged the auditor of the Company to perform certain agreed-upon procedures on the aforesaid continuing connected transactions. Based on the work performed, the auditor has issued a confirmation letter to the Board in accordance with Rule 14A.38 of the Listing Rules.

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, as defined by the Listing Rules, other than those businesses of which the Directors have been appointed as Directors to represent the interests of the Company and/or the Group.

## CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 13 to 22 of this annual report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the Listing Rules during the year ended 31 December 2011.

就截至二零一一年十二月三十一日止財政年度，本公司之獨立非執行董事認為，持續關連交易已：

- 於本公司之日常一般業務過程中訂立；
- 按一般商業條款訂立，或如無相類交易足以判斷是否為一般商業條款，則按不遜於本公司向獨立第三方提供或由獨立第三方（如適用）提供予本公司之條款訂立；及
- 根據有關交易之相關協議按公平合理且符合本公司及股東整體利益之條款訂立。

董事會已委任本公司核數師就上述持續關連交易執行若干議定程序。基於所執行之工作，核數師已根據上市規則第14A.38條向董事會出具確認書。

## 董事於競爭業務之權益

年內及直至本報告日期，概無董事被視為於與本集團業務直接或間接構成競爭或可能構成競爭之業務內擁有權益（有關競爭之定義見上市規則），惟董事獲委任出任董事以代表本公司及／或本集團之權益之業務則除外。

## 企業管治

本公司之企業管治常規詳情載於本年報第13頁至第22頁之企業管治報告中。

## 足夠公眾持股量

根據本公司可取得之公開資料及就董事所知，董事確認截至二零一一年十二月三十一日止年度，本公司維持上市規則所規定之足夠公眾持股量。

# REPORT OF THE DIRECTORS

## 董事會報告書

### LITIGATIONS

Details of the litigations of the Group are set out in note 44 to the financial statements.

### AUDIT COMMITTEE

The audit committee of the Company has reviewed with management the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters including a review of the audited financial statements of the Company for the year ended 31 December 2011. The audit committee comprises the three independent non-executive directors of the Company. During the year, two regular meetings of the audit committee have been held.

### AUDITOR

The financial statements in respect of the year ended 31 December 2009 were audited by Grant Thornton ("GTHK"), now known as JBPB & Co. Due to a merger of the businesses of GTHK and BDO Limited ("BDO") to practise in the name of BDO as announced on 26 November 2010, GTHK resigned and BDO was appointed as auditor of the Company effective from 29 November 2010. The financial statements for the years ended 31 December 2010 and 2011 were audited by BDO.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO as auditor of the Company.

On behalf of the Board

**LUO NIANRU**

*Executive Director*

Hong Kong, 29 March 2012

### 訴訟

本集團之訴訟之詳情載於財務報表附註44。

### 審核委員會

本公司之審核委員會已與管理層審閱本集團所採納之會計原則及慣例，並就內部監控及財務報告事宜進行討論，包括審閱本公司截至二零一一年十二月三十一日止年度之經審核財務報表。審核委員會成員包括本公司三名獨立非執行董事。於本年度，審核委員會已舉行兩次定期會議。

### 核數師

截至二零零九年十二月三十一日止年度之財務報表已經由均富會計師行（「均富香港」，現稱為莊栢會計師行）審核。由於均富香港與香港立信德豪會計師事務所有限公司（「香港立信德豪」）業務合併，並以香港立信德豪之名義從事業務（如二零一零年十一月二十六日所公佈），均富香港辭任，而香港立信德豪獲委任為本公司之核數師，自二零一零年十一月二十九日起生效。截至二零一零年及二零一一年十二月三十一日止年度之財務報表由香港立信德豪審核。

本公司將於即將舉行之股東週年大會上提呈一項決議案，以重新委任香港立信德豪為本公司之核數師。

代表董事會

*執行董事*

**羅念如**

香港，二零一二年三月二十九日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書



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**To the shareholders of**  
**Energy International Investments Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

**致Energy International Investments Holdings Limited**  
**能源國際投資控股有限公司**  
*(於開曼群島註冊成立之有限公司)*  
**全體股東**

We have audited the consolidated financial statements of Energy International Investments Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 41 to 168, which comprise the consolidated and Company statements of financial position as at 31 December 2011, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「吾等」)已審核列載於第41頁至168頁能源國際投資控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，該等報表已包括於二零一一年十二月三十一日之綜合及公司財務狀況表與截至該日止年度之綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及重大會計政策概述及其他解釋資料。

### **Directors' Responsibility for the Consolidated Financial Statements**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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 misstatements, whether due to fraud or error.

### **董事就綜合財務報表須承擔之責任**

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公平之綜合財務報表，並負責執行董事認為必要之內部監控，確保綜合財務報表之編製並無由於欺詐或錯誤而導致之重大錯誤陳述。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our 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.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### 核數師之責任

吾等之責任為根據吾等之審核對該等財務報表作出意見。本報告根據吾等之委聘條款僅向作為整體之股東報告，除此之外，本報告不可用作其他用途。吾等不會就本報告之內容對任何其他人士負責或承擔任何責任。

吾等已根據香港會計師公會頒佈之香港審計準則進行審核。該等準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製真實及公平之綜合財務報表相關之內部監控，以按情況設計適當之審核程序，但並非對公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

吾等相信，吾等所獲得之審核憑證乃充足及適當地為吾等之審核意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2011 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### **BDO Limited**

*Certified Public Accountants*

#### **Au Yiu Kwan**

Practising Certificate Number P05018

Hong Kong, 29 March 2012

### 意見

吾等認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一一年十二月三十一日之財務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

香港立信德豪會計師事務所有限公司

執業會計師

歐耀均先生

執業證書編號P05018

香港，二零一二年三月二十九日



# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|   |                                       | Notes | 2011<br>HK\$'000 | 2010<br>HK\$'000<br>(Re-presented) |
|---|---------------------------------------|-------|------------------|------------------------------------|
|   |                                       | 附註    | 二零一一年<br>千港元     | 二零一零年<br>千港元<br>(經重列)              |
| <b>Continuing operations:</b>   | <b>持續經營業務:</b>                        |       |                  |                                    |
| Revenue   | 收益                                    | 5     | 231,388          | 44,413                             |
| Cost of sales   | 銷售成本                                  |       | (203,160)        | (45,851)                           |
| <b>Gross profit/(loss)</b>  | <b>毛利/(損)</b>                         |       | <b>28,228</b>    | (1,438)                            |
| Other income  | 其他收入                                  | 5     | 53,180           | 9,035                              |
| Excess of acquirer's interest in net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost | 收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本之數額 | 36(b) | -                | 606,270                            |
| Selling and distribution expenses   | 銷售及分銷開支                               |       | (7,352)          | -                                  |
| Administrative expenses   | 行政開支                                  |       | (29,819)         | (20,288)                           |
| Other operating expenses  | 其他經營開支                                |       | (32,281)         | (6,715)                            |
| Impairment loss recognised in respect of goodwill   | 已確認商譽減值虧損                             | 19    | (64,674)         | (49,064)                           |
| Finance costs   | 財務成本                                  | 7     | (13,096)         | (5,229)                            |
| <b>(Loss)/profit before income tax</b>  | <b>除所得稅前(虧損)/溢利</b>                   | 8     | <b>(65,814)</b>  | 532,571                            |
| Income tax credit   | 所得稅計入                                 | 9     | 1,881            | 1,457                              |
| <b>(Loss)/profit for the year from continuing operations</b>  | <b>本年度持續經營業務(虧損)/溢利</b>               |       | <b>(63,933)</b>  | 534,028                            |
| <b>Discontinued operations:</b>   | <b>已終止經營業務:</b>                       |       |                  |                                    |
| Loss for the year from discontinued operations  | 本年度已終止經營業務虧損                          | 11    | (1,457)          | (350,988)                          |
| <b>(Loss)/profit for the year</b>   | <b>本年度(虧損)/溢利</b>                     |       | <b>(65,390)</b>  | 183,040                            |
| <b>(Loss)/profit for the year attributable to:</b>  | <b>應佔本年度(虧損)/溢利:</b>                  |       |                  |                                    |
| Owners of the Company   | 本公司擁有人                                | 12    |                  |                                    |
| - from continuing operations  | - 持續經營業務                              |       | (60,293)         | 535,875                            |
| - from discontinued operations  | - 已終止經營業務                             |       | (1,457)          | (350,988)                          |
|   |                                       |       | (61,750)         | 184,887                            |
| Non-controlling interests   | 非控股股東權益                               |       |                  |                                    |
| - from continuing operations  | - 持續經營業務                              |       | (3,640)          | (1,847)                            |
| - from discontinued operations  | - 已終止經營業務                             |       | -                | -                                  |
|   |                                       |       | (3,640)          | (1,847)                            |
| <b>(Loss)/profit for the year</b>   | <b>本年度(虧損)/溢利</b>                     |       | <b>(65,390)</b>  | 183,040                            |

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|   | Notes<br>附註                         | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---|-------------------------------------|----------------------------------|---|
| <b>(Loss)/earnings per share for (loss)/<br/>profit attributable to the owners of<br/>the Company during the year</b> | 年內本公司擁有人應佔<br>(虧損)/溢利之每股<br>(虧損)/盈利 |                                  |   |
| <b>- Basic</b>  | <b>- 基本</b>                         |                                  |   |
| From continuing and discontinued<br>operations  | 持續經營業務及<br>已終止經營業務                  | (HK cent 0.3港仙)                  | HK cents 2.3港仙  |
| From continuing operations  | 持續經營業務                              | (HK cent 0.3港仙)                  | HK cents 6.6港仙  |
| From discontinued operations  | 已終止經營業務                             | -                                | (HK cents 4.3港仙)  |
| <b>- Diluted</b>  | <b>- 攤薄</b>                         |                                  |   |
| From continuing and discontinued<br>operations  | 持續經營業務及已終止<br>經營業務                  | N/A 不適用                          | HK cents 2.1港仙  |
| From continuing operations  | 持續經營業務                              | N/A 不適用                          | HK cents 6.2港仙  |
| From discontinued operations  | 已終止經營業務                             | N/A 不適用                          | (HK cents 4.1港仙)  |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|   | Notes<br>附註       | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| <b>(Loss)/profit for the year</b>   | 本年度(虧損)/溢利        | <b>(65,390)</b>                  | 183,040                          |
| <b>Other comprehensive income</b>   | 其他全面收入            |                                  |                                  |
| Exchange gains on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌收益   | <b>13,795</b>                    | 10,553                           |
| Release of exchange reserve upon de-consolidating subsidiaries              | 附屬公司不再綜合入賬時匯兌儲備撥回 | 37                               | (972)                            |
| <b>Other comprehensive income for the year</b>                              | 本年度其他全面收入         | <b>13,795</b>                    | 9,581                            |
| <b>Total comprehensive income for the year</b>                              | 本年度全面收入總額         | <b>(51,595)</b>                  | 192,621                          |
| <b>Total comprehensive income attributable to:</b>                          | 應佔全面收入總額：         |                                  |                                  |
| Owners of the Company   | 本公司擁有人            | <b>(52,815)</b>                  | 190,247                          |
| Non-controlling interests   | 非控股股東權益           | <b>1,220</b>                     | 2,374                            |
|   |                   | <b>(51,595)</b>                  | 192,621                          |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2011 於二零一一年十二月三十一日

|  | Notes<br>附註 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| <b>ASSETS AND LIABILITIES</b>                |             |                                  |                                  |
| <b>Non-current assets</b>                    |             |                                  |                                  |
| Property, plant and equipment                | 16(a)       | 604,657                          | 510,460                          |
| Prepaid land lease payments                  | 17          | 29,876                           | 29,569                           |
| Goodwill                                     | 19          | 209,628                          | 274,302                          |
| Intangible assets                            | 20          | 2,096,843                        | 2,127,962                        |
| Deferred tax assets                          | 32          | 7,491                            | 13,064                           |
|  |             | <b>2,948,495</b>                 | <b>2,955,357</b>                 |
| <b>Current assets</b>                        |             |                                  |                                  |
| Indemnification assets                       | 44(b)       | 14,040                           | 5,000                            |
| Inventories                                  | 21          | 15,570                           | 4,800                            |
| Trade receivables                            | 22          | 31,326                           | 16,617                           |
| Prepayments, deposits and other receivables  | 23          | 37,982                           | 40,614                           |
| Amount due from non-controlling shareholder  | 24          | –                                | 6,080                            |
| Pledged bank deposits                        | 25          | 976                              | 945                              |
| Cash at banks and in hand                    | 25          | 97,325                           | 146,135                          |
| Tax prepaid                                  |             | –                                | 34                               |
|  |             | <b>197,219</b>                   | <b>220,225</b>                   |
| <b>Current liabilities</b>                   |             |                                  |                                  |
| Trade payables                               | 26          | 12,017                           | 18,851                           |
| Other payables and accruals                  | 27          | 147,230                          | 124,687                          |
| Amount due to non-controlling shareholder    | 24          | 4,074                            | 11,570                           |
| Provision for legal claim                    | 44(b)       | 14,040                           | 5,000                            |
| Bank borrowings                              | 28          | 12,200                           | 21,133                           |
| Other borrowings                             | 29          | 2,196                            | 8,394                            |
| Convertible bonds                            | 31          | 14,129                           | –                                |
| Tax payable                                  |             | 2                                | –                                |
|  |             | <b>205,888</b>                   | <b>189,635</b>                   |
| <b>Net current (liabilities)/assets</b>      |             | <b>(8,669)</b>                   | <b>30,590</b>                    |
| <b>Total assets less current liabilities</b> |             | <b>2,939,826</b>                 | <b>2,985,947</b>                 |
| <b>Non-current liabilities</b>               |             |                                  |                                  |
| Amount due to non-controlling shareholder    | 24          | 8,401                            | –                                |
| Bank borrowings                              | 28          | –                                | 11,806                           |
| Other borrowings                             | 29          | 113,652                          | 87,010                           |
| Promissory notes                             | 30          | 28,707                           | 43,865                           |
| Convertible bonds                            | 31          | 355                              | 20,292                           |
| Deferred tax liabilities                     | 32          | 522,891                          | 530,707                          |
|  |             | <b>674,006</b>                   | <b>693,680</b>                   |
| <b>Net assets</b>                            |             | <b>2,265,820</b>                 | <b>2,292,267</b>                 |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2011 於二零一一年十二月三十一日

|   |                   | Notes | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|-------------------|-------|----------------------------------|----------------------------------|
|   |                   | 附註    |                                  |                                  |
| <b>EQUITY</b>   | <b>權益</b>         |       |                                  |                                  |
| <b>Equity attributable to the owners of the Company</b> | <b>本公司擁有人應佔權益</b> |       |                                  |                                  |
| Share capital   | 股本                | 33    | <b>134,827</b>                   | 134,626                          |
| Reserves  | 儲備                | 34(a) | <b>1,980,446</b>                 | 2,015,309                        |
|   |                   |       | <b>2,115,273</b>                 | 2,149,935                        |
| Non-controlling interests                               | 非控股股東權益           |       | <b>150,547</b>                   | 142,332                          |
| <b>Total equity</b>                                     | <b>總權益</b>        |       | <b>2,265,820</b>                 | 2,292,267                        |

**Luo Nianru**  
羅念如  
Director  
董事

**Wang Meiyang**  
王美艷  
Director  
董事



# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

As at 31 December 2011 於二零一一年十二月三十一日

|  | Notes<br>附註        | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| <b>ASSETS AND LIABILITIES</b>                | <b>資產及負債</b>       |                                  |                                  |
| <b>Non-current assets</b>                    | <b>非流動資產</b>       |                                  |                                  |
| Property, plant and equipment                | 16(b)              | 6                                | 7                                |
| Interests in subsidiaries                    | 18                 | 1,600,089                        | 1,585,239                        |
|  |                    | <b>1,600,095</b>                 | <b>1,585,246</b>                 |
| <b>Current assets</b>                        | <b>流動資產</b>        |                                  |                                  |
| Prepayments, deposits and other receivables  | 23                 | 956                              | 983                              |
| Cash at banks and in hand                    | 25                 | 4,788                            | 15,564                           |
|  |                    | <b>5,744</b>                     | <b>16,547</b>                    |
| <b>Current liabilities</b>                   | <b>流動負債</b>        |                                  |                                  |
| Other payables and accruals                  | 27                 | 922                              | 3,793                            |
| Convertible bonds                            | 31                 | 14,129                           | –                                |
|  |                    | <b>15,051</b>                    | <b>3,793</b>                     |
| <b>Net current (liabilities)/assets</b>      | <b>流動(負債)/資產淨值</b> | <b>(9,307)</b>                   | <b>12,754</b>                    |
| <b>Total assets less current liabilities</b> | <b>資產總值減流動負債</b>   | <b>1,590,788</b>                 | <b>1,598,000</b>                 |
| <b>Non-current liabilities</b>               | <b>非流動負債</b>       |                                  |                                  |
| Convertible bonds                            | 31                 | 355                              | 20,292                           |
| Amount due to a subsidiary                   | 18                 | 23,696                           | –                                |
|  |                    | <b>24,051</b>                    | <b>20,292</b>                    |
| <b>Net assets</b>                            | <b>資產淨值</b>        | <b>1,566,737</b>                 | <b>1,577,708</b>                 |
| <b>EQUITY</b>                                | <b>權益</b>          |                                  |                                  |
| Share capital                                | 33                 | 134,827                          | 134,626                          |
| Reserves                                     | 34(b)              | 1,431,910                        | 1,443,082                        |
| <b>Total equity</b>                          | <b>總權益</b>         | <b>1,566,737</b>                 | <b>1,577,708</b>                 |

**Luo Nianru**  
羅念如  
Director  
董事

**Wang Meiyun**  
王美艷  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|  |                              | Equity attributable to the owners of the Company<br>本公司擁有人應佔權益 |                  |                 |                  |                                 |                    |                  |                           |                  |
|--|------------------------------|--|------------------|-----------------|------------------|---------------------------------|--------------------|------------------|---------------------------|------------------|
|  |                              | Share capital  | Share premium    | Capital reserve | Exchange reserve | Convertible bond equity reserve | Accumulated losses | Total            | Non-controlling interests | Total equity     |
|  |                              | HK\$'000   | HK\$'000         | HK\$'000        | HK\$'000         | HK\$'000                        | HK\$'000           | HK\$'000         | HK\$'000                  | HK\$'000         |
|  |                              | 股本   | 股份溢價             | 資本儲備            | 匯兌儲備             | 可換股債券權益儲備                       | 累計虧損               | 總計               | 非控股股東權益                   | 總權益              |
|  |                              | 千港元  | 千港元              | 千港元             | 千港元              | 千港元                             | 千港元                | 千港元              | 千港元                       | 千港元              |
| At 1 January 2010  | 於二零一零年一月一日                   | 73,610   | 1,451,003        | 137,610         | 972              | 15,904                          | (1,051,363)        | 627,736          | -                         | 627,736          |
| Issue of shares upon acquisition of subsidiaries (notes 33(c) and (d))                         | 於收購附屬公司後發行股份 (附註33(c)及(d))   | 45,880   | 425,640          | -               | -                | -                               | -                  | 471,520          | -                         | 471,520          |
| Issue of convertible bonds upon acquisition of subsidiaries (note 31)                          | 於收購附屬公司後發行可換股債券 (附註31)       | -  | -                | -               | -                | 859,292                         | -                  | 859,292          | -                         | 859,292          |
| Acquisition of subsidiaries (note 36(a))   | 收購附屬公司 (附註36(a))             | -  | -                | -               | -                | -                               | -                  | -                | 139,958                   | 139,958          |
| Issue of shares upon conversion of convertible bonds (notes 33(a) and (b))                     | 於兌換可換股債券時發行股份 (附註33(a)及(b))  | 15,136   | 161,126          | -               | -                | (175,122)                       | -                  | 1,140            | -                         | 1,140            |
| <b>Transactions with owners</b>  | <b>與擁有人之交易</b>               | 61,016   | 586,766          | -               | -                | 684,170                         | -                  | 1,331,952        | 139,958                   | 1,471,910        |
| Net profit for the year  | 本年度溢利淨額                      | -  | -                | -               | -                | -                               | 184,887            | 184,887          | (1,847)                   | 183,040          |
| <b>Other comprehensive income</b>  | <b>其他全面收入</b>                |  |                  |                 |                  |                                 |                    |                  |                           |                  |
| Release of exchange reserve upon de-consolidating subsidiaries (note 37)                       | 於附屬公司不再綜合入賬時匯兌儲備撥回 (附註37)    | -  | -                | -               | (972)            | -                               | -                  | (972)            | -                         | (972)            |
| Exchange gain on translation of financial statements of foreign operations                     | 換算海外業務財務報表之匯兌收益              | -  | -                | -               | 6,332            | -                               | -                  | 6,332            | 4,221                     | 10,553           |
| <b>Total comprehensive income for the year</b>   | <b>本年度全面收入總額</b>             | -  | -                | -               | 5,360            | -                               | 184,887            | 190,247          | 2,374                     | 192,621          |
| <b>At 31 December 2010</b>   | <b>於二零一零年十二月三十一日</b>         | <b>134,626</b>   | <b>2,037,769</b> | <b>137,610</b>  | <b>6,332</b>     | <b>700,074</b>                  | <b>(866,476)</b>   | <b>2,149,935</b> | <b>142,332</b>            | <b>2,292,267</b> |
| At 1 January 2011  | 於二零一一年一月一日                   | 134,626  | 2,037,769        | 137,610         | 6,332            | 700,074                         | (866,476)          | 2,149,935        | 142,332                   | 2,292,267        |
| Bank and other borrowings assigned to non-controlling shareholder unconditionally (note 34(a)) | 非控股股東無條件承擔的銀行及其他借貸 (附註34(a)) | -  | -                | 9,443           | -                | -                               | -                  | 9,443            | 6,295                     | 15,738           |
| Gain on extinguishment on the loan from non-controlling shareholder (note 24)                  | 註銷非控股股東貸款之收益 (附註24)          | -  | -                | 1,051           | -                | -                               | -                  | 1,051            | 700                       | 1,751            |
| Issue of shares upon conversion of convertible bonds (note 33(a))                              | 於兌換可換股債券時發行股份 (附註33(a))      | 201  | 12,811           | -               | -                | (5,353)                         | -                  | 7,659            | -                         | 7,659            |
| <b>Transactions with owners</b>  | <b>與擁有人之交易</b>               | 201  | 12,811           | 10,494          | -                | (5,353)                         | -                  | 18,153           | 6,995                     | 25,148           |
| Net loss for the year  | 本年度純虧                        | -  | -                | -               | -                | -                               | (61,750)           | (61,750)         | (3,640)                   | (65,390)         |
| <b>Other comprehensive income</b>  | <b>其他全面收入</b>                |  |                  |                 |                  |                                 |                    |                  |                           |                  |
| Exchange gain on translation of financial statements of foreign operations                     | 換算海外業務財務報表之匯兌收益              | -  | -                | -               | 8,935            | -                               | -                  | 8,935            | 4,860                     | 13,795           |
| <b>Total comprehensive income for the year</b>   | <b>本年度全面收入總額</b>             | -  | -                | -               | 8,935            | -                               | (61,750)           | (52,815)         | 1,220                     | (51,595)         |
| <b>At 31 December 2011</b>   | <b>於二零一一年十二月三十一日</b>         | <b>134,827</b>   | <b>2,050,580</b> | <b>148,104</b>  | <b>15,267</b>    | <b>694,721</b>                  | <b>(928,226)</b>   | <b>2,115,273</b> | <b>150,547</b>            | <b>2,265,820</b> |

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|   |                                       | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---|---------------------------------------|----------------------------------|---|
| <b>Cash flows from operating activities of continuing and discontinued operations</b>   | <b>持續經營業務及已終止經營業務之經營業務現金流量</b>        |                                  |   |
| <b>(Loss)/profit before income tax</b>  | <b>除所得稅前(虧損)/溢利</b>                   |                                  |   |
| Continuing operations   | 持續經營業務                                | <b>(65,814)</b>                  | 532,571   |
| Discontinued operations   | 已終止經營業務                               | <b>(1,457)</b>                   | (350,988)   |
|   |                                       | <b>(67,271)</b>                  | 181,583   |
| Adjustments for:  | 就下列項目作出調整:                            |                                  |   |
| Depreciation  | 折舊                                    | <b>47,656</b>                    | 9,841   |
| Amortisation of prepaid land lease payments   | 預付土地租賃款項攤銷                            | <b>668</b>                       | 269   |
| Amortisation of intangible assets   | 無形資產攤銷                                | <b>32,281</b>                    | 6,406   |
| Excess of acquirer's interest in net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost | 收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本之數額 | -                                | (606,270)   |
| Impairment loss of goodwill   | 商譽減值虧損                                | <b>64,674</b>                    | 49,064  |
| Provision for impairment loss of other receivables  | 其他應收款項減值虧損撥備                          | -                                | 39  |
| (Gain)/loss on disposals of property, plant and equipment   | 出售物業、廠房及設備(收益)/虧損                     | <b>(360)</b>                     | 269   |
| Loss on de-consolidating subsidiaries   | 附註公司不再綜合入賬之虧損                         | -                                | 348,966   |
| Gain on extinguishment of non-current borrowings  | 抵銷非流動借貸之收益                            | <b>(12,198)</b>                  | -   |
| Interest income   | 利息收入                                  | <b>(352)</b>                     | (121)   |
| Interest expenses   | 利息開支                                  | <b>13,096</b>                    | 5,229   |
| Operating profit/(loss) before working capital changes  | 營運資金變動前之經營溢利/(虧損)                     | <b>78,194</b>                    | (4,725)   |
| Increase in inventories   | 存貨之增加                                 | <b>(10,610)</b>                  | (2,673)   |
| (Increase)/decrease in trade receivables  | 應收貿易賬項之(增加)/減少                        | <b>(14,153)</b>                  | 7,146   |
| Decrease in prepayments, deposits and other receivables   | 預付款項、按金及其他應收款項之減少                     | <b>3,918</b>                     | 14,152  |
| (Decrease)/increase in trade payables   | 應付貿易賬項之(減少)/增加                        | <b>(7,463)</b>                   | 2,935   |
| Increase/(decrease) in other payables and accruals  | 其他應付款項及應計款項增加/(減少)                    | <b>17,209</b>                    | (39,400)  |
| <b>Cash generated from/(used in) operations</b>   | <b>來自/(用於)營運之現金</b>                   | <b>67,095</b>                    | (22,565)  |
| Interest paid   | 已付利息                                  | <b>(6,011)</b>                   | (3,065)   |
| Income tax paid   | 已付所得稅                                 | <b>(185)</b>                     | -   |
| <b>Net cash generated from/(used in) operating activities</b>   | <b>經營業務所得/(所用)之現金淨額</b>               | <b>60,899</b>                    | (25,630)  |

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

|  | Notes                   | 2011<br>HK\$'000 | 2010<br>HK\$'000<br>(Re-presented) |
|--|-------------------------|------------------|------------------------------------|
|  | 附註                      | 二零一一年<br>千港元     | 二零一零年<br>千港元<br>(經重列)              |
| <b>Cash flow from investing activities of continuing and discontinued operations</b> | 持續經營業務及已終止經營業務之投資業務現金流量 |                  |                                    |
| Purchases of property, plant and equipment   | 購買物業、廠房及設備              | 16(a) (123,882)  | (74,862)                           |
| Net cash outflow arising from de-consolidating subsidiaries                          | 附屬公司不再綜合入賬產生之現金流出淨額     | 37 -             | (75)                               |
| Net cash inflow arising from acquisitions of subsidiaries                            | 收購附屬公司所產生之現金流入淨額        | 36(c) -          | 196,572                            |
| Proceeds from disposals of property, plant and equipment                             | 出售物業、廠房及設備之所得款項         | 1,131            | 207                                |
| Interest received  | 已收利息                    | 352              | 121                                |
| Advances to non-controlling shareholder  | 向非控股股東作出之墊款             | -                | (188)                              |
| Net cash (used in)/generated from investing activities                               | (用於)／來自投資業務之現金淨額        | (122,399)        | 121,775                            |
| <b>Cash flow from financing activities of continuing and discontinued operations</b> | 持續經營業務及已終止經營業務之融資活動現金流量 |                  |                                    |
| Repayments of promissory notes   | 償還承兌票據                  | (20,000)         | -                                  |
| New other borrowings   | 新其他借款                   | 36,533           | -                                  |
| Repayments of other borrowings   | 償還其他借款                  | (12,199)         | -                                  |
| Repayments from/(to) non-controlling shareholder                                     | 來自／(向)非控股股東還款           | 7,958            | (64,450)                           |
| Net cash generated from/(used in) financing activities                               | 來自／(用於)融資活動之現金淨額        | 12,292           | (64,450)                           |
| <b>Net (decrease)/increase in cash and cash equivalents</b>                          | 現金及現金等值項目之(減少)／增加淨額     | (49,208)         | 31,695                             |
| <b>Cash and cash equivalents at 1 January</b>  | 於一月一日之現金及現金等值項目         | 146,135          | 113,382                            |
| Effect on foreign exchange rate changes  | 匯率變動之影響                 | 398              | 1,058                              |
| <b>Cash and cash equivalents at 31 December</b>                                      | 於十二月三十一日之現金及現金等值項目      | 97,325           | 146,135                            |
| <b>Analysis of balances of cash and cash equivalents</b>                             | 現金及現金等值項目之結餘分析          |                  |                                    |
| Cash at banks and in hand  | 銀行結存及手頭現金               | 25 97,325        | 146,135                            |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL INFORMATION

Energy International Investments Holdings Limited (the "Company") is a limited liability company incorporated and domiciled in the Cayman Islands. Registered office of the Company is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies and its principal place of business is Unit 1508, 15th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

During the year, the principal activities of the Company and its subsidiaries (together referred to as the "Group") include:

- the supply of electricity and heat representing the business of generation and supplying of electricity and heat; and
- the oil production representing the business of oil production.

Trading of carpet business was ceased during the year as this business had suffered persistent losses and management of the Company considered that there was insignificant contribution to the Group. This business segment is presented as discontinued operations in accordance with Hong Kong Financial Reporting Standard ("HKFRS") 5 for the year ended 31 December 2011. Certain comparatives on the consolidated income statement, the consolidated statement of cash flows and the related notes have been re-presented as a result of the retrospective application of HKFRS 5.

Other than the discontinued operations as described above, there were no significant changes in the Group's operations during the year. The Group's principal places of the business are in Hong Kong and the People's Republic of China (the "PRC"). The principal activities and other particulars of its subsidiaries are set out in note 18 to the financial statements.

### 1. 一般資料

能源國際投資控股有限公司(「本公司」)為一間於開曼群島註冊成立並以開曼群島為居籍之有限責任公司。本公司之註冊辦事處位於Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies。而主要營業地點則為香港中環皇后大道中99號中環中心15樓1508室。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。

於本年度，本公司及其附屬公司(統稱「本集團」)之主要業務包括：

- 熱電供應，指熱電生產及供應業務；及
- 產油，指產油業務。

地毯買賣業務已於年內終止，此乃由於此業務一直錄得虧損，本公司管理層認為其無法為本集團作出貢獻。截至二零一一年十二月三十一日止年度，此業務分部根據香港財務報告準則(「香港財務報告準則」)第5號呈列為已終止經營業務。綜合收益表、綜合現金流量表及有關附註之若干比較數字已因追溯應用香港財務報告準則第5號而予以重列。

除上文所述之已終止經營業務外，本集團業務於年內並無重大變動。本集團之主要營業地點位於香港及中華人民共和國(「中國」)。其附屬公司之主要業務及其他詳情載於財務報表附註18。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL INFORMATION (Continued)

The financial statements on pages 41 to 168 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual HKFRS, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) unless otherwise stated.

The financial statements for the year ended 31 December 2011 were approved for issue by the board of directors on 29 March 2012.

### 2. ADOPTION OF NEW/REVISED HKFRSs

In the current year, the Group has applied for the first time the following new standards, amendments and interpretations issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2011:

|                        |                             |
|------------------------|-----------------------------|
| HKFRSs<br>(Amendments) | Improvements to HKFRSs 2010 |
| HKAS 24 (Revised)      | Related Party Disclosures   |

Except as explained below, the adoption of these new/revised standards and interpretations has no material impact on the Group’s financial statements.

### 1. 一般資料 (續)

載於第41至168頁之財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則(「香港財務報告準則」, 該統稱涵蓋所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋編製。財務報表亦包括香港公司條例及聯交所證券上市規則(「上市規則」)之適用披露規定。

財務報表以本公司之功能貨幣港元(「港元」)呈列, 除另有指明外, 所有金額均概約至最接近之千位數字(「千港元」)。

截至二零一一年十二月三十一日止年度之財務報表已於二零一二年三月二十九日經董事會核准發佈。

### 2. 採納新訂／經修訂香港財務報告準則

於本年度, 本集團首次應用下列由香港會計師公會頒佈之新準則、修訂及詮釋, 該等準則與本集團於二零一一年一月一日起開始之年度期間之財務報表有關, 並對該等財務報表有效:

|                     |                      |
|---------------------|----------------------|
| 香港財務報告準則<br>(修訂本)   | 二零一零年香港財務<br>報告準則之改進 |
| 香港會計準則第24<br>號(經修訂) | 關連方披露                |

除下文所解釋者外, 採納此等新訂／經修訂準則及詮釋不會對本集團財務報表造成重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF NEW/REVISED HKFRSs (Continued)

#### HKFRS 3 (Amendments) – Business Combinations

As part of the Improvements to HKFRSs issued in 2010, HKFRS 3 has been amended to clarify that the option to measure non-controlling interests (“NCI”) at either fair value or the NCI’s proportionate share in the recognised amounts of the acquiree’s identifiable net assets is limited to instruments that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation. Other components of NCI are measured at their acquisition date fair value unless another measurement basis is required by HKFRSs. The Group has amended its accounting policies for measuring NCI but the adoption of the amendment has had no impact on the Group’s financial statements as there is no business acquisition for the year.

#### HKAS 24 (Revised) – Related Party Disclosures

HKAS 24 (Revised) amends the definition of related party and clarifies its meaning. This may result in changes to those parties who are identified as being related parties of the reporting entity. The Group has reassessed the identification of its related parties in accordance with the revised definition and concluded that the revised definition does not have any material impact on the Group’s related party disclosures in the current and previous years.

HKAS 24 (Revised) also introduces simplified disclosure requirements applicable to related party transactions where the Group and the counterparty are under the common control, joint control or significant influence of a government, government agency or similar body. These new disclosures are not relevant to the Group because the Group is not a government related entity.

### 2. 採納新訂／經修訂香港財務報告準則 (續)

#### 香港財務報告準則第3號 (修訂本) – 業務合併

作為二零一零年頒佈香港財務報告準則之改進之一部份，香港財務報告準則第3號已予修訂，以澄清按公平值或非控股權益（「非控股權益」）在被收購方可識別資產淨值之已確認金額所佔之比例份額來計量非控股權益之選擇權，僅限於屬於目前擁有權益並賦予持有人在清盤時於被收購方資產淨值中享有比例份額之工具。非控股權益之其他組成部份乃按其收購日期之公平值計量，除非香港財務報告準則規定按另一項計量基準，則作別論。本集團已修訂其就計量非控股權益所採用之會計政策，惟採納此項修訂對本集團之財務報表並無影響，此乃由於年內並無業務收購。

#### 香港會計準則第24號 (經修訂) – 關連方披露

香港會計準則第24號 (經修訂) 對關連方之釋義作出修訂並釐清其涵義。有關修訂可能會導致獲識別為報告實體之關連方之該等人士出現變更。本集團已根據經修訂釋義重新評估關連方之識別，並認為對本年度及過往年度本集團之關連方披露並無影響。

香港會計準則第24號 (經修訂) 亦引進適用於 (在本集團與對手方受政府、政府機關或類似機構的共同控制、聯合控制或重大影響之情況) 關連方交易之簡化披露規定。由於本集團並非政府關連實體，因此該等新披露與本集團並不相關。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF NEW/REVISED HKFRSs (Continued)

At the date of authorisation of these financial statements, certain new and revised HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Certain other new and amended HKFRSs have been issued but are not expected to have a material impact of the Group's financial statements.

#### Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The standard is effective for accounting periods beginning on or after 1 July 2012. The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

### 2. 採納新訂／經修訂香港財務報告準則 (續)

於本財務報表授權日，若干新訂及經修訂香港財務報告準則已刊載但未生效，且本集團並無提早採納。

本公司董事預測，本集團會計政策將於聲明生效日期後第一個期間開始採納所有聲明。預期將會對本集團會計政策構成影響之新訂及經修訂香港財務報告準則之資料在下文載述。若干其他新訂及經修訂香港財務報告準則經已頒佈，但預期不會對本集團財務報表構成重大影響。

#### 香港會計準則第1號之修訂本 (經修訂) – 其他全面收益項目 之呈列

該準則自二零一二年七月一日或以後開始之會計期間生效。香港會計準則第1號之修訂本(經修訂)規定本集團將呈列於其他全面收益的獨立項目分為該等可能於日後重新分類至損益的項目(如可供出售金融資產之重新估值)及該等未必會重新分類至損益的項目(如物業、廠房及設備之重新估值)。就其他全面收益項目繳納的稅項會按相同基準進行分配及披露。有關修訂將追溯應用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF NEW/REVISED HKFRSs (Continued)

#### HKFRS 9 – Financial Instruments

The standard is effective for accounting periods beginning on or after 1 January 2015 and addresses the classification and measurement of financial assets. The new standard reduces the number of measurement categories of financial assets and all financial assets will be measured at either amortised cost or fair value based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Fair value gains and losses will be recognised in profit or loss except for those on certain equity investments which will be presented in other comprehensive income. The directors of the Company are currently assessing the possible impact of the new standard on the Group's results and financial position in the first year of application.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities. The changes resulting from the amendments only affect the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. All other requirements in HKAS 39 in respect of liabilities are carried forward into HKFRS 9. However, the loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of these additions.

### 2. 採納新訂／經修訂香港財務報告準則 (續)

#### 香港財務報告準則第9號－金融工具

此項準則對二零一五年一月一日或之後開始之會計期間生效，內容有關金融資產之分類及計量。此項新訂準則減少金融資產之計量類別數目，並根據實體管理金融資產之業務模式及金融資產之合約現金流量特徵，按攤銷成本或公平值對所有金融資產進行計量。公平值收益及虧損將於損益表確認，惟若干股本投資之公平值收益及虧損則於其他全面收入內呈列。本公司董事現正評估該項新訂準則對本集團於應用首年之業績及財務狀況可能產生之影響。

於二零一零年十一月，香港會計師公會就金融負債頒佈香港財務報告準則第9號之新增規定。該修訂帶來之變動只對指定可透過公平值選擇（「公平值選擇」）按公平值計入損益表之金融負債計量構成影響。就該等公平值選擇負債而言，因信貸風險變動而產生之負債公平值變動金額，必須於其他全面收入中呈列。除非於其他全面收入中就負債之信貸風險呈列公平值變動會於損益表中產生或擴大會計差異，否則其餘公平值變動金額均於損益表呈列。香港會計準則第39號與負債相關之所有其他規定已轉往香港財務報告準則第9號。然而，該等新增規定並不涵蓋納入公平值選擇之貸款承諾及財務擔保合約。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF NEW/REVISED HKFRSs

(Continued)

#### HKFRS 10 – Consolidated Financial Statements

The standard is effective for accounting periods beginning on or after 1 January 2013 and introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

### 2. 採納新訂／經修訂香港財務報告準則(續)

#### 香港財務報告準則第10號－綜合財務報表

該準則於二零一三年一月一日或之後開始之會計期間生效，並就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方（不論實際上有否行使該權力）、對來自被投資方之浮動回報享有承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權的概念，倘相對其他個人股東的表決權益的數量及分散情況，投資者的表決權益數量足以佔優，使其獲得對被投資方的權力，持有被投資方表決權少於50%的投資者仍可控制被投資方。潛在表決權僅在實質存在（即持有人有實際能力可行使該等表決權）時，方會於分析控制權時予以考慮。該準則明確規定須評估具有決策權的投資者是以委託人或代理人身份行事，以及具有決策權的其他各方是否以投資者代理人的身份行事。代理人獲委聘以代表另一方及為另一方的利益行事，故在其行使其決策權限時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬的實體出現變動。現有香港會計準則第27號有關其他綜合計算相關事項的會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 2. ADOPTION OF NEW/REVISED HKFRSs (Continued)

#### HKFRS 11 – Joint Arrangements

The standard is effective for accounting periods beginning on or after 1 January 2013. Joint arrangements under HKFRS 11 have the same basic characteristics as joint ventures under HKAS 31. Joint arrangements are classified as either joint operations or joint ventures. Where the Group has rights to the assets and obligations for the liabilities of the joint arrangement, it is regarded as a joint operator and will recognise its interests in the assets, liabilities, income and expenses arising from the joint arrangement. Where the Group has rights to the net assets of the joint arrangement as a whole, it is regarded as having an interest in a joint venture and will apply equity method of accounting. HKFRS 11 does not allow proportionate consolidation. In an arrangement structured through a separate vehicle, all relevant facts and circumstances should be considered to determine whether the parties to the arrangement have rights to the net assets of the arrangement. Previously, the existence of a separate legal entity was the key factor in determining the existence of a jointly controlled entity under HKAS 31. HKFRS 11 will be applied retrospectively with specific restatement requirements for a joint venture which changes from proportionate consolidation to the equity method and a joint operation which changes from equity method to accounting for assets and liabilities.

The Group is in the process of making an assessment of the potential impact of these new or revised HKFRSs and the directors of the Company so far concluded that the application of these new or revised HKFRSs will have no material impact on the Group's financial statements.

### 2. 採納新訂／經修訂香港財務報告準則 (續)

#### 香港財務報告準則第11號－合營安排

該準則於二零一三年一月一日或之後開始之會計期間生效。香港財務報告準則第11號所指之合營安排與香港會計準則第31號所指之合營企業之基本特點相同。合營安排分類為合營業務及合營企業。倘本集團有權享有合營安排之資產及有義務承擔其負債，則被視為合營者，並將確認其於合營安排產生之資產、負債、收入及開支之權益。倘本集團有權享有合營安排之整體淨資產，則被視為於合營企業擁有權益，並將應用權益會計法。香港財務報告準則第11號不准許採用比例綜合法。在透過獨立實體組織之安排中，所有相關事實及情況均應予考慮，以釐定參與該安排之各方是否有權享有該安排之淨資產。以往，獨立法律實體之存在為釐定香港會計準則第31號所指之共同控制實體是否存在之主要因素。香港財務報告準則第11號將獲追溯應用，並特別規定由比例綜合法改為權益法之合營企業及由權益法改為將資產及負債入賬之合營業務。

本集團現正評估該等新訂或經修訂香港財務報告準則之潛在影響，本公司董事認為，截至目前為止，應用該等新訂或經修訂香港財務報告準則不會對本集團之財務報表產生重大影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or revised HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 2.

The financial statements have been prepared under historical cost convention. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

### 3. 重大會計政策概述

#### (a) 編製基準

編製該等財務報表所應用之重大會計政策於下文概述。除另有訂明者外，該等政策一直貫徹應用於各個呈報年度。有關採納新訂或經修訂香港財務報告準則及其對本集團財務報表之影響（如有）於附註2披露。

該等財務報表乃以歷史成本法編製。計算方式於下列會計政策中細述。

應注意於財務報表編製時曾運用會計估計及假設。儘管該等估計乃根據管理層對目前事項及行動之所知及判斷而作出，但最終實際結果或會與該等估計有所差異。涉及更高判斷或複雜程度之範圍，或假設及估計對財務報表而言屬重大之範圍於附註4披露。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (i) Going concern basis

The financial statements have been prepared on a going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group suffered a loss of HK\$65,390,000 (2010: a profit of HK\$183,040,000) for the year and had net current liabilities of HK\$8,669,000 (2010: net current assets of HK\$30,590,000) as at 31 December 2011. The going concern basis has been adopted on the bases that:

- (a) The directors have prepared cash flow forecast for the next twelve months. Based on the results of the cash flow forecast, the directors are of the opinion that the Group is able to generate sufficient cash flows from its operations.
- (b) In December 2011, the Group entered into the assignment of loan agreement with the bank and one of the non-controlling shareholders of a subsidiary, under which all parties agreed that the bank loan of RMB10,000,000 (approximately HK\$12,200,000) was unconditionally assigned from the Group to this non-controlling shareholder. The assignment of the bank loan was completed after the reporting date.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (i) 持續經營基準

財務報表已根據持續經營基準編製，其假設於一般日常業務變現資產及償還負債，惟本集團於年內錄得虧損65,390,000港元（二零一零年：溢利183,040,000港元）及於二零一一年十二月三十一日錄得流動負債淨值8,669,000港元（二零一零年：流動資產淨值30,590,000港元）。持續經營基準乃按以下基準採納：

- (a) 董事已編製未來十二個月的現金流預測。根據現金流預測結果，董事認為本集團可自其業務產生足夠現金流。
- (b) 於二零一一年十二月，本集團與銀行及一間附屬公司之其中一名非控股股東訂立貸款轉讓協議。據此，所有訂約方均同意銀行貸款人民幣10,000,000元（約12,200,000港元）無條件自本集團轉讓至此非控股股東。轉讓銀行貸款已於報告日期後完成。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (i) Going concern basis (Continued)

Therefore, the directors consider that the Group can meet its financial obligations as and when they fall due in the foreseeable future and believe that the Company will continue as a going concern and consequently has prepared the financial statements on a going concern basis.

Should the Company be unable to continue in business as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to reclassify non-current assets and liabilities as current assets and liabilities respectively, and to provide for any further liabilities which may arise. The effects of these potential adjustments have not been reflected in these financial statements.

##### (ii) Loss of controls over assets of Qinghai Forest Source Mining Industry Developing Company Limited ("QHFSMI") and Inner Mongolia Forest Source Mining Industry Developing Company Limited ("IMFSMI")

In 2010, the board of directors discovered that as from 31 January 2010, the exploration licence held by QHFSMI, an indirect wholly-owned subsidiary of the Group established in the PRC, had been transferred to a company known as 內蒙古小紅山源森礦業有限公司 (in English, for identification purpose only, Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited) ("Yuen Xian Company") without the Company's knowledge, consent or approval.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (i) 持續經營基準 (續)

因此，董事認為本集團可於可見未來在財務負債到期時作出支付，並相信本公司將繼續持續經營，因此以持續經營基準編製財務報表。

倘本公司無法持續經營業務，將作出調整以重列資產價值至其可收回金額，並分別重新分類非流動資產與負債為流動資產及負債，並於任何進一步負債可能產生時作出撥備。此等潛在調整的影響並無於此等財務報表反映。

##### (ii) 失去青海森源礦業開發有限公司(「青海森源」)及內蒙古森源礦業開發有限公司(「內蒙古森源」)資產之控制權

於二零一零年，董事會發現，自二零一零年一月三十一日起，由本集團於中國成立之間接全資附屬公司青海森源持有之勘探牌照已轉讓予一間名為內蒙古小紅山源森礦業有限公司(英文名稱為Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited，僅供識別)之公司(「源森公司」)，而本公司並不知悉、未有同意或批准。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (ii) Loss of controls over assets of QHFSMI and IMFSMI (Continued)

Based on the searches conducted by the Company's legal advisers, the Company was advised that:

- (a) Yuen Xian Company is a wholly foreign owned enterprise established in the PRC on 21 October 2009 and is wholly owned by a company, namely Yuenxian Mining Industry Holding Company Limited ("HK Yuenxian"). Ms Leung Lai Ching Margaret ("Ms Leung") is one of the directors and the legal representative of Yuen Xian Company.
- (b) HK Yuenxian (formerly known as Forest Source Mining Industry Holding Company Limited) is a company incorporated in Hong Kong on 29 August 2008 and is wholly owned by Ms Leung. Ms Leung is also the sole director of HK Yuenxian.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (ii) 失去青海森源及內蒙古森源資產之控制權 (續)

根據本公司法律顧問進行之調查，本公司獲告知：

- (a) 源森公司為一間於二零零九年十月二十一日於中國成立之外商獨資企業，由源森礦業控股有限公司（「香港源森」）全資擁有。梁儷瀾女士（「梁女士」）為源森公司之其中一名董事及法定代表。
- (b) 香港源森（前稱為森源礦業控股有限公司）為一間於二零零八年八月二十九日於香港註冊成立之公司，由梁女士全資擁有。梁女士亦為香港源森之唯一董事。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (ii) Loss of controls over assets of QHFSMI and IMFSMI (Continued)

###### *Disputes with Ms Leung*

In November 2009, a legal proceeding was commenced by Hong Kong Forest Source Mining Industry Holding Company Limited ("HKFSMIH"), QHFSMI and IMFSMI, all of which are wholly-owned subsidiaries of the Group, against HK Yuenxian, Ms Leung and such other persons named as co-defendants to such legal proceedings. The Company sought and obtained, among other things, an interim injunction order from the Hong Kong Court in the following terms:

- (a) An injunction restraining, amongst others, HK Yuenxian and Ms Leung from carrying on business in Hong Kong and/or the PRC under the name of Forest Source Mining Industry Holding Company Limited (subsequently known as HK Yuenxian since 7 January 2010); and
- (b) An injunction restraining, amongst others, Ms Leung from acting or holding out as a director of QHFSMI or interfering with the business of QHFSMI, including but not limited to making any representations, requests, demands or promises to the Inner Mongolia Autonomous Region Commerce and Industry Bureau or any other governmental agencies in the PRC on behalf of QHFSMI in regard to any affairs of or relating to QHFSMI.

The interim injunction order was subsequently discharged on 30 March 2010.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (ii) 失去青海森源及內蒙古森源資產之控制權 (續)

###### *與梁女士之糾紛*

於二零零九年十一月，香港森源礦業控股有限公司（「香港森源礦業控股」）、青海森源及內蒙古森源（全部均為本集團全資附屬公司）向香港源森、梁女士及有關法律訴訟中被稱為共同被告人之其他人士展開法律程序。本公司已尋求並取得（其中包括）香港法院頒佈之暫時禁制令，內容如下：

- (a) 限制（其中包括）香港源森及梁女士以「森源礦業控股有限公司」（自二零一零年一月七日起名為「香港源森」）之名於香港及／或中國進行業務之禁制令；及
- (b) 限制（其中包括）梁女士擔任青海森源之董事或顯示出其為董事之身份行事或干涉青海森源之業務，包括但不限於就青海森源之任何事務或與之有關之任何事務代表青海森源向內蒙古自治區工商局或中國任何其他政府機構作出任何聲明、要求、索求或承諾之禁制令。

該暫時禁制令其後於二零一零年三月三十日撤銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (ii) *Loss of controls over assets of QHFSMI and IMFSMI (Continued)*

*Ms Leung's legal status as director and legal representative in the PRC subsidiaries remained unchanged during the year in the absence of her cooperation*

Ms Leung was a director and legal representative of both QHFSMI and IMFSMI. On 10 September 2009, the sole shareholder of QHFSMI and IMFSMI (i.e. HKFSMIH) had resolved to remove Ms Leung's capacity as director and legal representative of both QHFSMI and IMFSMI with immediate effect. As disclosed in the Company's circular dated 28 June 2010, the respective members of the board of directors and legal representative of QHFSMI and IMFSMI had not yet been officially changed as the procedures of changing and updating the official records at the relevant PRC government authority took longer than expected as Ms Leung, being the then legal representative, was not cooperative and failed to provide the requested documents and corporate seals.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (ii) *失去青海森源及內蒙古森源資產之控制權 (續)*

*梁女士於年內作為中國附屬公司之董事及法定代表之法律地位因其不合作而維持不變*

梁女士曾為青海森源及內蒙古森源之董事及法定代表。於二零零九年九月十日，青海森源及內蒙古森源唯一股東（即香港森源礦業控股）議決罷免梁女士出任青海森源及內蒙古森源之董事及法定代表職務，即時生效。如本公司日期為二零一零年六月二十八日之通函所披露，由於當時之法定代表梁女士不配合及未能提供所需文件及公司印章，致使於相關中國政府部門更改及更新正式記錄之手續所花費之時間超過預期，因此青海森源及內蒙古森源各自之董事會成員及法定代表仍未正式更改。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (ii) *Loss of controls over assets of QHFSMI and IMFSMI (Continued)*

*Transfer of exploration licence without the Company's knowledge, consent or approval*

The Group acquired QHFSMI from Ms Leung in 2007. QHFSMI was the holder of an exploration licence which conferred QHFSMI the rights to conduct exploration work for the mineral resources containing iron, vanadium and titanium in the titanium mine located at Xiao Hong Shan in Inner Mongolia, the PRC. Based on the search conducted by the Company's legal advisers, the exploration licence was transferred, without the Company's knowledge, consent or approval, to Yuen Xian Company on 31 January 2010. Such actions by Ms Leung were not expected in view of the interim injunction order obtained by the Company from the Hong Kong Court, details of which are set out in the subparagraph headed "Disputes with Ms Leung" above. Without the exploration licence, QHFSMI no longer has the rights to, among other things, carry out exploration of the mineral resources of the titanium mine, access to the titanium mine and neighbouring areas and has no priority in obtaining the mining rights of the titanium mine.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (ii) 失去青海森源及內蒙古森源資產之控制權 (續)

在本公司不知情及未經本公司同意或批准下轉讓勘探牌照

本集團於二零零七年向梁女士收購青海森源。青海森源持有一個勘探牌照，該牌照賦予青海森源在位於中國內蒙古小紅山之含有鐵、釩及鈦之鈦礦進行礦產資源勘探工作之權利。根據本公司法律顧問進行之調查，該勘探牌照已於二零一零年一月三十一日在本公司不知情及未經本公司同意或批准下轉讓予源森公司。鑒於本公司已取得香港法院頒佈之暫時禁制令（如上文「與梁女士之糾紛」分段中所述），故本公司完全沒有預料到梁女士會採取有關行動。倘無勘探牌照，青海森源不再有權（其中包括）於鈦礦進行礦產資源勘探、進入鈦礦及鄰近區域以及優先獲得鈦礦之開採權。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (ii) Loss of controls over assets of QHFSMI and IMFSMI (Continued)

*Transfer of exploration licence without the Company's knowledge, consent or approval (Continued)*

As soon as the Company had discovered the loss of QHFSMI's exploration licence, the Company sought advice from its legal advisers. Given the discovery of the loss of significant assets of QHFSMI, the board of directors is no longer in the position of maintaining controls over QHFSMI and IMFSMI by the Group. As a consequence, the directors of the Company consider that the Group no longer has the power to exercise its right as the shareholder and thus has lost its control over the assets and operations and is unable to exercise control over the financial and operating policy decisions of QHFSMI and IMFSMI. Accordingly, the directors of the Company consider that it is inappropriate to consolidate the financial statements of QHFSMI and IMFSMI into the Group and these two wholly-owned subsidiaries are de-consolidated and classified as discontinued operations from 2010.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (ii) 失去青海森源及內蒙古森源資產之控制權 (續)

*在本公司不知情及未經本公司同意或批准下轉讓勘探牌照 (續)*

本公司發現失去青海森源之勘探牌照後，已立即尋求其法律顧問之意見。鑒於發現青海森源出現重大資產損失，董事會已無法再維持本集團對青海森源及內蒙古森源之控制權。基於上述原因，本公司董事認為，本集團不再有權行使其作為股東之權利，並因此失去其對青海森源及內蒙古森源之資產及經營之控制權，或無法對青海森源及內蒙古森源之財務及經營決策行使控制權。因此，本公司董事認為，不宜將青海森源及內蒙古森源之財務報表綜合計入本集團之賬目內，故該兩間全資附屬公司自二零一零年起不再綜合入賬，並分類為已終止經營業務。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

##### (iii) De-consolidating QHFSMI and IMFSMI

The Group has been unable to obtain the financial information of QHFSMI and IMFSMI since 2010. The directors of the Company consider that the Group had lost its control to govern the financial and operating policies of QHFSMI and IMFSMI with effect from 1 January 2010. Accordingly, the financial information of QHFSMI and IMFSMI was de-consolidated with effect from 1 January 2010. Details of the de-consolidating QHFSMI are set out in note 37.

#### (b) Business combination and basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

### 3. 重大會計政策概述 (續)

#### (a) 編製基準 (續)

##### (iii) 不再綜合入賬青海森源及內蒙古森源

本集團無法取得青海森源及內蒙古森源自二零一零年起之財務資料。本公司董事認為，二零一零年一月一日起，本集團失去其規管青海森源及內蒙古森源之財務及經營政策之控制權。因此，於二零一零年一月一日起，青海森源及內蒙古森源之財務資料不再綜合入賬。不再綜合入賬青海森源之詳情載於附註37。

#### (b) 業務合併及綜合基準

綜合財務報表包括截至每年度十二月三十一日止本公司及其附屬公司之財務報表。

由控制權轉移至本集團當日起，附屬公司納入綜合計算。該等公司由控制權失效當日起，不計入綜合計算。

集團內部交易、結餘及集團內公司間之未實現交易收益及虧損於編製綜合財務報表時對銷。倘集團內公司間資產銷售之未實現虧損於綜合賬目時撥回，相關資產亦會自本集團之角度考量作減值測試。附屬公司財務報表所呈報之款項已作調整（如需要），以確保與本集團採納之會計政策一致。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

### 3. 重大會計政策概述 (續)

#### (b) 業務合併及綜合基準 (續)

收購附屬公司或業務採用收購法列賬。一項收購之成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購可識別資產及所承擔負債則主要按收購當日公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益表內確認。本集團可按逐筆交易基準選擇以被收購方之可識別資產淨值公平值或應佔比例計算代表於附屬公司現有擁有權權益之非控股股東權益。所有其他非控股權益按公平值計量，惟香港財務報告準則規定其他計量基準，則作別論。所產生之收購相關成本均列作開支，惟於發行股本工具時所產生者除外，在該情況下，成本自股本扣除。

收購方將予轉讓之任何或然代價均按收購日期之公平值計量。倘其後代價調整僅於因計量期間(最長為收購日期起計12個月)內所取得有關於收購日期之公平值之新資料而產生時，於商譽確認。分類為資產或負債之或然代價所有其他其後調整均於損益表確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and basis of consolidation (Continued)

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

### 3. 重大會計政策概述 (續)

#### (b) 業務合併及綜合基準 (續)

自收購日期為二零一零年一月一日 (本集團首次應用香港財務報告準則第3號 (二零零八年) 之日期) 前業務合併產生之或然代價款項已根據該準則之過渡規定入賬。該等款項並無於首次應用該準則後予以調整。估計該代價之其後修訂被視為該等業務合併之成本調整，並確認為商譽之一部份。

本集團於附屬公司之權益變動 (並無導致失去控制權) 列作權益交易入賬。本集團之權益與非控股股東權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股股東權益之調整額與已支付或收取之代價公平值之間的任何差額，均直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i) 所收取代價之公平值與任何保留權益之公平值總額，與(ii) 該附屬公司之資產 (包括商譽) 及負債與任何非控股股東權益過往之賬面值。先前就該附屬公司於其他全面收入確認之款額按出售相關資產或負債時所規定之相同方式列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and basis of consolidation (Continued)

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### (c) Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 3. 重大會計政策概述 (續)

#### (b) 業務合併及綜合基準 (續)

收購後，代表於附屬公司現有擁有權權益之非控股股東權益之賬面值為該等權益於初步確認時之款額加非控股股東權益應佔權益其後變動之部分。即使會導致非控股股東權益出現虧絀結餘，全面收入總額仍歸屬於非控股股東權益。

#### (c) 附屬公司

附屬公司乃本集團有權控制其財務及營運政策以從其業務活動取得利益之所有實體（包括特別目的實體）。評估本集團是否控制另一實體時，會考慮現可行使或轉換之潛在投票權之存在及影響。

於本公司財務狀況表內，附屬公司以成本減任何減值虧損列賬，惟該附屬公司乃持作出售或列入出售集團則除外。附屬公司業績會由本公司按報告日期已收及應收股息計算。不論所收取股息是以獲投資公司收購前或收購後溢利作出，全部股息乃於本公司損益表中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Accounting for production sharing contracts

Production sharing contracts constitute jointly controlled operations. The Group's interests in production sharing contracts are accounted for in the financial statements on the following bases:

- (i) the assets that the Group controls and the liabilities that the Group incurs; and
- (ii) the share of expenses that the Group incurs and its share of income from the production according to the terms stipulated in these contracts.

#### (e) Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

### 3. 重大會計政策概述 (續)

#### (d) 分成合約之會計處理

分成合約構成共同控制經營業務。本集團於分成合約之權益按以下基準於財務報表入賬：

- (i) 本集團控制之資產及本集團產生之負債；及
- (ii) 根據該等合約規定之條款分佔本集團產生之開支及分佔生產收益。

#### (e) 外幣兌換

在綜合實體之個別財務報表內，外幣交易以交易日期當時之匯率兌換至個別實體之功能貨幣。於報告日期，以外幣計值之貨幣資產及負債乃按報告日期通用之匯率兌換。該等交易結算及於報告日期重新兌換貨幣資產及負債而產生之外匯收益及虧損均在損益表內確認。

以外幣計值及以公平值列賬之非貨幣項目，會在決定公平值當日以當時匯率重新兌換，並列賬為公平值收益或虧損之一部分。以外幣之歷史成本計算之非貨幣項目不會重新兌換。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Foreign currency translation (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity. Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated into HK\$ at the closing rates. Exchange differences arising are recognised in the exchange reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

### 3. 重大會計政策概述 (續)

#### (e) 外幣兌換 (續)

於綜合財務報表內，原來按與本集團呈列貨幣不同之貨幣呈報之海外業務所有個別財務報表，已轉換至港元。資產及負債亦在報告日期以收市匯率兌換至港元。收入及開支則以交易日期通用之匯率或報告期間之平均匯率兌換至港元，惟有關匯率須並無大幅波動。任何由此程序產生之差異已在其他全面收入中確認，並單獨在權益匯兌儲備內累計。因收購海外業務而產生之已收購可識別資產之商譽及公平值調整作為有關海外業務之資產及負債處理，並以收市匯率兌換至港元。所產生之匯兌差額於權益內確認為匯兌儲備。

當出售海外業務時，有關匯兌差額由權益重新分類，在損益表確認為出售收益或虧損之一部分。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and the use by others of the Group's assets yielding interest, and dividends, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- (i) sale of goods are recognised upon transfer of significant risks and rewards of ownership to the buyers. This is usually taken as the time when the goods are delivered and the customer has accepted the goods;
- (ii) sale of crude oil is recognised from the Group's share of income (including cost recovery oil, investment recovery oil and share oil) according to the terms stipulated in the contract, details of which are set out in note 38;
- (iii) sale of electricity and heat is recognised upon the transmission of electricity and heat to the customer; and
- (iv) interest income is recognised on time proportion basis using effective interest method.

### 3. 重大會計政策概述 (續)

#### (f) 收益確認

收益包括銷售貨品以及他人使用本集團資產之已收或應收代價之公平值而產生之利益及股息，扣除回扣及折扣。倘可能為本集團帶來經濟利益及能可靠計量收益與成本（如適用）時，則按以下方式確認收益：

- (i) 銷售貨品於擁有權之重大風險及回報轉移至買家時確認。這通常為貨品運送至客戶及客戶收取貨物之時；
- (ii) 銷售原油自本集團根據合約所列條款分佔之收入（包括收回成本石油、收回投資石油及共享石油）確認，有關詳情載於附註38；
- (iii) 銷售熱電於向客戶輸送電力及熱力時予以確認；及
- (iv) 利息收入使用實際利率法按時間比例確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

#### (h) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. Accounting policies for the impairment of goodwill are set out in note 3(l).

### 3. 重大會計政策概述 (續)

#### (g) 借貸成本

收購、建設或製造任何合資格資產所產生之借貸成本，於完成建設及將資產達致擬定用途所需時間期限內資本化。合資格資產為需要長時間達到擬定用途或銷售狀況之資產。其他借貸成本於產生時計為開支。

借貸成本於資產產生開支、借貸成本及使資產達到擬定用途或銷售狀況所需之準備工作進行期間資本化，作為合資格資產成本之一部分。在使合資格資產達到擬定用途或銷售狀況所需之絕大部分準備工作完成時，不再將借貸成本資本化。

#### (h) 商譽

商譽初步按成本確認，成本即所轉讓代價與就非控股股東權益確認之金額之總額超出所收購可辨認資產、負債及或然負債之公平值之部分。

倘可辨認資產、負債及或然負債之公平值高於所付代價之公平值，則超出部分於重估後於收購日期在損益表確認。

商譽乃按成本減減值虧損計量。有關商譽減值之會計政策載於附註3(l)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash generating unit ("CGU") to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

#### (i) Intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation expense is included in other operating expenses in profit or loss and is provided as follows.

- Exploration and evaluation assets under oil production business is amortised on unit of production method.
- Customers' contracts is amortised when the revenue of the related customer contracts is recognised.
- Interests in oil production sharing contracts under oil production business is amortised on unit of production method.

### 3. 重大會計政策概述 (續)

#### (h) 商譽 (續)

就某財政年度內進行收購所產生之商譽而言，本集團會於該財政年度末之前就獲分配商譽之現金產生單位進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則首先將減值虧損分配至該單位所獲分配之任何商譽，以減少其賬面值，其後以該單位內各資產賬面值為基準按比例分配至該單位之其他資產。商譽之任何減值虧損於損益表確認，不會於其後期間撥回。

#### (i) 無形資產

分開購入之無形資產初步按成本確認。於業務合併購入之無形資產之成本，為收購日期之公平值。隨後，有限使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。攤銷開支計入損益之其他經營開支，並按以下方式作出撥備。

- 產油業務之勘探及評估資產按生產單位法攤銷。
- 客戶合約於相關客戶合約之收益確認時攤銷。
- 產油業務分成合約之權益按生產單位法攤銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Property, plant and equipment

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

Other than oil properties, depreciation is provided to write off the cost less their estimated residual values, if any, over their estimated useful lives, using straight-line method, at the following rates per annum:

|  |   |
|--|---|
| Buildings at mining site   | The shorter of the lease terms and 50 years |
| Buildings  | The shorter of lease terms and 29 years     |
| Plant and machinery  | 12 to 15 years                              |
| Leasehold improvements, furniture, office equipment and motor vehicles | 3 to 10 years                               |

Depreciation on oil properties is provided to write off the cost of the oil properties using unit of production method utilising only proved developed oil reserves as the depletion base.

### 3. 重大會計政策概述 (續)

#### (j) 物業、廠房及設備

物業、廠房及設備(在建工程(「在建工程」)除外)按成本減累計折舊及任何減值虧損列賬。資產之成本包括購買價以及將資產達致擬定用途之工作狀況及地點之任何直接應佔成本。

除石油財產外，折舊按估計可使用年期以直線法撇銷成本減其估計殘值(如有)計算，年率如下：

|                   |                 |
|-------------------|-----------------|
| 位於礦址之樓宇           | 按租期及50年(以較短者為準) |
| 樓宇                | 按租期及29年(以較短者為準) |
| 廠房及機器             | 12至15年          |
| 租賃物業裝修、傢俬、辦公設備及汽車 | 3至10年           |

石油財產之折舊僅按探明已開發石油儲量作為損耗基礎以生產單位法撇銷石油財產之成本計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Property, plant and equipment (Continued)

The assets' estimated useful lives, depreciation methods and estimated residual values are reviewed, and adjusted if appropriate, at each reporting date.

Gain or loss arising on retirement or disposal is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

CIP represents property, plant and equipment under construction, which is stated at cost less any impairment losses and is not depreciated. Cost comprises direct costs incurred during the periods of construction, installation and testing. CIP is reclassified to the appropriate category of property, plant and equipment and depreciation commences when the construction work is completed and the asset is ready for use.

### 3. 重大會計政策概述 (續)

#### (j) 物業、廠房及設備 (續)

資產之估計可使用年期、折舊方法及估計殘值會在各報告日期檢討及在有需要時調整。

報廢或出售所產生之收益或虧損乃按資產出售所得款項淨額與其賬面值之差額釐定，並於損益表內確認。

其後成本僅於與該項目相關之日後經濟利益有可能流入本集團，且該項目之成本能可靠計算時，方會計入資產之賬面值或確認為獨立資產（如適用）。所有其他成本（如維修及保養）均於產生之財政期間自損益表扣除。

在建工程指在建物業、廠房及設備，乃按成本減任何減值虧損列賬，且不予折舊。成本包括建設、安裝及測試期間產生之直接成本。在建工程於完工及資產可供使用時重新分類為物業、廠房及設備之適當類別並開始作出折舊。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Prepaid land lease payments

Upfront payments made to acquire land held under an operating lease are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on straight-line method over the term of lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

#### (l) Impairment of other assets

Goodwill, property, plant and equipment, prepaid land lease payments, intangible assets and interests in subsidiaries are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

### 3. 重大會計政策概述 (續)

#### (k) 預付土地租賃款項

就收購根據經營租約持有之土地所作出之預付款項乃以成本減累計攤銷及任何減值虧損列賬。攤銷乃於租期／使用權期限內以直線法計算，惟倘若有另一基準更能代表本集團透過使用有關土地產生利益之時間模式則除外。

#### (l) 其他資產減值

商譽、物業、廠房及設備、預付土地租賃款項、無形資產及於附屬公司之權益會進行減值測試。

商譽不論有否出現任何減值跡象，均至少每年進行減值測試。所有其他資產在出現跡象顯示資產賬面值或不可收回時進行減值測試。

減值虧損按資產之賬面值高於其可收回金額之數額即時確認為開支。該可收回金額為反映市況之公平值減銷售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，而有關折現率反映現時市場對金錢時間值及有關資產特有風險之評估。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (I) Impairment of other assets (Continued)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. CGUs). As a result, some assets are tested individually for impairment and some are tested as CGU level. Goodwill in particular is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for CGUs, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods including impairment losses recognised in an interim period. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 3. 重大會計政策概述 (續)

#### (I) 其他資產減值 (續)

為評估減值，倘資產並無大致上獨立於其他資產產生現金流入，可收回金額則按該資產可獨立產生現金流入之最小資產組合（即現金產生單位）釐定。因此，部分資產個別進行減值測試，另有部分按現金產生單位測試。商譽乃特別分配至該等現金產生單位，而該等現金產生單位預料會因有關業務合併之協同作用而受惠，並代表本集團為內部管理而監控商譽之最低水平。

就已分配商譽之現金產生單位確認之減值虧損，首次計入商譽之賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值（如可釐定）外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

商譽減值虧損（包括於中期期間確認之減值虧損）不會於其後之期間撥回。至於其他資產，若用以決定資產可收回金額之估計出現有利變動時，撥回減值虧損，惟資產之賬面值不得高於倘無確認減值虧損而原應釐定之賬面值（已扣除折舊或攤銷）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (m) Discontinued operations

A discontinued operation is a clearly distinguishable component of the Group's business that has been disposed of, abandoned or is classified as held for sale, which represents a separate major line of business or geographical area of operations of the Group.

#### (n) Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

##### *Operating lease charges as the lessee*

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating lease. Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss using straight-line method over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period which they are incurred.

### 3. 重大會計政策概述 (續)

#### (m) 已終止經營業務

已終止經營業務為清楚劃分為已出售、廢棄或分類為持作出售之本集團業務部分，指本集團之獨立主要業務線或經營地區分類。

#### (n) 租賃

倘本集團確定一項安排賦予於經議定期間內使用指定資產之權利，而使用者須付款或作出系列付款作為回報，則該安排（包括一項交易或一系列交易）為一項或包含一項租賃。本集團評估該項安排之實際內容後，作出上述確定，並不會考慮該項安排是否擁有租約之法定形式。

##### *經營租約費用（作為承租人）*

如租賃不會使所有權之絕大部分風險及回報轉移至本集團，則劃歸為經營租約。倘本集團有權使用根據經營租約持有之資產，則除非有另一基準更能代表租賃資產產生利益之時間模式，否則根據租約作出之付款，會在租期內採用直線法於損益表中扣除。所收之租賃獎勵，作為已繳付租賃付款淨值總額之整體部分於損益表中確認。或然租金於其發生之會計期間從損益表中扣除。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of coal is determined using weighted average method. All other cost is determined using first-in, first-out method, and in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling prices in the ordinary course of business less the estimated costs necessary to make the sale.

#### (p) Financial assets

##### *Recognition and measurement*

The Group's financial assets are classified as loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

### 3. 重大會計政策概述 (續)

#### (o) 存貨

存貨按成本及可變現淨值兩者中之較低者列賬。煤礦成本按加權平均法計算。所有其他成本則按先進先出法計算，在製品及製成品之成本包括直接材料、直接工資及按適當比例計算之間接費用。可變現淨值為日常業務過程中之估計售價減估計銷售所需成本。

#### (p) 財務資產

##### *確認及計量*

本集團之財務資產分為貸款及應收款項。

管理層於首次確認時依據收購財務資產之目的將其歸類，並在許可及適當之情況下，於各報告日期重新評估財務資產之分類。

惟當本集團成為訂立有關工具合約條文之一方時，所有財務資產方予以確認。以正常方式購買及出售之財務資產於交易日確認。財務資產首次予以確認時乃按公平值加應佔直接交易成本計量。

當收取投資現金流量之權利屆滿或轉移及擁有權之絕大部分風險與回報已轉移時解除確認財務資產。於各報告日期會對財務資產進行審閱，以評估是否有任何客觀減值證據。如有出現任何上述證據，則根據財務資產分類釐定及確認減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Financial assets (Continued)

##### *Recognition and measurement (Continued)*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

##### *Impairment of financial assets*

At each reporting date, financial assets are reviewed to determine whether there is any objective evidence of impairment. Financial assets are impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the assets and that event has an impact on the estimated future cash flows of the financial assets that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

### 3. 重大會計政策概述 (續)

#### (p) 財務資產 (續)

##### *確認及計量 (續)*

貸款及應收款項為附帶固定或可釐定付款之非衍生財務資產，且並無在活躍市場計算報價。其後採用實際利率法以攤銷成本減任何減值虧損列賬。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本之組成部分之各項費用。

##### *財務資產減值*

於各報告日期會對財務資產進行審閱，以釐定是否有任何客觀減值證據。倘於初步確認資產後發生一項或多項事項，而該等事項對該財務資產之估計未來現金流產生重大影響且能可靠地估計，導致出現客觀減值證據，則作出財務資產減值。減值證據包括：

- 債務人遭遇重大財務困難；
- 違約，譬如拖欠或無法如期償還本息；
- 債務人可能會破產或進行其他財務重組；或
- 科技、市場、經濟或法律環境之重大變化對債務人造成不利影響。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

### 3. 重大會計政策概述 (續)

#### (p) 財務資產 (續)

##### *財務資產減值 (續)*

有關一組財務資產之虧損事項包括可觀察資料顯示該組財務資產之估計未來現金流量出現可計量之減少。有關可觀察資料包括但不限於本集團債務人之付款狀況出現不利變動，及與拖欠本集團資產有關之國內或本地經濟狀況。

倘有客觀證據顯示貸款及應收款項出現減值虧損，則虧損金額按資產賬面值與估計未來現金流量（不包括未產生之未來信貸虧損）按財務資產之原實際利率（即首次確認時計算之實際利率）折現之現值兩者之差額計量。虧損金額於減值出現期間在損益表中確認。

倘其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件相關，則撥回過往確認之減值虧損，惟於撥回減值當日不得導致財務資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益表中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

#### (q) Accounting for income taxes

Income tax comprises current and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

### 3. 重大會計政策概述 (續)

#### (p) 財務資產 (續)

##### *財務資產減值 (續)*

倘其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件相關，則撥回過往確認之減值虧損，惟於撥回減值當日不得導致財務資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益表中確認。

#### (q) 所得稅之會計處理

所得稅包括當期稅項及遞延稅項。

當期所得稅資產及／或負債，包括於報告日期未付之當前或過往報告期結欠稅務當局之負債或稅務當局提出之申索。當期所得稅資產及／或負債以年內應課稅溢利為基礎，按有關財務期間適用之稅率及稅法計算。當期稅務資產或負債之一切變動，將作為稅務開支於損益表中確認。

遞延稅項乃按負債法，基於報告日期財務報表內資產及負債之賬面值與其稅基間之暫時性差異計算。遞延稅項負債一般就所有應課稅暫時性差異予以確認。遞延稅項資產就所有可扣除暫時性差異、可供結轉之稅務虧損及其他未被動用之稅務優惠確認，惟須有應課稅溢利（包括現有應課稅暫時性差異）讓可扣除暫時性差異、未被動用之稅務虧損及未被動用之稅務優惠可被利用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Accounting for income taxes (Continued)

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 3. 重大會計政策概述 (續)

#### (q) 所得稅之會計處理 (續)

倘暫時性差異因商譽或不影響應課稅或會計溢利或虧損之交易中之資產及負債首次確認(業務合併除外)而起,遞延稅項資產及負債則不被確認。

遞延稅項負債於投資於附屬公司所導致之應課稅暫時性差異中確認,惟本集團能控制暫時性差異之撥回,而暫時性差異亦可能不會於可預見之將來撥回,則屬例外。

遞延稅項乃於無折現之情況下,按預期於清償負債或實現資產期間應用之稅率計算,惟其須於報告日期頒佈或實質上頒佈。

遞延稅項資產或負債之變動於損益表確認,或倘其與於其他全面收入或直接從權益扣除或計入之項目有關,則於其他全面收入或直接於權益確認。

當期稅務資產與當期稅務負債僅會於以下情況以淨額呈列:

- (a) 本集團依法有強制執行權可以將已確認金額對銷;及
- (b) 本集團計劃以淨額基準結算或同時實現資產及結清負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### (r) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

### 3. 重大會計政策概述 (續)

#### (q) 所得稅之會計處理 (續)

本集團僅會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將當期稅務資產與當期稅務負債對銷；及
- (b) 遞延稅項資產及遞延稅項負債與同一稅務機關就以下其中一項徵收的所得稅有關：
  - (i) 同一個應稅實體；或
  - (ii) 不同的應稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間按淨額清償當期稅務負債及實現當期稅務資產或在實現資產的同時清償負債。

#### (r) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、銀行活期存款及原定到期日為三個月或以下且可隨時兌換為已知現金數額及價值變動風險不大之高流動性短期投資。就呈列現金流量表而言，現金及現金等值項目包括應要求償還且構成本集團現金管理組成部分之銀行透支。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

#### (t) Financial liabilities

The Group's financial liabilities include trade and other payables and accruals, amount due to non-controlling shareholder, bank and other borrowings, promissory notes and convertible bonds.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 3(g)).

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

Where 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 the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

### 3. 重大會計政策概述 (續)

#### (s) 股本

普通股股份被歸類為權益。股本按已發行股份之面值釐定。與股份發行有關之任何交易成本均從股份溢價(扣除任何有關所得稅利益)扣除,惟其須為直接因權益交易而產生之增量成本。

#### (t) 財務負債

本集團之財務負債包括應付貿易賬項及其他應付款項及應計款項、應付非控股股東款項、銀行及其他借款、本票及可換股債券。

財務負債在本集團成為有關工具合約條文訂約方時確認。所有相關利息開支根據本集團借款成本之會計政策確認(請參閱附註3(g))。

當負債之責任解除、取消或到期,則會取消確認財務負債。

倘現有財務負債由同一貸款人按非常不同之條款以另一項財務負債取代,或現有負債條款經大幅修改,則有關交換或修改視作解除確認原有負債及確認新負債,而有關賬面值間之差額則於損益表中確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Financial liabilities (Continued)

##### *Trade and other payables and accruals, amount due to non-controlling shareholder and promissory notes*

These are recognised initially at their fair value and subsequently measured at amortised cost, using effective interest method. The related interest expense is recognised in profit or loss.

##### *Convertible bonds that contain an equity component*

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability and an equity component.

Convertible bonds issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the call option for conversion of the bonds into equity, is included in equity as convertible bond equity reserve.

### 3. 重大會計政策概述 (續)

#### (t) 財務負債 (續)

##### *應付貿易賬項及其他應付款項及應計款項、應付非控股股東款項及本票*

該等款項首次按公平值確認，其後按實際利率法以攤銷成本計量。有關利息開支於損益確認。

##### *包含權益部分之可換股債券*

可按持有人選擇兌換為股本之可換股債券，倘於換股時將予發行之股份數目及屆時將可收取之代價價值不變，則作為同時含有負債及權益部分之複合金融工具入賬。

本公司發行之可換股債券包含財務負債及權益部分，乃於首次確認時獨立分類為負債及權益部分。於首次確認時，負債部分之公平值乃按類似非可換股債務之現行市場利率釐定。發行可換股債券之所得款項與轉撥負債部分之公平值之差額，即可將債券兌換為權益之認購選擇權，計入權益作為可換股債券權益儲備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Financial liabilities (Continued)

##### *Convertible bonds that contain an equity component (Continued)*

The liability component is subsequently carried at amortised cost using effective interest method. The equity component will remain in equity until conversion or redemption of the bonds.

When the bonds are converted, the convertible bond equity reserve and the carrying value of the liability component at the time of conversion are transferred to share capital and share premium as the consideration for the shares issued. If the bonds are redeemed, the convertible bond equity reserve is released directly to accumulated losses.

##### *Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

### 3. 重大會計政策概述 (續)

#### (t) 財務負債 (續)

##### *包含權益部分之可換股債券 (續)*

負債部分其後採用實際利率法按攤銷成本列賬。權益部分在兌換或贖回債券前仍保留於權益內。

倘債券獲兌換，可換股債券權益儲備及負債部分之賬面值於兌換時轉入股本及股份溢價，作為已發行股份之代價。倘債券獲贖回，可換股債券權益儲備將直接釋放至累計虧損。

##### *借款*

借款乃按公平值扣除交易成本初步確認。借款隨後以攤銷成本列賬；所收款項（扣除交易成本）與贖回價值間之任何差異，按實際利率法於借款期間之損益表內確認。

除非本集團擁有無條件權利延遲清償負債至報告日期後至少12個月，否則借款被歸類為流動負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (v) Retirement benefits costs and short-term employee benefits

Retirement benefits to employees are provided through defined contribution plans.

### 3. 重大會計政策概述 (續)

#### (u) 撥備及或然負債

撥備於本集團因過往事件而現在負有債務(法定或推定)，及有可能需要經濟利益支出以清償債務，且能得出可靠估計時予以確認。倘貨幣之時間價值重大時，撥備將按預期清償債務之支出之現值列賬。

所有撥備均於每個報告日期經過審查，並經調整以反映當期之最佳估計。

倘有可能不需要經濟利益支出，或者金額無法可靠估計，則除非經濟利益支出之機會極微，否則債務將作為或然負債予以披露。如果本集團之潛在責任須視乎某宗或多宗本集團並不能完全控制之未來事件是否發生才能確定是否存在，亦會披露為或然負債，但經濟利益支出之可能性極低則除外。

#### (v) 退休福利成本及短期僱員福利

僱員退休福利乃透過定額供款計劃而提供。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Retirement benefits costs and short-term employee benefits (Continued)

##### Defined contribution plans

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

According to the relevant regulations in the PRC, the subsidiaries of the Group operating in the PRC are required to participate in central pension schemes operated by the respective local municipal governments, whereby the PRC subsidiaries are required to contribute a certain percentage of the basic salaries of their employees to the scheme to fund their retirement benefits. The scheme is responsible for the entire pension obligations payable to the retired employees and the Group has no further obligations for the actual pension payments or other post-retirement benefits beyond the employer contributions. Contributions under the scheme are charged to profit or loss as they become payable in accordance with the rules and regulations in the PRC.

### 3. 重大會計政策概述 (續)

#### (v) 退休福利成本及短期僱員福利 (續)

##### 定額供款計劃

根據強制性公積金計劃條例，本集團為所有香港僱員設立定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃按僱員基本薪金之百分比計算，並於根據強積金計劃之規定須作出供款時自損益表扣除。強積金計劃之資產以獨立管理基金形式持有，與本集團之資產分開。本集團就強積金計劃支付之僱主供款全部歸僱員所有。

根據中國相關規定，本集團於中國經營之附屬公司須參與由個別地方市政府管理之中央退休金計劃，據此，中國附屬公司須將其僱員基本薪金之若干百分比撥歸有關計劃，作為退休福利所需之款項。有關計劃須承擔向退休僱員支付所有退休金之責任，除僱主供款外，本集團就實際退休金款項或其他退休後福利概不承擔更多責任。根據有關計劃作出之供款乃於其根據中國法律及法規而應付時在損益表內扣除。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Retirement benefits costs and short-term employee benefits (Continued)

##### *Short-term employee benefits*

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for unused annual leave as a result of services rendered by employees up to the reporting date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

#### (w) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate. Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the statement of financial position and are recognised in profit or loss on straight-line method over the expected lives of the related assets.

Government grants relating to income is presented in gross under "Other income" in the consolidated income statement.

### 3. 重大會計政策概述 (續)

#### (v) 退休福利成本及短期僱員福利 (續)

##### *短期僱員福利*

當僱員成為正式僱員時，即可享有年假。本集團會就僱員至報告日期所提供之服務而未動用之年假所產生之估計負債作出撥備。如病假及產假等非累計計薪休假於提取假期時方予確認。

#### (w) 政府補助

倘可合理保證將獲得政府補助及本集團符合所有附帶條件，則會按公平值確認政府之補助。政府補助按照將其與擬定補償之費用進行配對所需之期間於損益表遞延確認。與購置資產有關之政府補助於財務狀況表作為遞延政府補助計為負債，並以直線法按有關資產之預期年期於損益表確認。

與收入有關之政府補助於綜合損益表內整體呈列為「其他收入」。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Share-based compensation

The Group operates equity-settled share-based compensation plans for remuneration of its employees and directors.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

For other goods or services received by the Group in exchange for the grant of any share-based compensation, they are directly measured at the fair value of the goods or services received.

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

### 3. 重大會計政策概述 (續)

#### (x) 以股份為基礎之補償

本集團就僱員及董事薪酬設立以股本結算之以股份為基礎之補償計劃。

本集團就交換僱員服務而授出之任何以股份為基礎之補償均按公平值計算價值，以所授出購股權之價值間接釐定。計價以授出日期為準，須扣除非市場歸屬條件影響之價值（如盈利能力及銷售增長目標）。

本集團為其他貨品或服務而授出之任何以股份為基礎之補償，乃直接按所接獲之貨品或服務之公平值計量。

所有以股份為基礎之補償除非合資格確認為資產，否則於歸屬期於損益表確認為開支（倘歸屬條件適用），或於授出當日所授出股本工具即時歸屬時全數確認為開支，並相應增加權益內之購股權儲備。倘歸屬條件適用，則根據對預期將會歸屬之股本工具數目作出之最佳估計於歸屬期內確認開支。對預期將歸屬之股本工具數目之假設包括非市場歸屬條件。倘其後有跡象顯示預期歸屬之股本工具數目有別於之前所估計數目，則其後對估計作出修訂。倘最終行使之購股權少於原先估計，則不會對以往期間確認之開支作出調整。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Share-based compensation (Continued)

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

#### (y) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product lines.

The Group has identified the following reportable segments:

- Supply of electricity and heat; and
- Oil production.

Trading of carpets business was ceased and has been classified as discontinued operations during the year.

Each of these operating segments is managed separately as each of the product line requires different resources as well as marketing approaches. All inter-segment transfers are priced with reference to prices charged to external parties for similar orders.

### 3. 重大會計政策概述 (續)

#### (x) 以股份為基礎之補償 (續)

購股權獲行使時，先前於購股權儲備中確認之金額會轉撥至股份溢價。於歸屬日後，倘已歸屬之購股權被沒收或於屆滿日期尚未行使，則先前已於購股權儲備內確認之金額將轉撥至累計虧損。

#### (y) 分類報告

本集團根據定期向執行董事匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，確立營運分類及編製分類資料。向執行董事報告之內部財務資料之業務分部乃按照本集團主要產品種類釐定。

本集團已確立以下報告分類：

- 熱電供應；及
- 產油。

年內，地毯買賣業務已告終止，並分類為已終止經營業務。

由於各產品種類需要不同資源及不同推銷方式，上述各營運分類單獨分開管理。所有分類間轉讓乃參考同類訂單向外間人士收取之價格定價。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Segment reporting (Continued)

The measurement policies the Group used for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that finance costs, income tax and corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segments.

#### (z) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.

### 3. 重大會計政策概述 (續)

#### (y) 分類報告 (續)

本集團根據香港財務報告準則第8號報告分類業績所用之計量政策與根據香港財務報告準則編製之財務報表所採用者相同，惟並非任何營運分類業務活動直接產生之財務成本、所得稅及公司收入及開支不計入營運分類之營運業績。

分類資產包括所有資產，但並非直接與任何營運分類業務活動有關之公司資產不會分配至任何分類，而主要歸入本集團總部。

分類負債不包括並非任何營運分類業務活動直接產生之公司負債，該公司負債亦不會分配至任何分類。

非對稱分配不應用於報告分類。

#### (z) 關連人士

- (a) 符合以下條件之一的人士或其直系家庭成員將被視為本集團的關聯方：
- (i) 對本集團有控制或共同控制；
  - (ii) 對本集團有重大影響；或
  - (iii) 本集團或本集團母公司主要管理人員的成員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (z) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
  - (vi) The entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

### 3. 重大會計政策概述 (續)

#### (z) 關連人士 (續)

- (b) 符合以下條件之一的企業將被視為本集團的關聯方：
- (i) 企業和集團為同一集團下的成員（即母公司、附屬公司及同系附屬公司均為相互的關聯方）；
  - (ii) 企業為另外一家企業的聯營公司或合營公司（或企業為該另外一家企業的集團成員的聯營公司或合營公司）；
  - (iii) 兩家企業同為一個第三方的合營公司；
  - (iv) 企業為一家第三方企業的合營公司及另一家企業為該第三方企業的聯營公司；
  - (v) 企業為一僱員退休福利計劃，且該福利計劃的受益人為本集團的僱員或本集團任何關聯方；
  - (vi) 企業被在註釋(a)下認定的人士控制或共同控制；及
  - (vii) 在註釋(a)(i)下認定的人士對企業有重大影響，或該人士為企業（或企業的母公司）的主要管理人員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (z) Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### Depreciation

Other than oil properties and CIP, the Group depreciates its property, plant and equipment using straight-line method over their estimated useful lives of 3 to 50 years. The estimated useful lives reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of these property, plant and equipment.

### 3. 重大會計政策概述 (續)

#### (z) 關連人士 (續)

個人的直系家庭成員是指預期他們在與企業的交易中，可能會影響該個人或受其影響的家屬，當中包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶；及
- (iii) 該名人士或其配偶或其同居伴侶之受養人。

### 4. 重大會計估計及判斷

估計及判斷會持續進行評估，並根據過往經驗及其他因素進行評價，包括在有關情況下相信為合理之對未來事件之預測。

本集團對未來作出估計及假設。所得之會計估計因其性質使然，很少會與實際結果一致。下述估計及假設存在可能導致須於下個財政年度對資產及負債之賬面值作出重大調整之重大風險：

#### 折舊

除石油資產及在建工程外，本集團之物業、廠房及設備乃採用直線法按其估計可使用年期3至50年折舊。估計可使用年期反映董事對本集團擬透過使用該等物業、廠房及設備取得未來經濟效益之年期之估計。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Impairment of receivables

The Group's management reviews receivables on a regular basis to determine if any provision for impairment is necessary. The impairment loss on receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Allowances for impairment of receivables are determined by management of the Group based on the repayment history of its debtors and the current market conditions. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. Management reassesses the impairment of receivables, if any, at the reporting date.

#### Estimated impairment of goodwill

The Group tests on annual basis whether goodwill is impaired in accordance with the accounting policy stated in note 3(l). The recoverable amounts of CGUs are determined based on value-in-use calculations. These calculations require the use of judgement and estimates of the future cash flows expected to arise from the CGUs, the timeframe for the cash flows forecast and the suitable discount rates in order to calculate the present value. Details in impairment assessment are set out in note 19 to the financial statements.

#### Estimated impairment of the intangible assets

Fair value of customers' contracts is determined based on excess earnings method. These calculations require the use of estimates about future cash flows, discount rate and duration of customers' contracts. In the process of estimation, management makes assumptions about future cash flow, costs and duration of customers' contracts.

Fair value of interests in oil production sharing contract is determined based on the income approach. These calculations require the use of estimates about future cash flows, discount rate and oil reserves. In the process of estimation, management makes assumptions about future cash flow, costs and oil reserves.

### 4. 重大會計估計及判斷(續)

#### 應收款項減值

本集團管理層會定期審閱應收款項，以釐定是否需要計提減值撥備。當有客觀憑證顯示本集團將無法根據應收款項之原有條款收回所有到期金額時，確定應收款項之減值虧損。應收款項減值撥備乃由本集團管理層根據其債務人之還款記錄及當前市況而釐定。債務人面臨重大財務困難、債務人可能破產或進行財務重組以及拖欠或欠付款額均被視為應收款項減值之跡象。管理層會於報告日期重估應收款項之減值(如有)。

#### 商譽之估計減值

根據附註3(l)所載之會計政策，本集團會每年測試商譽是否出現減值。現金產生單位之可收回金額乃根據使用價值之計算結果而釐定。有關計算需要使用對預期將自現金產生單位產生之未來現金流量之判斷及估計，亦需選定現金流量預測之時間範圍及合適之貼現率以計算其現值。減值評估之詳情載於財務報表附註19。

#### 無形資產估計減值

客戶合約之公平值按超額盈利法釐定。該等計算方法要求估計日後現金流量、貼現率及客戶合約期限。在進行估計時，管理層對日後現金流量、成本及客戶合約期限作出假設。

產油業務分成合約之權益之公平值按收入法釐定。該等計算方法要求估計日後現金流量、貼現率及石油儲量。在進行估計時，管理層對日後現金流量、成本及石油儲量作出假設。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Valuation of convertible bonds

The directors of the Company use their judgement in selecting an appropriate valuation technique for the Group's convertible bonds which are not quoted in the active market. Valuation techniques commonly used by market practitioners are applied. The fair value of the liability and equity components embedded the convertible bonds are estimated by an independent professional valuer. The fair value of these components varies with different variables of certain subjective assumptions. Any change in these variables so adopted may materially affect the estimation of the fair value of these components.

#### Control on QHFSMI and IMFSMI

As described in notes 3(a)(ii) and 3(a)(iii) to the financial statements, as soon as the Company had discovered the loss of QHFSMI's exploration licence, without the Company's knowledge, consent or approval, the Company sought advice from its legal advisers. Given the discovery of the loss of significant assets of QHFSMI, the board of directors is no longer in the position of maintaining the Group's controls over QHFSMI and IMFSMI. As a consequence, the directors of the Company consider that the Group no longer has the power to exercise its rights as the shareholder and thus has lost its controls over the assets and operations and is unable to exercise the control over the financial and operating policy decisions of QHFSMI and IMFSMI. Accordingly, the directors of the Company consider that it is inappropriate to consolidate the financial statements of QHFSMI and IMFSMI into the Group and these two-wholly owned subsidiaries have been de-consolidated and classified as discontinued operations since 2010.

### 4. 重大會計估計及判斷(續)

#### 可換股債券之估值

本公司董事憑藉彼等之判斷為本集團並無於活躍市場報價之可換股債券選取合適之估值方法。所應用之估值方法為市場參與者通常使用之方法。可換股債券之負債及權益部分之公平值由獨立專業估值師進行估計。該等部分之公平值因涉及若干主觀假設之變數而不同。一旦所採用之變數出現改變，可能對該等部分之公平值估計造成重大影響。

#### 青海森源及內蒙古森源之控制權

如財務報表附註3(a)(ii)及3(a)(iii)所述，本公司發現在本公司不知情及未經本公司同意或批准下失去青海森源之勘探牌照後，已立即尋求其法律顧問之意見。鑒於青海森源出現重大資產損失，董事會已無法再維持本集團對青海森源及內蒙古森源之控制權。基於上述原因，本公司董事認為，本集團不再有權行使其作為股東之權利，並因此失去其對青海森源及內蒙古森源之資產及經營之控制權及無法對青海森源及內蒙古森源之財務及經營決策行使控制權。因此，本公司董事認為，不宜將青海森源及內蒙古森源之財務報表綜合計入本集團之賬目內，故該兩間全資附屬公司自二零一零年起不再綜合計入賬目內，並分類為已終止經營業務。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Estimation of oil reserves

Oil reserves are key elements in the Company's investment decision-making process. They are also an important element in testing for impairment. Changes in oil reserves will affect unit of production depreciation, depletion and amortisation recorded in the financial statements for oil properties and intangible assets related to oil production activities. A reduction in oil reserves will increase depreciation, depletion and amortisation (assuming constant production) and reduce net profit. Oil reserve estimates are subject to revision, either upward or downward, based on new information, such as from developing drilling and production activities or from changes in economic factors, including product prices or development plans. In general, changes in the technical maturity of oil reserves resulting from new information becoming available from development and production activities have tended to be the most significant cause of annual revisions.

#### Taxation

The Group is subject to income taxes in Hong Kong and the PRC. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such final tax liabilities determination is made.

### 4. 重大會計估計及判斷(續)

#### 石油儲量之估計

石油儲量對本公司之投資決策過程至關重要，亦為進行減值測試之重要因素。石油儲量之變動將影響財務報表就與石油生產活動相關之石油資產及無形資產所記錄之單位產量折舊、損耗及攤銷。石油儲量之減少將增加折舊、損耗及攤銷金額（假設持續生產），並令純利減少。石油儲量估計乃按照開採鑽探及生產活動之新資訊或產品價格或開發方案等經濟因素變化而上下調整。整體而言，開發及生產活動所帶來之新資訊會導致石油儲量之技術純熟度出現變動，將成為年度調整之最主要因素。

#### 稅項

本集團須繳納香港及中國所得稅。於日常業務過程中，若干交易及計算難以釐定最終稅項。本集團根據估計是否存在到期額外稅項而確認預期稅項之負債。倘該等事宜之最終稅務結果與初始入賬金額不同，該等差額將會影響釐定有關最終稅項負債期間之所得稅撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 5. REVENUE AND OTHER INCOME

The Group's principal activities are disclosed in note 1 to the financial statements. Turnover of the Group is the revenue from these activities on continuing and discontinued operations.

Revenue from the Group's principal activities and other income recognised are as follows:

|  |                    | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--|--------------------|----------------------------------|---|
| <b>Revenue on continuing operations</b>                    | <b>持續經營業務之收益</b>   |                                  |   |
| Sale of electricity and heat                               | 銷售電力及熱能            | 103,844                          | 44,413  |
| Sale of crude oil  | 銷售原油               | 127,544                          | —   |
|  |                    | <b>231,388</b>                   | <b>44,413</b>   |
| <b>Other income on continuing operations</b>               | <b>持續經營業務之其他收入</b> |                                  |   |
| Bank interest income                                       | 銀行利息收入             | 352                              | 121   |
| Exchange gain, net   | 匯兌收益淨額             | 2,983                            | —   |
| Gain on disposal of property, plant and equipment          | 出售物業、廠房及設備之收益      | 360                              | —   |
| Government grants (note)                                   | 政府補助(附註)           | 37,115                           | 5,561   |
| Gain on extinguishment of non-current borrowings (note 29) | 抵銷非流動借貸之收益(附註29)   | 12,198                           | —   |
| Sundry income  | 各項收入               | 172                              | 3,353   |
|  |                    | <b>53,180</b>                    | <b>9,035</b>  |

Note:

#### Government grants

This mainly represented unconditional grants from the local government in the PRC to the Group to compensate its selling price of heat energy supplied to the local central heat transmit station.

Turnover of the Group for the year is HK\$231,388,000 (2010: HK\$45,620,000).

### 5. 收益及其他收入

本集團之主要業務於財務報表附註1披露。本集團營業額為來自該等持續及已終止經營業務之收益。

本集團主要業務之收益及已確認其他收入載列如下：

|  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--|----------------------------------|---|
| <b>Revenue on continuing operations</b>                    |                                  |   |
| Sale of electricity and heat                               | 103,844                          | 44,413  |
| Sale of crude oil  | 127,544                          | —   |
|  | <b>231,388</b>                   | <b>44,413</b>   |
| <b>Other income on continuing operations</b>               |                                  |   |
| Bank interest income                                       | 352                              | 121   |
| Exchange gain, net   | 2,983                            | —   |
| Gain on disposal of property, plant and equipment          | 360                              | —   |
| Government grants (note)                                   | 37,115                           | 5,561   |
| Gain on extinguishment of non-current borrowings (note 29) | 12,198                           | —   |
| Sundry income  | 172                              | 3,353   |
|  | <b>53,180</b>                    | <b>9,035</b>  |

附註：

#### 政府補助

主要為中國地方政府對本集團之無條件補助，以補償向地方城市集中供熱總站供應熱能之售價。

本集團於本年度之營業額為231,388,000港元(二零一零年：45,620,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 6. SEGMENT INFORMATION

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to management of the Group for their decisions about resources allocation to the Group's business components and review of these components' performance. The business components in the internal reporting to management of the Group are determined following the Group's major product and service lines. The Group has identified the following reportable segments.

- (a) the Supply of Electricity and Heat segment represents the business of generation and supplying of electricity and heat; and
- (b) the Oil Production segment represents the business of oil production.

There was no inter-segment sale and transfer during the year (2010: Nil).

### 6. 分類資料

本集團已根據定期向本集團管理層匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，確立其營運分類及編製分類資料。向本集團管理層進行內部報告之業務分部乃按照本集團主要產品及服務種類釐定。本集團已確立以下報告分類。

- (a) 熱電供應分類，指熱電生產及供應業務；及
- (b) 產油分類，指產油業務。

於年內並無分類間之出售及轉讓（二零一零年：無）。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

### 6. 分類資料 (續)

|  |  | Supply of Electricity and Heat<br>熱電供應 |   | Oil Production<br>產油             |   | Total<br>總計                      |   |
|--|--|--|---|----------------------------------|---|----------------------------------|---|
|  |  | 2011<br>HK\$'000<br>二零一一年<br>千港元       | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
| Reportable segment revenue:<br>From external customers   | 報告分類收益：<br>來自外間客戶之收益                               | 103,844                                | 44,413  | 127,544                          | -   | 231,388                          | 44,413  |
| Reportable segment (loss)/profit   | 報告分類(虧損)/溢利  | (72,537)                               | (46,082)  | 30,594                           | 606,270   | (41,943)                         | 560,188   |
| Bank interest income   | 銀行利息收入   | 227                                    | 47  | 122                              | -   | 349                              | 47  |
| Gain on extinguishment of<br>non-current borrowings  | 抵銷非流動借貸之收益   | 1,838                                  | -   | 10,360                           | -   | 12,198                           | -   |
| Depreciation   | 折舊   | 28,430                                 | 9,723   | 19,114                           | -   | 47,544                           | 9,723   |
| Amortisation of<br>prepaid land lease payments   | 預付土地租賃款項攤銷   | 668                                    | 269   | -                                | -   | 668                              | 269   |
| Amortisation of intangible assets  | 無形資產攤銷   | 16,459                                 | 6,406   | 15,822                           | -   | 32,281                           | 6,406   |
| Impairment loss on goodwill  | 商譽減值虧損   | 64,674                                 | 49,064  | -                                | -   | 64,674                           | 49,064  |
| Excess of acquirer's interest<br>in net fair value of acquiree's<br>identifiable assets, liabilities<br>and contingent liabilities over cost | 收購方應佔被收購方之<br>可辨認資產、負債及或<br>然負債之公平淨值之<br>權益超出成本之數額 | -                                      | -   | -                                | 606,270   | -                                | 606,270   |
| <b>Reportable segment assets</b>   | <b>報告分類資產</b>                                      | <b>696,669</b>                         | <b>787,534</b>  | <b>2,441,802</b>                 | <b>2,369,306</b>  | <b>3,138,471</b>                 | <b>3,156,840</b>  |
| Additions to non-current segment<br>assets during the year   | 本年度非流動分類資產增加                                       | 4,529                                  | 757,690   | 119,350                          | 2,239,616   | 123,879                          | 2,997,306   |
| <b>Reportable segment liabilities</b>  | <b>報告分類負債</b>                                      | <b>110,704</b>                         | <b>157,404</b>  | <b>688,599</b>                   | <b>622,372</b>  | <b>799,303</b>                   | <b>779,776</b>  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

| Group   | 本集團                  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---|----------------------|----------------------------------|---|
| Reportable segment revenue                                  | 報告分類收益               | 231,388                          | 44,413  |
| Consolidated revenue  | 綜合收益                 | 231,388                          | 44,413  |
| Reportable segment (loss)/profit                            | 報告分類(虧損)/溢利          | (41,943)                         | 560,188   |
| Finance costs   | 財務成本                 | (13,096)                         | (5,229)   |
| Other unallocated income                                    | 其他未分配收入              | 3                                | 73  |
| Other unallocated expenses                                  | 其他未分配開支              | (10,778)                         | (22,461)  |
| (Loss)/profit before income tax and discontinued operations | 除所得稅前及已終止經營業務(虧損)/溢利 | (65,814)                         | 532,571   |

|                                |           | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--------------------------------|-----------|----------------------------------|---|
| Reportable segment assets      | 報告分類資產    | 3,138,471                        | 3,156,840   |
| Property, plant and equipment  | 物業、廠房及設備  | 316                              | 447   |
| Cash at banks and in hand      | 銀行結存及手頭現金 | 5,599                            | 16,688  |
| Other corporate assets         | 其他企業資產    | 1,328                            | 1,607   |
| Group assets                   | 本集團資產     | 3,145,714                        | 3,175,582   |
| Reportable segment liabilities | 報告分類負債    | 799,303                          | 779,776   |
| Convertible bonds              | 可換股債券     | 14,484                           | 20,292  |
| Promissory notes               | 本票        | 28,707                           | 43,865  |
| Other corporate liabilities    | 其他企業負債    | 37,400                           | 39,382  |
| Group liabilities              | 本集團負債     | 879,894                          | 883,315   |

All revenues from external customers are located in the PRC (domicile). Geographical location of customers is based on the location at which the goods delivered. No geographical location of non-current assets is presented as substantial non-current assets are physically based in the PRC.

### 6. 分類資料(續)

就本集團營運分類所呈列之總金額與財務報表中呈列之本集團主要財務數字之對賬如下：

|   |                      | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---|----------------------|----------------------------------|---|
| Reportable segment revenue                                  | 報告分類收益               | 231,388                          | 44,413  |
| Consolidated revenue  | 綜合收益                 | 231,388                          | 44,413  |
| Reportable segment (loss)/profit                            | 報告分類(虧損)/溢利          | (41,943)                         | 560,188   |
| Finance costs   | 財務成本                 | (13,096)                         | (5,229)   |
| Other unallocated income                                    | 其他未分配收入              | 3                                | 73  |
| Other unallocated expenses                                  | 其他未分配開支              | (10,778)                         | (22,461)  |
| (Loss)/profit before income tax and discontinued operations | 除所得稅前及已終止經營業務(虧損)/溢利 | (65,814)                         | 532,571   |
| Reportable segment assets                                   | 報告分類資產               | 3,138,471                        | 3,156,840   |
| Property, plant and equipment                               | 物業、廠房及設備             | 316                              | 447   |
| Cash at banks and in hand                                   | 銀行結存及手頭現金            | 5,599                            | 16,688  |
| Other corporate assets                                      | 其他企業資產               | 1,328                            | 1,607   |
| Group assets  | 本集團資產                | 3,145,714                        | 3,175,582   |
| Reportable segment liabilities                              | 報告分類負債               | 799,303                          | 779,776   |
| Convertible bonds   | 可換股債券                | 14,484                           | 20,292  |
| Promissory notes  | 本票                   | 28,707                           | 43,865  |
| Other corporate liabilities                                 | 其他企業負債               | 37,400                           | 39,382  |
| Group liabilities   | 本集團負債                | 879,894                          | 883,315   |

所有來自外間客戶之收益均位於中國(居籍)。客戶所在地區乃根據所交付貨品之地區劃分。由於大部份非流動資產實際位於中國，因此並無呈列非流動資產所在地區。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

Revenue from the major customers is as follows:

|                     | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---------------------|----------------------------------|---|
| Customer A (note a) | 127,544                          | –   |
| Customer B (note b) | 24,058                           | 7,863   |
| Customer C (note b) | –                                | 10,380  |
| Customer D (note b) | –                                | 10,050  |
| Customer E (note b) | –                                | 5,611   |
|                     | <b>151,602</b>                   | <b>33,904</b>   |

Notes:

- (a) Revenue from this customer was derived from the Oil Production segment.
- (b) Revenue from these customers was derived from the Supply of Electricity and Heat segment.

### 6. 分類資料 (續)

來自主要客戶之收益如下：

|           | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|-----------|----------------------------------|---|
| 客戶A (附註a) | 127,544                          | –   |
| 客戶B (附註b) | 24,058                           | 7,863   |
| 客戶C (附註b) | –                                | 10,380  |
| 客戶D (附註b) | –                                | 10,050  |
| 客戶E (附註b) | –                                | 5,611   |
|           | <b>151,602</b>                   | <b>33,904</b>   |

附註：

- (a) 來自該名客戶之收益來源於產油分類。
- (b) 來自該等客戶之收益來源於熱電供應分類。

### 7. FINANCE COSTS

|   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|----------------------------------|----------------------------------|
| <b>Continuing operations:</b>                             |                                  |                                  |
| Interest on bank and other borrowings due within one year | 6,011                            | 3,065                            |
| Imputed interest on promissory notes (note 30)            | 2,459                            | 11                               |
| Imputed interest on convertible bonds (note 31)           | 1,851                            | 2,153                            |
| Imputed interest on non-current borrowings (note 24)      | 392                              | –                                |
| Loss on redemption of promissory notes (note 30)          | 2,383                            | –                                |
|   | <b>13,096</b>                    | <b>5,229</b>                     |

### 7. 財務成本

|                   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|-------------------|----------------------------------|----------------------------------|
| <b>持續經營業務：</b>    |                                  |                                  |
| 一年內到期之銀行及其他借款利息   | 6,011                            | 3,065                            |
| 本票之推算利息 (附註30)    | 2,459                            | 11                               |
| 可換股債券之推算利息 (附註31) | 1,851                            | 2,153                            |
| 非流動借貸之推算利息 (附註24) | 392                              | –                                |
| 贖回本票之虧損 (附註30)    | 2,383                            | –                                |
|                   | <b>13,096</b>                    | <b>5,229</b>                     |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 8. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/profit before income tax is arrived at after charging/ (crediting) the following:

|  |                    | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--|--------------------|----------------------------------|---|
| <b>Continuing operations:</b>                          | <b>持續經營業務:</b>     |                                  |   |
| Cost of inventories recognised as expense              | 確認為開支之存貨成本         | 66,245                           | 19,332  |
| Depreciation   | 折舊                 | 47,649                           | 9,838   |
| Amortisation of prepaid land lease payments (note 17)  | 預付土地租賃款項攤銷(附註17)   | 668                              | 269   |
| Amortisation of intangible assets (note 20) *          | 無形資產攤銷(附註20) *     | 32,281                           | 6,406   |
| Auditor's remuneration                                 | 核數師酬金              | 954                              | 700   |
| Exchange (gain)/loss, net                              | 匯兌(收益)/虧損淨額        | (2,983)                          | 381   |
| Impairment loss of goodwill (note 19)                  | 商譽減值虧損(附註19)       | 64,674                           | 49,064  |
| Loss on disposals of property, plant and equipment *   | 出售物業、廠房及設備之虧損*     | -                                | 269   |
| Operating lease charges on land and buildings          | 土地及樓宇之經營租約費用       | 2,536                            | 741   |
| Provision for impairment loss of other receivables *   | 其他應收款項減值虧損撥備*      | -                                | 39  |
| Staff costs, including directors' emoluments (note 14) | 員工成本, 包括董事酬金(附註14) | 25,036                           | 7,705   |

\* Included in "Other operating expenses" on the face of the consolidated income statement.

Depreciation expenses of HK\$43,225,000 (2010: HK\$9,337,000) and HK\$4,424,000 (2010: HK\$501,000 (re-presented)) were included in cost of sales and administrative expenses respectively.

### 8. 除所得稅前(虧損)/溢利

除所得稅前(虧損)/溢利已扣除/(計入)以下各項:

|  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--|----------------------------------|---|
|  |                                  |   |
|  | 66,245                           | 19,332  |
|  | 47,649                           | 9,838   |
|  | 668                              | 269   |
|  | 32,281                           | 6,406   |
|  | 954                              | 700   |
|  | (2,983)                          | 381   |
|  | 64,674                           | 49,064  |
|  | -                                | 269   |
|  | 2,536                            | 741   |
|  | -                                | 39  |
|  | 25,036                           | 7,705   |

\* 已計入綜合損益表之「其他經營開支」。

折舊開支43,225,000港元(二零一零年: 9,337,000港元)及4,424,000港元(二零一零年: 501,000港元(經重列))分別計入銷售成本及行政開支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 9. INCOME TAX CREDIT

No Hong Kong profits tax has been provided as the Group had no estimated assessable profits arising in or derived from Hong Kong for both years.

### 9. 所得稅計入

由於本集團於兩個年度均無在香港產生任何估計應課稅溢利，故並無就香港利得稅作出撥備。

|  |                       | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|-----------------------|----------------------------------|----------------------------------|
| Current tax – the PRC<br>– Current year            | 當期稅項－中國<br>－本年度       | 221                              | 145                              |
| Deferred tax – the PRC<br>– Current year (note 32) | 遞延稅項－中國<br>－本年度（附註32） | (2,102)                          | (1,602)                          |
| Income tax credit                                  | 所得稅計入                 | (1,881)                          | (1,457)                          |

Reconciliation between income tax credit and the accounting (loss)/profit at applicable tax rates:

按適用稅率計算之所得稅計入與會計（虧損）／溢利之對賬如下：

|   |                              | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|------------------------------|----------------------------------|----------------------------------|
| (Loss)/profit before income tax   | 除所得稅前（虧損）／溢利                 | (67,271)                         | 181,583                          |
| Tax at the applicable rates to (loss)/profit in the tax jurisdictions concerned | 對於所涉稅務司法權區之（虧損）／溢利按適用稅率計算之稅項 | (15,466)                         | 80,985                           |
| Tax effect of non-taxable income  | 非課稅收入之稅務影響                   | (12,442)                         | (267,589)                        |
| Tax effect of non-deductible expenses   | 不可扣稅開支之稅務影響                  | 26,087                           | 186,603                          |
| Tax effect of prior year's unrecognised tax losses utilised this year           | 本年度動用上年度之未確認稅項虧損之稅務影響        | –                                | (1,792)                          |
| Tax effect of tax losses not recognised   | 未確認稅項虧損之稅務影響                 | –                                | 336                              |
| Tax effect of unrecognised temporary differences                                | 未確認暫時差額之稅務影響                 | (60)                             | –                                |
| Income tax credit   | 所得稅計入                        | (1,881)                          | (1,457)                          |

Shanxi Zhong Kai Group Lingshi Heat and Power Company Limited (“Shanxi Zhong Kai Lingshi”) and China Era Energy Power Investment Limited’s (“China Era”) branches in Beijing and Jilin, the PRC are subject to PRC enterprise income tax at the tax rate of 25% (2010: 25%) for the year.

山西中凱集團靈石熱電有限公司（「山西中凱靈石」）及中國年代能源投資有限公司（「中國年代」）於中國北京及吉林之分公司本年度須按25%（二零一零年：25%）之稅率繳納中國企業所得稅。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 10. DIVIDENDS

The board of directors did not recommend any payment of dividends during the year (2010: Nil).

### 11. DISCONTINUED OPERATIONS

As mentioned in note 1, trading of carpet business is presented as discontinued operations in accordance with HKFRS 5 during the year.

An analysis of the results and cash flows of discontinued operations included in the consolidated income statement and the consolidated statement of cash flows was as follows:

### 10. 股息

年內，董事會建議不派付任何股息（二零一零年：無）。

### 11. 已終止經營業務

如附註1所述，本集團於年內根據香港財務報告準則第5號將地毯買賣業務呈列為已終止經營業務。

載列於綜合損益表及綜合現金流量表之已終止經營業務之業績及現金流分析如下：

|  |                           | 2011<br>二零一一年   | 2010<br>二零一零年  |  | Total<br>HK\$'000<br>(Re-presented)<br>總計<br>千港元<br>(經重列) |
|--|---------------------------|---|--|--|---|
|  |                           | Trading of<br>Carpet<br>Business<br>HK\$'000<br>地毯買賣業務<br>千港元 | Trading of<br>Carpet<br>Business<br>HK\$'000<br>(Re-presented)<br>地毯買賣業務<br>千港元<br>(經重列) | Exploration<br>of Mine<br>Business<br>HK\$'000<br>(Re-presented)<br>礦區勘探業務<br>千港元<br>(經重列) |   |
| Revenue  | 收益                        | -   | 1,207  | -  | 1,207   |
| Expenses   | 開支                        | (1,457)   | (3,229)  | -  | (3,229)   |
| Loss before income tax   | 所得稅前虧損                    | (1,457)   | (2,022)  | -  | (2,022)   |
| Income tax expense   | 所得稅開支                     | -   | -  | -  | -   |
| Loss on de-consolidating subsidiaries<br>(note 37)   | 附屬公司不再綜合入賬之<br>虧損(附註37)   | (1,457)   | (2,022)  | -  | (2,022)   |
| Loss for the year from discontinued<br>operations and attributable to<br>the owners of the Company | 本年度已終止經營業務及<br>本公司擁有人應佔虧損 | (1,457)   | (2,022)  | (348,966)  | (350,988)   |
| Operating cash outflows  | 經營現金流出                    | (311)   | (270)  | -  | (270)   |
| Investing cash outflows  | 投資現金流出                    | -   | (32)   | -  | (32)  |
| Net cash outflows  | 現金流出淨額                    | (311)   | (302)  | -  | (302)   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 12. (LOSS)/PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

Of the consolidated loss attributable to the owners of the Company of HK\$61,750,000 (2010: a profit of HK\$184,887,000), a loss of HK\$18,630,000 (2010: HK\$370,008,000) has been dealt with in the financial statements of the Company.

### 13. (LOSS)/EARNINGS PER SHARE

The calculations of basic and diluted (loss)/earnings per share attributable to the owners of the Company are based on the following data:

### 12. 本公司擁有人應佔(虧損)/溢利

於本公司擁有人應佔綜合虧損61,750,000港元(二零一零年:溢利184,887,000港元)中,為數18,630,000港元(二零一零年:370,008,000港元)之虧損已於本公司財務報表處理。

### 13. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃根據以下數據計算:

|  |  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|--|--|----------------------------------|---|
| (Loss)/profit for the year attributable to the owners of the Company for the purpose of basic (loss)/earnings per share                              | 用以計算每股基本(虧損)/盈利之本公司擁有人應佔本年度(虧損)/溢利       | (61,750)                         | 184,887   |
| Loss for the year attributable to the owners of the Company from discontinued operations   | 本年度本公司擁有人應佔已終止經營業務虧損                     | (1,457)                          | (350,988)   |
| (Loss)/profit for the year attributable to the owners of the Company for the purpose of basic (loss)/earnings per share from continuing operations   | 用以計算每股基本(虧損)/盈利之本年度本公司擁有人應佔持續經營業務(虧損)/溢利 | (60,293)                         | 535,875   |
| Effect of dilutive potential ordinary shares:<br>– Imputed interest on convertible bonds   | 潛在攤薄普通股之影響:<br>– 可換股債券之推算利息              | –                                | 2,153   |
| (Loss)/profit for the year attributable to the owners of the Company for the purpose of diluted (loss)/earnings per share from continuing operations | 用以計算每股攤薄(虧損)/盈利之本年度本公司擁有人應佔持續經營業務(虧損)/溢利 | (60,293)                         | 538,028   |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 13. (LOSS)/EARNINGS PER SHARE (Continued)

### 13. 每股(虧損)/盈利(續)

|   |                          | 2011<br>'000<br>二零一一年<br>千股 | 2010<br>'000<br>二零一零年<br>千股 |
|---|--------------------------|-----------------------------|-----------------------------|
| <b>Number of shares</b>   | <b>股份數目</b>              |                             |                             |
| Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share   | 用以計算每股基本(虧損)/盈利之普通股加權平均數 | <b>20,055,353</b>           | 8,139,726                   |
| Effect of dilutive potential ordinary shares:   | 潛在攤薄普通股之影響:              |                             |                             |
| – Convertible bonds   | – 可換股債券                  | –                           | 519,097                     |
| Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share | 用以計算每股攤薄(虧損)/盈利之普通股加權平均數 | <b>20,055,353</b>           | 8,658,823                   |

#### From continuing and discontinued operations:

The calculation of basic loss per share from continuing and discontinued operations is based on the loss attributable to the owners of the Company of HK\$61,750,000 (2010: a profit of HK\$184,887,000) and the weighted average number of ordinary shares of 20,055,353,000 (2010: 8,139,726,000) in issue during the year.

No diluted loss per share from continuing and discontinued operations attributable to the owners of the Company is presented for the year ended 31 December 2011 as there were no dilutive potential shares.

#### 來自持續及已終止經營業務:

持續及已終止經營業務每股基本虧損乃根據本公司擁有人應佔虧損61,750,000港元(二零一零年:溢利184,887,000港元)及年內已發行普通股加權平均數20,055,353,000股(二零一零年:8,139,726,000股)計算。

由於並無具潛在攤薄影響之股份,故截至二零一一年十二月三十一日止年度並無呈列本公司擁有人應佔持續及已終止經營業務每股攤薄虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 13. (LOSS)/EARNINGS PER SHARE (Continued)

#### From continuing and discontinued operations: (Continued)

For the year ended 31 December 2010, the calculation of diluted earnings per share is based on the adjusted profit attributable to the owners of the Company of HK\$187,040,000 and the weighted average number of ordinary shares of 8,658,823,000 outstanding during the year ended 31 December 2010, after adjusting for the effects of all dilutive potential ordinary shares. The adjusted profit attributable to the owners of the Company is calculated based on the profit attributable to the owners of the Company for the year ended 31 December 2010 of HK\$184,887,000 as used in the basic earnings per share plus interest of HK\$2,153,000 derived from convertible bonds. The weighted average number of ordinary shares used in diluted earnings per share is calculated based on the weighted average of 8,139,726,000 ordinary shares in issue during the year ended 31 December 2010 as used in the basic earnings per share plus the weighted average of 519,097,000 ordinary shares deemed to be issued at no consideration as if all the Company's convertible bonds had been converted.

The denominators and numerators used are the same as those details above for both basic and diluted (loss)/earnings per share.

#### From continuing operations:

The calculation of basic loss per share from continuing operations is based on the loss attributable to the owners of the Company of HK\$60,293,000 (2010: a profit of HK\$535,875,000 (re-presented)) and the weighted average number of ordinary shares of 20,055,353,000 (2010: 8,139,726,000) in issue during the year.

No diluted loss per share from continuing operations attributable to the owners of the Company is presented for the year ended 31 December 2011 as there were no dilutive potential shares.

### 13. 每股(虧損)/盈利(續)

#### 來自持續及已終止經營業務： (續)

截至二零一零年十二月三十一日止年度，每股攤薄盈利乃根據本公司擁有人應佔經調整溢利187,040,000港元及截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,658,823,000股計算（經調整所有具潛在攤薄影響之普通股之影響後）。本公司擁有人應佔經調整溢利乃根據用以計算每股基本盈利之截至二零一零年十二月三十一日止年度本公司擁有人應佔溢利184,887,000港元，加上可換股債券之利息2,153,000港元計算。用以計算每股攤薄盈利之普通股加權平均數乃根據用以計算每股基本盈利之截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,139,726,000股，加上猶如本公司可換股債券已悉數轉換而被視為無代價發行之普通股加權平均數519,097,000股計算。

所用的分母及分子均與上述計算每股基本及攤薄(虧損)/盈利所用者相同。

#### 來自持續經營業務：

持續經營業務每股基本虧損乃根據本公司擁有人應佔虧損60,293,000港元（二零一零年：溢利535,875,000港元（經重列））及年內已發行普通股加權平均數20,055,353,000股（二零一零年：8,139,726,000股）計算。

由於並無具潛在攤薄影響之股份，故截至二零一一年十二月三十一日止年度並無呈列本公司擁有人應佔持續經營業務每股攤薄虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 13. (LOSS)/EARNINGS PER SHARE (Continued)

#### From continuing operations: (Continued)

For the year ended 31 December 2010, the calculation of basic earnings per share from continuing operations is based on the profit attributable to the owners of the Company of HK\$535,875,000 (re-presented) and the weighted average number of ordinary shares of 8,139,726,000 in issue during the year ended 31 December 2010. The calculation of diluted earnings per share is based on the adjusted profit attributable to the owners of the Company of HK\$538,028,000 (re-presented) and the weighted average number of ordinary shares of 8,658,823,000 outstanding during the year ended 31 December 2010, after adjusting for the effects of all dilutive potential ordinary shares. The adjusted profit attributable to the owners of the Company is calculated based on the profit attributable to the owners of the Company for the year ended 31 December 2010 of HK\$535,875,000 (re-presented) as used in the basic earnings per share plus interest of HK\$2,153,000 derived from convertible bonds. The weighted average number of ordinary shares used in the calculation of diluted earnings per share is calculated based on the weighted average of 8,139,726,000 ordinary shares in issue during the year ended 31 December 2010 as used in the basic earnings per share plus the weighted average of 519,097,000 ordinary shares deemed to be issued at no consideration as if all the Company's convertible bonds had been converted.

The denominators and numerators used are the same as those details above for both basic and diluted (loss)/earnings per share.

#### From discontinued operations:

The calculation of basic loss per share from discontinued operations is based on the loss attributable to the owners of the Company of HK\$1,457,000 (2010: HK\$350,988,000 (re-presented)) and the weighted average number of ordinary shares of 20,055,353,000 (2010: 8,139,726,000) in issue during the year.

No diluted loss per share from discontinued operations attributable to the owners of the Company is presented for the year ended 31 December 2011 as there were no dilutive potential shares.

### 13. 每股(虧損)/盈利(續)

#### 來自持續經營業務:(續)

截至二零一零年十二月三十一日止年度，持續經營業務每股基本盈利乃根據本公司擁有人應佔溢利535,875,000港元(經重列)及截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,139,726,000股計算。每股攤薄盈利乃根據本公司擁有人應佔經調整溢利538,028,000港元(經重列)及截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,658,823,000股計算(經調整所有具潛在攤薄影響之普通股之影響後)。本公司擁有人應佔經調整溢利乃根據用以計算每股基本盈利之截至二零一零年十二月三十一日止年度本公司擁有人應佔溢利535,875,000港元(經重列)，加上可換股債券之利息2,153,000港元計算。用以計算每股攤薄盈利之普通股加權平均數乃根據用以計算每股基本盈利之截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,139,726,000股，加上猶如本公司可換股債券已悉數轉換而被視為無代價發行之普通股加權平均數519,097,000股計算。

所用的分母及分子均與上述計算每股基本及攤薄(虧損)/盈利所用者相同。

#### 來自已終止經營業務:

已終止經營業務每股基本虧損乃根據本公司擁有人應佔虧損1,457,000港元(二零一零年: 350,988,000港元(經重列))及年內已發行普通股加權平均數20,055,353,000股(二零一零年: 8,139,726,000股)計算。

由於並無具潛在攤薄影響之股份，故截至二零一一年十二月三十一日止年度並無呈列本公司擁有人應佔已終止經營業務每股攤薄虧損。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 13. (LOSS)/EARNINGS PER SHARE (Continued)

#### From discontinued operations: (Continued)

For the year ended 31 December 2010, the calculation of basic loss per share from discontinued operations is based on the loss attributable to the owners of the Company of HK\$350,988,000 (re-presented) and the weighted average number of ordinary shares of 8,139,726,000 in issue during the year ended 31 December 2010. The calculation of diluted loss per share is based on the loss attributable to the owners of the Company of HK\$348,835,000 (re-presented) and the weighted average number of ordinary shares of 8,658,823,000 outstanding during the year ended 31 December 2010, after adjusting for the effects of all dilutive potential ordinary shares. The loss attributable to the owners of the Company is calculated based on the loss attributable to the owners of the Company for the year ended 31 December 2010 of HK\$350,988,000 (re-presented) as used in the calculation of basic loss per share. The weighted average number of ordinary shares used in the calculation of diluted loss per share is calculated based on the weighted average of 8,139,726,000 ordinary shares in issue during the year ended 31 December 2010 as used in the basic loss per share plus the weighted average of 519,097,000 ordinary shares deemed to be issued at no consideration as if all the Company's convertible bonds had been converted.

The denominators and numerators used are the same as those details above for both basic and diluted (loss)/earnings per share.

### 14. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

### 13. 每股(虧損)/盈利(續)

#### 來自已終止經營業務:(續)

截至二零一零年十二月三十一日止年度,已終止經營業務每股基本虧損乃根據本公司擁有人應佔虧損350,988,000港元(經重列)及截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,139,726,000股計算。每股攤薄虧損乃根據本公司擁有人應佔虧損348,835,000港元(經重列)及截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,658,823,000股計算(經調整所有具潛在攤薄影響之普通股之影響後)。本公司擁有人應佔虧損乃根據用以計算每股基本虧損之截至二零一零年十二月三十一日止年度本公司擁有人應佔虧損350,988,000港元(經重列)計算。用以計算每股攤薄虧損之普通股加權平均數乃根據用以計算每股基本虧損之截至二零一零年十二月三十一日止年度已發行普通股加權平均數8,139,726,000股,加上猶如本公司可換股債券已悉數轉換而被視為無代價發行之普通股加權平均數519,097,000股計算。

所用的分母及分子均與上述計算每股基本及攤薄(虧損)/盈利所用者相同。

### 14. 僱員福利開支(包括董事酬金)

|   |                  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(Re-presented)<br>二零一零年<br>千港元<br>(經重列) |
|---|------------------|----------------------------------|---|
| <b>Continuing operations:</b>                         | <b>持續經營業務:</b>   |                                  |   |
| Wages, salaries and allowances                        | 工資、薪金及津貼         | 23,924                           | 7,523   |
| Pension costs – defined contribution retirement plans | 退休金成本— 一定額供款退休計劃 | 1,112                            | 182   |
|   |                  | <b>25,036</b>                    | <b>7,705</b>  |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 15. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

#### (a) Directors' emoluments

|  |                | Notes |
|--|----------------|-------|
|  |                | 附註    |
| <b>2011</b>                                | <b>二零一一年</b>   |       |
| <b>Executive directors</b>                 | <b>執行董事</b>    |       |
| Mr. Chan Kwok Wing                         | 陳國榮先生          |       |
| Mr. Wang Donghai                           | 王東海先生          |       |
| Mr. Luo Nianru                             | 羅念如先生          | (i)   |
| Ms. Wang Meiyang                           | 王美艷女士          | (ii)  |
| Mr. Yang Guangming                         | 楊光明先生          | (ii)  |
| Mr. Law Fei Shing                          | 羅輝城先生          | (iii) |
| Mr. Chan Sung Wai                          | 陳崇煒先生          | (iv)  |
| <b>Independent non-executive directors</b> | <b>獨立非執行董事</b> |       |
| Mr. Wang Jinghua                           | 王靖華先生          | (v)   |
| Mr. Choi Chi Fai                           | 蔡志輝先生          | (v)   |
| Mr. Lum Pak Sum                            | 林柏森先生          | (vi)  |
| Mr. Sun Tak Keung                          | 辛德強先生          | (iii) |
| Mr. Chow Pui Fung                          | 周培豐先生          | (vi)  |

Notes:

- (i) Appointed on 7 November 2011.
- (ii) Appointed on 25 January 2011.
- (iii) Resigned on 1 January 2012.
- (iv) Resigned on 12 April 2011.
- (v) Appointed on 1 July 2011.
- (vi) Resigned on 1 July 2011.

### 15. 董事及五位最高薪酬人士酬金

#### (a) 董事酬金

| Fees<br>HK\$'000 | Salaries,<br>allowances<br>and benefits<br>in kind<br>HK\$'000 | Contribution to<br>retirement<br>benefit scheme<br>HK\$'000 | Total<br>HK\$'000 |
|------------------|--|---|-------------------|
| 袍金<br>千港元        | 薪金、津貼及<br>實物福利<br>千港元  | 退休福利<br>計劃供款<br>千港元   | 總計<br>千港元         |
| -                | -  | -   | -                 |
| -                | -  | -   | -                 |
| -                | -  | -   | -                 |
| -                | 672  | -   | 672               |
| -                | -  | -   | -                 |
| -                | 2,337  | 12  | 2,349             |
| -                | -  | -   | -                 |
| 18               | -  | -   | 18                |
| 30               | -  | -   | 30                |
| 30               | -  | -   | 30                |
| 30               | -  | -   | 30                |
| -                | -  | -   | -                 |
| <b>108</b>       | <b>3,009</b>   | <b>12</b>   | <b>3,129</b>      |

附註：

- (i) 於二零一一年十一月七日獲委任。
- (ii) 於二零一一年一月二十五日獲委任。
- (iii) 於二零一二年一月一日辭任。
- (iv) 於二零一一年四月十二日辭任。
- (v) 於二零一一年七月一日獲委任。
- (vi) 於二零一一年七月一日辭任。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 15. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

#### (a) Directors' emoluments (Continued)

|  | Note           | Fees<br>HK\$'000 | Salaries,<br>allowances<br>and benefits<br>in kind<br>HK\$'000 | Contribution to<br>retirement<br>benefit scheme<br>HK\$'000 | Total<br>HK\$'000 |
|--|----------------|------------------|--|---|-------------------|
|  | 附註             | 袍金<br>千港元        | 薪金、津貼及<br>實物福利<br>千港元  | 退休福利<br>計劃供款<br>千港元   | 總計<br>千港元         |
| <b>2010</b>                                |                |                  |  |   |                   |
| <b>Executive directors</b>                 | <b>執行董事</b>    |                  |  |   |                   |
| Mr. Law Fei Shing                          | 羅輝城先生          | —                | 1,800  | 12  | 1,812             |
| Mr. Chan Sung Wai                          | 陳崇煒先生          | —                | —  | —   | —                 |
| Mr. Chan Kwok Wing                         | 陳國榮先生          | —                | —  | —   | —                 |
| Mr. Wang Donghai                           | 王東海先生          | —                | —  | —   | —                 |
| Mr. Zhao Guoqiang                          | 趙國強先生 (i)      | —                | —  | —   | —                 |
| <b>Non-executive director</b>              | <b>非執行董事</b>   |                  |  |   |                   |
| Mr. Zhang Zhenming                         | 張振明先生 (i)      | —                | —  | —   | —                 |
| <b>Independent non-executive directors</b> | <b>獨立非執行董事</b> |                  |  |   |                   |
| Mr. Lum Pak Sum                            | 林柏森先生          | 60               | —  | —   | 60                |
| Mr. Sun Tak Keung                          | 辛德強先生          | 30               | —  | —   | 30                |
| Mr. Chow Pui Fung                          | 周培豐先生          | —                | —  | —   | —                 |
|  |                | 90               | 1,800  | 12  | 1,902             |

Note:

(i) Resigned on 10 November 2010.

### 15. 董事及五位最高薪酬人士酬金 (續)

#### (a) 董事酬金 (續)

|  | Note | Fees<br>HK\$'000 | Salaries,<br>allowances<br>and benefits<br>in kind<br>HK\$'000 | Contribution to<br>retirement<br>benefit scheme<br>HK\$'000 | Total<br>HK\$'000 |
|--|------|------------------|--|---|-------------------|
|  | 附註   | 袍金<br>千港元        | 薪金、津貼及<br>實物福利<br>千港元  | 退休福利<br>計劃供款<br>千港元   | 總計<br>千港元         |

|  |                |    |       |    |       |
|--|----------------|----|-------|----|-------|
| <b>2010</b>                                |                |    |       |    |       |
| <b>Executive directors</b>                 | <b>執行董事</b>    |    |       |    |       |
| Mr. Law Fei Shing                          | 羅輝城先生          | —  | 1,800 | 12 | 1,812 |
| Mr. Chan Sung Wai                          | 陳崇煒先生          | —  | —     | —  | —     |
| Mr. Chan Kwok Wing                         | 陳國榮先生          | —  | —     | —  | —     |
| Mr. Wang Donghai                           | 王東海先生          | —  | —     | —  | —     |
| Mr. Zhao Guoqiang                          | 趙國強先生 (i)      | —  | —     | —  | —     |
| <b>Non-executive director</b>              | <b>非執行董事</b>   |    |       |    |       |
| Mr. Zhang Zhenming                         | 張振明先生 (i)      | —  | —     | —  | —     |
| <b>Independent non-executive directors</b> | <b>獨立非執行董事</b> |    |       |    |       |
| Mr. Lum Pak Sum                            | 林柏森先生          | 60 | —     | —  | 60    |
| Mr. Sun Tak Keung                          | 辛德強先生          | 30 | —     | —  | 30    |
| Mr. Chow Pui Fung                          | 周培豐先生          | —  | —     | —  | —     |
|  |                | 90 | 1,800 | 12 | 1,902 |

附註：

(i) 於二零一零年十一月十日辭任。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 15. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

#### (a) Directors' emoluments (Continued)

During the year, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group, or as compensation for loss of office (2010: Nil).

There were no arrangements under which a director of the Company waived or agreed to waive any remuneration during the year (2010: Nil).

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group during the year included 2 directors (2010: 1) and their emoluments are included in the above analysis. Details of the emoluments of the remaining 3 individuals (2010: 4) during the year are as follows:

|   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|----------------------------------|----------------------------------|
| Basic salaries, housing benefits, other allowances and benefits in kind | 1,661                            | 1,649                            |
| Contribution on defined contribution retirement benefit plans           | 30                               | 47                               |
|   | <b>1,691</b>                     | <b>1,696</b>                     |

Number of the remaining highest paid individuals whose emoluments fell within the following band is as follows:

|                      | 2011<br>二零一一年 | 2010<br>二零一零年 |
|----------------------|---------------|---------------|
| Nil to HK\$1,000,000 | 3             | 4             |

During the year, no emoluments were paid by the Group to the above highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office (2010: Nil).

### 15. 董事及五位最高薪酬人士酬金 (續)

#### (a) 董事酬金 (續)

年內，本集團並無向本公司董事支付任何酬金，作為加入本集團或於加盟時之獎金或作為離職補償（二零一零年：無）。

年內，並無任何本公司董事放棄或同意放棄任何酬金之安排（二零一零年：無）。

#### (b) 五位最高薪酬人士

年內，本集團五位最高薪酬人士包括兩位董事（二零一零年：一位），彼之酬金詳情參考上文分析。年內，餘下三位人士（二零一零年：四位）之酬金詳情如下：

|                     | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---------------------|----------------------------------|----------------------------------|
| 基本薪金、房屋津貼、其他津貼及實物利益 | 1,661                            | 1,649                            |
| 定額供款退休福利計劃之供款       | 30                               | 47                               |
|                     | <b>1,691</b>                     | <b>1,696</b>                     |

酬金介乎以下範圍之餘下最高薪酬人士數目如下：

|               | 2011<br>二零一一年 | 2010<br>二零一零年 |
|---------------|---------------|---------------|
| 零至1,000,000港元 | 3             | 4             |

年內，本集團並無向上述最高薪酬人士支付任何酬金，作為加入本集團或於加盟時之獎金或作為離職補償（二零一零年：無）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

#### (a) Group

|  |                       | Buildings<br>at the<br>mining site<br>HK\$'000 | Buildings<br>HK\$'000 | Oil<br>properties<br>HK\$'000 | Plant and<br>machinery<br>HK\$'000 | Leasehold<br>improvements,<br>furniture, office<br>equipment and<br>motor vehicles<br>HK\$'000 | CIP<br>HK\$'000 | Total<br>HK\$'000 |
|--|-----------------------|--|-----------------------|-------------------------------|------------------------------------|--|-----------------|-------------------|
|  |                       | 採礦地點<br>之樓宇<br>千港元                             | 樓宇<br>千港元             | 石油財產<br>千港元                   | 廠房及機器<br>千港元                       | 租賃物業<br>裝修、傢俬、<br>辦公設備及汽車<br>千港元   | 在建工程<br>千港元     | 總計<br>千港元         |
| At 1 January 2010  | 於二零一零年一月一日            |  |                       |                               |                                    |  |                 |                   |
| Cost   | 成本                    | 2,879  | -                     | -                             | -                                  | 4,734  | -               | 7,613             |
| Accumulated depreciation                                 | 累計折舊                  | (222)  | -                     | -                             | -                                  | (3,786)  | -               | (4,008)           |
| Net book amount  | 賬面淨值                  | 2,657  | -                     | -                             | -                                  | 948  | -               | 3,605             |
| Year ended 31 December 2010                              | 截至二零一零年十二月三十一日止年度     |  |                       |                               |                                    |  |                 |                   |
| Opening net book amount                                  | 年初賬面淨值                | 2,657  | -                     | -                             | -                                  | 948  | -               | 3,605             |
| Additions  | 添置                    | -  | 58                    | -                             | 72,409                             | 801  | 1,594           | 74,862            |
| Acquisitions of subsidiaries (notes 36(a) and (b))       | 收購附屬公司 (附註36(a)及(b))  | -  | 118,120               | 99,981                        | 183,419                            | 20,199   | 14,608          | 436,327           |
| Disposals  | 出售                    | -  | -                     | -                             | (266)                              | (215)  | -               | (481)             |
| Disposals due to de-consolidating subsidiaries (note 37) | 因附屬公司不再綜合入賬而出售 (附註37) | (2,657)  | -                     | -                             | -                                  | (921)  | -               | (3,578)           |
| Exchange differences                                     | 匯兌差額                  | -  | 3,733                 | -                             | 5,702                              | 82   | 49              | 9,566             |
| Depreciation   | 折舊                    | -  | (1,715)               | -                             | (7,647)                            | (479)  | -               | (9,841)           |
| Closing net book amount                                  | 年終賬面淨值                | -  | 120,196               | 99,981                        | 253,617                            | 20,415   | 16,251          | 510,460           |
| At 31 December 2010                                      | 於二零一零年十二月三十一日         |  |                       |                               |                                    |  |                 |                   |
| Cost   | 成本                    | -  | 121,944               | 99,981                        | 261,409                            | 21,492   | 16,251          | 521,077           |
| Accumulated depreciation                                 | 累計折舊                  | -  | (1,748)               | -                             | (7,792)                            | (1,077)  | -               | (10,617)          |
| Net book amount  | 賬面淨值                  | -  | 120,196               | 99,981                        | 253,617                            | 20,415   | 16,251          | 510,460           |
| Year ended 31 December 2011                              | 截至二零一一年十二月三十一日止年度     |  |                       |                               |                                    |  |                 |                   |
| Opening net book amount                                  | 年初賬面淨值                | -  | 120,196               | 99,981                        | 253,617                            | 20,415   | 16,251          | 510,460           |
| Additions  | 添置                    | -  | 966                   | -                             | 1,021                              | 5,450  | 116,445         | 123,882           |
| Transfer from CIP  | 轉撥自在建工程               | -  | -                     | 114,545                       | -                                  | -  | (114,545)       | -                 |
| Disposals  | 出售                    | -  | -                     | -                             | -                                  | (771)  | -               | (771)             |
| Exchange differences                                     | 匯兌差額                  | -  | 3,952                 | 5,339                         | 8,084                              | 745  | 622             | 18,742            |
| Depreciation   | 折舊                    | -  | (4,270)               | (16,190)                      | (23,311)                           | (3,885)  | -               | (47,656)          |
| Closing net book amount                                  | 年終賬面淨值                | -  | 120,844               | 203,675                       | 239,411                            | 21,954   | 18,773          | 604,657           |
| At 31 December 2011                                      | 於二零一一年十二月三十一日         |  |                       |                               |                                    |  |                 |                   |
| Cost   | 成本                    | -  | 126,990               | 220,135                       | 271,162                            | 26,514   | 18,773          | 663,574           |
| Accumulated depreciation                                 | 累計折舊                  | -  | (6,146)               | (16,460)                      | (31,751)                           | (4,560)  | -               | (58,917)          |
| Net book amount  | 賬面淨值                  | -  | 120,844               | 203,675                       | 239,411                            | 21,954   | 18,773          | 604,657           |

Buildings are located on the prepaid land lease payments in the PRC (note 17).

樓宇位於中國之預付土地租賃款項 (附註17)。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

#### (b) Company

### 16. 物業、廠房及設備 (續)

#### (b) 本公司

|                                    |                          | Office equipment<br>HK\$'000<br>辦公設備<br>千港元 |
|------------------------------------|--------------------------|---|
| At 31 December 2010                | 於二零一零年十二月三十一日            |   |
| Cost                               | 成本                       | 451   |
| Accumulated depreciation           | 累計折舊                     | (441)                                       |
| Net book amount                    | 賬面淨值                     | 10  |
| Year ended 31 December 2010        | 截至二零一零年十二月三十一日止年度        |   |
| Opening net book amount            | 年初賬面淨值                   | 10  |
| Depreciation                       | 折舊                       | (3)   |
| Closing net book amount            | 年終賬面淨值                   | 7   |
| At 31 December 2010                | 於二零一零年十二月三十一日            |   |
| Cost                               | 成本                       | 451   |
| Accumulated depreciation           | 累計折舊                     | (444)                                       |
| Net book amount                    | 賬面淨值                     | 7   |
| <b>Year ended 31 December 2011</b> | <b>截至二零一一年十二月三十一日止年度</b> |   |
| Opening net book amount            | 年初賬面淨值                   | 7   |
| Additions                          | 添置                       | 3   |
| Depreciation                       | 折舊                       | (4)   |
| <b>Closing net book amount</b>     | <b>年終賬面淨值</b>            | <b>6</b>                                    |
| At 31 December 2011                | 於二零一一年十二月三十一日            |   |
| Cost                               | 成本                       | 454   |
| Accumulated depreciation           | 累計折舊                     | (448)                                       |
| <b>Net book amount</b>             | <b>賬面淨值</b>              | <b>6</b>                                    |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 17. PREPAID LAND LEASE PAYMENTS – GROUP

These represented the Group's interests in leasehold land and land use rights in the PRC, held without a specific term. Changes to the carrying amounts presented in the consolidated statement of financial position are summarised as follows:

|  |                 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Opening net carrying amount                      | 年初賬面淨值          | 29,569                           | –                                |
| Acquisitions of subsidiaries<br>(note 36(a))     | 收購附屬公司(附註36(a)) | –                                | 28,921                           |
| Exchange differences                             | 匯兌差額            | 975                              | 917                              |
| Amortisation charges during<br>the year (note 8) | 本年度攤銷費用(附註8)    | (668)                            | (269)                            |
| Closing net carrying amount                      | 年終賬面淨值          | 29,876                           | 29,569                           |

### 17. 預付土地租賃款項—本集團

該等款項代表本集團於中國持有之無指定租期之租賃土地及土地使用權之權益。於綜合財務狀況表呈列之賬面值變動概述如下：

### 18. INTERESTS IN SUBSIDIARIES – COMPANY

|   |                    | Notes<br>附註 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|--------------------|-------------|----------------------------------|----------------------------------|
| Investments<br>– Unlisted shares, at cost | 投資<br>– 非上市股份，按成本值 | (a)         | –                                | –                                |
| Due from subsidiaries                     | 應收附屬公司款項           | (b)         | 2,654,493                        | 2,632,604                        |
| Provision for impairment loss             | 減值虧損撥備             |             | 2,654,493<br>(1,054,404)         | 2,632,604<br>(1,047,365)         |
|   |                    |             | 1,600,089                        | 1,585,239                        |
| Due to a subsidiary                       | 應付一間附屬公司款項         | (c)         | (23,696)                         | –                                |

### 18. 於附屬公司之權益—本公司

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES – COMPANY (Continued)

Movement in the provision for impairment of interests in subsidiaries is as follows:

|                                       |          |
|---------------------------------------|----------|
| At 1 January                          | 於一月一日    |
| Additional impairment during the year | 年內額外減值   |
| At 31 December                        | 於十二月三十一日 |

Notes:

- (a) Particulars of the principal subsidiaries are as follows:
- (i) Particulars of the principal subsidiaries as at 31 December 2011 are as follows:

| Name<br>公司名稱                     | Place of incorporation/<br>establishment<br>註冊成立/成立地點 | Paid-up share/<br>registered capital<br>實繳股本/註冊資本 | Percentage of equity attributable to the Company<br>本公司應佔股本百分比 | Principal activities and place of operation<br>主要業務及經營地點 |
|----------------------------------|---|---|--|--|
| <b>Directly held</b><br>直接持有     |   |   |  |  |
| Smooth Way International Limited | British Virgin Islands ("BVI")                        | Ordinary United States dollars ("US\$")1          | 100%   | Investment holding, Hong Kong                            |
| 順威國際有限公司                         | 英屬處女群島  | 普通股1美元  | 100%   | 投資控股·香港  |
| Cheerful Dragon Limited          | BVI   | Ordinary US\$1                                    | 100%   | Investment holding, Hong Kong                            |
| 怡龍有限公司                           | 英屬處女群島  | 普通股1美元  | 100%   | 投資控股·香港  |
| Precious New Limited             | BVI   | Ordinary US\$1                                    | 100%   | Investment holding, Hong Kong                            |
| 寶穎有限公司                           | 英屬處女群島  | 普通股1美元  | 100%   | 投資控股·香港  |

### 18. 於附屬公司之權益—本公司 (續)

於附屬公司之權益之減值撥備變動如下:

|                                  |                                  |
|----------------------------------|----------------------------------|
| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| (1,047,365)                      | (694,443)                        |
| (7,039)                          | (352,922)                        |
| (1,054,404)                      | (1,047,365)                      |

附註:

- (a) 主要附屬公司詳情如下:
- (i) 於二零一一年十二月三十一日之主要附屬公司之詳情如下:

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES – COMPANY (Continued)

Notes: (Continued)

(a) Particulars of the principal subsidiaries are as follows:  
(Continued)

(i) Particulars of the principal subsidiaries as at 31 December 2011 are as follows: (Continued)

| Name<br>公司名稱   | Place of<br>incorporation/<br>establishment<br>註冊成立/成立地點 | Paid-up share/<br>registered capital<br>實繳股本/註冊資本 | Percentage of<br>equity attributable<br>to the Company<br>本公司應佔股本百分比 | Principal<br>activities and<br>place of operation<br>主要業務及經營地點 |
|--|--|---|--|--|
| <b>Indirectly held</b><br>間接持有   |  |   |  |  |
| Energy Investments<br>(Hong Kong) Limited<br>能源投資(香港)有限公司                            | Hong Kong<br>香港  | Ordinary HK\$1<br>普通股1港元                          | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |
| Treasure Tone Limited<br>富裕通有限公司   | Hong Kong<br>香港  | Ordinary HK\$1<br>普通股1港元                          | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |
| Ho Fai Carpet Trading<br>Limited*<br>皓暉地毯貿易有限公司*                                     | Hong Kong<br>香港  | Ordinary HK\$1<br>普通股1港元                          | 100%   | Dormant, Hong Kong<br>無業務經營·香港                                 |
| Kanson Development<br>Limited ("Kanson")<br>Kanson Development<br>Limited ("Kanson") | BVI<br>英屬處女群島  | Ordinary US\$200<br>普通股200美元                      | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |

### 18. 於附屬公司之權益—本公司 (續)

附註：(續)

(a) 主要附屬公司詳情如下：(續)

(i) 於二零一一年十二月三十一日  
之主要附屬公司之詳情如下：  
(續)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES – COMPANY

(Continued)

Notes: (Continued)

(a) Particulars of the principal subsidiaries are as follows: (Continued)

(i) Particulars of the principal subsidiaries as at 31 December 2011 are as follows: (Continued)

| Name<br>公司名稱  | Place of<br>incorporation/<br>establishment<br>註冊成立/成立地點 | Paid-up share/<br>registered capital<br>實繳股本/註冊資本         | Percentage of<br>equity attributable<br>to the Company<br>本公司應佔股本百分比 | Principal<br>activities and<br>place of operation<br>主要業務及經營地點 |
|---|--|---|--|--|
| <b>Indirectly held (Continued)</b><br>間接持有 (續)  |  |   |  |  |
| Hong Kong Forest Source<br>Mining Industry Holding<br>Company Limited*                    | Hong Kong  | Ordinary<br>HK\$70,000,000                                | 100%   | Investment holding,<br>Hong Kong                               |
| 香港森源礦業控股<br>有限公司*   | 香港   | 普通股<br>70,000,000港元                                       | 100%   | 投資控股·香港  |
| Sunlight Rise Limited<br>("Sunlight Rise")<br>昇暉有限公司(「昇暉」)                                | BVI<br>英屬處女群島  | Ordinary US\$2<br>普通股2美元                                  | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |
| Pride Treasure Limited<br>傲財有限公司  | Hong Kong<br>香港  | Ordinary HK\$10,000<br>普通股10,000港元                        | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |
| Ontop Finance Limited<br>宏達融資有限公司   | Hong Kong<br>香港  | Ordinary HK\$1<br>普通股1港元                                  | 100%   | Investment holding,<br>Hong Kong<br>投資控股·香港                    |
| Shanxi Zhong Kai Group<br>Lingshi Heat and Power<br>Company Limited<br>山西中凱集團靈石熱電<br>有限公司 | PRC<br>中國  | Renminbi<br>("RMB")<br>185,000,000<br>人民幣<br>185,000,000元 | 60%  | Supply of electricity<br>and heat, the PRC<br>熱電供應·中國          |

### 18. 於附屬公司之權益—本公司

(續)

附註：(續)

(a) 主要附屬公司詳情如下：(續)

(i) 於二零一一年十二月三十一日  
之主要附屬公司之詳情如下：  
(續)



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES – COMPANY

(Continued)

Notes: (Continued)

(a) Particulars of the principal subsidiaries are as follows:  
(Continued)

(i) Particulars of the principal subsidiaries as at 31 December 2011 are as follows: (Continued)

| Name<br>公司名稱  | Place of<br>incorporation/<br>establishment<br>註冊成立/成立地點 | Paid-up share/<br>registered capital<br>實繳股本/註冊資本 | Percentage of<br>equity attributable<br>to the Company<br>本公司應佔股本百分比 | Principal<br>activities and<br>place of operation<br>主要業務及經營地點 |
|---|--|---|--|--|
| <b>Indirectly held (Continued)</b><br>間接持有 (續)  |  |   |  |  |
| China International Energy Investments (Hong Kong) Limited ("China International Energy")<br>中國國際能源投資(香港)有限公司(「中國國際能源」) | BVI<br>英屬處女群島  | Ordinary US\$2<br>普通股2美元                          | 100%   | Investment holding,<br>Hong Kong<br>投資控股, 香港                   |
| China International Energy Investments (Hong Kong) Limited<br>中國國際能源投資(香港)有限公司  | Hong Kong<br>香港  | Ordinary HK\$1<br>普通股1港元                          | 100%   | Investment holding,<br>Hong Kong<br>投資控股, 香港                   |
| China Era Energy Power Investment Limited ("China Era")*<br>中國年代能源投資有限公司(「中國年代」)*                                       | Hong Kong<br>香港  | Ordinary HK\$10<br>普通股10港元                        | 100%   | Oil production, the<br>PRC<br>石油生產, 中國                         |

\* Subsidiaries examined by BDO Limited.

\* 該等附屬公司經香港立信德豪會計師事務所有限公司審核。

The above tables list the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

上表載列本公司董事認為於本年度對本集團之業績有重大影響或佔本集團絕大部分資產淨值之本公司之附屬公司。本公司董事認為, 提供其他附屬公司之詳情將過於冗長。

### 18. 於附屬公司之權益—本公司

(續)

附註:(續)

(a) 主要附屬公司詳情如下:(續)

(i) 於二零一一年十二月三十一日之主要附屬公司之詳情如下:  
(續)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES – COMPANY (Continued)

Notes: (Continued)

(a) Particulars of the principal subsidiaries are as follows:  
(Continued)

(ii) Particulars of the principal subsidiaries de-consolidated since 2010 (note 37) are as follows:

| Name<br>公司名稱  | Place of<br>incorporation/<br>establishment<br>註冊成立/成立地點 | Paid-up share/<br>registered capital<br>實繳股本/註冊資本 | Percentage of<br>equity attributable<br>to the Company<br>本公司應佔股本百分比 | Principal<br>activities and<br>place of operation<br>主要業務及經營地點 |
|---|--|---|--|--|
| <b>Indirectly held</b>  |  |   |  |  |
| QHFSMI (notes 3(a)(ii)<br>and (iii))<br>青海森源<br>(附註3(a)(ii)及(iii))  | PRC<br>中國  | HK\$40,000,000<br>40,000,000港元                    | 100%<br>100%   | Exploration of mine,<br>the PRC<br>礦區勘探·中國                     |
| IMFSMI (notes 3(a)(ii)<br>and (iii))<br>內蒙古森源<br>(附註3(a)(ii)及(iii)) | PRC<br>中國  | Not yet paid up<br>尚未繳足                           | 100%<br>100%   | Not yet commenced<br>business<br>尚未開始經營業務                      |

(b) These amounts are unsecured, interest-free and are not expected to be repaid within the next twelve months. These balances are classified as non-current assets accordingly.

(c) Amount due to a subsidiary is unsecured, interest-free and are repayable after one year.

### 18. 於附屬公司之權益—本公司 (續)

附註：(續)

(a) 主要附屬公司詳情如下：(續)

(ii) 自二零一零年起不再綜合入賬之主要附屬公司(附註37)詳情如下：

(b) 該等款項為無抵押、免息及預期毋須於未來十二個月內償還。因此，該等結餘分類為非流動資產。

(c) 應付一間附屬公司款項為無抵押、免息及於一年後償還。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 19. GOODWILL – GROUP

### 19. 商譽－本集團

|  |                      | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|----------------------|----------------------------------|----------------------------------|
| At 1 January   | 於一月一日                |                                  |                                  |
| Gross carrying amount                                    | 賬面總值                 | <b>323,366</b>                   | 1,021,644                        |
| Accumulated impairment                                   | 累計減值                 | <b>(49,064)</b>                  | (694,012)                        |
| Net carrying amount                                      | 賬面淨值                 | <b>274,302</b>                   | 327,632                          |
| Opening net carrying amount                              | 年初賬面淨值               | <b>274,302</b>                   | 327,632                          |
| Acquisition of subsidiaries (note 36(a))                 | 收購附屬公司(附註36(a))      | –                                | 323,366                          |
| Disposals due to de-consolidating subsidiaries (note 37) | 因附屬公司不再綜合入賬之出售(附註37) | –                                | (327,632)                        |
| Impairment losses (note 8)                               | 減值虧損(附註8)            | <b>(64,674)</b>                  | (49,064)                         |
| Closing net carrying amount                              | 年終賬面淨值               | <b>209,628</b>                   | 274,302                          |
| At 31 December   | 於十二月三十一日             |                                  |                                  |
| Gross carrying amount                                    | 賬面總值                 | <b>323,366</b>                   | 323,366                          |
| Accumulated impairment                                   | 累計減值                 | <b>(113,738)</b>                 | (49,064)                         |
| Net carrying amount                                      | 賬面淨值                 | <b>209,628</b>                   | 274,302                          |

For the purpose of impairment testing, goodwill is allocated to the CGUs identified as follows:

就減值測試而言，商譽分配至以下現金產生單位：

|   |        | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|--------|----------------------------------|----------------------------------|
| Supply of electricity and heat business | 熱電供應業務 | <b>274,302</b>                   | 323,366                          |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 19. GOODWILL – GROUP (Continued)

Goodwill as at 31 December 2011 and 2010 arose from the acquisition of Sunlight Rise, in which Sunlight Rise holds 100% equity interest in both Pride Treasure Limited and Ontop Finance Limited and 60% equity interest in Shanxi Zhong Kai Lingshi (the “Sunlight Group”) in 2010, details of which are set out in note 36(a). The recoverable amount for this CGU was determined based on value-in-use calculations, performed by an independent firm of professional valuers, LCH (Asia-Pacific) Surveyors Limited, covering a detailed 5-year budget plan followed by an extrapolation of expected cash flows at the growth rate stated below. The growth rate reflects the long-term average growth rate for the product line of the CGU.

The key assumptions used for value-in-use calculations are as follows:

|               |     | 2011<br>二零一一年 | 2010<br>二零一零年 |
|---------------|-----|---------------|---------------|
| Discount rate | 折現率 | 17.66%        | 17.04%        |
| Growth rate   | 增長率 | 3.12%         | 3.11%         |

The key assumptions also include stable profit margins, which have been determined based on past performance, and management’s expectations for market share, after taking into consideration published market forecast and research. The weighted average growth rate used is consistent with the forecasts included in industry reports. The discount rate used is pre-tax and reflect specific risks relating to this CGU.

As at 31 December 2011, provision for impairment loss of HK\$64,674,000 (2010: HK\$49,064,000) was recognised in profit or loss to write down to its recoverable amounts due to the continuous lower profitability.

Management of the Company is not aware of any other probable changes that would necessitate changes in its key estimates which will result in the carrying amount of goodwill exceeding its recoverable amount.

### 19. 商譽－本集團 (續)

於二零一一年及二零一零年十二月三十一日之商譽產生自二零一零年收購昇暉，其中昇暉持有傲財有限公司及宏達融資有限公司之全部股本權益，以及持有山西中凱靈石之60%股本權益（「昇暉集團」），有關詳情載於附註36(a)。該現金產生單位之可收回金額由獨立專業估值師利駿行測量師有限公司按照使用價值計算，包括詳細之五年預算計劃，隨後按下文所述增長率推算預期現金流量。增長率反映現金產生單位之生產線長期平均增長率。

用於計算使用價值之主要假設如下：

|               | 2011<br>二零一一年 | 2010<br>二零一零年 |
|---------------|---------------|---------------|
| Discount rate | 17.66%        | 17.04%        |
| Growth rate   | 3.12%         | 3.11%         |

主要假設亦包括穩定的利潤率，而利潤率乃根據過往表現及管理層經計及已公佈市場預測及研究後對市場份額作出之預期釐定。所使用加權平均增長率與行業報告內所載預測一致。所使用折現率乃除稅前，及反映與此現金產生單位有關之特定風險。

於二零一一年十二月三十一日，就減值虧損作出之撥備64,674,000港元（二零一零年：49,064,000港元）已於損益表確認，以撇減至其可收回金額，因為盈利能力持續低沉。

本公司管理層並不知悉任何會導致其主要估計出現變動之任何其他可能變動，致使商譽之賬面值高於其可收回金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 20. INTANGIBLE ASSETS – GROUP

### 20. 無形資產－本集團

|  |                             | Exploration<br>and<br>evaluation<br>assets<br>HK\$'000<br>(note (i))<br>勘探及<br>評估資產<br>千港元<br>(附註(i)) | Customers'<br>contracts<br>HK\$'000<br>(note (ii))<br>客戶合約<br>千港元<br>(附註(ii)) | Interests in<br>oil production<br>sharing<br>contract<br>HK\$'000<br>(note (iii))<br>產油業務分成<br>合約之權益<br>千港元<br>(附註(iii)) | Total<br>HK\$'000<br>總計<br>千港元 |
|--|-----------------------------|---|---|--|--------------------------------|
| At 1 January 2010                                    | 於二零一零年一月一日                  | -   | -   | -  | -                              |
| Acquisition of subsidiaries<br>(notes 36(a) and (b)) | 收購附屬公司<br>(附註36(a)及(b))     | 5,133   | 25,235  | 2,104,000  | 2,134,368                      |
| Amortisation for the year                            | 本年度攤銷                       | -   | (6,406)   | -  | (6,406)                        |
| At 31 December 2010 and<br>1 January 2011            | 於二零一零年十二月三十一日及<br>二零一一年一月一日 | 5,133   | 18,829  | 2,104,000  | 2,127,962                      |
| Amortisation for the year (note 8)                   | 年內攤銷(附註8)                   | (42)  | (16,459)  | (15,780)   | (32,281)                       |
| Exchange difference                                  | 匯兌差額                        | 189   | 973   | -  | 1,162                          |
| <b>At 31 December 2011</b>                           | <b>於二零一一年十二月三十一日</b>        | <b>5,280</b>  | <b>3,343</b>  | <b>2,088,220</b>   | <b>2,096,843</b>               |

Notes:

- (i) These are mainly classified from exploration and evaluation assets arising from the Oil Production segment when the technical feasibility and commercial viability of extracting the oil resource had been determined and that the commercial production commences are recognised initially at cost.
- (ii) Customers' contracts acquired from the business combination are recognised at fair value on business combination and are charged to profit or loss when customers' contracts complete.
- (iii) Interests in oil production sharing contract acquired from the business combination are recognised at fair value on business combination and are charged to profit or loss on unit of production method. Details of the oil production sharing contract are set out in note 38.

附註：

- (i) 該等資產於釐定開採石油資源之技術及商業可行性及開始商業生產時，主要從來自產油分類之勘探及評估資產進行分類，初步按成本確認。
- (ii) 自業務合併取得之客戶合約按業務合併之公平值確認，並於客戶合約完成時自損益表扣除。
- (iii) 自業務合併取得之產油業務分成合約之權益按業務合併之公平值確認，並以生產單位法自損益表扣除。產油業務分成合約之詳情載於附註38。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 21. INVENTORIES – GROUP

As at 31 December 2011 and 2010, all inventories are raw materials.

### 22. TRADE RECEIVABLES – GROUP

The Group normally allows trading credit terms ranging from 30 to 120 days to its established customers. Each customer has a maximum credit limit. Trade debtors with balances aged over 120 days are required to settle all outstanding balances before any further credit is granted. Trade receivables are non-interest-bearing.

Ageing analysis of trade receivables, based on the invoice date, is as follows:

|                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------|----------------------------------|----------------------------------|
| 1 – 90 days    | 31,326                           | 16,158                           |
| 121 – 365 days | –                                | 459                              |
|                | <b>31,326</b>                    | <b>16,617</b>                    |

As at 31 December 2011 and 2010, there were no trade receivables that were individually determined to be impaired. The Group did not hold any collateral over these balances.

Ageing analysis of trade receivables that were past due but not impaired is as follows:

|  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|----------------------------------|----------------------------------|
| 210 – 240 days past due but not impaired | –                                | 459                              |

As at 31 December 2011, trade receivables of HK\$31,326,000 (2010: HK\$16,158,000) were neither past due nor impaired. These related to different customers for whom there was no recent history of default.

### 21. 存貨－本集團

於二零一一年及二零一零年十二月三十一日，所有存貨均為原材料。

### 22. 應收貿易賬項－本集團

本集團一般給予已建立關係之客戶30至120日之貿易信貸期。每個客戶設有信貸上限。賬齡為120日以上之應收貿易賬項結餘，須於獲授任何進一步信貸前清還所有未償還結餘。應收貿易賬項並不計息。

應收貿易賬項根據發票日期之賬齡分析如下：

|                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------|----------------------------------|----------------------------------|
| 1 – 90 days    | 31,326                           | 16,158                           |
| 121 – 365 days | –                                | 459                              |
|                | <b>31,326</b>                    | <b>16,617</b>                    |

於二零一一年及二零一零年十二月三十一日，並無應收貿易賬項個別釐定減值。本集團並無就該等結餘持有任何抵押品。

已逾期但未減值之應收貿易賬項之賬齡分析如下：

|  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|----------------------------------|----------------------------------|
| 210 – 240 days past due but not impaired | –                                | 459                              |

於二零一一年十二月三十一日，31,326,000港元應收貿易賬項（二零一零年：16,158,000港元）並無逾期及減值。該等賬項乃與近期無違約記錄之多名客戶有關。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – GROUP AND COMPANY

### 23. 預付款項、按金及其他應收款項—本集團及本公司

|                          |            | Group<br>本集團                     |                                  | Company<br>本公司                   |                                  |
|--------------------------|------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                          |            | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| Prepayments              | 預付款項       | 1,517                            | 2,608                            | 956                              | 983                              |
| Deposits                 | 按金         | 348                              | 474                              | -                                | -                                |
| Other receivables (note) | 其他應收款項(附註) | 36,117                           | 37,532                           | -                                | -                                |
|                          |            | <b>37,982</b>                    | <b>40,614</b>                    | <b>956</b>                       | <b>983</b>                       |

Note:

Included in other receivables of the Group as at 31 December 2011 were loan receivables of HK\$35,935,000 (2010: HK\$37,095,000) due from the independent third parties. The loan receivables of HK\$35,935,000 (2010: HK\$34,143,000) were unsecured, interest-free and repayable on demand. As at 31 December 2010, the remaining loan receivables of HK\$2,952,000 were unsecured, interest-bearing at 12% per annum and repaid during the year.

附註：

於二零一一年十二月三十一日，本集團其他應收款項包括應收獨立第三方之應收貸款35,935,000港元(二零一零年：37,095,000港元)。應收貸款35,935,000港元(二零一零年：34,143,000港元)為無抵押、免息及須按要求償還。於二零一零年十二月三十一日，應收貸款餘額2,952,000港元為無抵押、按年利率12%計息及於年內償還。

### 24. AMOUNTS DUE FROM/(TO) NON-CONTROLLING SHAREHOLDERS – GROUP

### 24. 應收／(應付)非控股股東款項—本集團

|   |           | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | Maximum<br>amount<br>outstanding<br>during the year<br>HK\$'000<br>年內最高<br>未償還金額<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|---|
| Amount due from non-controlling shareholder | 應收非控股股東款項 | -                                | 6,080                            | 6,080   |

Amount due to non-controlling shareholder of HK\$4,074,000 is unsecured, interest-free and repayable on demand.

應付非控股股東款項4,074,000港元為無抵押、免息及須按要求償還。

Amount due to non-controlling shareholder in principal of HK\$9,760,000 is unsecured, interest-free and is due on 31 July 2013. As at 31 December 2011, the carrying value of this interest-free loan of HK\$8,401,000 was determined based on the present value of the estimated future cash outflows discounted using effective interest rate of 9.79% per annum. Upon the change of terms of the loan, gain on extinguishment amounted to HK\$1,751,000. The amounts of HK\$1,051,000 and HK\$700,000 have been credited to capital reserve and non-controlling interests in equity respectively and imputed interest amounting to HK\$392,000 has been recognised in profit or loss during the year.

應付非控股股東本金額為9,760,000港元之款項為無抵押、免息及於二零一三年七月三十一日屆滿。於二零一一年十二月三十一日，免息貸款8,401,000港元之賬面值按估計未來現金流出之現值按實際年利率9.79%釐定。貸款之條款改變後，註銷產生之收益為1,751,000港元。年內，1,051,000港元及700,000港元已分別計入權益中之資本儲備及非控股權益，而推算利息392,000港元已於損益確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 25. PLEDGED BANK DEPOSITS AND CASH AT BANKS AND IN HAND – GROUP AND COMPANY

Pledged bank deposits earn interest of 0.35% to 0.5% (2010: 0.326%) per annum. Cash at bank earns interest at the floating rates based on the daily bank deposits rates.

As at 31 December 2011, included in the pledged bank deposits and cash and bank balances of the Group were HK\$68,987,000 (2010: HK\$71,972,000) of bank balances denominated in RMB placed with the banks in the PRC.

RMB is not freely convertible into foreign currencies. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

### 26. TRADE PAYABLES – GROUP

Trade payables are non-interest-bearing and are normally settled on 60-day terms.

Ageing analysis of trade payables, based on the invoice date, is as follows:

|                |            |
|----------------|------------|
| 1 – 90 days    | 1 – 90日    |
| 91 – 120 days  | 91 – 120日  |
| 121 – 365 days | 121 – 365日 |
| Over 1 year    | 1年以上       |

### 25. 已抵押銀行存款以及銀行結存及手頭現金 – 本集團及本公司

已抵押銀行存款按年利率0.35%至0.5% (二零一零年: 0.326%) 計息。銀行結存根據每日銀行存款利率按浮動利率計息。

於二零一一年十二月三十一日, 本集團已抵押銀行存款及現金及銀行結餘包括銀行結餘68,987,000港元 (二零一零年: 71,972,000港元), 其中銀行結餘以人民幣計值, 存放在位於中國之銀行。

人民幣不能自由兌換為外幣。根據中國的《外匯管理條例》及《結匯、售匯及付匯管理規定》, 本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。

### 26. 應付貿易賬項 – 本集團

應付貿易賬項為免息及通常於60日內結算。

應付貿易賬項根據發票日期之賬齡分析如下:

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| 6,436                            | 12,679                           |
| 474                              | 3,324                            |
| 2,907                            | 626                              |
| 2,200                            | 2,222                            |
| <b>12,017</b>                    | <b>18,851</b>                    |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 27. OTHER PAYABLES AND ACCRUALS – GROUP AND COMPANY

### 27. 其他應付款項及應計款項－本集團及本公司

|                |        | Group<br>本集團                     |                                  | Company<br>本公司                   |                                  |
|----------------|--------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                |        | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| Other payables | 其他應付款項 | 132,940                          | 109,140                          | 70                               | 70                               |
| Accruals       | 應計款項   | 14,290                           | 15,547                           | 852                              | 3,723                            |
|                |        | <b>147,230</b>                   | <b>124,687</b>                   | <b>922</b>                       | <b>3,793</b>                     |

Other payables as at 31 December 2011 are mainly construction cost payables of HK\$70,689,000 (2010: HK\$50,055,000), deferred government grant of HK\$16,634,000 (2010: HK\$2,479,000), staff accruals and other levies.

於二零一一年十二月三十一日之其他應付款項主要為應付建築成本70,689,000港元(二零一零年: 50,055,000港元)、遞延政府撥款16,634,000港元(二零一零年: 2,479,000港元)、員工應計費用及其他費用。

### 28. BANK BORROWINGS – GROUP

### 28. 銀行借款－本集團

The bank borrowings are repayable as follows:

銀行借款須於以下期限償還：

|   |                 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|-----------------|----------------------------------|----------------------------------|
| Within one year                                 | 一年內             | 12,200                           | 21,133                           |
| In the second year to fifth years,<br>inclusive | 第二年至第五年(包括首尾兩年) | –                                | 11,806                           |
|   |                 | <b>12,200</b>                    | <b>32,939</b>                    |

The carrying amounts of the bank borrowings are denominated in RMB. Bank borrowings are charged at floating interest rates ranging from 8.64% to 8.97% (2010: 6.48% to 19.5%) per annum and are secured by a related company of one of the non-controlling shareholders of a subsidiary.

銀行借款之賬面值均以人民幣計值。銀行借款按浮動年利率8.64%至8.97%(二零一零年: 6.48%至19.5%)計息,並以一間附屬公司之其中一名非控股股東之關連公司作抵押。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 29. OTHER BORROWINGS – GROUP

As at 31 December 2011 and 2010, all borrowings were obtained from the independent third parties and are analysed as follows:

|   |                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Repayable on demand or within one year    | 按要求償還或一年內償還    |                                  |                                  |
| Loan A, unsecured                         | 貸款A, 無抵押       | -                                | 5,903                            |
| Loan B, unsecured                         | 貸款B, 無抵押       | 2,196                            | 2,125                            |
| Loan C, unsecured                         | 貸款C, 無抵押       | -                                | 366                              |
|   |                | <b>2,196</b>                     | <b>8,394</b>                     |
| Repayable after 1 year but within 5 years | 一年後但五年內償還      |                                  |                                  |
| Loan D, unsecured                         | 貸款D, 無抵押       | 36,464                           | 35,414                           |
| Loan E, unsecured                         | 貸款E, 無抵押       | -                                | 23,613                           |
| Loans F, G, unsecured                     | 貸款F及G, 無抵押     | 42,692                           | 22,778                           |
| Loan H, unsecured                         | 貸款H, 無抵押       | 3,107                            | 4,024                            |
| Loan I, unsecured                         | 貸款I, 無抵押       | 1,220                            | 1,181                            |
| Loans J, K, L and M, unsecured            | 貸款J、K、L及M, 無抵押 | 30,169                           | -                                |
|   |                | <b>113,652</b>                   | <b>87,010</b>                    |

Loan A bore the interest at the rates of 9.72% per annum. The loan was unconditionally assigned to one of non-controlling shareholders of a subsidiary in accordance with the assignment of loan agreement dated 20 December 2011. The loan was waived and was credited to capital reserve and non-controlling interests in equity accordingly.

Loan B bears the interest at the rate of 24% per annum and repayable on demand.

### 29. 其他借款－本集團

於二零一一年及二零一零年十二月三十一日，所有借款均來自獨立第三方，分析如下：

|   |                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Repayable on demand or within one year    | 按要求償還或一年內償還    |                                  |                                  |
| Loan A, unsecured                         | 貸款A, 無抵押       | -                                | 5,903                            |
| Loan B, unsecured                         | 貸款B, 無抵押       | 2,196                            | 2,125                            |
| Loan C, unsecured                         | 貸款C, 無抵押       | -                                | 366                              |
|   |                | <b>2,196</b>                     | <b>8,394</b>                     |
| Repayable after 1 year but within 5 years | 一年後但五年內償還      |                                  |                                  |
| Loan D, unsecured                         | 貸款D, 無抵押       | 36,464                           | 35,414                           |
| Loan E, unsecured                         | 貸款E, 無抵押       | -                                | 23,613                           |
| Loans F, G, unsecured                     | 貸款F及G, 無抵押     | 42,692                           | 22,778                           |
| Loan H, unsecured                         | 貸款H, 無抵押       | 3,107                            | 4,024                            |
| Loan I, unsecured                         | 貸款I, 無抵押       | 1,220                            | 1,181                            |
| Loans J, K, L and M, unsecured            | 貸款J、K、L及M, 無抵押 | 30,169                           | -                                |
|   |                | <b>113,652</b>                   | <b>87,010</b>                    |

貸款A按年利率9.72%計息。該貸款已根據日期為二零一一年十二月二十日之貸款轉讓協議無條件轉讓予一間附屬公司之其中一名非控股股東。該貸款已獲豁免及計入權益之股本儲備及非控股權益。

貸款B按年利率24%計息及須按要求償還。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 29. OTHER BORROWINGS – GROUP (Continued)

Loan C was interest-free and repayable on demand. This loan has been waived by the lender in December 2011.

Loan D bears the interest at the rate of 3% per annum and repayable in January 2013.

Loan E bore the interest at the rate of 5.31% per annum and this loan has been waived by the lender in December 2011.

Loans F and G are interest-free and repayable in July 2013.

Loan H is interest-free and repayable by instalment of RMB200,000 per month from July 2013.

Loan I is interest-free and repayable in July 2013.

Loans J, K, L and M are interest-free and repayable in July 2013.

The Group has negotiated with the lenders of loans F, G, H, J, K, L and M to modify the existing term of the borrowings during the year. As there were a substantial modification in the terms of the borrowings, they have been accounted for as extinguishment of non-current borrowings. Accordingly, there is a gain on extinguishment of HK\$12,198,000 (note 5) which represented the change in the present value of the borrowings using existing terms into the present value of the borrowings using modification terms.

### 30. PROMISSORY NOTES – GROUP

As described in note 36(b), as a part of the consideration of the acquisition of China International Energy, the Group issued promissory notes with a principal amount of HK\$50,000,000 on 31 December 2010. The promissory notes are unsecured and interest bearing at 2% per annum. The fair value at the date of issue amounting to HK\$43,854,000 was calculated at the discounted borrowing rate of 8.99% per annum.

On 21 January 2011, the Group early redeemed part of promissory notes with a principal amount of HK\$20,000,000 upon request of the promissory note holder. Accordingly, loss on redemption of promissory notes of HK\$2,383,000 was recognised in profit or loss for the year ended 31 December 2011 (note 7).

### 29. 其他借款－本集團 (續)

貸款C為免息及按要求償還。此貸款已於二零一一年十二月由貸方豁免。

貸款D按年利率3%計息及須於二零一三年一月償還。

貸款E按年利率5.31%計息及此貸款已於二零一一年十二月由貸方豁免。

貸款F及G為免息及須於二零一三年七月償還。

貸款H為免息及須自二零一三年七月起按每月人民幣200,000元分期償還。

貸款I為免息及須於二零一三年七月償還。

貸款J、K、L及M為免息及須於二零一三年七月償還。

年內，本集團已與貸款F、G、H、J、K、L及M之貸方作出磋商，以修訂該等貸款之現有條款。由於該等貸款之條款出現重大修訂，其被視為抵銷非流動借款。因此，抵銷收益12,198,000港元（附註5）指貸款於現有條款項下之現值轉為貸款於修訂條款項下之現值之變動。

### 30. 本票－本集團

如附註36(b)所述，本集團於二零一零年十二月三十一日發行本金額50,000,000港元之本票作為收購中國國際能源之部分代價。本票為無抵押、以年利率2%計息。於發行日期之公平值43,854,000港元乃按貼現借款年利率8.99%計算。

於二零一一年一月二十一日，本集團按本票持有人的要求提早贖回本金額為20,000,000港元之部份本票。因此，贖回本票之虧損2,383,000港元已於截至二零一一年十二月三十一日止年度之損益確認（附註7）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 30. PROMISSORY NOTES – GROUP (Continued)

Movement of promissory notes is as follows:

|  | 於一月一日          |
|--|----------------|
| At 1 January                           | 於一月一日          |
| Issue of promissory notes (note 36(b)) | 發行本票 (附註36(b)) |
| Imputed interest expenses (note 7)     | 推算利息費用 (附註7)   |
| Early redemption of promissory notes   | 提早贖回本票         |
|  | 於十二月三十一日       |
| At 31 December                         | 於十二月三十一日       |

In December 2011, both the Group and the promissory note holder agreed to extend the maturity date of promissory notes to 1 July 2013.

### 31. CONVERTIBLE BONDS – GROUP AND COMPANY

In November 2007, the Company issued zero coupon convertible bonds (“CB1”) in the principal amount of HK\$365,000,000 as a part of the consideration for the acquisition of 51% equity interests in Kanson. CB1 bear no interest with a maturity date on 4 November 2012 and are convertible into shares of the Company at the conversion price of HK\$0.60 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. Details of CB1 are set out in the Company’s circular dated 15 October 2007.

In July 2008, the Company issued zero coupon convertible bonds (“CB3”) in the principal amount of HK\$580,000,000 as the consideration for the acquisition of the remaining 49% equity interests in Kanson. CB3 bear no interest with maturity date on 2 July 2013 and are convertible into shares of the Company at the conversion price of HK\$0.25 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. Details of CB3 are set out in the Company’s circular dated 6 June 2008.

### 30. 本票 – 本集團 (續)

本票之變動如下：

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| 43,865                           | –                                |
| –                                | 43,854                           |
| 2,459                            | 11                               |
| (17,617)                         | –                                |
| 28,707                           | 43,865                           |

於二零一一年十二月，本集團與本票持有人同意延遲本票到期日至二零一三年七月一日。

### 31. 可換股債券 – 本集團及本公司

於二零零七年十一月，本公司發行本金額365,000,000港元之零票息可換股債券（「可換股債券第一批債券」），作為收購Kanson 51%股本權益之部分代價。可換股債券第一批債券為免息，於二零一二年十一月四日到期及可於發行日期後任何時間按兌換價每股0.60港元兌換為本公司股份（須遵從股份拆細、股份合併、資本化發行及配股相關之標準調整條款）。可換股債券第一批債券之詳情載於日期為二零零七年十月十五日之本公司通函。

於二零零八年七月，本公司發行本金額580,000,000港元之零票息可換股債券（「可換股債券第三批債券」），作為收購Kanson餘下49%股本權益之代價。可換股債券第三批債券為免息，於二零一三年七月二日到期及可於發行日期後任何時間按兌換價每股0.25港元兌換為本公司股份（須遵從股份拆細、股份合併、資本化發行及配股相關之標準調整條款）。可換股債券第三批債券之詳情載於日期為二零零八年六月六日之本公司通函。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 31. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

According to the sale and purchase agreements dated 5 November 2007 and 8 April 2008, another zero-coupon convertible bonds with face value of HK\$400,000,000 (“CB2”) and HK\$380,780,000 (“CB4”) will be issued on the fifth business day following the date of receipt of mining licence in respect of the underlying mine. CB2 and CB4 are convertible into shares of the Company at the conversion price of HK\$0.60 and HK\$0.25 per share respectively. As the mining licence has not been obtained, CB2 and CB4 have not been issued and have not been recognised in the financial statements. As mentioned in notes 3(a)(ii) and (iii), as the exploration licence was transferred without the Company’s knowledge, consent or approval, the Company is now seeking for legal opinion on this matter.

The fair value of the liability components, included in CB1 and CB3, was calculated using market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, is included in the convertible bond equity reserve in the owners’ equity.

In August 2010, the Company issued zero coupon convertible bonds (“CB5”) in the principal amount of HK\$140,430,000 as a part of the consideration for the acquisition of Sunlight Rise. CB5 bear no interest with maturity date on 9 August 2020 and are convertible into shares of the Company at the conversion price of HK\$0.093 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. Any CB5 which remains outstanding on the maturity date shall be converted automatically into the shares of the Company. Details of CB5 are set out in the Company’s circular dated 28 June 2010.

### 31. 可換股債券—本集團及本公司 (續)

根據日期為二零零七年十一月五日及二零零八年四月八日之買賣協議，另一批面值分別為400,000,000港元(「可換股債券第二批債券」)及380,780,000港元(「可換股債券第四批債券」)之零票息可換股債券將於取得有關礦區之開採牌照當日後之第五個營業日發行。可換股債券第二批債券及可換股債券第四批債券分別可按兌換價每股0.60港元及0.25港元兌換為本公司股份。由於尚未取得開採牌照，可換股債券第二批債券及可換股債券第四批債券尚未發行，且並無於財務報表內確認。如附註3(a)(ii)及(iii)所述，勘探牌照在本公司不知情及未經本公司同意或批准之情況下被轉讓。本公司現正就此尋求法律意見。

可換股債券第一批債券及可換股債券第三批債券負債部分之公平值乃按同等不可換股債券之市場利率計算。餘下金額即為權益轉換部分之價值，並計入擁有人權益之可換股債券權益儲備。

於二零一零年八月，本公司發行本金額140,430,000港元之零票息可換股債券(「可換股債券第五批債券」)，作為收購昇暉之部分代價。可換股債券第五批債券為免息，於二零二零年八月九日到期及可於發行日期後任何時間按兌換價每股0.093港元兌換為本公司股份(須遵從股份拆細、股份合併、資本化發行及配股相關之標準調整條款)。任何於到期日仍未獲兌換之可換股債券第五批債券將自動兌換為本公司股份。可換股債券第五批債券之詳情載於日期為二零一零年六月二十八日之本公司通函。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 31. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

In December 2010, the Company issued zero coupon convertible bonds (“CB6”) in the principal amount of HK\$526,880,000 as a part of the consideration for the acquisition of China International Energy. CB6 bear no interest with maturity date on 31 December 2015 and are convertible into shares of the Company at the conversion price of HK\$0.08 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. Any CB6 which remains outstanding on the maturity date shall be converted automatically into the shares of the Company. Details of CB6 are set out in the Company’s circular dated 11 October 2010.

As a part of the consideration for the acquisition of China International Energy, a zero coupon convertible bonds (“CB7”) in the principal amount of HK\$526,880,000 shall be issued upon the final and absolute dismissal, striking-out, withdrawal, discharge, release, settlement or discontinuance of the litigation mentioned in note 44(b), details of which are set out in note 36(b). CB7 will bear no interest with maturity date on 31 December 2015 and are convertible into shares of the Company at the conversion price of HK\$0.08 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. Any CB7 which remains outstanding on the maturity date shall be converted automatically into the shares of the Company.

The fair values of CB5, CB6 and CB7 were calculated using income approach and are included in the convertible bond equity reserve in the owners’ equity.

### 31. 可換股債券－本集團及本公司 (續)

於二零一零年十二月，本公司發行本金額526,880,000港元之零票息可換股債券（「可換股債券第六批債券」），作為收購中國國際能源之部分代價。可換股債券第六批債券為免息，於二零一五年十二月三十一日到期及可於發行日期後任何時間按兌換價每股0.08港元兌換為本公司股份（須遵從股份拆細、股份合併、資本化發行及配股相關之標準調整條款）。任何於到期日仍未獲兌換之可換股債券第六批債券將自動兌換為本公司股份。可換股債券第六批債券之詳情載於日期為二零一零年十月十一日之本公司通函。

本公司將於附註44(b)所述之訴訟（詳情載於附註36(b)）最終及完全撤除、消除、撤銷、履行、解除、解決或終止後發行本金額526,880,000港元之零票息可換股債券（「可換股債券第七批債券」），作為收購中國國際能源之部分代價。可換股債券第七批債券將為免息，於二零一五年十二月三十一日到期及可於發行日期後任何時間按兌換價每股0.08港元兌換為本公司股份（須遵從股份拆細、股份合併、資本化發行及配股相關之標準調整條款）。任何於到期日仍未獲兌換之可換股債券第七批債券將自動兌換為本公司股份。

可換股債券第五批債券、可換股債券第六批債券及可換股債券第七批債券乃按收入法計算，並計入擁有人權益之可換股債券權益儲備。



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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 31. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

CB1, CB3, CB5, CB6 and CB7 recognised in the statement of financial position are calculated as follows:

|  | CB1<br>HK\$'000<br>可換股債券<br>第一批債券<br>千港元 | CB3<br>HK\$'000<br>可換股債券<br>第三批債券<br>千港元 | CB5<br>HK\$'000<br>可換股債券<br>第五批債券<br>千港元 | CB6<br>HK\$'000<br>可換股債券<br>第六批債券<br>千港元 | CB7<br>HK\$'000<br>可換股債券<br>第七批債券<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 |
|--|--|--|--|--|--|--------------------------------|
| Face value of convertible bonds issued 已發行可換股債券之面值                   | 365,000                                  | 580,000                                  | 140,430                                  | 526,880                                  | 526,880                                  | 2,139,190                      |
| Proceeds of issue (fair value on initial recognition) 發行收益(首次確認之公平值) | 365,467                                  | 363,506                                  | 174,178                                  | 342,557                                  | 342,557                                  | 1,588,265                      |
| Equity component 權益部分  | (189,421)                                | (103,438)                                | (174,178)                                | (342,557)                                | (342,557)                                | (1,152,151)                    |
| Liability component 負債部分   | 176,046                                  | 260,068                                  | -  | -  | -  | 436,114                        |

### Movement of liability component

Movement of liability component for the years ended 31 December 2011 and 2010 is as follows:

|  |  | 2011<br>二零一一年                            |  |                                | 2010<br>二零一零年                            |  |                                |
|--|--|--|--|--------------------------------|--|--|--------------------------------|
|  |  | CB1<br>HK\$'000<br>可換股債券<br>第一批債券<br>千港元 | CB3<br>HK\$'000<br>可換股債券<br>第三批債券<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 | CB1<br>HK\$'000<br>可換股債券<br>第一批債券<br>千港元 | CB3<br>HK\$'000<br>可換股債券<br>第三批債券<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 |
| At 1 January 於一月一日                             |  | 19,975                                   | 317                                      | 20,292                         | 19,001                                   | 278                                      | 19,279                         |
| Exercise of convertible bonds 行使可換股債券          |  | (7,659)                                  | -  | (7,659)                        | (1,140)                                  | -  | (1,140)                        |
| Imputed interest expenses (note 7) 推算利息費用(附註7) |  | 1,813                                    | 38                                       | 1,851                          | 2,114                                    | 39                                       | 2,153                          |
| At 31 December 於十二月三十一日                        |  | 14,129                                   | 355                                      | 14,484                         | 19,975                                   | 317                                      | 20,292                         |
| Less: current portion 減: 流動部分                  |  | (14,129)                                 | -  | (14,129)                       | -  | -  | -                              |
| Non-current portion 非流動部份                      |  | -  | 355                                      | 355                            | 19,975                                   | 317                                      | 20,292                         |

### 31. 可換股債券—本集團及本公司(續)

於財務狀況表內確認之可換股債券第一批債券、可換股債券第三批債券、可換股債券第五批債券、可換股債券第六批債券及可換股債券第七批債券計算如下:

### 負債部分變動

截至二零一一年及二零一零年十二月三十一日止年度之負債部分變動如下:



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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 31. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

#### Movement of equity component

Movement of equity component for the years ended 31 December 2011 and 2010 is as follows:

|   |                            | CB1<br>HK\$'000<br>可換股債券<br>第一批債券<br>千港元 | CB3<br>HK\$'000<br>可換股債券<br>第三批債券<br>千港元 | CB5<br>HK\$'000<br>可換股債券<br>第五批債券<br>千港元 | CB6<br>HK\$'000<br>可換股債券<br>第六批債券<br>千港元 | CB7<br>HK\$'000<br>可換股債券<br>第七批債券<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 |
|---|----------------------------|--|--|--|--|--|--------------------------------|
| At 1 January 2010   | 於二零一零年一月一日                 | 15,849                                   | 55                                       | -  | -  | -  | 15,904                         |
| Equity component upon initial recognition (notes 36(a) and (b)) | 首次確認時權益部分<br>(附註36(a)及(b)) | -  | -  | 174,178                                  | 342,557                                  | 342,557                                  | 859,292                        |
| Exercise of convertible bonds                                   | 行使可換股債券                    | (944)                                    | -  | (174,178)                                | -  | -  | (175,122)                      |
| At 31 December 2010 and 1 January 2011                          | 於二零一零年十二月三十一日及二零一一年一月一日    | 14,905                                   | 55                                       | -  | 342,557                                  | 342,557                                  | 700,074                        |
| Exercise of convertible bonds                                   | 行使可換股債券                    | (5,353)                                  | -  | -  | -  | -  | (5,353)                        |
| At 31 December 2011   | 於二零一一年十二月三十一日              | 9,552                                    | 55                                       | -  | 342,557                                  | 342,557                                  | 694,721                        |

The fair value of the liability components of CB1 and CB3 at the dates of issue amounted to approximately HK\$176 million and HK\$260 million respectively. Interest expense on the bonds is calculated using effective interest method by applying interest rate of 15.7% and 17.4% per annum to the liability components of CB1 and CB3 respectively.

During the year, 20,079,000 (2010: 3,543,000) new ordinary shares in aggregate were issued, at the conversion price of HK\$0.508 (2010: HK\$0.508) per share to the bond holders upon the conversion of CB1 (note 33(a)). The conversion price was adjusted to HK\$0.508 as a result of the open offer in 2009. As a result, there was an increase in share capital and share premium of HK\$201,000 (2010: HK\$36,000) and HK\$12,811,000 (2010: HK\$2,048,000) respectively.

For the year ended 31 December 2010, 1,510,000,000 new ordinary shares in aggregate were issued, at the conversion price of HK\$0.093 per share, to the bond holders upon the conversion of CB5 (note 33(b)). As a result, there was an increase in share capital and share premium of HK\$15,100,000 and HK\$159,078,000 respectively.

### 31. 可換股債券—本集團及本公司 (續)

#### 權益部分變動

截至二零一一年及二零一零年十二月三十一日止年度之權益部分變動如下：

於發行日，可換股債券第一批債券及可換股債券第三批債券負債部分之公平值分別約為176,000,000港元及260,000,000港元。債券之利息費用乃按實際利率法以年利率15.7%及17.4%分別就可換股債券第一批債券及可換股債券第三批債券負債部分計算。

於本年度內，本公司於可換股債券第一批債券進行兌換時按每股兌換價0.508港元（二零一零年：0.508港元）向債券持有人發行合共20,079,000股（二零一零年：3,543,000股）新普通股（附註33(a)）。兌換價因二零零九年進行公開發售而調整為0.508港元。因此，其股本及股份溢價分別增加201,000港元（二零一零年：36,000港元）及12,811,000港元（二零一零年：2,048,000港元）。

截至二零一零年十二月三十一日止年度，本公司於可換股債券第五批債券進行兌換時按每股兌換價0.093港元向債券持有人發行合共1,510,000,000股新普通股（附註33(b)）。因此，其股本及股份溢價分別增加15,100,000港元及159,078,000港元。

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### 32. DEFERRED TAX – GROUP

Movement in deferred tax assets and liabilities for the years ended 31 December 2011 and 2010 are as follows:

| Deferred tax liabilities                          | 遞延稅項負債                      | Fair value adjustment on business combination<br>HK\$'000<br>就業務合併作出之<br>公平值調整<br>千港元 |
|---|-----------------------------|---|
| At 1 January 2010                                 | 於二零一零年一月一日                  | –   |
| Acquisition of subsidiaries (notes 36(a) and (b)) | 收購附屬公司(附註36(a)及(b))         | 532,309   |
| Credited to profit or loss                        | 計入損益表                       | (1,602)   |
| At 31 December 2010 and 1 January 2011            | 於二零一零年十二月三十一日及<br>二零一一年一月一日 | <b>530,707</b>  |
| Credited to profit or loss (note 9)               | 計入損益表(附註9)                  | <b>(8,059)</b>  |
| Exchange differences                              | 匯兌差額                        | <b>243</b>  |
| At 31 December 2011                               | 於二零一一年十二月三十一日               | <b>522,891</b>  |
| <b>Deferred tax assets</b>                        | <b>遞延稅項資產</b>               | <b>Accelerated capital allowances<br/>HK\$'000<br/>加速資本免稅額<br/>千港元</b>                |
| At 1 January 2010                                 | 於二零一零年一月一日                  | –   |
| Acquisition of a subsidiary (note 36(b))          | 收購附屬公司(附註36(b))             | 13,064  |
| At 31 December 2010 and 1 January 2011            | 於二零一零年十二月三十一日及<br>二零一一年一月一日 | <b>13,064</b>   |
| Charged to profit or loss (note 9)                | 計入損益表(附註9)                  | <b>(5,957)</b>  |
| Exchange differences                              | 匯兌差額                        | <b>384</b>  |
| At 31 December 2011                               | 於二零一一年十二月三十一日               | <b>7,491</b>  |

The Group has unrecognised tax losses of HK\$3,017,000 (2010: HK\$3,017,000) to carry forward against future taxable income. Deferred tax assets have not been recognised in respect of the tax losses as these were incurred by the companies that have been loss-making for some time. These tax losses do not expire under current legislation.

### 32. 遞延稅項－本集團

截至二零一一年及二零一零年十二月三十一日止年度遞延稅項資產及負債之變動如下：

| Deferred tax liabilities                          | 遞延稅項負債                      | Fair value adjustment on business combination<br>HK\$'000<br>就業務合併作出之<br>公平值調整<br>千港元 |
|---|-----------------------------|---|
| At 1 January 2010                                 | 於二零一零年一月一日                  | –   |
| Acquisition of subsidiaries (notes 36(a) and (b)) | 收購附屬公司(附註36(a)及(b))         | 532,309   |
| Credited to profit or loss                        | 計入損益表                       | (1,602)   |
| At 31 December 2010 and 1 January 2011            | 於二零一零年十二月三十一日及<br>二零一一年一月一日 | <b>530,707</b>  |
| Credited to profit or loss (note 9)               | 計入損益表(附註9)                  | <b>(8,059)</b>  |
| Exchange differences                              | 匯兌差額                        | <b>243</b>  |
| At 31 December 2011                               | 於二零一一年十二月三十一日               | <b>522,891</b>  |
| <b>Deferred tax assets</b>                        | <b>遞延稅項資產</b>               | <b>Accelerated capital allowances<br/>HK\$'000<br/>加速資本免稅額<br/>千港元</b>                |
| At 1 January 2010                                 | 於二零一零年一月一日                  | –   |
| Acquisition of a subsidiary (note 36(b))          | 收購附屬公司(附註36(b))             | 13,064  |
| At 31 December 2010 and 1 January 2011            | 於二零一零年十二月三十一日及<br>二零一一年一月一日 | <b>13,064</b>   |
| Charged to profit or loss (note 9)                | 計入損益表(附註9)                  | <b>(5,957)</b>  |
| Exchange differences                              | 匯兌差額                        | <b>384</b>  |
| At 31 December 2011                               | 於二零一一年十二月三十一日               | <b>7,491</b>  |

本集團擁有3,017,000港元未確認稅項虧損(二零一零年:3,017,000港元)可結轉用以抵銷未來應課稅收入。並無就稅項虧損確認遞延稅項資產，因為有關虧損乃由已虧損一段時間之公司所產生。根據目前法律，該等稅項虧損並未到期。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. SHARE CAPITAL

### 33. 股本

|   | Notes<br>附註 | 2011<br>二零一一年                             |                 | 2010<br>二零一零年                             |                 |
|---|-------------|---|-----------------|---|-----------------|
|   |             | Number of<br>shares<br>'000<br>股份數目<br>千股 | HK\$'000<br>千港元 | Number of<br>shares<br>'000<br>股份數目<br>千股 | HK\$'000<br>千港元 |
| Authorised:<br>Ordinary shares of HK\$0.01 each                             |             |   |                 |   |                 |
| At 1 January  |             | 50,000,000                                | 500,000         | 20,000,000                                | 200,000         |
| Increase in authorised ordinary<br>shares                                   | (e)         | -   | -               | 30,000,000                                | 300,000         |
| At 31 December  |             | 50,000,000                                | 500,000         | 50,000,000                                | 500,000         |
| Issued and fully paid:<br>At 1 January, ordinary shares of<br>HK\$0.01 each |             | 13,462,586                                | 134,626         | 7,361,043                                 | 73,610          |
| Exercise of convertible bonds and<br>issue of shares                        | (a), (b)    | 20,079                                    | 201             | 1,513,543                                 | 15,136          |
| Shares issued in August 2010  | (c)         | -   | -               | 1,510,000                                 | 15,100          |
| Shares issued in December 2010  | (d)         | -   | -               | 3,078,000                                 | 30,780          |
| At 31 December, ordinary shares of<br>HK\$0.01 each                         |             | 13,482,665                                | 134,827         | 13,462,586                                | 134,626         |

Notes:

(a) During the year, 20,079,000 (2010: 3,543,000) new ordinary shares in aggregate were issued, at the conversion price of HK\$0.508 (2010: HK\$0.508) per share to the bond holders upon the conversion of CB1 (note 31). As a result, there was an increase in share capital and share premium of HK\$201,000 (2010: HK\$36,000) and HK\$12,811,000 (2010: HK\$2,048,000) respectively.

附註:

(a) 年內，本公司於可換股債券第一批債券進行兌換時按每股兌換價0.508港元（二零一零年：0.508港元）向債券持有人發行合共20,079,000股（二零一零年：3,543,000股）新普通股（附註31）。因此，其股本及股份溢價分別增加201,000港元（二零一零年：36,000港元）及12,811,000港元（二零一零年：2,048,000港元）。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. SHARE CAPITAL (Continued)

Notes: (Continued)

- (b) For the year ended 31 December 2010, 1,510,000,000 new ordinary shares in aggregate were issued, at the conversion price of HK\$0.093 per share, to the bond holders upon the conversion of CB5 (note 31). As a result, there was an increase in share capital and share premium of HK\$15,100,000 and HK\$159,078,000 respectively.
- (c) On 10 August 2010, 1,510,000,000 new ordinary shares of HK\$0.01 each were issued as part of the consideration for the acquisition of entire interests of Sunlight Rise, as detailed in note 36(a). As a result, there was an increase in share capital and share premium of HK\$15,100,000 and HK\$194,790,000 respectively.
- (d) On 31 December 2010, 3,078,000,000 new ordinary shares of HK\$0.01 each were issued as part of the consideration for the acquisition of entire interests of China International Energy, as detailed in note 36(b). As a result, there was an increase in share capital and share premium of HK\$30,780,000 and HK\$230,850,000 respectively.
- (e) By a special resolution dated 28 October 2010, the authorised share capital of the Company was increased from HK\$200,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.01 each to HK\$500,000,000 by the creation of a further 30,000,000,000 of HK\$0.01 each ranking pari passu in all respects with the existing shares of the Company.

All issued new ordinary shares in 2011 and 2010 rank pari passu with other shares in issue in all respects.

### 33. 股本 (續)

附註: (續)

- (b) 截至二零一零年十二月三十一日止年度，本公司於可換股債券第五批債券進行兌換時按每股兌換價0.093港元向債券持有人發行合共1,510,000,000股新普通股(附註31)。因此，其股本及股份溢價分別增加15,100,000港元及159,078,000港元。
- (c) 於二零一零年八月十日，本公司發行1,510,000,000股每股面值0.01港元之新普通股，作為收購昇暉全部權益之部分代價(詳見附註36(a))。因此，其股本及股份溢價分別增加15,100,000港元及194,790,000港元。
- (d) 於二零一零年十二月三十一日，本公司發行3,078,000,000股每股面值0.01港元之新普通股，作為收購中國國際能源全部權益之部分代價(詳見附註36(b))。因此，其股本及股份溢價分別增加30,780,000港元及230,850,000港元。
- (e) 根據日期為二零一零年十月二十八日之特別決議案，本公司藉增設額外30,000,000,000股每股面值0.01港元之股份將法定股本由200,000,000港元(分為20,000,000,000股每股面值0.01港元之普通股)增加至500,000,000港元，並在所有方面與本公司現有股份享有同等權益。

二零一一年及二零一零年之所有已發行新普通股在各方面與其他已發行股份享有同等權益。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 34. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein during the year are presented in the consolidated statement of changes in equity.

The share premium account includes:

- (i) the difference between the combined net asset value of the subsidiaries acquired pursuant to the Group reorganisation in 2001, over the nominal value of the share capital of the Company issued in exchange therefore;
- (ii) the premium arising from the capitalisation issue in the previous years;
- (iii) issue of shares of the Company at a premium net of the transaction costs associated with the issue of shares; and
- (iv) amount transferred from other equity reserves upon exercise of share options and conversion of convertible bonds.

#### *Capital reserve*

During the year, the Group entered the assignment of borrowings agreements with one of the non-controlling shareholders of a subsidiary and the lenders. Both parties agreed that the bank and other borrowings amounted to HK\$15,738,000 were transferred from the Group to this non-controlling shareholder unconditionally. The amounts of HK\$9,443,000 and HK\$6,295,000 have been credited to capital reserve and non-controlling interests in equity respectively.

### 34. 儲備

#### (a) 本集團

本集團於年內之儲備金額及儲備變動情況載於綜合權益變動表。

股份溢價賬包括：

- (i) 根據本集團於二零零一年之重組收購之附屬公司之合併資產淨值超出本公司就交換而發行之股本面值之差額；
- (ii) 過往年度資本化發行產生之溢價；
- (iii) 本公司以溢價（已扣除發行股份相關交易成本）發行股份；及
- (iv) 於行使購股權及兌換可換股債券時從其他權益儲備轉撥之款項。

#### *股本儲備*

於本年度，本集團與一間附屬公司之其中一名非控股股東及貸方訂立貸款轉讓協議。訂約各方均同意，銀行及其他借貸15,738,000港元由本集團無條件轉讓至此非控股股東。9,443,000港元及6,295,000港元已分別計入權益之股本儲備及非控股權益。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 34. RESERVES (Continued)

#### (b) Company

|  |                             | Share premium<br>HK\$'000 | Capital reserve<br>HK\$'000 | Convertible bond equity reserve<br>HK\$'000<br>可換股債券權益儲備<br>千港元 | Accumulated losses<br>HK\$'000 | Total<br>HK\$'000 |
|--|-----------------------------|---------------------------|-----------------------------|---|--------------------------------|-------------------|
|  |                             | 股份溢價<br>千港元               | 股本儲備<br>千港元                 |   | 累計虧損<br>千港元                    | 總計<br>千港元         |
| At 1 January 2010  | 於二零一零年一月一日                  | 1,451,003                 | 140,667                     | 15,904  | (1,065,420)                    | 542,154           |
| Issue of shares upon acquisition of subsidiaries (notes 33(c) and (d))     | 於收購附屬公司時發行股份 (附註33(c)及(d))  | 425,640                   | -                           | -   | -                              | 425,640           |
| Issue of convertible bonds upon acquisition of subsidiaries (note 31)      | 於收購附屬公司時發行可換股債券 (附註31)      | -                         | -                           | 859,292   | -                              | 859,292           |
| Issue of shares upon conversion of convertible bonds (notes 33(a) and (b)) | 於兌換可換股債券時發行股份 (附註33(a)及(b)) | 161,126                   | -                           | (175,122)   | -                              | (13,996)          |
| Net loss for the year  | 本年度虧損淨額                     | -                         | -                           | -   | (370,008)                      | (370,008)         |
| At 31 December 2010 and 1 January 2011                                     | 於二零一零年十二月三十一日及二零一一年一月一日     | 2,037,769                 | 140,667                     | 700,074   | (1,435,428)                    | 1,443,082         |
| Issue of shares upon conversion of convertible bonds (note 33(a))          | 於兌換可換股債券時發行股份 (附註33(a))     | 12,811                    | -                           | (5,353)   | -                              | 7,458             |
| Net loss for the year  | 本年度虧損淨額                     | -                         | -                           | -   | (18,630)                       | (18,630)          |
| <b>At 31 December 2011</b>   | <b>於二零一一年十二月三十一日</b>        | <b>2,050,580</b>          | <b>140,667</b>              | <b>694,721</b>  | <b>(1,454,058)</b>             | <b>1,431,910</b>  |

Details of the share premium account of the Company are set out in note 34(a) above.

本公司股份溢價賬詳情載於上述附註34(a)。

### 34. 儲備 (續)

#### (b) 本公司

|  | Share premium<br>HK\$'000 | Capital reserve<br>HK\$'000 | Convertible bond equity reserve<br>HK\$'000<br>可換股債券權益儲備<br>千港元 | Accumulated losses<br>HK\$'000 | Total<br>HK\$'000 |
|--|---------------------------|-----------------------------|---|--------------------------------|-------------------|
|  | 股份溢價<br>千港元               | 股本儲備<br>千港元                 |   | 累計虧損<br>千港元                    | 總計<br>千港元         |

|  |                             |                  |                |                |                    |                  |
|--|-----------------------------|------------------|----------------|----------------|--------------------|------------------|
| At 1 January 2010  | 於二零一零年一月一日                  | 1,451,003        | 140,667        | 15,904         | (1,065,420)        | 542,154          |
| Issue of shares upon acquisition of subsidiaries (notes 33(c) and (d))     | 於收購附屬公司時發行股份 (附註33(c)及(d))  | 425,640          | -              | -              | -                  | 425,640          |
| Issue of convertible bonds upon acquisition of subsidiaries (note 31)      | 於收購附屬公司時發行可換股債券 (附註31)      | -                | -              | 859,292        | -                  | 859,292          |
| Issue of shares upon conversion of convertible bonds (notes 33(a) and (b)) | 於兌換可換股債券時發行股份 (附註33(a)及(b)) | 161,126          | -              | (175,122)      | -                  | (13,996)         |
| Net loss for the year  | 本年度虧損淨額                     | -                | -              | -              | (370,008)          | (370,008)        |
| At 31 December 2010 and 1 January 2011                                     | 於二零一零年十二月三十一日及二零一一年一月一日     | 2,037,769        | 140,667        | 700,074        | (1,435,428)        | 1,443,082        |
| Issue of shares upon conversion of convertible bonds (note 33(a))          | 於兌換可換股債券時發行股份 (附註33(a))     | 12,811           | -              | (5,353)        | -                  | 7,458            |
| Net loss for the year  | 本年度虧損淨額                     | -                | -              | -              | (18,630)           | (18,630)         |
| <b>At 31 December 2011</b>   | <b>於二零一一年十二月三十一日</b>        | <b>2,050,580</b> | <b>140,667</b> | <b>694,721</b> | <b>(1,454,058)</b> | <b>1,431,910</b> |

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### 35. SHARE-BASED COMPENSATION

The Company has a share option scheme, which was adopted on 6 June 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date (the "Scheme"), for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group and any non-controlling shareholder in the Company's subsidiaries.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is equivalent to 10% of the shares of the Company in issue at any time.

Pursuant to the extraordinary general meeting passed on 8 December 2009, the general scheme limit of the Company's share option scheme has been reset to 736,104,000 shares, representing 10% of the Company's issued share capital on the date of meeting, with the passing of ordinary resolution, which allows the Company to grant further options carrying the rights to subscribe for a maximum of 736,104,000 shares. As at the date of the approval of these financial statements, no option has been granted pursuant to the Scheme.

The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1%, of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

### 35. 以股份為基礎之補償

本公司設有購股權計劃（「計劃」），藉此獎勵及回饋對本集團營運成功有貢獻之合資格參與者。於二零零二年六月六日採納之計劃除非另行取消或修訂，否則由該日期起計10年內將一直有效。計劃之合資格參與者包括本公司之董事、獨立非執行董事、本集團之其他僱員、本集團之貨品或服務供應商、本集團之顧客、向本集團提供研究、發展或其他技術支援之任何人士或實體及本公司附屬公司之任何非控股股東。

目前根據計劃容許授出之尚未行使購股權之最高數目為相等於本公司於任何時間已發行股份之10%。

根據於二零零九年十二月八日舉行之股東特別大會，本公司購股權計劃之一般計劃限額已重新設定為736,104,000股股份（佔大會舉行日期本公司已發行股本之10%），隨著普通決議案獲通過，本公司可進一步授出附有最多可認購736,104,000股股份權利之購股權。於該等財務報表批准日期，概無根據計劃授出任何購股權。

在任何十二個月期間內，根據購股權可向計劃內之每名合資格參與者發行之最高股份數目不得超逾本公司於任何時間已發行股份之1%。倘進一步授出超逾此限額之購股權，則須在股東大會上取得股東批准。

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### 35. SHARE-BASED COMPENSATION (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors, in addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors of the Company, but may not be less than the higher of:

- (a) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options;
- (b) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and
- (c) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

There was no share option granted or exercised in 2011 and 2010. As at 31 December 2011 and 2010, the Group has no outstanding share option.

Subsequent to the reporting date and up to the date of the approval of these financial statements, no additional share options were granted.

### 35. 以股份為基礎之補償 (續)

授予本公司董事、主要行政人員或主要股東或彼等之任何聯繫人之購股權，須事先取得獨立非執行董事之批准。此外，在任何十二個月期間內授予本公司之主要股東或獨立非執行董事或彼等之任何聯繫人之任何購股權，倘超過本公司於任何時間已發行股份之0.1%或總值超過5,000,000港元（根據於授出日期本公司之股價而釐定）者，則須事先在股東大會上取得股東批准。

授出購股權之建議須於授出購股權建議之日起計28日內獲接納，承授人亦須就此繳交合共1港元之名義代價。所授出之購股權之行使期由本公司董事決定，期限在一段歸屬期後開始，而屆滿日期不得遲於建議授出購股權日期起計10年或計劃屆滿之日（以較早發生者為準）。

購股權之行使價由本公司董事決定，惟不得低於以下之較高者：

- (a) 於建議授出購股權之日期本公司股份於聯交所之收市價；
- (b) 本公司股份於緊接建議授出購股權日期前五個交易日在聯交所之平均收市價；及
- (c) 股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

於二零一一年及二零一零年並無授出或行使購股權。於二零一一年及二零一零年十二月三十一日，本集團並無尚未行使之購股權。

於報告日期後及截至該等財務報表批准日期，概無授出任何額外購股權。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS

#### (a) The Sunlight Group

On 10 August 2010, the Group completed the acquisition of the Sunlight Group through the wholly-owned subsidiary of the Company, at the consideration comprising of cash of HK\$70,000,000, the consideration shares with fair value of HK\$209,890,000 and the convertible bonds with fair value of HK\$174,178,000 (i.e. CB5 (note 31)). The principal activity of the Sunlight Group is the supply of electricity and heat in the PRC.

Details of net identifiable assets acquired and goodwill are as follows:

### 36. 業務合併

#### (a) 昇暉集團

於二零一零年八月十日，本集團完成透過本公司之全資附屬公司收購昇暉集團，代價包括現金70,000,000港元、公平值為209,890,000港元之代價股份及公平值為174,178,000港元之可換股債券（即可換股債券第五批債券（附註31））。昇暉集團之主要業務為於中國從事熱電供應。

收購之可辨認資產淨值及商譽之詳情如下：

|  |                      | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|----------------------|----------------------------------|
| Purchase consideration:                            | 購買代價：                |                                  |
| – Cash   | – 現金                 | 70,000                           |
| – Fair value of shares issued (note 33(c))         | – 已發行股份之公平值（附註33(c)） | 209,890                          |
| – Fair value of convertible bonds issued (note 31) | – 已發行可換股債券之公平值（附註31） | 174,178                          |
| Total purchase consideration                       | 購買總代價                | 454,068                          |
| Fair value of net identifiable assets acquired     | 收購之可辨認資產淨值之公平值       | (130,702)                        |
| Goodwill (note 19)                                 | 商譽（附註19）             | 323,366                          |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (a) The Sunlight Group (Continued)

The fair values of the identifiable assets and liabilities arising from the acquisition as at the date of acquisition and the corresponding carrying amounts immediately prior to the acquisition are as follows:

|   |                     | Fair value<br>2010<br>HK\$'000 | Acquiree's<br>carrying<br>amount<br>2010<br>HK\$'000 |
|---|---------------------|--------------------------------|--|
|   |                     | 公平值<br>二零一零年<br>千港元            | 被收購方之<br>賬面值<br>二零一零年<br>千港元                         |
| Property, plant and equipment (note 16(a))                | 物業、廠房及設備(附註16(a))   | 305,844                        | 305,844  |
| Prepaid land lease payments (note 17)                     | 預付土地租賃款項(附註17)      | 28,921                         | 28,921   |
| Intangible assets (note 20)                               | 無形資產(附註20)          | 25,235                         | -  |
| Prepayments, deposits, other receivables and other assets | 預付款項、按金、其他應收款項及其他資產 | 40,781                         | 40,781   |
| Inventories   | 存貨                  | 2,127                          | 2,127  |
| Trade receivables   | 應收貿易賬項              | 11,024                         | 11,024   |
| Pledged bank deposits                                     | 已抵押銀行存款             | 915                            | 915  |
| Cash at banks and in hand                                 | 銀行結存及手頭現金           | 116,455                        | 116,455  |
| Trade payables  | 應付貿易賬項              | (15,916)                       | (15,916)   |
| Bank borrowings   | 銀行借款                | (31,922)                       | (31,922)   |
| Amounts due to non-controlling shareholder                | 應付非控股股東款項           | (75,448)                       | (75,448)   |
| Other payables, accruals and other liabilities            | 其他應付款項、應計款項及其他負債    | (131,047)                      | (131,047)  |
| Deferred tax liabilities (note 32)                        | 遞延稅項負債(附註32)        | (6,309)                        | -  |
| Net assets  | 資產淨值                | 270,660                        | 251,734  |
| Non-controlling interests                                 | 非控股股東權益             | (139,958)                      |  |
| Net identified assets acquired                            | 收購之已辨認資產淨值          | 130,702                        |  |
| Purchase consideration settled in cash in 2009            | 於二零零九年以現金結算之購買代價    |                                | (35,000)   |
| Cash at banks and in hand in the subsidiaries acquired    | 收購之附屬公司之銀行結存及手頭現金   |                                | 116,455  |
| Cash inflow on acquisition                                | 收購事項現金流入            |                                | 81,455   |

### 36. 業務合併(續)

#### (a) 昇暉集團(續)

收購事項所產生之可辨認資產及負債於收購日期之公平值以及緊接收購事項前之相應賬面值如下：

|   | Fair value<br>2010<br>HK\$'000 | Acquiree's<br>carrying<br>amount<br>2010<br>HK\$'000 |
|---|--------------------------------|--|
|   | 公平值<br>二零一零年<br>千港元            | 被收購方之<br>賬面值<br>二零一零年<br>千港元                         |
| Property, plant and equipment (note 16(a))                | 305,844                        | 305,844  |
| Prepaid land lease payments (note 17)                     | 28,921                         | 28,921   |
| Intangible assets (note 20)                               | 25,235                         | -  |
| Prepayments, deposits, other receivables and other assets | 40,781                         | 40,781   |
| Inventories   | 2,127                          | 2,127  |
| Trade receivables   | 11,024                         | 11,024   |
| Pledged bank deposits                                     | 915                            | 915  |
| Cash at banks and in hand                                 | 116,455                        | 116,455  |
| Trade payables  | (15,916)                       | (15,916)   |
| Bank borrowings   | (31,922)                       | (31,922)   |
| Amounts due to non-controlling shareholder                | (75,448)                       | (75,448)   |
| Other payables, accruals and other liabilities            | (131,047)                      | (131,047)  |
| Deferred tax liabilities (note 32)                        | (6,309)                        | -  |
| Net assets  | 270,660                        | 251,734  |
| Non-controlling interests                                 | (139,958)                      |  |
| Net identified assets acquired                            | 130,702                        |  |
| Purchase consideration settled in cash in 2009            |                                | (35,000)   |
| Cash at banks and in hand in the subsidiaries acquired    |                                | 116,455  |
| Cash inflow on acquisition                                |                                | 81,455   |



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (a) The Sunlight Group (Continued)

Goodwill arose in the acquisition because the cost of business combination included intangible assets that do not qualify for separate recognition. No goodwill is expected to be deductible for tax purpose.

The fair value and the gross amount of trade and other receivables amount to HK\$21,010,000. None of these receivables were impaired.

Transaction costs of HK\$3,468,000 were expensed and were included in administrative expenses for the year ended 31 December 2010.

The fair value of the shares issued was based on the published share price on the acquisition date. The fair value of convertible bonds was determined by the income approach.

The Group has elected to measure non-controlling interests in this acquisition at proportionate share of the acquiree's identifiable net assets.

Since the acquisition, the Sunlight Group contributed revenue and the loss of HK\$44,413,000 and HK\$55,290,000 respectively to the Group for the year ended 31 December 2010.

Had the acquisition been taken place at 1 January 2010, revenue and loss of the Group for the year ended 31 December 2010 would have been approximately HK\$105,006,000 and HK\$3,726,000 respectively. The pro forma information was for illustrative purposes only and was not necessarily indicative of revenue and results of the Group that actually would have been achieved had the acquisition been completed on 1 January 2010 nor are they intended to be projection of future results.

### 36. 業務合併 (續)

#### (a) 昇暉集團 (續)

由於業務合併成本包括不符合獨立確認資格之無形資產，故是項收購產生商譽。預期並無商譽會扣稅。

應收貿易賬項及其他應收款項之公平值及總額為21,010,000港元。該等應收款項並無減值。

3,468,000港元之交易成本於截至二零一零年十二月三十一日止年度之行政開支內支銷。

已發行股份之公平值乃根據收購日期之已公佈股價釐定。可換股債券之公平值以收入法釐定。

本集團已選擇按應佔被收購方之可辨認資產淨值比例計量是項收購之非控股股東權益。

自收購事項以來，截至二零一零年十二月三十一日止年度，昇暉集團向本集團貢獻收益及虧損分別為44,413,000港元及55,290,000港元。

倘收購事項於二零一零年一月一日發生，截至二零一零年十二月三十一日止年度，本集團之收益及虧損分別約為105,006,000港元及3,726,000港元。備考資料僅供說明之用，並非說明倘該收購事項已於二零一零年一月一日完成之情況下，本集團可實際錄得之收益及業績，亦不擬作為未來業績之預測。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (b) The China International Group

On 31 December 2010, the Group completed the acquisition of 100% equity interest in China International Energy together with its subsidiaries referred to as the ("China International Group"), at the consideration comprising of cash of HK\$150,000,000, the promissory notes with fair value of HK\$43,854,000, the consideration shares with fair value of HK\$261,630,000 and the convertible bonds with fair value of HK\$685,114,000 (i.e. CB6 and CB7 (note 31)). The principal activity of the China International Group is oil production in the PRC. Details of the operations are set out in note 38.

Details of net identifiable assets acquired and excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost are as follows:

### 36. 業務合併 (續)

#### (b) 中國國際集團

於二零一零年十二月三十一日，本集團透過完成收購於中國國際能源（連同其附屬公司統稱為「中國國際集團」）之全部股本權益，代價包括現金150,000,000港元、公平值為43,854,000港元之本票、公平值為261,630,000港元之代價股份及公平值為685,114,000港元之可換股債券（即可換股債券第六批債券及可換股債券第七批債券（附註31））。中國國際集團之主要業務為於中國從事產油。有關業務之詳情載於附註38。

收購之可辨認資產淨值及收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本之數額之詳情如下：

|   |  | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|--|----------------------------------|
| Purchase consideration:   | 購買代價：                                  |                                  |
| – Cash paid   | – 已付現金                                 | 150,000                          |
| – Fair value of promissory notes issued (note 30)   | – 已發行本票之公平值（附註30）                      | 43,854                           |
| – Fair value of shares issued   | – 已發行股份之公平值                            | 261,630                          |
| – Fair value of convertible bonds issued (i.e. CB6) (note 31)   | – 已發行可換股債券（即可換股債券第六批債券）之公平值（附註31）      | 342,557                          |
| – Fair value of convertible bonds (i.e. CB7) (note 31 and note (i) below)   | – 可換股債券（即可換股債券第七批債券）之公平值（附註31及下文附註(i)） | 342,557                          |
| Total purchase consideration  | 購買總代價                                  | 1,140,598                        |
| Fair value of net identifiable assets acquired  | 收購之可辨認資產淨值之公平值                         | (1,746,868)                      |
| Excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost | 收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本之數額  | 606,270                          |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (b) The China International Group (Continued)

The fair values of the identifiable assets and liabilities arising from the acquisition as at the date of acquisition and the corresponding carrying amounts immediately prior to the acquisition are as follows:

|  |                         | Fair value<br>2010<br>HK\$'000 | Acquiree's<br>carrying<br>amount<br>2010<br>HK\$'000 |
|--|-------------------------|--------------------------------|--|
|  |                         | 公平值<br>二零一零年<br>千港元            | 被收購方之<br>賬面值<br>二零一零年<br>千港元                         |
| Property, plant and equipment<br>(note 16(a))                | 物業、廠房及設備(附註16(a))       | 130,483                        | 130,483  |
| Intangible assets (note 20)                                  | 無形資產(附註20)              | 2,109,133                      | 5,133  |
| Prepayments, deposits, other<br>receivables and other assets | 預付款項、按金、其他應收款項及<br>其他資產 | 18,769                         | 18,769   |
| Indemnification assets                                       | 彌償資產                    | 5,000                          | -  |
| Trade receivables  | 應收貿易賬項                  | 12,739                         | 12,739   |
| Cash at banks and in hand                                    | 銀行結存及手頭現金               | 80,117                         | 80,117   |
| Deferred tax assets (note 32)                                | 遞延稅項資產(附註32)            | 13,064                         | 13,064   |
| Other payables, accruals and<br>other liabilities            | 其他應付款項、應計款項及<br>其他負債    | (96,437)                       | (96,437)   |
| Deferred tax liabilities (note 32)                           | 遞延稅項負債(附註32)            | (526,000)                      | -  |
| Net identified assets acquired/<br>net assets                | 收購之已辨認資產淨值/資產淨值         | <u>1,746,868</u>               | <u>163,868</u>                                       |
| Purchase consideration settled in<br>cash in 2009            | 於二零零九年以現金結算之<br>購買代價    |                                | (150,000)  |
| Cash at banks and in hand in the<br>subsidiaries acquired    | 收購之附屬公司之銀行結存及<br>手頭現金   |                                | <u>80,117</u>  |
| Cash outflow on acquisition                                  | 收購事項現金流出                |                                | <u>(69,883)</u>                                      |

### 36. 業務合併(續)

#### (b) 中國國際集團(續)

收購事項所產生之可辨認資產及負債於收購日期之公平值以及緊接收購事項前之相應賬面值如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (b) The China International Group (Continued)

Note:

- (i) Pursuant to the sale and purchase agreement, CB7 shall be issued upon the final and absolute dismissal, striking-out, withdrawal, discharge, release, settlement or discontinuance of the litigation mentioned in note 44(b). As there was the undertaking of the indemnification of the litigation by the vendor, the whole CB7 was expected to be issued upon the final and absolute dismissal, striking-out, withdrawal, discharge, release, settlement or discontinuance of the litigation.

The excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost arose in the acquisition because the Group obtained intangible assets arising from the business combination.

Indemnification assets of HK\$5,000,000 were recognised as there was the undertaking of the indemnification of the litigation by the vendor. The amount was calculated based on the possible outcome of the litigation at the date of acquisition (note 44(b)).

The fair value and the gross amount of trade and other receivables amounted to HK\$30,233,000. None of these receivables were impaired.

Transaction costs of HK\$3,517,000 were expensed and were included in administrative expenses for the year ended 31 December 2010.

The fair value of the shares issued was based on the published share price on the acquisition date. The fair value of convertible bonds was determined by the income approach. The fair value of promissory notes was calculated at the discounted borrowing rate of 8.99% per annum.

### 36. 業務合併 (續)

#### (b) 中國國際集團 (續)

附註:

- (i) 根據買賣協議，本公司已於附註44(b)所述之訴訟最終及完全撤除、消除、撤銷、履行、解除、解決或終止後將發行可換股債券第七批債券。由於賣方就訴訟作出彌償保證承諾，可換股債券第七批債券預期將於訴訟最終及完全撤除、消除、撤銷、履行、解除、解決或終止後全部發行。

由於本集團獲得業務合併所產生之無形資產，故是項收購導致收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本。

由於賣方就訴訟作出彌償保證承諾，故已確認5,000,000港元彌償資產。該金額乃根據於收購日期訴訟之可能結果而釐定（附註44(b)）。

應收貿易賬項及其他應收款項之公平值及總額為30,233,000港元。該等應收款項並無減值。

3,517,000港元之交易成本於截至二零一零年十二月三十一日止年度之行政開支內支銷。

已發行股份之公平值乃根據收購日期之已公佈股價釐定。可換股債券之公平值以收入法釐定。本票之公平值乃根據借款貼現率每年8.99%釐定。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 36. BUSINESS COMBINATIONS (Continued)

#### (b) The China International Group (Continued)

Since the acquisition, no revenue and results was contributed by the China International Group for the year ended 31 December 2010 as the acquisition was completed on 31 December 2010.

Had the acquisition been taken place at 1 January 2010, the revenue and the profit of the Group for the year ended 31 December 2010 would have been approximately HK\$51,717,000 and HK\$4,058,000 respectively. The pro forma information was for illustrative purposes only and was not necessarily indicative of revenue and results of the Group that actually would have been achieved had the acquisition been completed on 1 January 2010 nor are they intended to be projection of future results.

#### (c) An analysis of the net inflow of cash and cash equivalents in respect of the acquisitions of the above subsidiaries is as follows:

Total consideration in cash paid in 2010  
Cash at bank and in hand acquired  
– The Sunlight Group  
– The China International Group

Net cash inflows in respect of the acquisitions of subsidiaries

於二零一零年支付之現金代價總額  
收購之銀行結存及手頭現金  
– 昇暉集團  
– 中國國際集團

有關收購附屬公司之現金流入淨額

2010  
HK\$'000  
二零一零年  
千港元

–  
116,455  
80,117

196,572

There was no business combination occurred for the year ended 31 December 2011.

截至二零一一年十二月三十一日止年度，本公司並無發生任何業務合併。

### 36. 業務合併 (續)

#### (b) 中國國際集團 (續)

由於收購事項已於二零一零年十二月三十一日完成，故自收購事項以來，截至二零一零年十二月三十一日止年度，中國國際集團並無向本集團貢獻任何收益及業績。

倘收購事項於二零一零年一月一日發生，截至二零一零年十二月三十一日止年度，本集團之收益及溢利分別約為51,717,000港元及4,058,000港元。備考資料僅供說明之用，並非說明倘該收購事項已於二零一零年一月一日完成之情況下，本集團可實際錄得之收益及業績，亦不擬作為未來業績之預測。

#### (c) 有關收購上述附屬公司之現金及現金等值項目流入淨額分析如下：



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 37. DE-CONSOLIDATING SUBSIDIARIES

As described in notes 3(a)(ii) and 3(a)(iii), the board of directors of the Company considered that the Group no longer had the power to exercise its rights as the shareholder and thus had lost control over the assets and operations and was unable to exercise control over the financial and operating policy decisions of QHFSMI and IMFSMI. As a consequence, the Group had been unable to obtain the financial information of QHFSMI and IMFSMI since 2010. The directors of the Company considered that the Group had lost its control to govern the financial and operating policies of QHFSMI and IMFSMI with effect from 1 January 2010. Accordingly, the financial statements of QHFSMI and IMFSMI were de-consolidated with effect from 1 January 2010, and the loss arising from loss of controls over QHFSMI's and IMFSMI's assets amounting to HK\$348,966,000 was recognised in 2010.

Details of net assets attributable to QHFSMI and IMFSMI as at 1 January 2010 are set out below:

### 37. 附屬公司不再綜合入賬

如附註3(a)(ii)及3(a)(iii)所述，本公司董事會認為，本集團不再有權行使其作為股東之權利，並因此失去對青海森源及內蒙古森源之資產及經營之控制權，並無法對青海森源及內蒙古森源之財務及經營決策行使控制權。因此，本集團已無法取得青海森源及內蒙古森源自二零一零年起之財務資料。本公司董事認為，由二零一零年一月一日起，本集團已失去規管青海森源及內蒙古森源財務及經營決策之控制權。因此，青海森源及內蒙古森源之財務報表不再綜合入賬，於二零一零年一月一日起生效。失去青海森源及內蒙古森源資產之控制權所產生之虧損348,966,000港元已於二零一零年確認。

於二零一零年一月一日青海森源及內蒙古森源應佔資產淨值之詳情載列如下：

|  |                     | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|---------------------|----------------------------------|
| Net assets de-consolidated of:                               | 不再綜合入賬之資產淨值：        |                                  |
| Property, plant and equipment (note 16(a))                   | 物業、廠房及設備(附註16(a))   | 3,578                            |
| Exploration and evaluation assets                            | 勘探及評估資產             | 38,562                           |
| Prepayments, deposits and other receivables                  | 預付款項、按金及其他應收款項      | 71                               |
| Cash and cash equivalents                                    | 現金及現金等值項目           | 75                               |
| Deposits received, other payables and accruals               | 已收按金、其他應付款項及應計款項    | (19,980)                         |
|  |                     | 22,306                           |
| Goodwill (note 19)   | 商譽(附註19)            | 327,632                          |
|  |                     | 349,938                          |
| Release of exchange reserve on de-consolidating subsidiaries | 不再綜合入賬附屬公司之匯兌儲備撥回   | (972)                            |
| Loss on de-consolidating subsidiaries (note 11)              | 附屬公司不再綜合入賬之虧損(附註11) | 348,966                          |
| Cash outflow on de-consolidating subsidiaries                | 附屬公司不再綜合入賬之現金流出     | (75)                             |

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 38. OIL PRODUCTION SHARING CONTRACT – SONGLIAO CONTRACT

In August 2007, China Era entered into an oil production sharing contract (the “Songliao Contract”) with China National Petroleum Corporation (“CNPC”) to develop and produce crude oil in Liangjing Block on Songliao Basin in Jilin, the PRC. CNPC is a state-owned company established in the PRC.

Pursuant to the Songliao Contract signed in August 2007, China Era agrees to provide funds and apply its advanced technology and managerial experience to cooperate with CNPC for the development and production of crude oil in Liangjing Block on Songliao Basin in Jilin, the PRC. The maximum term of the Songliao Contract is 30 years from 1 December 2007, unless extended due to the production period.

China Era bears all costs required for the evaluation operations and development operations. The operating costs incurred shall be paid by CNPC and China Era in accordance with 51% and 49% respectively. However, CNPC’s portion of operating costs shall be advanced by China Era and recovered from the production of crude oil.

Under the terms of the Songliao Contract, the evaluation costs, development costs and operating costs are to be recovered according to a mechanism of cost recovery oil and investment recovery oil. Remaining oil, after cost recovery, all applicable taxes and royalty that might apply in the PRC, is share oil, which is apportioned between 51% by CNPC and 49% by China Era.

In December 2009, the approval of Overall Development Program from National Development and Reform Commission has been obtained. The technical feasibility and commercial viability of extracting oil are demonstrated. CNPC is the holder of oil exploitation licence.

### 38. 產油業務分成合約－松遼合約

於二零零七年八月，中國年代與中國石油天然氣集團公司（「中國石油天然氣集團公司」）訂立一份產油業務分成合約（「松遼合約」），以於中國吉林松遼盆地兩井區塊開發及生產原油。中國石油天然氣集團公司為於中國成立之國有公司。

根據二零零七年八月簽訂之松遼合約，中國年代同意與中國石油天然氣集團公司合作，提供資金及應用其先進之技術及管理經驗，以在中國吉林松遼盆地兩井區塊開發及生產原油。除非因生產期而延長，否則松遼合約之最長年期為自二零零七年十二月一日起計為期三十年。

中國年代承擔評估營運及開發營運所需之全部成本。產生之營運成本須由中國石油天然氣集團公司與中國年代分別按51%及49%之比例支付。然而，中國石油天然氣集團公司承擔之營運成本部分須由中國年代墊付，並從原油生產中收回。

根據松遼合約之條款，評估成本、開發成本及營運成本將根據收回成本石油及收回投資石油機制收回。在扣除收回成本、所有可能在中國應用之適用稅項及礦區使用費後，餘下的石油即為共享石油，將分別按51%及49%之比例分配予中國石油天然氣集團公司及中國年代。

於二零零九年十二月，國家發展改革委員會批准整體開發方案。開採石油之技術及商業可行性可以確定。中國石油天然氣集團公司持有石油開採牌照。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 38. OIL PRODUCTION SHARING CONTRACT – SONGLIAO CONTRACT (Continued)

Set out below is the summary of assets, liabilities and results for the year recognised in the consolidated financial statements in relation to the Group's interest in the Songliao Contract:

#### (a) Result for the year

|                          |         | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--------------------------|---------|----------------------------------|----------------------------------|
| Revenue                  | 收益      | 127,544                          | –                                |
| Other income             | 其他收入    | 10,450                           | –                                |
| Expenses                 | 開支      | (90,514)                         | –                                |
| Profit before income tax | 除所得稅前溢利 | 47,480                           | –                                |
| Income tax expense       | 所得稅開支   | (5,958)                          | –                                |
| Profit for the year      | 本年度溢利   | 41,522                           | –                                |

#### (b) Assets and liabilities

|                               |          | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|-------------------------------|----------|----------------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 231,434                          | 127,360                          |
| Intangible assets             | 無形資產     | 5,280                            | 5,133                            |
| Other non-current assets      | 其他非流動資產  | 7,491                            | 13,064                           |
| Current assets                | 流動資產     | 60,330                           | 46,125                           |
| Current liabilities           | 流動負債     | (84,207)                         | (67,830)                         |
| Non-current liabilities       | 非流動負債    | (67,608)                         | (22,778)                         |
| Net assets                    | 資產淨值     | 152,720                          | 101,074                          |

#### (c) Commitments

|   |                                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|--------------------------------|----------------------------------|----------------------------------|
| Capital commitments:<br>Contracted but not provided for<br>in respect of equipment                            | 資本承擔：<br>已訂約但未就設備計提撥備          | 629                              | 3,395                            |
| Other commitments:<br>Contracted but not provided for<br>in respect of administrative fee<br>and training fee | 其他承擔：<br>已訂約但未就管理費及<br>培訓費計提撥備 | 58,321                           | 62,897                           |
|   |                                | 58,950                           | 66,292                           |

### 38. 產油業務分成合約－松遼合約 (續)

以下載列於綜合財務報表中就本集團於松遼合約之權益確認之本年度之資產、負債及業績之概要：

#### (a) 年度業績

|                          |         | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--------------------------|---------|----------------------------------|----------------------------------|
| Revenue                  | 收益      | 127,544                          | –                                |
| Other income             | 其他收入    | 10,450                           | –                                |
| Expenses                 | 開支      | (90,514)                         | –                                |
| Profit before income tax | 除所得稅前溢利 | 47,480                           | –                                |
| Income tax expense       | 所得稅開支   | (5,958)                          | –                                |
| Profit for the year      | 本年度溢利   | 41,522                           | –                                |

#### (b) 資產及負債

|                               |          | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|-------------------------------|----------|----------------------------------|----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 231,434                          | 127,360                          |
| Intangible assets             | 無形資產     | 5,280                            | 5,133                            |
| Other non-current assets      | 其他非流動資產  | 7,491                            | 13,064                           |
| Current assets                | 流動資產     | 60,330                           | 46,125                           |
| Current liabilities           | 流動負債     | (84,207)                         | (67,830)                         |
| Non-current liabilities       | 非流動負債    | (67,608)                         | (22,778)                         |
| Net assets                    | 資產淨值     | 152,720                          | 101,074                          |

#### (c) 承擔

|   |                                | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|--------------------------------|----------------------------------|----------------------------------|
| Capital commitments:<br>Contracted but not provided for<br>in respect of equipment                            | 資本承擔：<br>已訂約但未就設備計提撥備          | 629                              | 3,395                            |
| Other commitments:<br>Contracted but not provided for<br>in respect of administrative fee<br>and training fee | 其他承擔：<br>已訂約但未就管理費及<br>培訓費計提撥備 | 58,321                           | 62,897                           |
|   |                                | 58,950                           | 66,292                           |

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## 財務報表附註

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### 39. OPERATING LEASE COMMITMENTS

#### Group

At 31 December 2011, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

|   |                 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|-----------------|----------------------------------|----------------------------------|
| Within one year                         | 一年內             | 1,876                            | 2,006                            |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 970                              | 1,768                            |
| After five years                        | 五年後             | 1,166                            | 1,128                            |
|   |                 | <b>4,012</b>                     | <b>4,902</b>                     |

The Group leased certain leasehold land and buildings under operating leases. The leases ran for an initial period of two to thirteen years, with an option to renew the lease and renegotiate the terms at expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases included contingent rentals.

#### Company

The Company did not have any significant lease commitments as at 31 December 2010 and 2011.

### 39. 經營租約承擔

#### 本集團

於二零一一年十二月三十一日，本集團於下列年期內屆滿之不可撤銷經營租約之未來最少租賃付款總額如下：

|   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|---|----------------------------------|----------------------------------|
| Within one year                         | 1,876                            | 2,006                            |
| In the second to fifth years, inclusive | 970                              | 1,768                            |
| After five years                        | 1,166                            | 1,128                            |
|   | <b>4,012</b>                     | <b>4,902</b>                     |

本集團根據經營租約租用若干租賃土地及樓宇。該等租約初步為期兩至十三年，可於到期日或本集團與有關業主／出租人共同商定之日期選擇續租及重訂租約條款。該等租約不包括或然租金。

#### 本公司

本公司於二零一零年及二零一一年十二月三十一日並無任何重大租約承擔。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. CAPITAL AND OTHER COMMITMENTS

#### Group

|   |                            |
|---|----------------------------|
| Capital commitments:<br>Contracted but not provided for in respect of equipment                           | 資本承擔：<br>已訂約但未就設備計提撥備      |
| Other commitments:<br>Contracted but not provided for in respect of administrative fees and training fees | 其他承擔：<br>已訂約但未就管理費及培訓費計提撥備 |

#### Company

The Company does not have any significant capital and other commitments as at 31 December 2010 and 2011.

### 41. RELATED PARTY TRANSACTIONS

Apart from the balances and transactions with related parties disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

#### Compensation of key management personnel

Included in staff costs are key management personnel compensation (including directors' emoluments) and comprises the following categories:

|   |           |
|---|-----------|
| Short-term employee benefits              | 短期僱員福利    |
| Contribution to retirement benefit scheme | 退休福利計劃之供款 |

### 40. 資本及其他承擔

#### 本集團

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| 3,038                            | 4,965                            |
| 58,321                           | 62,897                           |
| <b>61,359</b>                    | <b>67,862</b>                    |

#### 本公司

本公司於二零一零年及二零一一年十二月三十一日並無任何重大資本及其他承擔。

### 41. 關連人士交易

除財務報表所披露之結餘及與關連人士之交易外，年內，本集團與其關連人士尚有如下交易：

#### 主要管理人員之補償

主要管理人員之補償（包括董事酬金）乃計入員工成本，包括以下類別：

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|----------------------------------|----------------------------------|
| 4,778                            | 3,539                            |
| 42                               | 59                               |
| <b>4,820</b>                     | <b>3,598</b>                     |



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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT

The Group does not have written financial risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to credit risk, market risk (including foreign currency risk and interest rate risk) and liquidity risk. Generally, the Group employs conservative strategies on its risk management. The Group's exposure to market risk is kept at a minimum level. The Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes.

#### (a) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and its investing activities.

The carrying amounts of these financial assets presented in the statement of financial position are net of impairment losses, if any. The Group minimises its exposure to the credit risk by rigorously selecting the counterparties, performing ongoing credit evaluation on the financial conditions of its debtors and tightly monitoring the ageing of the receivables. Follow-up actions are taken in case of overdue balances on an ongoing basis. In addition, management monitors and reviews the recoverable amount of the receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

### 42. 財務風險管理

本集團並無制訂書面財務風險管理政策及指引。然而，董事會會定期舉行會議，分析及制訂政策管理本集團所承擔之信貸風險、市場風險（包括外匯風險及利率風險）及流動資金風險。一般而言，本集團會就其風險管理採納一套穩妥之策略，從而將本集團承擔之市場風險維持在最低水平。本集團並無運用任何衍生工具或其他工具進行對沖。本集團並無持有或發行衍生金融工具以作買賣用途。

#### (a) 信貸風險

信貸風險指金融工具之對手方未能履行其根據金融工具條款之責任而引致本集團蒙受財務損失之風險。本集團之信貸風險主要來自於其日常業務營運過程中授予客戶之信貸及其投資業務。

該等財務資產於財務狀況表呈列之賬面值已扣除減值虧損（如有）。本集團透過審慎挑選對手方、對其債務人之財務狀況進行持續信貸評估，以及緊密監控應收款項之賬齡，最大程度降低其所承擔之信貸風險。本集團採取持續跟進措施收回逾期結餘。此外，管理層會於各報告日期個別或共同監控及檢討應收款項之可收回金額，確保就不可收回金額作出足夠之減值虧損。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Normally, the Group does not obtain collateral from customers. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. As at 31 December 2011, the Group has a certain concentration of credit risk as 40% and 77% of the total receivables was due from the Group's largest trade debtor and the three largest trade debtors respectively.

The credit risk of the Group's other financial assets, which comprise pledged bank deposits and cash and cash equivalents, is also limited because almost all the Group's cash and cash equivalents are deposited with major banks located in Hong Kong and the PRC.

As the Group trades only with recognised and creditworthy counterparties, there is no requirement for collateral.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

### 42. 財務風險管理 (續)

#### (a) 信貸風險 (續)

就應收貿易賬項及其他應收款項而言，對於所有要求若干信貸金額之客戶均會進行個別信貸評估。此等評估主要針對客戶以往到期時之還款紀錄及現時的還付能力，並考慮客戶的個別資料及客戶所處的經濟環境的資料。一般而言，本集團並無自客戶取得抵押品。本集團面對之信貸風險主要受各客戶之個別情況影響。客戶經營行業之固有風險亦對信貸風險有影響，惟較輕微。於二零一一年十二月三十一日，本集團有集中信貸風險應收款項總額40%及77%，其分別來自本集團最大貿易借款人及三名最大貿易借款人。

本集團之所有現金及現金等值項目幾乎全部存放於香港及中國之主要銀行，故本集團其他財務資產（包括已抵押銀行存款及現金及現金等值項目）之信貸風險亦有限。

由於本集團只與獲認可及信譽良好之對手方進行交易，故毋須抵押。

本集團於過往年度已推行信貸政策，本集團認為信貸政策已有效地將本集團之信貸風險減至理想水平。

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### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Foreign currency risk

The sales and purchases of the Group are predominantly in US\$, RMB and HK\$. Exposures to currency exchange rates arise from certain of the Group's cash and bank balances, other receivables and other payables which are denominated in US\$ and RMB respectively. The Group does not use derivative financial instruments to hedge its foreign currency risk. The Group reviews its foreign currency exposures regularly and does not consider its foreign exchange risk to be significant.

The following table details the Group's exposure at the reporting date to foreign currency risk from the above stated items denominated in a currency other than the functional currency of relevant group companies.

|  |                 |
|--|-----------------|
| Cash and cash equivalents<br>denominated in US\$ | 按美元列值之現金及現金等值項目 |
|--|-----------------|

By assessing foreign currency risk on other receivables and payables, the effect arising from a reasonably possible change in the exchange rates of HK\$ against US\$ and RMB in the next twelve months was not material to the loss for the year and accumulated losses at each of the reporting date, on the basis that all other variables remain constant.

### 42. 財務風險管理 (續)

#### (b) 外匯風險

本集團之買賣交易主要以美元、人民幣及港元列值。外匯風險來自本集團分別以美元及人民幣列值之若干現金及銀行結存、其他應收款項及其他應付款項。本集團並未使用衍生金融工具對沖其外匯風險。本集團定期檢討其外匯風險，並認為其外匯風險並不重大。

下表詳列於報告日期本集團上述項目按有關集團公司之功能貨幣以外之貨幣列值之外匯風險。

|  | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
|--|----------------------------------|----------------------------------|
|  | 432                              | 422                              |

經評估其他應收款項及應付款項之外匯風險，並假設所有其他變量保持不變，未來十二個月港元兌美元及人民幣之匯率可能合理變動產生之影響對年內之虧損及各報告日期之累計虧損並不重大。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk

The Group's exposure to interest rate risk for changes in interest rates relates primarily to the Group's floating interest rate borrowings. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

#### Sensitivity analysis

The Group is exposed to changes in market interest rates through its cash at banks, and bank borrowings, which are subject to variable interest rates.

The following table indicates the approximate change in the Group's (loss)/profit after income tax and accumulated losses in response to reasonably possible changes in the interest rate, to which the Group has significant exposure at the reporting date.

### 42. 財務風險管理 (續)

#### (c) 利率風險

本集團因利率變動所承擔之利率風險主要與本集團之浮息借款有關。本集團並未使用任何衍生合約對沖其利率風險。然而，管理層對利率風險進行監控，並於需要時考慮對沖重大利率風險。

#### 敏感度分析

本集團之銀行現金及銀行借款以不同利率計息，因而面臨市場利率變動的風險。

下表列載本集團之除所得稅後（虧損）／溢利及累計虧損因利率合理可能變動（本集團於報告日期承受重大風險）而產生之概約變動。

|                 |      | 2011<br>二零一一年                               |   | 2010<br>二零一零年                               |   |
|-----------------|------|---|---|---|---|
|                 |      | Increase/<br>(decrease) in<br>interest rate | Effect on loss<br>after income<br>tax and<br>accumulated<br>losses<br>HK\$'000<br>對除所得稅後<br>虧損及<br>累計虧損<br>之影響<br>千港元 | Increase/<br>(decrease) in<br>interest rate | Effect on profit<br>after income<br>tax and<br>accumulated<br>losses<br>HK\$'000<br>對除所得稅後<br>溢利及<br>累計虧損<br>之影響<br>千港元 |
|                 |      | 利率上升/<br>(下降)                               |   | 利率上升/<br>(下降)                               |   |
| Cash at banks   | 銀行現金 | 0.1%  | 70  | 0.1%  | 89  |
| Cash at banks   | 銀行現金 | (0.1%)                                      | (70)  | (0.1%)                                      | (89)  |
| Bank borrowings | 銀行借款 | 0.1%  | (9)   | 0.1%  | (25)  |
| Bank borrowings | 銀行借款 | (0.1%)                                      | 9   | (0.1%)                                      | 25  |

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk (Continued)

##### *Sensitivity analysis (Continued)*

The sensitivity analysis above has been determined assuming that the change in interest rate had occurred at the reporting date and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 0.1% increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for 2010.

#### (d) Fair values

The fair values of the Group's current financial assets and liabilities are not materially different from their carrying amount because of the immediate or short-term maturity. The fair values of non-current liabilities were not disclosed because their carrying value is not materially different from their fair value.

#### (e) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of its financial obligations, and also in respect of its cash flow management.

The Group maintains a level of cash and cash equivalents assessed as adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on internally generated funding and borrowings as significant sources of liquidity.

### 42. 財務風險管理 (續)

#### (c) 利率風險 (續)

##### *敏感度分析 (續)*

上述敏感度分析乃假設利率於報告日期已發生變動而釐定，並已應用於該日已存在之非衍生金融工具所面臨之利率風險中。上升／下降0.1%乃管理層就直至下一年度報告日期止期間內利率之合理可能變動所作之估計。有關分析乃基於二零一零年相同基準作出。

#### (d) 公平值

本集團之流動財務資產及負債之公平值與其賬面值並無重大差異，概因該等財務資產及負債屬即時到期或於短期內到期。由於非流動負債之賬面值與其公平值並無重大差異，故並無披露該等負債之公平值。

#### (e) 流動資金風險

流動資金風險指本集團不能履行其與透過交付現金或其他財務資產清償之財務負債有關之責任之風險。本集團面對之流動資金風險與清償其財務負債以及其現金流量管理有關。

本集團維持管理層認為充足之現金及現金等值項目，以向本集團業務經營提供資金及減輕現金流量波動之影響。本集團以內部產生資金及借款作為流動資金之重要來源。



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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Liquidity risk (Continued)

The maturity profile of the Group's and the Company's financial liabilities as at the reporting dates, based on the contractual undiscounted payments, were as follows:

| Group   | 本集團             | 2011<br>二零一一年                                  |  |   |
|---|-----------------|--|--|---|
|   |                 | Within<br>6 months<br>HK\$'000<br>六個月以內<br>千港元 | 6 to<br>12 months<br>HK\$'000<br>六至十二個月<br>千港元 | 1 to 5 years<br>HK\$'000<br>一至五年<br>千港元 |
| Trade payables                                | 應付貿易賬項          | 12,017   | —  | —                                       |
| Other payables and<br>accruals                | 其他應付款項及<br>應計款項 | 130,596  | —  | —                                       |
| Amount due to non-<br>controlling shareholder | 應付非控股股東款項       | —  | 4,074  | 9,760                                   |
| Bank borrowings                               | 銀行借款            | 12,313   | —  | —                                       |
| Other borrowings                              | 其他借款            | 2,196  | —  | 126,988                                 |
| Promissory notes                              | 本票              | —  | —  | 30,900                                  |
| Convertible bonds                             | 可換股債券           | —  | 15,287   | 414                                     |
|   |                 | <b>157,122</b>                                 | <b>19,361</b>                                  | <b>168,062</b>                          |

| Group   | 本集團             | 2010<br>二零一零年                                  |  |   |
|---|-----------------|--|--|---|
|   |                 | Within<br>6 months<br>HK\$'000<br>六個月以內<br>千港元 | 6 to<br>12 months<br>HK\$'000<br>六至十二個月<br>千港元 | 1 to 5 years<br>HK\$'000<br>一至五年<br>千港元 |
| Trade payables                                | 應付貿易賬項          | 18,851   | —  | —                                       |
| Other payables and<br>accruals                | 其他應付款項及<br>應計款項 | 124,687  | —  | —                                       |
| Amount due to non-<br>controlling shareholder | 應付非控股股東款項       | 11,570   | —  | —                                       |
| Bank borrowings                               | 銀行借款            | 21,243   | —  | 12,910                                  |
| Other borrowings                              | 其他借款            | 8,485  | —  | 90,655                                  |
| Promissory notes                              | 本票              | —  | —  | 52,000                                  |
| Convertible bonds                             | 可換股債券           | —  | —  | 24,344                                  |
|   |                 | <b>184,836</b>                                 | <b>—</b>                                       | <b>179,909</b>                          |

### 42. 財務風險管理 (續)

#### (e) 流動資金風險 (續)

本集團及本公司根據合約性無貼現款項於報告日期之財務負債到期日情況如下：

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Liquidity risk (Continued)

| Company                     | 本公司         |
|-----------------------------|-------------|
| Other payables and accruals | 其他應付款項及應計款項 |
| Convertible bonds           | 可換股債券       |
| Amount due to a subsidiary  | 應付一間附屬公司款項  |

### 42. 財務風險管理 (續)

#### (e) 流動資金風險 (續)

|                             |             | 2011<br>二零一一年                                  |  |   |
|-----------------------------|-------------|--|--|---|
|                             |             | Within<br>6 months<br>HK\$'000<br>六個月以內<br>千港元 | 6 to<br>12 months<br>HK\$'000<br>六至十二個月<br>千港元 | 1 to 5 years<br>HK\$'000<br>一至五年<br>千港元 |
| Other payables and accruals | 其他應付款項及應計款項 | 922  | –  | –                                       |
| Convertible bonds           | 可換股債券       | –  | 15,287   | 414                                     |
| Amount due to a subsidiary  | 應付一間附屬公司款項  | 23,696   | –  | –                                       |
|                             |             | <b>24,618</b>                                  | <b>15,287</b>                                  | <b>414</b>                              |

| Company                     | 本公司         |
|-----------------------------|-------------|
| Other payables and accruals | 其他應付款項及應計款項 |
| Convertible bonds           | 可換股債券       |

|                             |             | 2010<br>二零一零年                                  |  |   |
|-----------------------------|-------------|--|--|---|
|                             |             | Within<br>6 months<br>HK\$'000<br>六個月以內<br>千港元 | 6 to<br>12 months<br>HK\$'000<br>六至十二個月<br>千港元 | 1 to 5 years<br>HK\$'000<br>一至五年<br>千港元 |
| Other payables and accruals | 其他應付款項及應計款項 | 3,793  | –  | –                                       |
| Convertible bonds           | 可換股債券       | –  | –  | 24,344                                  |
|                             |             | <b>3,793</b>                                   | <b>–</b>                                       | <b>24,344</b>                           |

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 42. FINANCIAL RISK MANAGEMENT (Continued)

#### (f) Summary of financial assets and liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised as at 31 December 2011 and 2010 are categorised as follows. See notes 3(p) and 3(t) for explanations about how the categorisation of financial instruments affects their subsequent measurement.

### 42. 財務風險管理 (續)

#### (f) 按分類劃分之財務資產及負債概要

本集團於二零一一年及二零一零年十二月三十一日確認之財務資產及負債賬面值劃分如下。有關財務工具分類如何影響其後計量見附註3(p)及3(t)之解釋。

|   | Group<br>本集團                     |                                  | Company<br>本公司                   |                                  |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| <b>Financial assets</b>                       |                                  |                                  |                                  |                                  |
| <b>Loans and receivables</b>                  |                                  |                                  |                                  |                                  |
| - Cash at banks and in hand                   | 97,325                           | 146,135                          | 4,788                            | 15,564                           |
| - Pledged bank deposits                       | 976                              | 945                              | -                                | -                                |
| - Trade receivables                           | 31,326                           | 16,617                           | -                                | -                                |
| - Amount due from non-controlling shareholder | -                                | 6,080                            | -                                | -                                |
| - Other receivables                           | 36,117                           | 37,532                           | -                                | -                                |
| - Indemnification assets                      | 14,040                           | 5,000                            | -                                | -                                |
| - Due from subsidiaries                       | -                                | -                                | 1,600,089                        | 1,585,239                        |
|   | <b>179,784</b>                   | <b>212,309</b>                   | <b>1,604,877</b>                 | <b>1,600,803</b>                 |

|   | Group<br>本集團                     |                                  | Company<br>本公司                   |                                  |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|   | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 | 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| <b>Financial liabilities</b>              |                                  |                                  |                                  |                                  |
| <b>Current</b>                            |                                  |                                  |                                  |                                  |
| Trade payables                            | 12,017                           | 18,851                           | -                                | -                                |
| Other payables and accruals               | 130,596                          | 124,687                          | 922                              | 3,793                            |
| Amount due to non-controlling shareholder | 4,074                            | 11,570                           | -                                | -                                |
| Bank borrowings                           | 12,200                           | 21,133                           | -                                | -                                |
| Other borrowings                          | 2,196                            | 8,394                            | -                                | -                                |
| Convertible bonds                         | 14,129                           | -                                | 14,129                           | -                                |
| <b>Non-current</b>                        |                                  |                                  |                                  |                                  |
| Bank borrowings                           | -                                | 11,806                           | -                                | -                                |
| Other borrowings                          | 113,652                          | 87,010                           | -                                | -                                |
| Promissory notes                          | 28,707                           | 43,865                           | -                                | -                                |
| Convertible bonds                         | 355                              | 20,292                           | 355                              | 20,292                           |
| Amount due to a subsidiary                | -                                | -                                | 23,696                           | -                                |
| Amount due to non-controlling shareholder | 8,401                            | -                                | -                                | -                                |
|   | <b>326,327</b>                   | <b>347,608</b>                   | <b>39,102</b>                    | <b>24,085</b>                    |

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 43. CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

- (a) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for stakeholders;
- (b) To support the Group's stability and growth; and
- (c) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group. The Group currently does not adopt any formal dividend policy. Management regards total equity less equity component of convertible bond as capital, for capital management purpose. The amount of capital as at 31 December 2011 amounted to approximately HK\$1,571,099,000 (2010: HK\$1,592,193,000), which management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

### 43. 資本管理

本集團之資本管理目標為：

- (a) 保障本集團有能力繼續作為持續經營公司，持續為股東帶來回報及利益；
- (b) 支持本集團穩定營運及增長；及
- (c) 為本集團提供資本以鞏固其風險管理能力。

本集團定期積極檢討及管理其資本結構，確保資本結構及股東回報達致最佳狀態，考慮事項包括本集團未來資本需求。目前，本集團並無採納任何正式股息政策。就資本管理目的而言，管理層將總權益減可換股債券權益部分認作資本。於二零一一年十二月三十一日之資本金額約為1,571,099,000港元（二零一零年：1,592,193,000港元），經考慮預計資本開支及預測策略投資機會，管理層認為有關金額已達最佳水平。

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## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 44. LITIGATIONS

#### (a) Capital contribution to IMFSMI

The Group's subsidiary, namely IMFSMI was established since 2007 and its capital had not yet been fully paid up since then. IMFSMI (acted under the legal representative and the director of IMFSMI, Ms Leung) required its immediate holding company, namely HKFSMIH to make capital contribution of HK\$30 million to IMFSMI (the "Capital Contribution"), in accordance with IMFSMI's articles of association. In September 2009, IMFSMI acted as plaintiff and undertook legal action against HKFSMIH for the Capital Contribution. In March 2010, the Company's PRC counsel replied to the court in Inner Mongolia that

- (i) The plaintiff (i.e. IMFSMI) does not possess the litigation capacity as the business license of IMFSMI had already expired on 30 April 2009.
- (ii) The plaintiff does not have any rights to undertake the litigation as there are no laws in the PRC to enable a company to sue its equity holders who have not made their capital contribution.
- (iii) The certificate of approval for IMFSMI was invalid and the 2009 annual statutory examination in the PRC had not been fulfilled.
- (iv) After taking into account the above considerations, the PRC counsel advised that the business licence of IMFSMI should be firstly cancelled. As such, the Capital Contribution may not be necessary.

The court in Inner Mongolia had dismissed the litigation in April 2010 and subsequently the plaintiff appealed against the decision. In February 2011, the Group received a letter from the court in Inner Mongolia that IMFSMI has withdrawn the litigation.

### 44. 訴訟

#### (a) 對內蒙古森源之注資

本集團之附屬公司內蒙古森源自二零零七年成立之後一直未繳足資本。內蒙古森源（由內蒙古森源之法人代表兼董事梁女士代表）要求其直接控股公司香港森源礦業控股根據內蒙古森源之章程細則對內蒙古森源作出30,000,000港元之注資（「注資」）。於二零零九年九月，內蒙古森源作為原告就注資一事對香港森源礦業控股採取法律行動。於二零一零年三月，本公司之中國法律顧問向內蒙古法院作出以下回覆：

- (i) 由於內蒙古森源之營業執照已於二零零九年四月三十日屆滿，原告（即內蒙古森源）並無訴訟主體資格。
- (ii) 由於中國並無任何授權公司控告其股權持有人未作出注資之法律依據，原告並無任何權利提起訴訟。
- (iii) 內蒙古森源之批准證書已失效，亦未能通過二零零九年之中國法定年檢。
- (iv) 經考慮以上因素，中國法律顧問認為內蒙古森源之營業執照不可避免地將被註銷。因此不必作出注資。

儘管內蒙古法院已於二零一零年四月撤銷訴訟，惟原告對該裁決提出上訴。於二零一一年二月，本集團接獲內蒙古法院發出之函件，告知內蒙古森源已撤訴。



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### 44. LITIGATIONS (Continued)

#### (b) Tarim Basin

In September 2009, an independent party (the "Plaintiff") undertook a legal action against and filed a claim to a group of three parties. These three parties are referred to as the "First Defendant", the "Second Defendant" (i.e. China Era) and the "Third Defendant" (collectively referred to as the "Defendants"). The First Defendant was an ex-director of China Era and the Third Defendant was a related company of First Defendant as the First Defendant was a director of both China Era and the Third Defendant at that time.

Based on the statement of claims, the Plaintiff alleged that China Era entered into an agreement in May 2007 with the Plaintiff relating to a production sharing agreement for an exploration and exploitation project that related to an oilfield located at the North and South Kashi Blocks on Tarim Basin in Xinjiang, the PRC. The Plaintiff further alleged that a tender was submitted in June 2007 for the North and South Kashi Blocks on Tarim Basin (the "Tender") but was rejected by PetroChina Company Limited for political reason only. The contract for the North Kashi Block on Tarim Basin was subsequently awarded to the Third Defendant in December 2008 (the "Kashi Contract"). The Plaintiff alleged that the Tender contained confidential information beneficially belonging to the Plaintiff which was disclosed by China Era to the Third Defendant to secure the Kashi Contract to the exclusion of the Plaintiff, in breach of its duty of confidence and/or fiduciary duties owed to the Plaintiff.

### 44. 訴訟 (續)

#### (b) 塔里木盆地

於二零零九年九月，一名獨立方（「原告」）對三方採取法律行動，並提出申索。有關三方稱為「第一被告」、「第二被告」（即中國年代）及「第三被告」（統稱為「被告」）。第一被告為中國年代之一名前董事，而因第一被告當時為中國年代及第三被告之董事，因此第三被告為第一被告之一間關連公司。

根據申索陳述書，原告指稱中國年代於二零零七年五月與原告訂立一項協議，內容有關就位於中國新疆塔里木盆地之喀什北區塊及南區塊之油田而訂立之一項關於勘探及開採項目之生產分成協議。原告進一步指稱於二零零七年六月就塔里木盆地之喀什北區塊及南區塊呈交標書（「標書」），惟僅因政治理由而被中國石油天然氣股份有限公司拒絕受理。隨後塔里木盆地之喀什北區塊合約於二零零八年十二月贈予第三被告（「喀什合約」）。原告指稱標書載有原告實益擁有之機密資料，而中國年代向第三被告披露該等機密資料，以在排除原告之情況下取得喀什合約，違反對原告之保密責任及／或受信責任。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 44. LITIGATIONS (Continued)

#### (b) Tarim Basin (Continued)

The Defendants filed defence on 14 December 2009 where the Defendants denied the claim made by the Plaintiff.

Had the Defendants lost the legal claim, based on the advices of the legal representatives of the Defendants in November 2009, January 2010 and December 2010, the amount to be claimed by the Plaintiff will be determined with reference to the amount that would have been charged by a consultant who can secure the same information in relation to the Kashi Contract. Accordingly, the legal representatives of the Defendants advised China Era that the amount to be claimed is no more than HK\$5,000,000. There is the undertaking of the indemnification of the litigation by the vendor of the China International Energy. Accordingly, the indemnification assets of HK\$5,000,000 and the provision for legal claims of HK\$5,000,000 have been provided in the financial statements for the year ended 31 December 2010.

On 20 December 2011, the Plaintiff and the Defendants entered into a settlement agreement in which the Defendants agreed to pay a settlement sum of US\$1,800,000 (approximately HK\$14,040,000) to the Plaintiff and the Plaintiff agreed to discontinue the claim by filing a consent order to the Court after receiving the settlement sum. Accordingly, the indemnification assets of HK\$14,040,000 and the provision for legal claims of HK\$14,040,000 have been provided in the financial statements for the year ended 31 December 2011. On 4 January 2012, the Plaintiff filed the consent order with the Defendants' consent to the Court.

### 44. 訴訟 (續)

#### (b) 塔里木盆地 (續)

被告已於二零零九年十二月十四日提交抗辯書，被告在其中否認原告所作出之申索。

倘被告敗訴，根據被告之法律代表於二零零九年十一月、二零一零年一月及二零一零年十二月之意見，原告之申索金額將參考能取得有關喀什合約之相同資料之顧問原應收取之數額釐定。因此，被告之法律代表向中國年代提供之意見為，申索金額不超過5,000,000港元。中國國際能源之賣方就訴訟作出彌償保證承諾。因此，彌償資產5,000,000港元及法律索償撥備5,000,000港元已於截至二零一零年十二月三十一日止年度財務報表中作出。

於二零一一年十二月二十日，原告及被告人訂立和解協議，其中被告人同意向原告支付和解費為1,800,000美元（約14,040,000港元），而原告同意於收取和解費後終止入稟法院索償。因此，彌償資產14,040,000港元及法律索償撥備14,040,000港元已於截至二零一一年十二月三十一日止年度財務報表中計提。於二零一二年一月四日，原告已將被告人之同意書交回法院。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 45. MATERIAL NON-CASH TRANSACTIONS

#### (a) Conversion of convertible bonds

During the year, 20,079,000 new ordinary shares in aggregate were issued at the conversion price of HK\$0.508 (as adjusted) per share to bond holders upon the conversion of CB1. As a result, there was an increase in share capital and share premium of HK\$201,000 and HK\$12,811,000 respectively.

#### (b) Assignment of bank and other borrowings

During the year, the Group entered into the assignment of borrowings agreements with one of the non-controlling shareholders of a subsidiary and the lenders. Both parties agreed that the bank and other borrowings amounting to HK\$15,738,000 in aggregate were unconditionally assigned from the Group to this non-controlling shareholder. The amounts of HK\$9,443,000 and HK\$6,295,000 was credited to capital reserve and non-controlling interests in equity respectively.

### 45. 重大非現金交易

#### (a) 兌換可換股債券

於本年度，合共20,079,000股新普通股已於兌換第一批可換股債券後按每股0.508港元（已調整）之換股價發行予債券持有人。因此，股本及股份溢價分別增加201,000港元及12,811,000港元。

#### (b) 轉讓銀行及其他借貸

於本年度，本集團與其中一名附屬公司之非控股股東及貸方訂立貸款轉讓協議。訂約各方均同意，銀行及其他借貸總共15,738,000港元由本集團無條件轉讓至此非控股股東。9,443,000港元及6,295,000港元已分別計入權益之股本儲備及非控股權益。

